

**Governance Committee**

**Meeting of October 19, 2020**

**Call to Order and Roll Call**

The meeting convened at 11:03 a.m.

Board Members Present at Roll Call: Claire Parde, Ann Battaglia, Gertrude O’Sullivan,

 Helen Evans, Bryan O’Donovan

Staff Member: Sara Wall Bollinger

1. **Approval of Minutes**

The minutes for the meeting of 9/28 were approved [Ann/Bryan].

1. **2020-2021 Governance Calendar**

The Governance Calendar has been revised based on the discussion last month and is now ready to be posted to the Board Portal. Karin and Helen should also receive copies.

1. **Independence of Board Members**

The Committee discussed the Independence of board members associated with rural health networks and rural access hospitals that received funds through the Appropriation contract with NYSARH. According to the section of NYSARH’s bylaws dealing with Independence, any director in this position would be non-Independent. It was estimated that, as a result of these contracts, one-half of current board members are non-Independent. The Committee determined the following:

* If a board action related to the contracts was needed, these directors should disclose their interests and recuse themselves from discussion.
* A director who recuses him/herself still counts toward quorum
1. **Board Training**

Susan Weinrich of NYCON joined the meeting at 11:30. At the Board Training scheduled for **Monday, November 30th from 2:00 to 4:00 p.m**., Susan will provide a general overview of board responsibilities including the duties of care, loyalty and obedience. The Committee also hoped that the training would touch on the following:

• Resource development

• Risk management

• Developing a board member pipeline

• On-boarding new members (cultural acclimation)

• Evaluating contracted personnel

* And how some features of the organization (that is, that we are an Association with Members) and of the board itself (that is, that we are a working board and a largely virtual one) may impact the role of members and the function of the board

**Action Items:**

* **Sara** will post the revised Governance Calendar to the Board Portal and send to Helen and Karin
* **Claire** will send bylaws and other documents to Susan for her review and reference
* **Susan** will prepare virtual Board Training
* **Sara** will record Board Training and send attestation form to any directors unable to attend

**Adjournment:** The meeting adjourned at 12:10 p.m.

**Next Meeting:** November 16th at 11 a.m.

 Tentative Agenda Items: Review Disclosure Forms