



Chelsea-Area Wellness Foundation
Executive Committee
~ March 10, 2015 ~
10:00 a.m.

AGENDA

Any items in blue font are protected by attorney-client privilege.

1. Call to Order

- a. Approval of November 19, 2014 minutes*

2. Strategy Development

3. Strategy Impact

- a. *Strategic focuses in our property tax case (in timeline order)*

i. *March 5 Department of Treasury action & our response*

ii. *Judicial update*

1. *Open meetings act violation question*

2. *Filing for a partial summary disposition*

3. *Challenge Dexter's intervention in the case*

4. *Ask Scio Township to stipulate to the terms in our settlement offer
(made last November)*

iii. *Real Estate (exploration only)*

4. Governance

- a. Committee policy*

- b. Chief Executive evaluation and compensation

i. Executive job description*

ii. Compensation policy*

iii. Timeline for 2015-16

- c. Potential to adjust meeting time

[Internet and Password – 5healthytowns, 310nms203]



*Chelsea Area Wellness Foundation
Executive Committee Meeting*

November 19, 2014

MEETING MINUTES

Any items in blue font and italics are protected by attorney-client privilege and **must not be shared** with anyone outside our Board of Directors and CWF attorneys.

Present: Scott Broshar, Larry Cobler, Jeff Hardcastle, Amy Heydlauff, Kari Newman
Via Phone: Kevin Dombkowski
Guest: Joanne Faycurry for agenda item 3.b.
Staff: Sheila Gillman

1. Call to Order: 12:02 p.m.

2. Approval of August 20, 2014 minutes

- a. Date change noted and amended

3. Strategy Development

a. **St. Joseph Mercy Chelsea (SJMC) and CWF meeting**

- i. A. Heydlauff, L. Cobler, J. Nold and K. Newman attended the meeting last night as representatives of the CWF Board. N. Graebner, David Killips, Eric Skye, MD, Michael Dorsey, MD, and Todd Clark attended on behalf of the SJMC board.
 1. The meeting was beneficial and it was agreed that a timeline should be established jointly rather than by each organization, independently.
 2. At a high level we discussed ways to jointly serve our constituents.
 3. Next steps will include decisions on who will serve on the Committee when D. Killips and J. Nold end their board terms next year. A meeting schedule also needs to be determined.
 4. CWF Executive committee discussion will help guide CWF direction for the joint meetings.

Action: S. Gillman will send a Doodle in January for the next joint board meeting, which should be scheduled after the January Exec meeting.

4. Strategy Impact

- a. Multi-use trail responsibility
 - i. J. Hardcastle discussed a private advocacy group that was established to foster efforts to connect border to border trails from Dexter through Chelsea and up to Waterloo. The group is fundraising privately. However, they would like to have oversight of a professional maintenance fund, by a 501(c)(3) organization. Discussion ideas included;



1. CWF as fiscal intermediary
 2. Another oversight organization (bank for example)
- b. *DWC and ATI update*
- i. *Joanne Faycurry joined the meeting to update the Committee on DWC and the ATI contract.*
 1. *A. Heydlauff gave a brief summation of the history between the therapy office and the DWC.*
 2. *It was recently brought to light that ATI PT took some patients up to the DWC workout floor. They were not given permission by CWF to do so and a letter was immediately sent to ATI asking them to cease and desist.*
 3. *ATI is abiding by the request.*
 4. *CWF was not a party to the ATI (originally MRS PT) contract but rather inherited it.*
 5. *The current contract is being revised.*
 6. *This is a challenge for CWF since we know one Dexter point has been ATI (for profit) is using the facility & their profit (as well as Power Wellness's) 'is on the backs of Dexter tax payers'.*
 7. *Depositions of Paul Cousins & Shawn Keough are scheduled to begin the 2nd week in December*

5. Financial Capital

- a. Funding priorities discussion
 - i. S. Broshar discussed concerns Russell Investments has about our spending rate.
 1. We are currently spending at a rate greater than the 5% required by law. There is at least a 70% chance we will be drawing from the principal at this spending rate.

Meeting adjourned at 1:48, Recorded by: Sheila Gillman
Approved by:

Larry Cobler, Chair

Date

Chelsea-Area Wellness Foundation Committees

I. PURPOSE:

Chelsea-Area Wellness Foundation (CWF) committees are established by the Board of Directors (BOD) with the intent to facilitate CWF work and allow the Board of Directors to focus on strategic decision making. Committee work engages board members and extends their understanding and participation beyond board meetings. Committee service allows CWF to tap into board members' experience, talent, interests and enthusiasm. Except for the Executive Committee, committee members are determined by the Chair of the Board

II. DEFINITIONS

Committee – A group of board members overseeing a long-term function of the BOD. Committees may include qualified community members and are governed by the BOD. Decisions made by Board Committees require BOD ratification, unless otherwise noted in this policy.

Work Group – A group of board members with a documented charge for assigned to short-term investigation or development of an idea. A workgroup will be dissolved in a short period of time, usually less than two years. Work groups may include qualified community members, are governed by the BOD and will make recommendations to the BOD. It is recommended work groups keep a record of their activities, including their discussions and decisions during meetings.

II. COMMITTEES – GENERAL

- The CWF bylaws delineate required, standing committees including Executive, Finance, Grant and Governance. Other committees may be established by an act of the Board of Directors.
- Committee Chairs and members are appointed by the Chair of the Board of Directors
- Committee member terms are one year. Annually, the Chair of the Board of Directors will appoint or reappoint committee members.
- If a committee does not have ongoing work it should be suspended or disbanded by an act of the Board of Directors. In the case of the Executive, Finance, Grant or Governance Committee this will require a revision of the Bylaws.
- The role of the Committee Chair is to facilitate committee communication, including with the Executive Director and staff; oversee logistics of committee operation; and communicate the work of the committee to the Board of Directors.
- Committees may or may not include representatives who do not hold a seat on the Board of Directors. A majority of committee members must be members of the Board of Directors.
- Committee meetings may be called by the chair of the committee, chief executive or the chair of the Board of Directors
- A majority of members constitutes a committee quorum
- Minutes shall be kept for all Committee meetings. With the exception of Governance Committee and Executive Committee Executive session minutes which may or may not be shared, minutes will be shared with the Board of Directors after approval by committee

<i>Title: Committees Conduct-Harassment</i>			<i>Length: 3 pages</i>			
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<i>Revised</i>						

members. All minutes are available to Board members upon request made to the Executive Committee.

- The Chair of the Board of Directors and the ~~Chief Executive Executive Director~~ may sit on any committee as voting ex officio members of the committee and may be copied on committee correspondence. Their attendance will be included in quorum calculations.
- The ~~Chief Executive Executive Director~~ is responsible for inviting staff to participate in committee meetings and defining their role at the meetings.
- No committee will enter into a contractual obligation on behalf of ~~the~~ CWF

III. EXECUTIVE COMMITTEE

The purpose of the Executive Committee is to assure CWF accomplishes the mission within a legal and ethical framework; the Committee will oversee provide oversight of strategy and policy development; provide a sounding board for the chief executive; evaluate the chief executive; and deal with emergencies when the board cannot meet or if the emergency pertains to the employment or performance of the chief executive.

- A. Decisions made by the Executive Committee will be shared with the Board of Directors and may require ratification. If any one member of the Committee believes a decision requires ratification it will be sought at the next appropriate opportunity. Minutes of all meetings will be kept and, excluding executive sessions, shared with the full Board of Directors in a timely manner.
- B. The following decisions by the Executive Committee are prohibited unless specific authorization is sought from the Board of Directors in advance of the decision.
 1. Amending or approving Articles of Incorporation, Bylaws and policies
 2. Removing board members
 3. Hiring and firing the chief executive
 4. Approving major changes to the organizations structure (such as a merger)
- C. The Executive Committee will include the Board Chair, Immediate Past Chair, Vice Chair, Treasurer, Secretary and Chief Executive. Other board members may be assigned by a vote of the Board. The Executive Committee is chaired by the Chair of the Board of Directors or designee.

IV. FINANCE COMMITTEE

Although the Board of Directors has ultimate responsibility for and fiduciary obligation to the CWF and the public, the Board of Directors delegates oversight of financial management, including operations and investments, to the Finance Committee. Ideal committee members will have proficiency in budgeting, accounting, taxes, banking/financing, investing or financial planning. At least one and not more than two committee member will be community members in the service area, but not a member of the CWF Board of Directors. The Finance Committee will be chaired by the Treasurer. The Finance Committee will

- A. Monitor overall financial health by overseeing budgets and financial planning and developing internal controls and fiscal policies

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- B. Provide oversight of tax-related information and activities, in particular the filing of the 990-PF
- C. Develop investment and spending policy, evaluate professional advisors and monitor investment performance
- D. Work with consultants, investment advisors, accountants, auditors and accounting firms as necessary

V. GRANT COMMITTEE

The Grant Committee is responsible for determining distribution of portions of the CWF assets to non-profit organizations addressing the mission. The Committee will follow the Board approved, grant-making policies. Funding must meet regulatory requirements and requirements set out in the Articles of Incorporation. At least one member of the Grant Committee will be a community member in the service area who is not a member of the CWF Board of Directors.

VI. GOVERNANCE COMMITTEE

The purpose of the Governance Committee is to consider issues of board development and performance, including governance training; board self-assessment; individual board member performance, including termination; board composition; board orientation; coordinating board and officer elections. The Governance Committee makes candidate recommendations to the Board of Directors for officers and Board members. The Committee ensures the board has adequate leadership and oversight of the organization and individual board members carry out their duties. The Governance Committee will make Bylaw change and policy recommendations to the Board of Directors. The Governance Committee is chaired by the Vice Chair of the Board of Directors and composed of at least two additional **b**Board members and the Chief Executive **Offieer**. They meet as needed but at least semi-annually.

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Title: Chief Executive

Exempt/Full Time 40/week

The Chelsea-Area Wellness Foundation is a private independent foundation that serves community members and nonprofit organizations committed to improving community wellness.

POSITION SUMMARY:

The chief executive will advance the organization's mission through implementation of the strategies determined by The Chelsea Health and Wellness Foundation DBA Chelsea-Area Wellness Foundation's (CWF) Board of Directors (Board). The chief executive will provide the support necessary to enable the Board to fulfill its governance function. The chief executive will manage operations and activities, including providing direction to the staff and ensuring proper fiscal and operational management. Chelsea-Area Wellness Foundation values innovation, collaboration and stewardship and has an expectation their chief executive will actively seek opportunities for CWF to demonstrate their values. The chief executive reports to the Board of Directors.

ESSENTIAL DUTIES AND RESPONSIBILITIES:

1. Strategic:
 - a. Work with the Board to develop, review and revise as necessary the strategies of CWF
 - b. Develop annual, organization-wide, strategy-focused goals with the Board or a subset of the Board
 - c. Assure CWF decisions support Board approved strategies
 - d. Provide vision and strategic insight to the Board for fulfilling the mission of the organization, utilizing input from multiple sources, including staff and community members
 - e. When necessary, provide vision, guidance and support to staff and partners working to impact CWF's mission
 - f. Identify new opportunities to leverage resources in an effort to maximize impact
 - g. Remain current, through continuing education and outreach, with the science, research, issues, people and organizations important to the CWF mission
 - h. Assess and report accomplishments and failures to instruct future decisions
2. Administrative
 - a. Establish and oversee operational structure, processes and policies
 - b. Assure good governance, support of board and committee work and utilize board membership effectively
 - c. Hire and manage high-quality CWF staff
 - d. Ensure CWF operates within the financial parameters set by the Board
 - e. Provide fiscal oversight for CWF's finances, market investments, community investment and budgets
 - f. Oversee continuing education for the Board, staff and self
 - g. Facilitate communication and meeting planning for the Board
3. Community and Public Relations:

Chelsea-Area Wellness Foundation

- a. Advance the mission and image of CWF through caring, informed and professional interactions
- b. Develop CWF's internal and external communication strategy and positioning among external associates; local, regional, state and national
- c. Build enduring, collaborative relationships

ESSENTIAL EDUCATION AND EXPERIENCE:

- Minimum of a bachelor's degree in health or related field. Advance degree preferred.
- Five or more years of management experience, with prior experience as a chief executive preferred but not required.

Chelsea-Area Wellness Foundation

Executive Compensation

I. PURPOSE:

To define the process for determining compensation of the chief executive of the Chelsea-Area Wellness Foundation.

II. DEFINITIONS

Compensation survey – A current (within two years), third party evaluation or survey of chief executive compensation at the local, state, regional or national-wide level. Data should reflect compensation for foundations acting as funders; not non-profits that are generally grant-seeking. Surveys may be conducted by foundation affinity groups (BoardSource, Council of Foundations, Michigan Council of Foundations...) or for-profit salary survey organizations (Economic Research Institute). The Chief Executive is encouraged to participate in salary survey opportunities.

Timeline – Policy recommendations for the timeline are based on the fiscal year and budget process for the upcoming year and should be followed as closely as possible.

II. PROCESS AND TIMELINE

- Two – three months in advance of budget submission the following information will be collected and reviewed by the Board Chair or designee/s
 - a. Chief executive self-assessment against organizational goals for the current fiscal year
 - b. Survey results of participating board members re: chief executive performance
 - c. Employee survey results from the most recent survey.
- One – two months in advance of budget submission the Executive Committee members will review the following information or as much information as is available.
 - a. The chief executive’s performance against goals
 - b. Chief executive self-assessment against goals
 - c. Board member survey results
 - d. Employee survey results (every other year)
 - e. Current compensation survey data
- Following review of the information, the Executive Committee will
 - a. Prepare a recommendation for the full Board of Directors that includes
 - i. A performance evaluation summary including recommendations for performance improvement, if any
 - ii. A summary of compensation survey data
 - iii. Any recommendation for adjustment in compensation
- During executive session one month before budget approval the Board of Director’s will review, amend as necessary and approve the evaluation summary and any adjusted compensation. The language of the motion and vote outcome will be documented in executive session minutes.
 - a. If extenuating circumstances exist that will impact evaluation or compensation decisions those circumstances should be accurately reflected in the executive session meeting minutes.

<i>Title: Executive Compensation</i>			<i>Length: 2 pages</i>			
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- Following the Board’s approval of the written evaluation summary and compensation adjustments the Board Chair or designee will meet with the chief executive to discuss the evaluation content and any compensation adjustment.
 - a. The chief executive will have an opportunity to respond to the evaluation in writing
 - b. If a performance improvement plan is necessary it will be drafted by the chief executive, include a timeline for action items and identify those responsible for follow up assessment and sign-off.
 - c. Improvement plans will be approved by the Executive Committee within two months of the Board’s request for improvement plan development.
 - d. The Executive Committee will take prompt action on any improvement plan updates submitted by the chief executive.
 - e. Improvement plan and notice of completion of the plan will be archived with other evaluation documentation.
- Adjustments to compensation will be included in the budget for the upcoming fiscal year.

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