**NYSARH Governance Committee Meeting**

**May 14th, 2018**

**Committee Members Present:** Claire Parde, Richard Merchant, Ann Battaglia

**Staff Present:** Sara Bollinger, Jackie Leaf, Danielle Reese

**CALL TO ORDER:** Called to order by Claire Parde at 11am

**DISCUSSION SUMMARY:**

***Approval of Meeting notes from 4.17.18***

The group reviewed and approved notes from the Governance Committee meeting of 4.17.18.

***Review of Disclosure of Financial Interest Forms***

Committee members reviewed Disclosure of Financial Interest Forms of the following members:

Barry Brogan, Sylvia Getman, Helen Evans and Richard Kazel. It was determined that Jackie Leaf, NYSARH Executive Director, should also complete a Disclosure of Financial Interest form.

**Action item:** Jackie will complete and submit a COI form prior to the next Governance Committee meeting

***Summary of Proposed Changes to NYSARH Bylaws***

Claire presented the Committee members with a written summary of proposed changes to the NYSARH bylaws for their consideration (see attached). The Committee suggested several modifications to the text, which Claire will make. Once the modifications are made, the Committee agreed to recommend the bylaws amendments to the Entire Board. This motion made by Richard, seconded by Ann, all approved and the motion carried.

**Action item:** Claire will make updates to the summary document as suggested by the Committee. Thereafter, Claire will present the amendments during her Governance Committee Report at the next meeting of the Entire Board on 5-17.

During discussion, the Committee agreed to refer two items to the Membership Committee: (1) Creating a procedure for the exchange of memberships with other associations; and, (2) creating a procedure to establish the start of a membership term and collection of dues at another time of year (e.g. September).

***Board composition and recruitment matrix***

The Committee discussed introducing the Board Composition and Recruitment Matrix to the Entire Board at its next meeting on May 17th. Claire will do this during the Governance Committee meeting report at the Board meeting of 5/17, and then send to all members for them to complete and return prior to the next Governance meeting.

***Targets for recruiting and selecting board member candidates***

Claire briefly reviewed the timeline for the Governance Committee’s activities pertaining to soliciting and selecting board member candidates. The group aims to send a solicitation to members in late June, select candidates for the board and offices of the board by the end of July, and communicate about the slate of candidates with the membership by the middle of August. While it was determined that we may utilize Survey Monkey to issue a ballot, the Secretary of the Board must read the results of the ballot and confirm with a voice vote at the annual membership meeting itself.

**ADJOURNMENT:**  Meeting adjourned at 12:05pm

**NEXT MEETING: June 11th at 11am**

Attachments Included:

 Meeting minutes 4.17.18

 Disclosure of Financial Interest Forms

 NYSARH Bylaws

**SUMMARY OF PROPOSED CHANGES TO NYSARH BYLAWS -- 5/14/18**

**Proposed change to ARTICLE I: NAME AND MISSION. SECTION 2. MISSION AND PURPOSE. Part A. Mission and Purpose:** Text revised to incorporate new mission statement.

**Current text**

The mission of the Association is to lead and to collaborate on issues that affect the health, welfare, and well-being of rural New York residents; and to promote equitable access and availability of health services for rural New Yorkers by partnering with other organizations, associations, and individuals with similar interests in a collegial and collaborative manner.

**Amended text**

The mission of the organization is *to improve the health and well-being of rural New Yorkers and their communities*. The ~~mission~~ purpose of the Association is to lead and to collaborate on issues that affect the health, welfare, and well-being of rural New York residents; and to promote equitable access and availability of health services for rural New Yorkers by partnering with other organizations, associations, and individuals with similar interests in a collegial and collaborative manner.

## Proposed change to ARTICLE III: MEMBERSHIP. SECTION 1. ELIGIBILITY

**Current text**

Members of the Association shall be comprised of individuals and organizations having an interest in rural health care in New York State who have completed and signed an application form, paid dues to the Association and have been admitted to membership by or pursuant to procedures specified by the Board of Directors as set forth in these bylaws.

**Amended text**

Members of the Association shall be comprised of individuals and organizations having an interest in rural health care in New York State who have completed and signed an application form, paid dues to the Association and have been admitted to membership by or pursuant to procedures specified by the Board of Directors as set forth in these bylaws. Membership organizations who have a mission that is aligned with that of NYSARH may become members of the Association in exchange for NYSARH membership in that organization, without the exchange of dues.

## Proposed change to ARTICLE III: MEMBERSHIP. SECTION 4. TERM

**Current text**

Membership dues are due on the first day of the calendar year. Invoices shall be sent out by November 1. Members who join after the first of the year may have their dues prorated. Dues paid by new members joining at the time of our annual conference shall meet the requirements for annual dues for the next calendar year.

 **Amended text**

~~Membership dues are due on the first day of the calendar year. Invoices shall be sent out by November 1. Members who join after the first of the year may have their dues prorated. Dues paid by new members joining at the time of our annual conference shall meet the requirements for annual dues for the next calendar year.~~ The term of membership is a 12-month period starting with the date dues are received.

**Proposed change to ARTICLE V: MEETINGS OF MEMBERS. SECTION 1. GENERAL MEMBERSHIP. Part A. Annual Meeting**

 **Current text**

The annual meeting of the Association will be held at a time and place to be determined by the Board of Directors. The purpose of such meeting will be to elect the Board of Directors and conduct all such business as may be necessary to support the mission, purpose and goals of the Association. Written notice of the annual meeting shall be given to each member, by mail, postage pre-paid, at the address appearing on the books of the Association. The notice shall be mailed at least thirty (30) days prior to the annual meeting.

 **Amended text**

The annual meeting of the Association will be held at a time and place to be determined by the Board of Directors. The purpose of such meeting will be to ~~elect the Board of Directors and~~ conduct all such business as may be necessary to support the mission, purpose and goals of the Association. Written notice of the annual meeting shall be given to each member, by mail, postage pre-paid, at the address appearing on the books of the Association, or via electronic communication. The notice shall be mailed at least thirty (30) days prior to the annual meeting.

**Proposed change to ARTICLE VI: BOARD OF DIRECTORS. SECTION 1. OVERVIEW. Part F (new). Voting.**

The current bylaws do not allow for the Board of Directors to vote via e-mail. Written consent, including voting via e-mail, is permitted by the Non-Profit Revitalization Act, but all directors must act on a given resolution AND all are in support of the contemplated action (i.e. there must be unanimous consent). Consequently, the following is proposed new text:

 **New text**

**Part F. Voting.** A majority of the votes of Board Members constituting quorum shall be sufficient to transact business unless a greater number of votes are required by law, the Certification of Incorporation, or these Bylaws with respect to some specified action. Voting by Board Members via means of written consent, including e-mail, may occur. However, the Board may only authorize an action when all directors act on a resolution AND all are in support of the unanimous action.

**Proposed change to ARTICLE VI: BOARD OF DIRECTORS. SECTION 6. ELECTION/APPOINTMENT/TERM. Part A. Elections**

**Current text**

The Board of Directors shall be elected at the annual membership meeting of the Association. The mechanism of nominations and elections shall be determined by policy of the Board and shall be circulated to the membership at least thirty (30) days prior to the annual membership meeting.

 **Amended text**

The Board of Directors shall be elected ~~at~~ by the ~~annual~~ membership ~~meeting~~ of the Association. The mechanism of nominations and elections shall be determined by policy of the Board and shall be circulated to the membership at least thirty (30) days prior to the annual membership meeting.

**Proposed change to ARTICLE VII: OFFICERS. SECTION 2. ELECTION AND TERMS OF OFFICE.**

In a previous change to the bylaws, the requirement that the Immediate Past President is an Officer of the Board was eliminated. Consequently, the text is revised to remove any reference to the Immediate Past President and its role in succession.

**Current text**

A President, Vice-President, Treasurer, and Secretary shall be elected annually by the members of the Association from among the Board of Directors. As part of the term of the presidency, the Vice-President may rotate to the position of President, then the Immediate Past President on an annual basis. A candidate for the office of Vice-President must be a current or past member of the Board.

Ballots will be distributed thirty (30) days prior to the annual meeting to elect officers and Board of Directors of the Association. The ballot must be returned to the Association ten (10) days prior to the annual meeting. The results of the balloting will be announced at the annual meeting.

**Amended text**

A President, Vice-President, Treasurer, and Secretary shall be elected annually by the members of the Association from among the Board of Directors. ~~As part of the term of the presidency, the Vice-President may rotate to the position of President, then the Immediate Past President on an annual basis. A candidate for the office of Vice-President must be a current or past member of the Board.~~ A candidate for office must have been a member of the Board of Directors for a period of at least one year.

Ballots will be distributed thirty (30) days prior to the annual meeting to elect officers and Board of Directors of the Association. The ballot must be returned to the Association ten (10) days prior to the annual meeting. The results of the balloting will be announced at the annual meeting.

**Proposed change to ARTICLE VII: OFFICERS. SECTION 7. VACANCY. Part B. Interim Director.**

The revised text replaces the reference to “Nominating Committee” with “Governance Committee”

 **Current text**

 Directors appointed to fill a vacancy shall hold office until the next annual election by the membership, at which time the nominating committee may submit their name for election by the membership If elected, they will be eligible to serve two, three-year terms.

 **Amended text**

Directors appointed to fill a vacancy shall hold office until the next annual election by the membership, at which time the ~~nominating committee~~ Governance Committee may submit their name for election by the membership If elected, they will be eligible to serve two, three-year terms.

**Proposed change to ARTICLE VIII: COMMITTEES, SECTION 3.** Text revised to clarify how committee members are appointed.

**Current text**

Each member of a committee shall serve a term of year.

**Amended text**

Each member of a committee shall be appointed by the President. Each member of a committee shall serve a term of one year.

**Proposed change to ARTICLE XV: AMENDMENTS.** Text revised to reduce the amount of time that written notice of proposed changes shall be given to Board Members from thirty (30) days to fourteen (14) days.

**Current text**

The Board of Directors of the Association, by affirmative vote of a two-thirds majority of the Directors, may alter, amend, or revoke these bylaws at any Board meeting of the Association, providing that written notice of proposed changes shall be given to all Board members at least thirty (30) days prior to any action being taken.

**Amended text**

The Board of Directors of the Association, by affirmative vote of a two-thirds majority of the Directors, may alter, amend, or revoke these bylaws at any Board meeting of the Association, providing that written notice of proposed changes shall be given to all Board members at least ~~thirty (30)~~ fourteen (14) days prior to any action being taken.