

Board Governance Best Practices

The 2018-2019 operational plan calls on the board of directors to:

- Goal:** Update and institute board best practices
- Objective:** Review current board governance practices and literature-based best practices to determine consensus changes in CMS board practices
- Strategy:** Retain a qualified expert in non-profit governance to work with the board of directors to lead a best practices initiative
- Tactics:** Review service agreement below with Charney and Associates

Charney Service Agreement



CHARNEY ASSOCIATES

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November 23, 2018

Mr. Alfred Gilchrist, Chief Executive Officer
Mr. Dean Holzkamp, Chief Operating Officer
Colorado Medical Society

DESCRIPTION OF ENGAGEMENT

As discussed, Tom Keyse will serve as lead consultant on the project, though I will be collaborating with him on further engagement design and execution, and of course the development of recommendations. As you know, we consider flexibility essential to both providing sound recommendations and ensuring a context that builds client boards' "ownership" to support their implementation.

Preliminarily, we anticipate:

- 1. Review of Governance Documents:** Review of: current Bylaws; agendas/minutes from three most recent Board meetings; current governing policies regarding Board of Directors' responsibilities, conduct codes, Board orientation outline/materials, etc. (December/early January) *(Est. 2-3 hours)*.
- 2. Initial Planning Meeting(s):** An introductory planning meeting with Dr. Parsons, Dr. Markenson, CEO Gilchrist and COO Holzkamp, to review objectives and options/alternatives as to breadth and depth of service protocol components and plan initial content/discussion outline for January 18 (December/early January) *(Est. 2-3 hours)*.
- 3. Initial On-site Meeting with the Board:** On January 18, Tom Keyse will attend and observe the Board meeting, which will include a short presentation and open discussion/Q&A about our objectives and planned protocol in service to the Board *(one-half day on-site)*.
- 4. Board Member Interviews:** Telephone interviews with up to eight (8) Board members identified by and scheduled with Client leadership's assistance. Primary purpose of these (30-40 minute) interviews will be to gain qualitative insights/perceptions about current governance practices, and to identify key issues/concerns to vet through the subsequently administered survey tool (late-January thru mid-February) *(Est. 6-7 hours)*.

5. **Survey Development and Communications:** Our Board Assessment of Structural Effectiveness (BASE) Survey™ is an effective tool to benchmark the level of clarity as to roles, expectations and engagement for the Board collectively, as well as for its officers, committees, individual members and the CEO. We will develop a customized version of the BASE Survey instrument, and provide a draft for Client review and input, prior to launching it via email for Board members to complete (expected to take 20-25 minutes). All Board responses in the interviews and to the survey instrument will be reported anonymously (February -March) (*Est. 3-4 hours*).
6. **Attendance/Observation at March 15 Board meeting:** Tom Keyse will attend and observe the March Board meeting and provide a brief progress update on the consultation (*Est. 4 hours*).
7. **Preparation and Presentation of Draft Report/Recommendations:** Charney Associates will prepare a written report including (anonymously presented) survey and interview responses, an executive summary and a presentation of the strengths and any weaknesses identified in the review, all with corresponding recommendations. A draft report will be submitted electronically to the Board President, President-Elect, CEO and COO for review. A meeting to review the findings in the draft document is anticipated (early April) (*Est. 12-14 hours*).
8. **Generation of Final Report/Recommendations:** Within two weeks subsequent to the review of the draft document by the Board President and the CEO, a final version of the report (in electronic document format) will be prepared and submitted (late April/early May) (*Est. 2-3 hours*).
9. **Presentation Meeting/Discussion with the Board of Directors:** Meeting with the Board to present and discuss recommendations for future Board governing policies (mid-May) (*one-half day on-site*).

Tom Keyse, Consulting Associate – Charney Associates

Tom joined Charney Associates as a Consulting Associate in 2018. Tom brings extensive experience with successful nonprofit, faith-based, arts and trade and membership organizations, primarily as a board of directors member and chairperson with a significant understanding of management and fiduciary responsibilities. Tom is eager to draw on his knowledge and insights to collaborate with Charney Associates to provide governance training to boards wishing to clarify roles, expectations and accountability for their organizations.

Prior to joining Charney Associates, Tom practiced law for thirty years with two highly-regarded corporate law firms in Denver, concentrating his practice on commercial finance transactions and enforcement of creditors' rights. Tom chaired the Rocky Mountain Chapter of the Turnaround Management Association, a professional community that helps distressed and healthy businesses navigate planned transitions and off-plan events, and throughout his career has maintained a peer rating for the highest level of professional excellence from his legal colleagues.

Tom earned a B.A. in English (with a Business minor) from the University of Notre Dame and a J.D. from the University of Michigan Law School. Tom is a 1996 graduate of the Denver Community Leadership Forum, a year-long program sponsored by the University of Colorado at Denver to foster relationships and collaboration among leaders from public, private and nonprofit enterprises. In August 2016, Tom received the City and County of Denver's Minoru Yasui Community Volunteer Award for outstanding volunteer commitment and service.

Bill Charney, Principal Consultant – Charney Associates

Bill Charney is widely recognized as one of North America's foremost authorities on board leadership and governance. Bill's primary focus is working with and helping individual boards clarify their expectations, roles and accountability to proactively establish performance standards for the organizations they lead.

Bill is a valuable resource for nonprofits, governmental agencies, corporations and cooperatives of all sizes. Bill's unique perspective on effective board leadership has been shared as an invited speaker throughout the United States, as well as in Scotland, Australia, United Kingdom, Canada, Sweden, Holland, Macedonia and Singapore. While his conference workshops are highly rated, Bill's primary focus is working with and helping individual boards.

Bill co-authored, with Miriam Carver, *The Board Member's Playbook*, a groundbreaking resource for board decision-making, and he is a regular contributing author to Wiley's *Board Leadership: Innovative Approaches to Governance* journal.

After earning an MBA in Organization Management at the University of Colorado at Boulder, Bill was the highly successful founding CEO of Cherry Creek Arts Festival in Denver, a prominent nonprofit with over 1,000 active volunteers. In addition to his nine years having seen a board from the CEO perspective, Bill has served on numerous boards, ranging from a small association with no employees to an international trade association, both of which he chaired.

Bill's clients include a wide array of organizations, including food banks, colleges, trade and membership associations, visitors bureaus, mental health agencies, hospitals, state commissions, school boards, transit agencies, voluntary health organizations, and more.

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