



Colorado Medical Society

"Advocating excellence in the profession of medicine"

**APPROVED BY THE CMS BOARD OF DIRECTORS
(AMENDMENTS BY THE BOD ARE INCLUDED IN THIS REPORT)**
JULY 11, 2014

June 25, 2014

To: CMS Board of Directors

From: BOD Special Task Force on Governance

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Ms. Susan Bauer, RVU, Member, BOD

Re: Report of the BOD Special Task Force on Governance

The Special Task Force on Governance met on May 30 and 31 for the purpose of reviewing the governing structure of CMS in order to identify ways to strengthen and support CMS's strategic goals. The following are the task force recommendations. All of the recommendations were adopted without objection.

The task force recognizes that more work will need to be done to achieve the recommendations below. Should the BOD and HOD approve the recommendations, the task force further recommends that the task force be continued as needed to develop implementation plans for the board's consideration for each recommendation.

Recommendation One. Changes should be made to the operations of the board of directors in the follow ways:

a) The board of directors selection process should ensure that those nominated meet the governance needs of CMS including diversity of experience, expertise and perspective.

b) The size of the board directors should be reduced.

c) The board should acquire the capabilities for and conduct a percentage of its meetings using virtual meeting software, rather than only in person.

Recommendation Two. CMS should develop a comprehensive leadership development initiative that creates a pipeline of new and up and coming leaders for CMS. The initiative would include the following elements:

a) A program of proactive recruitment and promotion of not only those seeking to develop or enhance their leadership skills but also those that have demonstrated leadership abilities outside of the CMS structure.

b) The creation of new and the strengthening of existing leadership development programs as part of a leadership development track. This leadership development track would also include a ladder of opportunities for service to CMS.

Recommendation Three. As part of CMS's continuing efforts to strengthen membership participation, engagement and input, a Policy Forum should be developed to actively involve members of the House of Delegates throughout the year in the decision-making process on policy. Through the Policy Forum, House of Delegates members would provide policy recommendations on particular policy issues facing CMS as determined by the BOD and acted upon by the BOD once received from the Policy Forum. This forum could include additional members of CMS based on interest or as part of the leadership track presented in Recommendation Two. The BOD could solicit feedback from the Policy Forum for difficult or controversial policy decisions, in addition to member surveys if needed. This recommendation is intended to enhance member engagement and input to the BOD thereby enhancing the accountability of the BOD.

Recommendation Four.

CMS should reduce the number of statewide meetings to a single annual meeting that includes the HOD meeting and programming similar to past spring meetings. The Annual Meeting would include a business meeting and an education/strategic planning

meeting. During the business meeting, the delegates would elect officers and take action on a BOD report. Delegates could extract any item from the BOD report for discussion, action, or reconsideration. In place of resolutions submitted only at the Annual meeting, a process would be designed that allows CMS members to submit resolutions throughout the year. Because the BOD meets 6 times a year, including the day before the HOD convenes at the Annual Meeting, the current avenue for addressing matters requiring urgent consideration by the HOD will be preserved through a BOD report. The BOD would review all submitted resolutions in a timely manner and include the discussion, decisions, and committee work completed on those items during the year in the report (and in other areas of the CMS communications platform) to keep members informed and to foster input. The Policy Forum and other mechanisms could assist with input. In lieu of our spring conference, CMS should encourage active member participation in the Western States Leadership Conference.

Recommendation Five. CMS should undertake a study that evaluates the current level, appropriateness and value of statewide and local services provided to members by both CMS and its component organizations. The study should make recommendations on what the future role of the CMS and component society relationship should be in supporting the delivery of programs and services to physician members. In addition, the study should include feedback from current and past physician leaders involved at the CMS and component society level.

The following attachments are included in our report.

Exhibit A: Task force preparation prior to considering recommendations

Exhibit B: List of brainstorming ideas concerning HOD/Membership and BOD/Committees

Exhibit C: Work papers leading to the development of specific recommendations

Exhibit A: Task Force preparation prior to considering recommendations

Pre-meeting Preparation

Survey of five state medical associations.

A telephone survey of key executives of five state medical associations was conducted. The five state medical associations were Minnesota, Iowa, Virginia, Pennsylvania and Tennessee. Each state had recently conducted an evaluation of their governance structure. The survey identified each state's current practices involving their board of directors and their house of delegates. The survey asked for input from state medical associations that have undergone recent changes in anticipation of the needs of their membership. It also outlined changes that taskforces in each state recommended as well as the success or failure of the recommendations.

Survey of the CMS Board of Directors.

This survey was also send to recent leaders who are no longer serving on the board.

CMS Senior Staff Meeting

Senior staff provided feedback based on questions developed by our facilitator, Joe Gagen. The questions concerned not only the operations of the board of directors and the House of Delegates but also addressed cost and participation levels at the two annual statewide meetings.

Meeting format on May 30

Prior to meeting in breakout sessions to identify possible recommendations, the task force reviewed the current governance practices of CMS and the results of the surveys of the five states and the board of directors.

In addition, Jan Kief, with assistance from Mike Ware, El Paso County Medical Society executive, made a presentation on current best practices in association governance. The presentation included a summary of the book, *Race to Relevance*. This book was mentioned by three states surveyed as influential in forming those states' recommendations. Also covered was *Governance as Leadership: Reframing the Work of Nonprofit Boards*. This book makes recommendations on improving board decision-making and deliberations.

Exhibit B: List of brainstorming ideas concerning HOD/Membership and BOD/Committees

The task force on the morning of May 31 worked in two groups. One group focused on the Board of Directors and one focused on the House of Delegates. Each group selected 3-4 ideas from their brainstorming session to present to the full group for consideration. The following is the list of ideas from those two breakout sessions.

Board of Directors Break Out Session ideas

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| Full orientation package for new BOD members | Decreased number of BOD members by attrition |
| Change medical student representation on a small BOD or change to observer status on small BOD | BOD member scorecard |
| At-large BOD Members | BOD 360° evaluations |
| Reduce BOD size | <10 member BOD |
| Competency-based BOD | 10-15 member BOD |
| Policy council | Number of BOD members based on expertise |
| Virtual BOD meetings | BOD elects or chooses executive officers |
| BOD members selected by geographic region | President Elect chairs policy council |
| Formal nomination of BOD members | Eliminate Executive Committee |
| Governance Committee | Publish BOD meeting (minutes?) for members |
| Decrease number of committees | Policy committee by expertise, geography, non-physicians |
| Auto-sunset of committees | Combine C&B with governance |
| Institute standing rules | BOD does CEJA |
| Increase number of BOD updates via phone | Smaller BOD but more committees |
| Reading BOD materials during BOD meeting not allowed | More committees to increase member involvement |
| BOD leadership track | BOD elected by members |
| Women's leadership track | Regular Governance Committee |
| Non-physician BOD members | Open access committees |
| CME courses for President Elect | Mobile committees |
| Required BOD CME leadership training | Task force |
| Leadership pipeline | Video conferencing for committees |
| New BOD member mentoring | Quarterly meetings |
| BOD Members on committees but not as chair of committee | Monthly meetings |
| No changes | Change length of BOD terms |
| | Yearly BOD retreat |
| | BOD pay |

Membership/House of Delegate break out session ideas

No resolutions – HOD
No HOD, trial no HOD
Change HOD to Policy Forum
Spring Conference model with 2 hour HOD business meeting
No Spring Conference
Membership needs – access narrowly
Policy Forum – webinar to lower cost and increase participation – partial
Recruit Large Groups
Work-Based Membership
Transform Components to regional office to central hub/spoke
Eliminate local only – unification
Decrease size of HOD by factional representation
Allow anyone to come to HOD
Joint membership specialty/CMS ideas
Reevaluate purpose of CMS to evaluate mission statement as recruitment message
Volume discount/bulk pricing for large groups/hospitals (100%)
Needs assessment/skill access before picking delegates (define needed skill set)
Reevaluate communication and content of organization
Increase number of HOD of all due-paying members to vote and policy forum
Set up strategic partnership with residencies
Require/make virtual reference committee happen
HOD – All virtual
Actively recruit community leaders
More frequent HOD Meetings
Regionalize HOD to Multi-State
100% Free Membership

Exhibit C: Work papers leading to the development of specific recommendations

The task force as a whole reviewed each recommendation of the breakouts. The first three ideas listed below were collapsed into Recommendation One.

1. Competency-based Board of Directors

a. Advantages

- Diversity
- Expertise --Definition of Competency
- Experience
- Perspective
- Minimize narrow interest?
- Better strategic/generative thinking
- Increase influence in community
- More adaptable for organization's needs
- Agility re: opportunities/threats
- Increase checks and balances
- Good partner to staff/CEO
- Better informed
- More commitment
- Board members feel more valued
- Increase opportunity for professional development
- Richer debate (more valuable)

b. Disadvantages

- Richer debate/more disagreement
- Consensus harder to reach
- Loss of geographic perspective
- Loss of diverse perspective
- Increase power to nominating committee
- Political fallout (components)
- Risk of gossip
- Rural alienation
- Difficulty recruiting young members
- Loss of anonymity
- Decrease member involvement
- Loss of mentoring/leadership

2. Reduce BOD Size

a. Advantages

- Increase focus

- Increase efficiency
- Increase participation
- Better unit cohesion (BOD cohesion)
- Greater Accountability
- Lower cost (higher cost and increased staff time for larger board)
- Optimize talent

b. Disadvantages

- Difficulty with diversity (all types)
- Political fallout
- Transition
- C&B issues
- Culture changes
- Change in student voice
- Potential to increase or decrease minority voice.
- Decreased checks/balances (susceptibility to group think)
- Possible dictatorship

3. Virtual BOD Meeting

a. Advantages

- Decrease costs
- More involvement, increase accessibility
- Ability for synchronous/asynchronous meeting/communication methods
- More frequent meetings possible
- Attendance with subject experts
- Fast turnaround for meetings (quick scheduling of meetings)
- Simplified minute taking
- Increase clarity of issues
- Increase nimbleness
- Engage younger physicians
- Increase involvement of rural or OOS/traveling physicians
- Increase diversity/large pool of participants
- Engage employed physicians
- Can be used for committees
- Individualized work style

b. Disadvantages

- Loss of bonding
- Loss of non verbal communication
- Disagreement on platforms/technical ability
- Increase costs for hardware etc.
- More technical = more glitches
- Confidentiality (in person)

- Limited rural access (internet availability)
- Internet security
- Changes in group dynamics
- Distractions

4. Leadership Pipeline Development

a. Advantages

- Create leaders you need
- Multiple access points
- Increase community involvement
- Stronger continuity of mission
- Identifiable pool of talent
- Screen disruptive people
- Good ROI for members
- Target specific competencies
- Earlier investment in leaders
- Replaces loss from smaller BOD
- Better access to content experts
- More efficient use of resources

b. Disadvantages

- Cost
- Decentralize leadership development
- Loss of diversity
- Exclusionary
- Elitist perception
- Long-term implementation
- Staff time
- Risk of excluding disruptive innovation
- Change of business structure
- Loss of strategic alignment
- Loss of ROI to CMS or harm to CMS
- Measurement of success is difficult
- No guarantee of leadership role

5. Maintain HOD and Expand to a Policy Forum

a. Advantages

- Nimble organization
- Better use of staff resources – more cost-effective
- Fewer oblique/esoteric resolutions (narrow issue)
- Enhance timeliness
- Allow more research into issues
- More flexibility in implementation
- Provide a formal method to existing process

- Increase member engagement
- Better strategic alignment
- Improved communication
- Another pathway to leadership
- Can remove “personality” bias

b. Disadvantages

- Restructure of organization
- Learning curve to change culture
- Decrease learning of parliamentary training
- Increase member expectations
- Apathetic physicians will not change the way they participate
- Risk of change in or of discussion

Discussion on reducing the number of statewide meetings to one (Recommendation 4) and the evaluation of local services provided by CMS and the component members (Recommendation 5) were handled differently. The facilitator, Joe Gagen, elected to use a more general discussion of the merits to reach consensus on each of these recommendations.