

Governance Committee Meeting  
March 6, 2014  
Minutes

- I. Call to Order
- II. Determination of Quorum
  - A. Committee Members Present
    - 1. Tom Argust (Chair)
    - 2. Karen Pryor
    - 3. Ed White
    - 4. Henry SmithAbsent-Paul Battaglia
  - B. Others Invited
    - 1. Jim Redmond – Chairman
    - 2. Bill Carpenter – CEO
    - 3. Daniele Coll-Gonzalez – COO, and committee staff
    - 4. Joe Jablonski – Vice President, Research & Development
- III. Yearly Review of Board Policies
  - A. Code of Conduct
  - B. Procurement Guidelines
  - C. Disposition of Surplus Property Policy
  - D. Governance Committee Charter
  - E. Board Member Governance and Operating Guidelines and Principles
  - F. Medicaid Compliance Program
  - G. Whistleblower Policy
  - H. M/WBE Program Policy

All policies were reviewed by committee members. No changes or recommendations were proposed by the staff or committee.
- IV. Act on Board Roles & Responsibilities Policy Statement

After a brief discussion, Commissioner White motioned to approve the Board Roles and Responsibilities Policy Statement as amended. Commissioner Smith seconded. All were in favor of approval and moving the statement to the full Board of Commissioners in April. The approved draft is attached to these minutes.
- V. Review Results of Board Self-Assessment and Assessment of November 2013 Annual Governance Meeting. Joe Jablonski, Vice President of R&D for the Authority reviewed trends from both assessments. Governance Committee discussed the assessments and developed a list of possible actions for consideration which Chairman Argust will follow up on (see attached).
- VI. Next Meeting: August 7, 2014 10:30am-11:30am. Board Retreat: Thursday September 25, 2014.
- VII. Meeting Adjourned

## Newsprint Notes from March 6, 2014 Governance Committee Meeting

### Board Self-Assessment 2012-13

- Some “weak” responses in November have been addressed by March (Succession planning)
- Using board portal more effectively. Improved ability to use it. More friendly. Redesign the portal.

### 2014-15 Considerations

- Redesign the Board Portal
- Focus on better understanding of performance metrics
- Provide more time to discuss at board meetings
- Sending out agendas of each committee to all board members
- Have informal work session before board meetings

### Retreat Assessment Considerations for 2014

- Desire for more discussion
- Offsite venue
- Informal dress
- Informational facilitator (in-house)
- State the impact on proposed strategic items
- Have Medicaid and compliance at a Board Meeting
- Move retreat to earlier than November
- Focus on performance based compensation