

2014-2015 Fiscal Year Work Plan Tactics
Governance Reform– **For Action**
Approved 11-14-14

Action Item 1: Revision of Governance Reform Goal approved by the BOD on September 19, 2014.

Goal adopted on September 19, 2014:

Implement the CMS governance reform package enacted by the 2014 HOD.

Recommended revised goal:

Provide to the 2015 HOD recommendations for discussion and vote consistent with the strategic plan and the governance reform recommendations approved by the 2014 HOD.

Background: The ADEMS board of directors sought clarification of the goal. CMS physician leadership met and recommended the revised goal above. Please scroll down to review the letter from ADEMS and to review the rationale for the recommended change by CMS physician leadership. Also scroll down to review the strategic plan governance reform directive and recommendations both adopted by the 2014 HOD.

Action Item 2: Tactics: (underlined language reflects input from component society executives)

1. BOD Governance Reform Task Force
 - a. Appoint a Governance Reform Task Force at the November 2014 meeting comprised of the following:
 - i. A chair selected by the President
 - ii. Any CMS BOD member that chooses to participate
 - iii. Two component executives as an ex officio, non-voting members, one nominated by the component executives and the other nominated by the CMS president
 - iv. The delegation chair and president from interested component societies; however if a component does not have a delegation chair an active delegate may be appointed in addition to the president
 - v. Three Past Presidents nominated by the President and approved by the BOD
 - b. Direct the Governance Reform Task Force to:
 - i. Conduct a comprehensive review of the governing structure of CMS including composition and selection of the HOD and the BOD, including but not limited to options for:
 1. BOD and HOD operations and composition, including but not limited to an assessment of the on-line reference committee
 2. CMS-Component study, including current component activities
 3. Leadership track
 4. Policy Forum

- 5. Election of officers
- 6. Communications audit findings and recommendations
- 7. Other matters that may arise
 - ii. Hold at least one webinar with the HOD to update and to seek input
 - iii. Update delegates after each Task Force meeting and to seek their input
 - iv. Complete at least one CMS survey to get broad member input and perspective
- c. Retain Joe Gagen to assist the new Task Force on Governance
- d. Dedicate a portion of the Spring Conference to the work of the Governance Reform Task Force
- e. Form a Past President's Kitchen Cabinet as a sounding board for the Task Force

Background:

The 2014 House of Delegates unanimously passed the following actions:

1. Strategic Plan Update: Conduct a comprehensive review of the governing structure of CMS including composition and selection of the HOD and the BOD. The review is to identify ways to maintain transparency, enhance efficiency and effective decision-making, and utilize additional avenues of input on policy making.
2. CMS Governance Report and Recommendations:

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

- i. The BOD selection process should ensure that those nominated meet the governance needs of CMS including diversity of experience, expertise and perspective.
- ii. The size of the BOD should be reduced.
- iii. The BOD 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:

- i. 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.
- ii. 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.

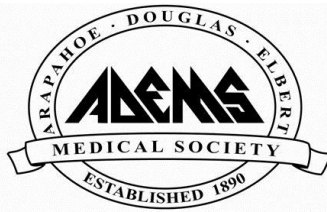
Recommendation Three. As part of CMS’s continuing efforts to strengthen membership participation, engagement and input, a Policy Forum should be developed to actively involve members of the House of Delegates throughout the year in the decision-making process on policy. Through the Policy Forum, House 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 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.

In addition, the BOD approved the following work plan component at the September meeting.

HOD-approved Governance Reforms: The BOD conducted in 2014 a comprehensive review of the governing structure of CMS including composition and selection of the HOD and BOD. The review identified ways to maintain and increase transparency, enhance efficiency and effective decision-making, and to utilize additional avenues of input on policy making.

Goal:	Implement CMS the governance reform package enacted by the 2014 HOD
Objective:	Complete a BOD and informational and action report for consideration by the 2015 HOD with detailed recommendations, including bylaws amendments as necessary, to finalize governance reform recommendations enacted by the 2014 HOD
Strategy:	Appoint and utilize a BOD Task Force on Governance to develop the details of a 2015 BOD governance report and recommendations, keeping delegates and components updated throughout the process (BOD Policy).



To: Tamaan Osbourne-Roberts, M.D., CMS President
Mr. Alfred Gilchrist, CMS CEO

From: David Markenson, M.D., MBA, FAAP, FCCM,
FACEP President, Arapahoe-Douglas-Elbert
Medical Society

Date: October 29, 2014

Re: ADEMS input on Governance Reform and Scope of Practice Action Plans

Thank you so much for the opportunity to review the 2014-2015 work plan and tactics and allowing ADEMS the opportunity to provide input on the various projects and join in on the various committees. Please accept the following input for consideration when editing the Governance and Scope of Practice Work Plan documents meeting the October 30th deadline prior to being included in the board of director's packets on October 31st.

At our recent ADEMS Board of Directors meeting held this month, ADEMS leadership reviewed and discussed these documents. We again truly appreciate you sharing these documents upfront with the component societies and the inclusiveness of the process. We think this will be an excellent model going forward. Overall, we found the documents to be thorough and a good plan to address the issues and seem to be in line with society precedents and the input of the House of Delegates. Based on our review, we wanted to bring to your attention the following questions and suggested adjustments/areas requiring further clarification:

Governance Reform Work Plan Tactics:

In this document, ADEMS Board of Directors respectfully requests that CMS state clearly that the BOD Governance Reform Task Force in accordance with both the discussion and clarifications made at the recent HOD, is creating draft recommendations based on the HOD direction and that they will be presented with the rationale behind them for HOD approval at the 2015 meeting before implementation.

CMS Response: The ADEMS request is consistent with the BOD Governance Reform Report to the 2014 HOD that stated:

“The BOD recognizes that more work will need to be done to achieve the recommendations below. Should the HOD approve the recommendations, the BOD further recommends that a BOD Task Force will need to be appointed-continued as needed to develop implementation plans for the BOD and House of Delegates (HOD) consideration for each recommendation.”

Goal: Implement CMS Governance reform package enacted by the 2014 HOD.

ADEMS Board of Directors respectfully requests this Goal be corrected to read: ***Provide to the HOD recommendations to those items approved to be studied for draft actions as proposed and agreed to by the HOD at the 2014 meeting.***

The current wording is misleading, as what was approved by the HOD was draft plans to operationalize recommendations with presentation to HOD before any implementation. We are aware that the CMS Board of Directors approved this goal at the September 2014 Board meeting, yet that board meeting was actually held prior to the HOD meeting.

CMS leadership response: To clarify the intent of the board goal adopted on September 19, the following restatement of the goal will be offered to the CMS BOD for consideration on November 14:

Goal: Provide to the 2015 HOD recommendations for discussion and vote consistent with the strategic plan and the governance reform recommendations approved by the 2014 HOD.

ADEMS Board of Directors also requests the following language in document be edited:

HOD-approved Governance Reforms: The BOD conducted in 2014 a comprehensive review of the governing structure of CMS including composition and selection of the ~~HOD~~ and BOD.

The ADEMS Board would like to address to the CMS Board that the HOD was not presented with any information regarding restructuring of the HOD at the annual meeting nor in the draft recommendations put before the HOD for consideration. Even if this was one of the fundamental principles being discussed in a previous meeting of the CMS Board of Directors, to include HOD under approved governance reforms for consideration would not accurately reflect what was presented to the HOD and approved by the HOD for study. All discussions and reference committee reports mentioned only BOD. It did not share the intent to study or possibly change the composition or selection of the HOD.

Therefore, ADEMS Board respectfully requests this be removed from the HOD approved work plan as it was not presented to nor authorized by the HOD as an action. If the BOD feels there is a need to study this, we would respectfully request that the rationale and a request to study be presented for approval at the HOD in 2015 in the same manner as was done for the other reforms.

CMS leadership response: The ADEMS recommendation is not consistent with the 2014 HOD strategic plan directive to:

“Conduct a comprehensive review of the governing structure of CMS including composition and selection of the HOD and the BOD. The review is

to identify ways to maintain transparency, enhance efficiency and effective decision making, and utilize additional avenues of input on policy making.”

Furthermore, concerns raised in the ADEMS recommendation are mitigated by the clarification of the goal that makes it clear that no governance reform recommendations will be implemented without having been presented for discussion and approval by the 2015 HOD.

Thank you again for the opportunity and inclusion in the feedback process. ADEMS looks forward to continued discussion and participation moving forward, especially on these two initiatives and appreciates being able to participate in the decision making process on important issues that impact our component society physicians.