

COLORADO ACCESS

Role of Board Members

Mission of Colorado Access. Colorado Access was formed as a charitable, nonprofit corporation to provide high quality and cost effective medical care to low-income citizens of the State of Colorado, including but not limited to citizens with Medicaid coverage and/or those considered to be medically indigent, a disproportionate share of which have been historically served by the corporate members of Colorado Access.

The current corporate members of Colorado Access are Colorado Community Managed Care Network (which consists of a number of Federally Qualified Community Health Centers), Denver Health and Hospital Authority, The Children's Hospital Association and University Hospital/University Physicians, Inc. These members are also providers of healthcare services to Colorado Access enrollees and representatives of the members currently constitute the Board of Directors of Colorado Access.

Outside Directors – Community Representatives. The Board of Directors has determined to add two directors to the Board to serve as representatives of the community and provide a diversity in perspectives to the Board. These two directors would be well-known and respected citizens of the community with no current affiliations with Colorado Access, its members, providers and competitors.

Responsibilities and Duties. The primary responsibility of any director of Colorado Access is to assure that Colorado Access is fulfilling its charitable purposes and that it is conducting its operations with integrity, honesty and respect for all the person with which it deals, including but not limited to enrollees, employees and providers. All directors are expected to always act in the best interests of Colorado Access and with the same prudence and reasonableness they would exercise in the conduct of their own business matters.

In order to discharge these duties, Board members will be responsible for the following:

- Review on a periodic basis whether the corporate mission adequately addresses the community's healthcare needs and whether Colorado Access is accomplishing its corporate mission;
- Assure that Colorado Access meets its contractual obligations to arrange for the delivery of quality health and behavioral care services to Colorado Access' enrollees;
- Develop Colorado Access' long range corporate plans and goals, with a clear articulation of the values being sought by Colorado Access and its expected contributions to the community;
- Assess on a periodic basis whether Colorado Access is achieving its long range corporate plans and goals;

- Develop policies for Colorado Access' interactions with Colorado Access' enrollees and providers and with the community, legislative bodies, and regulatory authorities and;
- Establish, implement and supervise a corporate conduct policy that assures ethical and honest behavior by Colorado Access and all persons associated with Colorado Access and compliance with all applicable laws and regulations;
- Appoint the chief executive officer and establish his/her performance expectations;
- Approve policies for evaluating and rewarding, when appropriate, employee performance;
- Represent Colorado Access in community forums as well as legislative and regulatory hearings and meetings; and
- Approve major corporate transactions, such as the following:
 - (a) annual budgets;
 - (b) additional financial contributions of corporate members;
 - (c) incurrence of indebtedness, guarantee of indebtedness, or any draw on a line of credit provided by a bank or any other financial institution;
 - (d) acquisition, sale, disposition or lease of assets the fair market value of which in the aggregate exceed 10% of the book value of Colorado Access' total assets as reflected on its most recent audited balance sheet;
 - (e) any restructuring, reorganization, merger or consolidation of Colorado Access;
 - (f) matters relating to the admission, withdrawal or expulsion of a Member, provided that a Member may be expelled only for a material breach of the Amended and Restated Members Agreement or the Provider Agreement between such Member and Colorado Access; and
 - (g) any expenditures or other decisions that are materially inconsistent with the assumptions underlying the actuarial projections of Colorado Access' financial performance unless such projections are being exceeded with respect to projected net revenues and reserves.

Participation Expectations. Board members are expected to attend monthly Board meetings and to participate in a Board committee that is appropriate to the expertise and interests of the Board member. Board members are expected to have reviewed agendas and related materials which are supplied in advance of Board and committee meetings.