Dear Design Grant Leadership Group:

Our sub-group on governance had a conference call on Tuesday 2/3, beginning with the proposal David Olson shared late last year. David was unable to participate but Peter, Jeff, Bruce, Ben and I were on the line. I hope you will have a chance to review this summary before our meeting on Thursday 2/12, 2-4 PM.

A revised proposal for Governance Board membership is included below, but first, some explanation. In one call we could not of course discuss all the issues involved here, so we put this forward for the sake of further discussion and not in the sense of a hard and fast proposal. We also believe the governance proposal should address the following important issues beyond Governing Board membership. There was consensus on these points, except that Bruce disagreed with the italicized part of #5 – more on that below.

 1.       Early development of a written charter and bylaws will be crucial, because the way the Board operates will be as important as its membership.

 2.       This Board may eventually make some very important decisions involving substantial resources and affecting the fates of provider organizations and others. But we are not yet at that stage. For the coming year, most of the work will be organizational and developmental. At this point, we need a governing structure that can do this year’s work, but it need not be the final word on the subject. In fact, it would be foolish to become locked into a governance structure until more details on the reality of ACH functions and powers are available.

 3.       The charter should define the scope of the Governing Board as oversight of Design Grant implementation (this year’s work). The charter should include a specific commitment to revise the governance structure and board membership by the end of the year, making any changes necessary before actual ACH operations begin.

 4.       The Bylaws should establish an Executive Committee consisting of Governing Board officers (probably chair, vice-chair, treasurer and secretary) and empowered to conduct operations on a week-to-week basis. Major decisions on policy and resources should be reserved for the full Governing Board. Even a board of “only” 15 or so members would not be nimble enough to be effective without an executive function of this kind.

 5.       A seat for elected officials is included in the proposal below, but shown as “to be determined” because we believe this requires further discussion with county commissioners and perhaps other elected officials*. [We agreed on the importance of their involvement and support, and did not simply want to exclude them from the board. At the same time, it’s not clear that they would really want to be on the board, especially during this year’s formative work. So it may be that board seats are not the best way to engage them – perhaps there should be other measures such as some process (perhaps written into the bylaws) involving regular reports to and meetings with the county commissions (and legislators?). One of the early duties of the board would be to work with elected officials to develop an effective way to keep them involved.]*

All that said, here is the board lineup we wanted to bring forward for discussion by the Leadership Group:

Behavioral Health (2 Representatives, not from same county)

Confluence Health (2 reps, one for Central Wa. Hosp, one for primary care.)

Hospitals other than CWH (2 Representatives, not from same county)

Primary care outpatient clinics other than Confluence (2 representatives, not from same county)

Elected Officials (to be determined)

Public Schools – Perhaps NCESD? (1 representative)

Public Health (2 Reps)

Area Agency on Aging

Hispanic community representative

Total: 14 (not including elected)

 As I mentioned, Bruce did not agree with the italicized part of #5 above. Rather than attempt to paraphrase his comments, I have attached to this email a couple of messages Bruce and I shared on this.