CMS Governance Reform Task Force
Background, Key Findings and Recommendations
Approved July 10, 2015 by the CMS Board of Directors

Background:

In September 2014, the HOD passed a BOD report on governance reform that directed the BOD to appoint a Governance Reform Task Force for the purpose of further developing recommendations approved by the HOD, along with detailed recommendations to the HOD in 2015. In response, the BOD established a Governance Reform Task Force in November 2014 to 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;
2. CMS-Component study, including current component activities;
3. A Leadership track;
4. A Policy Forum; and,
5. Election of officers.

The Governance Reform Task Force held two professionally facilitated weekend meetings, one in April and the other in June, with committees meeting in-between. An all-member organizational positioning survey was conducted, other state medical associations were consulted, and component society executives were involved throughout. Our Task Force hopes that the following key findings and recommendations meet the board's needs in responding to the 2014 HOD governance reform directives.

Key Findings 2015

1. Declining CMS Brand Characteristics

Table 8b: Tracking "Applies 100%" + "Applies Very Strongly"	2008	2010	2013	2015
Communicates well with membership on issues facing medical profession	-	67%	57%	54%
Gives members like me a chance to provide my input and suggestions	58	54	50	44
Has a positive impact on my career as a physician in Colorado	44	39	30	34
Reflects my priorities	42	39	26	31

2. Declining HOD Participation; Uneven Demographics Compared to Membership

   a. Quorum bylaw adjustment to accommodate declining participation

   b. 2014 HOD Demographics

	CMS	Delegates				Board of Directors				Other	Members	Attended
Component Societies	Members	Seats	Filled	Vacant	Avg Age	Seats	Filled	Vacant	Avg Age	Members	Attended	SC 2014
Arapahoe-Douglas-Elbert	980	40	11	29	60	4	3	1	50	1	15	5
Aurora-Adams County	399	17	3	14	56	2	1	1	59		4	3
Boulder County	697	28	15	13	56	2	2		65	1	18	5
Chaffee County	30	2		2								
Clear Creek Valley	461	19	4	15	64	4	4		58		8	5
Curecanti	101	4		4								
Delta County	37	2	1	1	57						1	
Denver	941	36	24	12	61	3	2	1	49	5	31	12
Eastern Colorado	7	1		1								
El Paso County	848	35	4	31	66	2	1	1	61	1	6	1
Fremont County	25	2	1	1	59	1	1		62		2	1
Huerfano County	8	1		1								
Intermountain	102	5	1	4	63						1	1
La Plata County	54	3		3								
Lake County	4	1		1								
Las Animas County	3	1	1		66						1	
Medical Student Component	1,155	20	20		25	4	4		26	90	114	15
Mesa County	311	13	8	5	62	1	1		58	1	10	6
Montezuma County	16	1		1								
Morgan County	13	1		1								
Mt. Evans	28	2	1	1	60						1	
Mt. Sopris	108	5		5		1	1		55		1	
Northeast Colorado	16	1		1		1	1		69		1	
Northern Colorado	790	32	8	24	56	4	4		52	1	13	6

	CMS	Delegates				Board of Directors				Other	Members	Attended
Component Societies	Members	Seats	Filled	Vacant	Avg Age	Seats	Filled	Vacant	Avg Age	Members	Attended	SC 2014
Northwestern Colorado	52	3	1	2	60						1	
Otero County	13	1		1								
Pueblo County	296	13	5	8	51	1	1		62		6	
San Luis Valley	13	1		1								
Southeastern Colorado	3	1		1								
Washington-Yuma County	10	1		1								
Diversified Physician Section	n/a	1		1		1	1					1
Resident Fellow Section	n/a	1		1		1		1				
Young Physician Section	n/a	1	1			1		1				
Co Academy of Family Phys	n/a	1	1									
Co Chap Amer Academy of Peds	n/a	1		1								
Co Chap Amer Coll of Emer Phys	n/a	1		1								
Co Chap Amer Coll of Phys	n/a	1		1								
Co Chap Amer Coll of Surgeons	n/a	1		1								
Co Dermatological Society	n/a	1		1								
Co Gyn & Obstetrical Soc	n/a	1		1								
Co Orthopaedic Soc	n/a	1		1								
Co Psychiatric Soc	n/a	1		1								
Co Radiological Soc	n/a	1		1								
Co Soc of Addiction Medicine	n/a	1	1									1
Co Soc of Anesthesiologists	n/a	1		1								
Co Soc of Eye Phys and Surgeons	n/a	1		1								
Rky Mtn Hand Surgery Soc	n/a	1		1								
Rky Mtn Oncology Soc	n/a	1		1								
Representation	7,521	310	111	199	53	33	27	6	52	100	234	62

* Average Age of Delegation excluding students: 59
* Average Age of BOD excluding students: 56

3. Top-Down V Bottom Up Governance: Balance Preferred

Table 7: Describe CMS vs. Prefer for CMS	Totally top down	Mostly top down	Balanced, 50/50	Mostly grass roots	Totally grass roots	Not sure
Best describes CMS currently?	10	38	25	4	0	23
Prefer for the future of CMS?	0	12	59	14	3	12

4. Greater Member Engagement Desired

Table 5: Current vs. Desired Engagement	Very active	Active	Involved	Minimally involved	Not sure
Describe your current engagement with CMS	7%	11	21	60	2
Preferred engagement for next 3-5 years	7%	16	30	35	11

5. The Policy-Communications Engagement Imperative

Table 2: For which of the following do you rely on the Colorado Medical Society? Please select all that apply.

	2008	2013	2015
Advocacy	77%	70%	74%
Information and communication	68	62	64
Community involvement	26	20	22
Professional development	14	13	19
Endorsed vendor discount programs	13	9	8
None of the above	9	14	12

6. CMS Electronic Surveys: Most Robust CMS Engagement

2015 Member Survey – Organizational Positioning and Communications
Created Friday, April 03, 2015
Emailed Mailed: 4/3, 4/10, 4/17, 4/24, and 4/30
Audience: 4,932
Respondents: 606

2015 Spring Conference: Patient-Physician Barriers to Care
Created March 11, 2015
Emailed Mailed: 3/11, 3/18, and 3/25
Audience: 3,828 (excluded medical students)
Respondents: 514

2014 Member Survey – APN Prescriptive Authority
Created Monday, June 23, 2014
Mailed: 6/26, 7/7, 7/11
Audience: 4,795
Respondents: 776

2014 Work Comp Survey
Created Tuesday, March 18, 2014
Mailed: 3/19, 3/26, and 4/7
Audience: 4,906
Respondents: 326

2013 Member Survey - Strategic Plan Refresh
Created Tuesday, November 26, 2013
Mailed: 11/26, 12/6, and 12/13
Audience: 5,208
Respondents: 842

2013 Member Survey
Created Monday, August 05, 2013
Mailed: 8/8, 8/22, and 8/29
Audience: 4,991
Respondents: 622

LGBT Survey
Created Wednesday, May 29, 2013
Mailed: 5/31, 6/13, and 6/25
Audience: 5,196
Respondents: 287

Key Findings: 2014

Changing:

- Demographics of Colorado physicians
- Practice patterns
- Economics of medicine
- Expectations of members
- Participation levels at HOD meetings
- Pressure to do more with existing resources – to stay focused and be effective

Governance Reform Recommendations

The following recommendations were developed after extensive discussion, analysis and cumulative commentary solicited across the spectrum of CMS members and component society leaders. Similar reforms from across the country being taken or considered by other state medical organizations were also studied and considered. The proposals are intentionally interdependent and carefully designed as a comprehensive package of systemic reforms. They intend to re-engineer CMS into a grassroots-centered governance model by flattening an increasingly anachronistic policy and governance process that has demonstrably lost ground in its ability to draw broader, more demographically diverse physician engagement and member satisfaction. The use of virtual technologies can be deployed to efficiently pull physicians into relevant communities of activists and thought leaders. A farm system will serve CMS by recruiting and training new, politically sophisticated leaders not previously involved in their local or state medical community. This professionally developed and streamlined leadership program will create a demographically relevant span of board leaders to accommodate and engage an increasingly activated CMS membership who will have a direct line to CMS policy development and governance once these reforms are approved and implemented. The evidence for systemic reforms are compelling, the diagnostics indisputable, and the recommendations methodically designed to address them.

The task force has tasked staff to have these recommendations reviewed by outside legal counsel to make sure they are in compliance with state law and non-profit best practices. Staff expects to have that report the week of June 29 and will inform the task force and the board of its findings.

1. Guiding Principles

1. **Guiding Principles:** The recommendations contained in this report meet the following guiding principles as established by the Task Force on Governance of the Colorado Medical Society.

    a. Puts members first.
    b. Promotes the profession.
    c. Is transparent by being open, inclusive, and honest.
    d. Maximizes membership engagement through effective communication and leadership development.
    e. Enhances efficiency.
    f. Enhances effective decision-making.

Rationale: The 2014 HOD amended the CMS strategic plan directing the BOD to conduct a comprehensive review of the governing structure of CMS including composition and selection of the HOD and the BOD. The HOD requested that the review should identify ways to maintain transparency, enhance efficiency and effective decision-making, and utilize additional avenues of input on policymaking. The Governance Reform Task Force established its own set of guiding principles as a point of reference on all recommendations.

2. Leadership Track

Recommendation 1: **Strive to sponsor the current Advanced Physician Leadership Program (APLP) every other year:**

The need for well-trained and active physician leaders across delivery systems is arguably more important today than ever as changes in Colorado health care accelerate. The best, most advanced health care systems require physicians that are able to work in a collaborative fashion as a member of a team dedicated to solving problems in a constructive manner. APLP is intensive training at an advanced level to maximize the likelihood of learning and personal transformation in the ability, willingness and confidence to lead. During the program year there are four three-day training events for experiential and didactic learning. Between events there are assessments, readings, coaching conversations and work on a project that requires the leadership of the physician to advance a dimension of health care delivery that is important to them or to their funder. There is a two-year timeline for the proposed project, with a start-up phase and a closure phase framing the year of program delivery. On the front end, this time permits careful recruitment and acceptance of the cohort, and enables participants to commit to training dates more than just a few weeks into the future. On the back end, this time permits the careful consideration of lessons learned, reporting and dissemination. CMS has graduated two APLP classes with a total of 73 graduates. Feedback from graduates has been overwhelmingly positive.

Recommendation 2: The Medical Society Leadership Course:

Design and offer skills-based courses for the explicit purpose of medical society leadership development. These courses may be offered without fee or at a substantial discount to CMS members depending on course costs, welcoming to non-members for a fee, and held on a regular, predictable schedule. Registration should be simple and the courses ideally should rotate geographically and be offered through distance technologies for the workshops where feasible, especially for “knowledge” rather than “skill” sessions. Participants who complete the course should receive a certificate of accomplishment. Special efforts will be

made to provide leadership training and experience to medical students and residents, recognizing the importance of early investment in medicine's future leaders.

These professionally designed and instructed courses may include at a minimum:

a. Organizational Leadership Set I: Personal Strengths/ Communication;
b. Organizational Leadership Set II: Management Skills;
c. Public Persona Skills; and
d. Colorado Healthcare basics.

2014 HOD Directive: That "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:

a) A program of proactive recruitment and promotion of not only those seeking to develop or enhance their leadership skills but also those who have demonstrated leadership abilities outside of the CMS structure.
b) 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".

Rationale: These recommendations provide CMS members with an opportunity to build advanced leadership and skilled-based techniques, both imperative for leading in the 21st Century.

3. Board of Directors: Size and Competency

Recommendation 1: Amend the bylaws to: (1) to give Districts and Sections the power to appoint the BOD representative of their choice; and, (2) change the size the BOD from the current 36 members to 15 designated slots plus sections; as follows:

1. President – 1seat
2. President-elect – 1 seat
3. Immediate Past President – 1 seat
4. 12 seats designated as follows:
    a. Districts I (NE) and II (NW): 1 seat
    b. Districts III (SE) and IV (SW): 1 seat
    c. District V (ADEMS): 1 seat
    d. District VI (Aurora-Adams): 1 seat
    e. District VII (Boulder): 1 seat
    f. District VIII (CCVMS): 1 seat

g. District IX DMS): 1 seat
h. District X (EPCMS): 1 seat
i. District XI (Northern CO): 1 seat
j. District XII (Mesa): 1 seat
k. District XIII (Pueblo): 1 seat
l. District IV (Medical Student Component): 1 seat

5. Sections: 1 seat per section as sections are approved by the BOD (current 3 Sections include: Young Physicians; Resident and Fellows Section, and Diversified Physician Section; which as of today consists of 3 board seats).

Recommendation 2: Continuation of BOD-size study:

Encourage the BOD to further study and to recommend to the full membership additional changes to the size and composition of the BOD when and as appropriate.

Recommendation 3: Competency based selection:

Direct the BOD to create a Committee on Competency Needs Forecasting to assess and forecast the 3 to 5 year governance needs (experience, expertise, perspective) of the BOD and to timely provide such assessments and forecasts to districts and sections.

2014 Directive: That "Changes should be made to the operations of the BOD in the follow ways:

a) The BOD selection process should ensure that those nominated meet the governance needs of CMS including diversity of experience, expertise and perspective.
b) The size of the BOD should be reduced.
c) The BOD should acquire the capabilities for and conduct a percentage of its meetings using virtual meeting software, rather than only in person. (Staff is currently interviewing companies that provide this service and transitioning from all in-person to a percentage of virtual meetings is underway).

Rationale: (1) The board size reduction proposal requested by the 2014 HOD is balanced by a policy process proposal available 24-7 to all CMS members, the ability of members to provide input to the board before and after the board votes on policy, a member-driven binding referendum process on CMS, and a proposed all-member election for CMS President-elect (see recommendations below). (2) The latest literature on effective non-profit board size is 5 to 7 members that accounts for competency and expertise.

4. Election of President-elect; AMA Delegates and Alternates:

Recommendation 1: Amend the bylaws to replace the current HOD election process with an all-member election system for CMS members that results in the election of the CMS President-elect and AMA delegates and Alternates.

Recommendation 2: Direct the BOD to appoint a Nominating Committee with the following composition and duties:

1. Composition: 6 physicians and one medical student, as follows
    a. CMS Immediate past-president, Chair;
    b. 5 members appointed by the BOD and who do not serve on the BOD;
    c. Members will be prohibited from seeking office during and for one year after their term; and
    d. Members may serve 2, 3 year terms.
    e. Qualifications for physician service on the Nominating Committee include:
        i. A CMS member;
        ii. A physician who has a broad network of professional contacts and affiliations in medicine;
        iii. An understanding of the strategic priorities of CMS;
        iv. A history of engagement in and commitment to organized medicine;
        v. An understanding of board governance and volunteer engagement, particularly how physicians engage with peers;
        vi. Leadership experience; and
        vii. The Medical Student Component shall annually appoint one member.

    Notation. If the Immediate Past President intends and declares to run for AMA Delegate or Alternate before or after the Nominating Committee is appointed, the President shall with the concurrence of the BOD appoint a BOD member in their second term to chair the Nominating Committee.

2. Duties: Identification of Candidates:

    Require the Nominating Committee to annually issue a general call for nominations that will be made to the entire membership. The Nominating Committee will seek candidates, although not exclusively, who have been involved with CMS and have specific skill sets that would be beneficial to

leading CMS. Affiliations that might influence a person's position on key issues will also be considered. All interested candidates must submit a CV. The Committee will interview candidates as it deems appropriate to gain a better understanding of their personal qualities and skill sets. The Nominating Committee will then put forth a ballot that may have two or more nominees. The Nominating Committee shall provide an election guide for candidates and members that outline campaign procedures.

2014 HOD Strategic Plan Amendment: Conduct a comprehensive review of the governing structure of CMS including composition and selection of the HOD and the BOD.

Rationale: (1) CMS member survey supports involvement of all members in the election of President-elect and AMA Delegates; (2) member participation has increased in state medical associations that have transitioned to all-member elections.

5. The HOD-BOD and Policy Forum

Recommendation 1: Establish a virtual Grassroots Policy communications process open to participation by any CMS member.

Rationale: (1) Members indicate a desire for greater input, participation and engagement. (2) Member participation through CMS electronic surveys has consistently produced the highest levels of engagement (3) HOD demographics and declining participation.

Recommendation 2: Empower individual members to meaningfully engage in policy decision-making through a Grassroots Policy communications process virtually throughout the year on issues that members determine are important to them; and, on issues being addressed by the BOD.

1. Registration will trigger a member interest profile.
2. Provide information to and from members that is based on individual member interest.
3. Create multiple communication platforms so members can participate through the communication vehicle of their choosing.
4. Send all policy decisions made by the board to those members who have expressed an interest in that topic for agree /disagree/ comments
5. Include communications structured to encourage maximum opportunity for participation.
6. Promote participation that is meaningful to the individual member.
7. Develop an efficient communications system that maximizes input and minimizes time used.

Rationale: Recommendation 2 builds on the previous recommendation by describing what is expected from a virtual policy decision-making process.

Recommendation 3: Amend the bylaws to place policymaking authority in the BOD, in addition to a referendum process as outlined below to further preserve the checks and balances on the BOD.

1. Empower the BOD to operate the new policy process in a transparent and participatory manner.
2. Empower all members to initiate and provide input, and oversight in establishing policy through the BOD.
3. Provide the opportunity for members to review and provide comment on all board decisions throughout the year.
4. Establish a referendum policy process that directs that policy decisions of the board be emailed to the members for an up or down vote after each meeting and for the Board to establish a standing rule that if a majority of the members who vote on each policy decision do not support the decision that the issue would automatically be placed on the next Board agenda for reconsideration.

Rationale: Provides greater opportunity through technology for better governance balance between member participation and board decisions, with ultimate control of policy in the body of the membership.

Recommendation 4: Amend the bylaws to eliminate the current system of establishing policy through the HOD.

Rationale: (1) Establishment of policy through the HOD preceded the electronic age (2) HOD demographics, such as quorum bylaws adjustment to accommodate declining participation; (3) specialty underrepresentation.

Recommendation 5: Transform the Annual Meeting into a forum for collegiality, information sharing, an open forum with the BOD, and other purposes to be determined by the BOD.

Rationale: To be attractive to members who are willing to consider a multi-specialty statewide meeting, programming and format should be adjusted.

Recommendation 6: Encourage regional forums for the BOD to present to the membership information on current issues which CMS is addressing and to solicit input on an as needed basis. Such forum can be accomplished in conjunction with interested component societies.

Rationale: In-person is an important to preserve. Taking CMS to its members provides a greater opportunity for engagement.

Recommendation 7: Maintain the current practice of the BOD meeting every other month for currently established purposes or others as determined by the BOD and with all meetings open to any CMS member.

Rationale: The current practice of BOD meetings every two months with a fully functioning Executive Committee for immediate decisions in-between should allow CMS to be both member-driven and adequately nimble.