

FOR ACTION
Governance Reform Task Force
Approved January 15, 2015

The question before the board is approval of the nominations to the Governance Reform Task Force (GRTF), GRFT Committee goals, areas of inquiry, and work plan.

1. Members, Governance Reform Task Force

Charles Breaux, MD, Mesa CMS, CMS BOD
Aaron Burrow, MD, DMS President
Jan Kief, MD, Past President
Jeremy Lazarus, MD, ADEMS
Christine LaRocca, MD, DMS
Lucy Loomis, MD, DMS, CMS BOD
Katie Lozano, MD, ADEMS, CMS BOD
Bronwen Magraw, MD, Mesa CMS
David Markenson, MD, ADEMS President
Edward Norman, MD, NOCOMS, CMS BOD
Ray Painter, MD, Past President
Lynn Parry, CCVMS, CMS BOD
Brigitta Robinson, MD, Vice-Speaker, HOD
Scott Replogle, MD, BCMS, CMS BOD
W. Ben Vernon, MD, Past President
Frederic Walker, MD, Mesa CMS
Robert Yakely, MD, HOD Speaker
Andrea Chase, Ex Officio, ADEMS Executive Director
Mike Ware, Ex Officio, El Paso CMS Executive Director

The work of the GRTF will be divided into the following committees with each committee establishing its own work plan. Each committee will obtain member feedback, identify needed information, and identify and report back its suggested implementation steps to the entire task force. The GRTF will report to the BOD and the BOD to the HOD. GRTF members can self select committee service.

2. **Comprehensive Leadership Development.**

Goal. A steady flow of qualified individuals within the membership with the necessary experience and skill to fill the governance bodies of CMS. Component societies who choose to use the leadership track are encouraged to participate.

Areas of Inquiry. A) The current state for identifying new leadership and strengthening leadership development B) Identification and promotion. A program of proactive recruitment and promotion of those seeking to strengthen their leadership skills with CMS and those who have demonstrated leadership outside of the CMS structure. C) New and strengthened existing development programs as part of a leadership track. D) An identifiable ladder of opportunities for service to CMS. E) Other areas as identified by the committee.

Work Plan. First Meeting (in person): Review charge of committee, review and confirm current state, brainstorm ideas and identify needed information. Assign responsibilities. Follow up meetings to be scheduled as needed. At least one meeting includes a review of communications audit currently being conducted by Communications Strategy Group (CSG) to see how committee recommendations might be modified.

Report to GRTF. This should include a description of each suggestion and if possible, cost and/or staff impact, responsible party(s) for implementation, timeline for implementation, and measure of success.

3. Board of Directors and House of Delegates – Structure, Operations and Practice

Goal. Enhance the efficiency, transparency and effective decision-making of CMS in ways that ensure it services the interests of members as reflected in CMS's strategic planning.

Areas of Inquiry: A) Current state for nominating and approving board members, selecting-accrediting HOD delegates, and electing officers. B) Current state for establishing CMS policy through the board and the HOD and alternatives to the current state. C) Ways to promote transparency in decision making as well as use of additional avenues of input from members. D) Experiences of other state medical societies who have reformed their governance process (have they been successful?). E) Determine the extent of and timing of reduction rightsizing the Board. F) Develop goals for Board composition that reflects diversity of experience, expertise and perspective. G) Proposal for board use of virtual meeting software when appropriate. H) Alternatives to the current process for electing officers. I) Other areas as identified by the committee.

Work Plan. First meeting (in person): Review and confirm current state; review materials already compiled on topic, identify elements of possible report back to GRTF, and plan work schedule. Assign responsibilities. Follow up meetings to be scheduled as needed. At least one

meeting should include a review of communications audit currently being conducted to see how committee recommendations might be modified.

Report to GRTEF. This should include a time line for implementing changes and the language of any amendments to CMS By-laws.

4. Policy Forums

Goal: Enhance the efficiency and effective decision-making of CMS in ways that ensure it services the interests of members as reflected in its strategic planning.

Areas of Inquiry: A) Current state of BOD and HOD policy development B) Creation of a Policy Forum that actively involves HOD members. C) Additional ways for soliciting member input that compliment and strengthen any proposed Policy Forums. D) Enhance transparency and ease of member participation. E) Other areas as identified by the committee.

Work Plan. First meeting (in person). Review and confirm current state and role of HOD and Board in setting policy, review existing CMS structures designed to receive member input as well as methods used by other states. Brainstorm ideas and identify needed information. Discuss likely scope of committee recommendations. Follow up meetings to be scheduled as needed. At least one meeting should include a review of communications audit currently being conducted to see how committee recommendations might be modified.

Report to GRTEF. This should include a time line for implementing any recommendations, cost and/or staff impact, and the language of any amendments to CMS by-laws, if needed..

5. CMS/Component Societies Partnership

Goal. CMS policies that promote the efficient delivery of programs and services to CMS physicians by both CMS and its component organizations.

Areas of Inquiry. A) The current state of coordination efforts in delivery of services and programs, both within urban and rural areas, and extent of demonstrated member retention and recruitment value. B) Services and programs - urban vs. rural areas and the extent of coordination between CMS and component. C) Existing levels of cooperation and opportunities going forward. D) Unified relationship that enhances the impact of CMS and its components, collectively and individually. E) Other areas as identified by the committee.

Work Plan. First Meeting (in person): Review charge of committee, current state and current environment, identify needed information, identify current challenges and perceptions. At first

or second meeting, brainstorm ideas to overcome current challenges. Follow up meetings to be scheduled as needed. At least one meeting should include a review of communications audit currently being conducted to see how committee recommendations might be modified.

Report to GRTF. This should include a description of each suggestion and if possible, cost and/or staff impact, responsible party(s) for implementation, timeline for implementation and measures of success.

Background:

In January of 2014, the CMS Board of Directors (“Board”) held a two day meeting to review and “refresh” the CMS Strategic Plan. One of the recommendations was to evaluate the governance structure and identify possible improvements. As a result, the Board appointed a special task force for that purpose with instructions to identify “best practices” in organizational governance and make appropriate recommendations. In preparation for the task force’s meeting, surveys were conducted of existing and recent board members, senior CMS staff, and leaders in five state medical societies that had recently undertaken a similar review of their governance structure and practices.

The committee met May 31-June 1 and reviewed the results of the surveys as well as heard presentations on the current literature on association management. At the conclusion of the meeting, the task force made a number of recommendations. At its July 2014 meeting, the Board voted to submit these recommendations to the CMS House of Delegates at its annual meeting in September 2014. The HOD approved all but one of the recommendations and gave the Board the green light to proceed with implementation plans for consideration of each recommendation by the 2015 HOD and more broadly to conduct a comprehensive review of the governing structure of CMS including composition and selection of the HOD and BOD.

The Board, at its November 2014 meeting:

1. Voted to 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.
2. Called for the creation of a new CMS Governance Reform Task Force (“GRTF”).
3. Instructed the taskforce to identify and recommend specific steps necessary to implement the recommendations as well as any related ideas the task force identifies and believes are consistent with the goals of the recommendations and the strategic plan. These steps include not only changes to the CMS bylaws but also other actions that can be taken administratively or by board action and include proposed timelines for implementation.
4. Directed the GRTF to conduct at least one CMS member survey and to keep delegates informed.

This document was the subject of a conference call with county medical society executives on December 30, 2014 to solicit their input. Those that were not able to attend were invited to submit comments directly to the CMS Executive Office.