

**Community Catalyst Board of Directors Meeting
June 6, 2014**

In attendance:

Members of the Board: Kate Villers, Wendy Warring, Amy Whitcomb Slemmer (in person); Joia Crear Perry, Mark Schlesinger, Dan McGrath, Karen Hicks, Kavita Patel (by telephone)

Apologies: Anthony So, Diane MacDonald. Robert Phillips

Community Catalyst Staff: Jacquie Anderson, Rosemarie Boardman, Diane Felicio, Donna Pina Robinson, Susan Sherry, Amy Rosenthal (by telephone)

WELCOME AND INTRODUCTIONS

A quorum being met, Kate Villers, Co-Chair, opened the meeting at 10:15 am

Approval of March 21, 2014 Meeting Minutes.

Amy Whitcomb Slemmer moved, Mark Schlesinger seconded and it was

VOTED: unanimously to approve the minutes of the March meeting.

Wendy Warring joined the meeting and assumed chairing of the meeting.

Acting Executive Director's Report

Jacquie Anderson thanked everyone for attending and confirmed that today's meeting consisted of three separate meetings: the Community Catalyst Board meeting, Community Catalyst Annual Meeting, and a meeting of the Community Catalyst Action Fund for the purpose of nominating a Board of Directors for proposed election by the Community Catalyst Board of Directors. She noted that six new staff members had joined the organization since the previous Board meeting and that Community Catalyst now counted 61 employees, with five open positions. A major focus of the past three months had been planning for Community Catalyst, Health Care for All and Health Law Advocates' September move to One Federal Street in September, with preparation led by Rosemarie Boardman. Jacquie also emphasized the opportunity for Board members to attend the annual *Consumer Voices for Coverage* convening immediately preceding the September Board meeting on September 19-20th in Philadelphia. In response to a question about roles for Board members attending the conference, Jacquie said that these would be clarified in advance of the CVC conference.

Mark Schlesinger offered to provide support and act as a conduit for identifying candidates for open staff positions. Rosemarie said that she would make sure that all Board members would be included on Community Catalyst's distribution list for notification of open positions.

CORPORATE BUSINESS

Year-to-Date 2014 Financials. Finance Committee Report: Rosemarie Boardman provided context around the 2014 financial statements and noted our continuation in growth – specifically with new unbudgeted revenue. She commented that 2014 YTD financial statements reflected Community Catalyst’s receipt of revenue beyond the 2014 projected budget; as a result, a larger-than-budgeted surplus could be expected at year-end.

2013 Audited Financials. Alfonso Perillo from Edelstein and Co. briefly reviewed Community Catalyst’s 2013 audited financial statements with the Board. He complimented management’s responsiveness, Finance Committee engagement, and the Board’s thoroughness in reviewing financial statements. The audit process had proceeded well and the overall financial standing of the organization was strong. Board members posed the following questions to him during the ensuing discussion:

- What benchmarks were used for comparing Community Catalyst’s performance to other organizations, particularly Community Catalyst’s 15% figure for expenditure on support and general administrative services? Rosemarie offered that organizations approved for Massachusetts state and federal workplace giving campaigns disallow participation by organizations with support service rates higher than 30%. She added that 30% is often seen as the ceiling on such rates.
- Is %15 for support and general administrative services an “average” number; what is the range? Alphonso stated that that 15% is a “good number.” Wendy Warring, chair, questioned whether Community Catalyst’s rate might be too low and noted that the amount recorded for labor costs was not equivalent to revenue. Rosemarie Boardman and the finance team will provide further detail on these items to the Board.

Kate Villers moved that the Finance Committee will review the 990 and prior to filing provide a copy to the board prior to submission, Wendy Warring seconded and it was

VOTED: unanimously to approve the 990 submission

Kate Villers, moved, Amy Whitcomb Slemmer, seconded and it was

VOTED: unanimously to approve the 2013 audited financials

REVIEW AND BOARD DISCUSSION OF STRATEGIC GOAL #5: “Diversify Community Catalyst’s funding sources and develop a flexible pool of resources for investment in key priorities and program development”

Diane Felicio, Director of Development, provided an overview of a potential significant funding opportunity from *The Atlantic Philanthropies* (AP) and noted the confidential nature of the information she was providing to the Board.

Diane noted that AP is looking to invest its remaining assets by 2016 in the form of capstone grants made to selected organizations it judges to be “anchor institutions” in fields it has prioritized in AP grant making to date. Community Catalyst could be selected as a potential recipient of a grant in the \$10-20 million range. On July 24th and 25th Chris Oechsli, AP president and final decision-maker; Steve McConnell, Country Director for US Programs; and Sara Kay, Program Officer, will be conducting a site visit with Community Catalyst. This provides an opportunity to position Community Catalyst as an organization that AP will invite to submit a proposal. In answer to a question as to whether a potential grant might be for unrestricted and/or endowment purposes, Diane’s opinion was that the award most likely would be targeted to support a specific project or set of broadly outlined activities.

Community Catalyst’s chosen focus for the site visit will be its work already underway (with support from AP and other funders) to shape changes in health delivery for individuals dually eligible for Medicare and Medicaid and to promulgate adoption of best practices and health system transformation for this population among large health plans and providers serving a broader range of populations.

In advising Community Catalyst about how to prepare for the site visit, Sara Kay recommended emphasizing how Community Catalyst would use AP resources to change policymaker and industry “conversation” from its current primary focus on cost reduction to one that links cost reduction to care quality improvement for consumers, and from a conversation primarily about “insurance” to one about “better care.” She recommended showcasing why Community Catalyst’s expanded leadership would be indispensable to making this happen in a rapidly shifting marketplace. Finally, she recommended that the Commonwealth Care Alliance (CCA) be featured during the visit as a prime example of a “laboratory” that is testing new models of care demonstrating that improved care delivery and better outcomes for patients requires direct patient and other consumer engagement in care delivery and policymaking. Accordingly, the site visit will feature CCA and include an additional off-site site visit with CCA plan members at Upham’s Corner Community Health Center, a CCA-participating care practice.

Board members asked several questions about the site visit, including the following:

- What is the relative emphasis on what Community Catalyst will do directly vs. what new alliances it will build?
- What categories of investment could help frame specific choices –e.g., choice of geographic area for specific impact, such as the South?
- Will the potential grant help grow Community Catalyst’s fundraising capacity?
- What is the balance between using funds to invest in Community Catalyst versus “the field?”
- Is Atlantic Philanthropies interested in making an investment in CCA *per se*? Diane responded that AP is interested in CCA’s model of care but the visit would focus on Community Catalyst.

- Can the CCA model realistically be recreated, especially in regions such as the South which has a high infrastructure development needs? The potential for replication looks very different from state to state.
- Are we thinking differently about to what extent the focus is on “consumer engagement in health system reform” versus “consumer engagement in health?” Staff responses to these questions emphasized the view that “consumer engagement in health” is part and parcel of what is envisioned as being needed to accomplish system reform.

Diane characterized AP’s particular interest as understanding not only the rationale for Community Catalyst’s approach but its “business” side: specifically, how Community Catalyst would invest major resources from AP, and how the work expanded or created with AP resources would be sustained beyond the period of grant expenditure. “What’s going to work, why, and how will it be sustained after Atlantic spends down?”

Staff planning to date had identified the following categories of focus for potential use of AP funds:

1. *Investing AP \$\$ in models of care that are integrated, member-centric, cost-effective, and quality driven.* In other words, CC would take money from Atlantic and invest it in an organization such as Vivily (through CCA) with expectation of financial as well as a mission return. [Note: Diane and Wendy reiterated that Community Catalyst is operating under a non-disclosure agreement regarding Vivily.]

Board comments: The idea of investing in specific models demonstrating fundamental changes in delivery of care may be a good idea but investing in a “for-profit” with these funds could send the “wrong signal.” However, there was general consensus that the idea of investing in a CCA-Vivily initiative could be considered as a CC opportunity but should not be a centerpiece of any AP proposal without very strong encouragement from AP.

2. *Using AP \$\$ to reshape the existing abundance of consumer-centric infrastructure that CC has built to date and ready it – or them: the people, consumer advocates – to wield greater influence in the changing marketplace.*

This could involve:

- Leading long-term, multi-sector scenario planning with and for the field
- Developing “Next Gen Skills and Solutions” by boosting/reconfiguring CC’s TA to address the new marketplace complexities.
- Creating a “C-Suite” volunteer/mentoring program that formalizes CC’s work business leader work and volunteer network into a national program
- Establishing a Washington office to serve as a “thoroughfare” to DC for states
- Further building CC’s fundraising capacity

3. *Launching a consulting/fee-for-service new line of business – to diversify Community Catalyst’s funding and assure its longevity.*

Additional Board member comments and questions about these ideas included:

- Formalizing the Business Leaders program could be a good opportunity to deepen CC's D.C presence and influence.
- The struggle will be thinking about where consumer engagement can relate back to population health.
- We need to determine how to reduce the gap within and between communities and places with and without smart capacity and good positioning to be fully engaged in delivery system reform.
- Is this investment opportunity a ticket to long-term sustainability?
- To what extent does Community Catalyst want to build "consumer presence?"
- Would the investment in either the DC office or in CCA have a good return on investment?

The meeting was adjourned by Wendy Warring at 12:11 PM.

**Community Catalyst
Board of Directors: C4 Membership Meeting
June 6, 2014**

In attendance:

Members of the Board: Kate Villers, Wendy Warring, Amy Whitcomb Slemmer (in person); Joia Crear Perry, Mark Schlesinger, Dan McGrath, Karen Hicks, Kavita Patel (by telephone)

Apologies: Anthony So, Diane MacDonald. Robert Phillips

Community Catalyst Staff: Jacquie Anderson, Rosemarie Boardman, Diane Felicio, Donna Pina Robinson, Susan Sherry, Amy Rosenthal (by telephone)

Election of 501 (c) (4) Board of Directors:

The Governance Committee proposed election of Karen Hicks, John McDonough, Dan McGrath and Kate Villers to the Board Action Fund.

Wendy moved to approve the slate with the caveat that we will seek to add one more outsider member by September, Mark Schlesinger seconded and it was

Voted: unanimously to accept the slate of Karen Hicks, John McDonough, Dan McGrath and Kate Villers to the Board Action Fund.

The meeting was adjourned at 12:20 PM

**Community Catalyst
Annual Meeting
June 6, 2014**

Members of the Board: Kate Villers, Wendy Warring, Amy Whitcomb Slemmer (in person); Joia Crear Perry, Mark Schlesinger, Dan McGrath, Karen Hicks, Kavita Patel (by telephone)

Apologies: Anthony So, Diane MacDonald. Robert Phillips

Community Catalyst Staff: Jacquie Anderson, Rosemarie Boardman, Diane Felicio, Donna Pina Robinson, Susan Sherry, Amy Rosenthal (by telephone)

Election of Officers

The Governance Committee proposed re-election of the existing Board members to officer positions -- Mark Schlesinger, Clerk, and Diane MacDonald, Treasurer; Wendy Warring, Chair and Kate Villers, President.

Karen Hicks noted that at some future date we need to have a more robust discussion about succession planning for board members.

Karen Hicks moved, Amy Whitcomb Slemmer seconded and it was

VOTED: unanimously to recommend to the Members to re-elect Mark Schlesinger, Clerk, and Diane MacDonald, Treasurer; Wendy Warring, Chair and Kate Villers, President

Nomination of Board Members to New Terms

The Governance Committee proposed re-election of Diane, Kate, Wendy, Karen to three year terms and Robert, Anthony, Kavita to two year terms.

Mark moved, Dan seconded and it was

VOTED: unanimously to recommend to the Members to reelect Diane, Kate, Wendy, Karen to three year terms and Robert, Anthony, Kavita to two year terms.

Corporate Member Structure

The Governance Committee proposed to change the following Community Catalyst Corporate Members structure to the following:

- Add two additional board members to the corporate members structure: Chair of the Finance Committee and Chair of the Board

Mark Schlesinger moved, Amy Whitcomb Slemmer seconded and it was

Voted: unanimously to recommend the proposed changes to the Community Catalyst corporate member structure

The meeting was adjourned at 12:32 PM