

# Board Governance Survey Results 2012



**ACAP**  
Association for Community  
Affiliated Plans



# Responding Plans

Affinity Health Plan
AlohaCare
CareOregon
CareSource
CenCal Health
Central California Alliance for Health
Children's Community Health Plan
Community Health Choice
Community Health Network of Connecticut
Community Health Plan of Washington
Driscoll Health Plan
Elderplan
Family Health Plan
Health Plan of San Mateo
Hudson Health Plan
Inland Empire Health Plan
L.A. Care
Monroe Plan for Medical Care
Neighborhood Health Plan of Rhode Island
Passport Health Plan
Priority Partners MCO
Sendero Health Plans
Texas Children's Health Plan
Univera Community Health
University of Arizona Health Plans

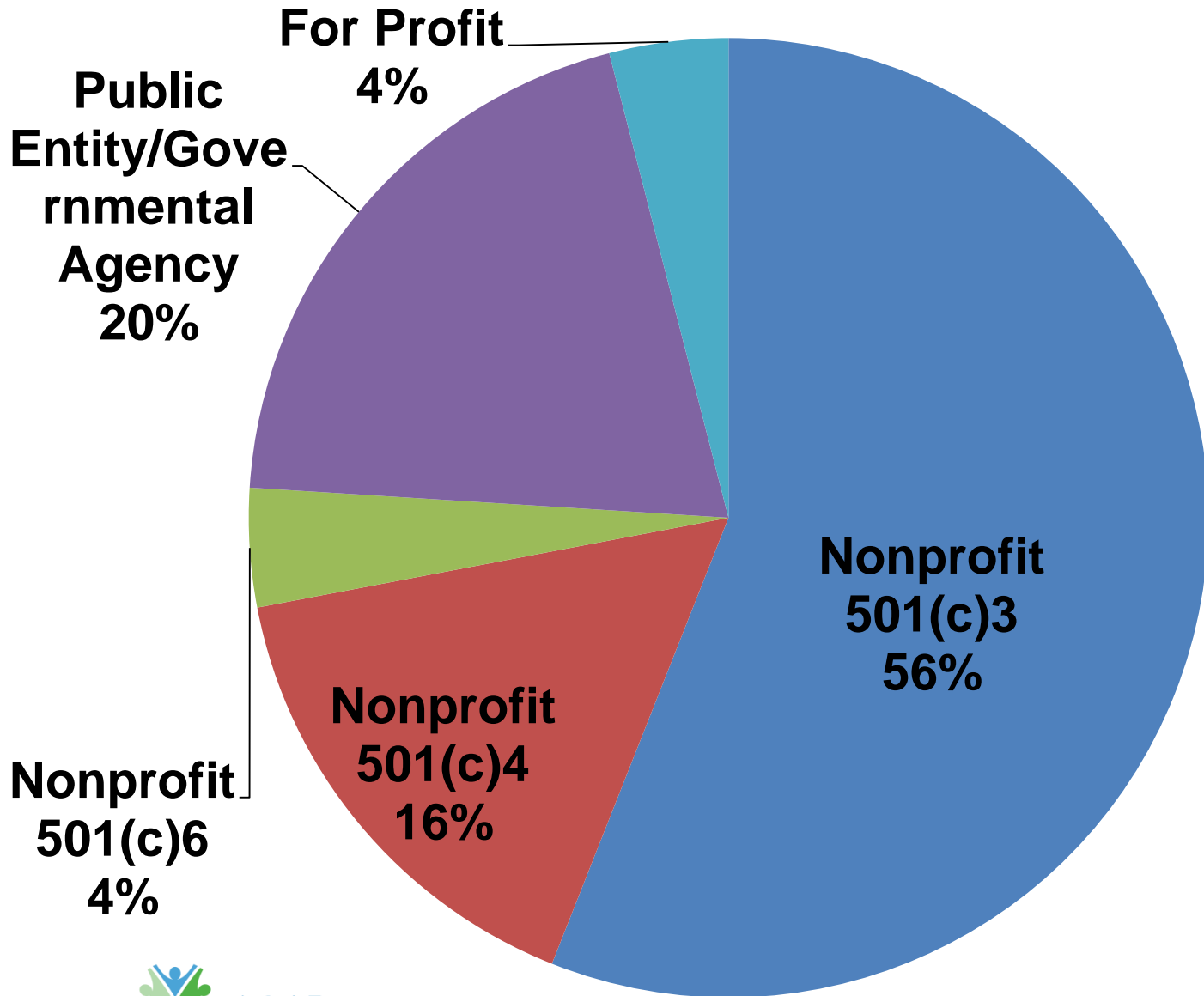
N= 25

**Q2. What year was your plan founded?**

- Min: 1970
- Max: 2011
- Median Answer: 1991

### Q3. What is your plan's corporate status?

N= 25

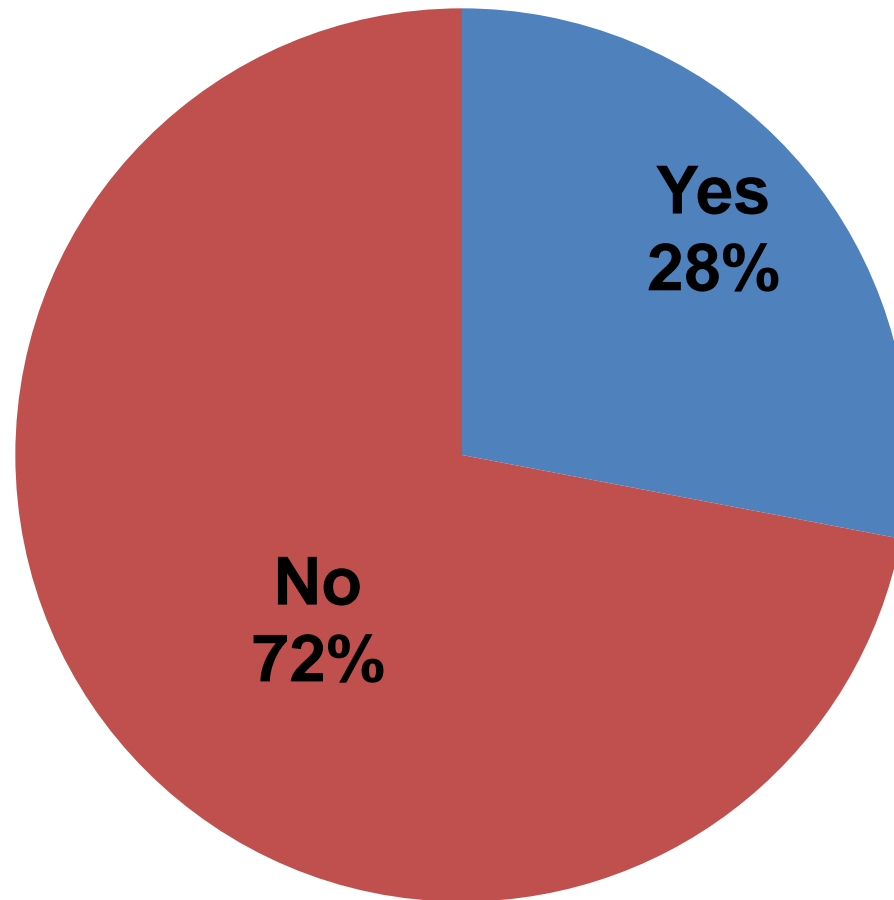


Plans also noted the following concerning their status:

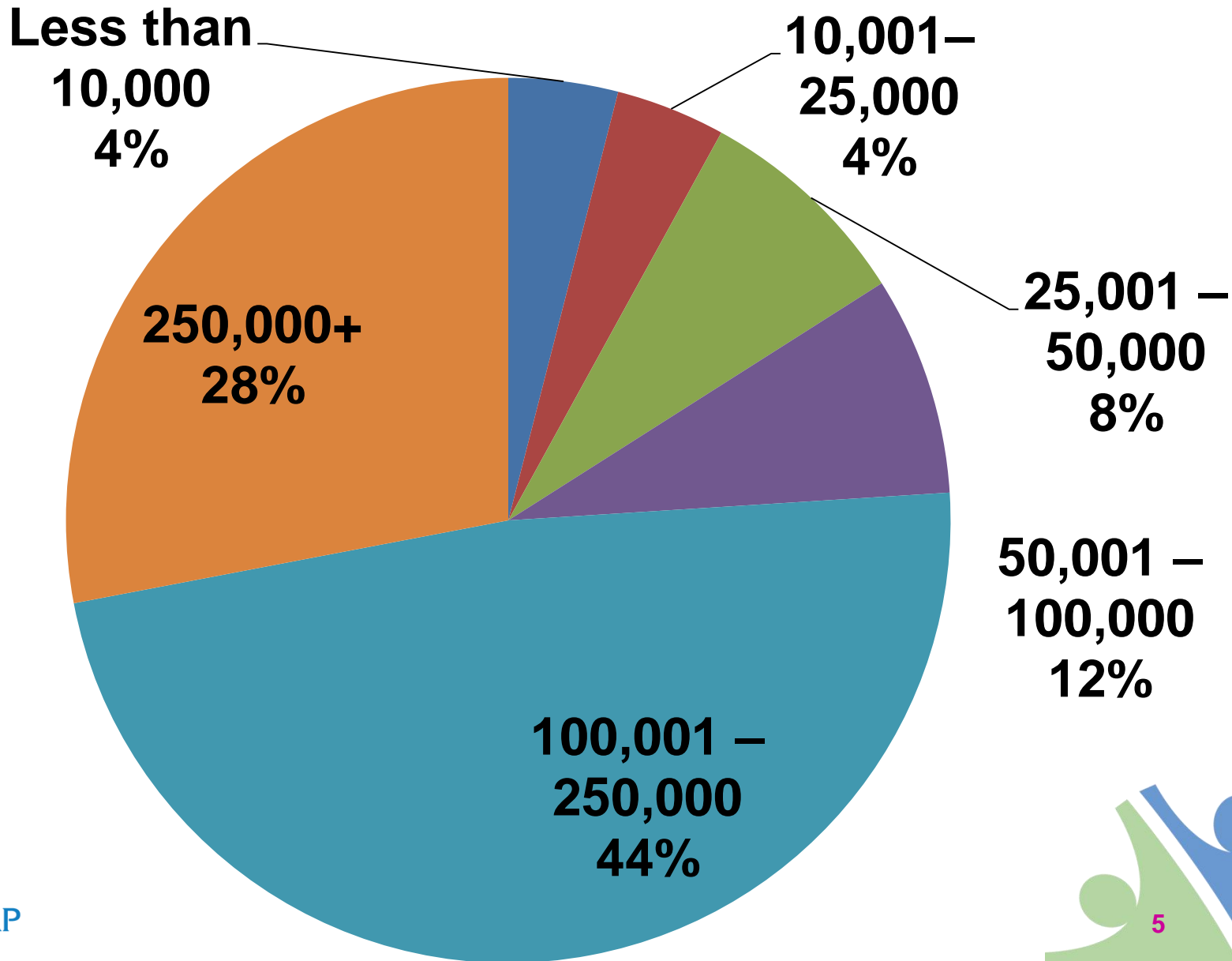
- Health Insuring Organization (federal designation)/
- County Organized Health System (state designation)
- Our Holdings Board is 501(c)3, while we are 501(c)4
- 501c3 status pending
- Joint Powers Agency

## Q4. Does your plan have any subsidiaries?

N= 25



## Q5. What is the number of your plan's enrollees?

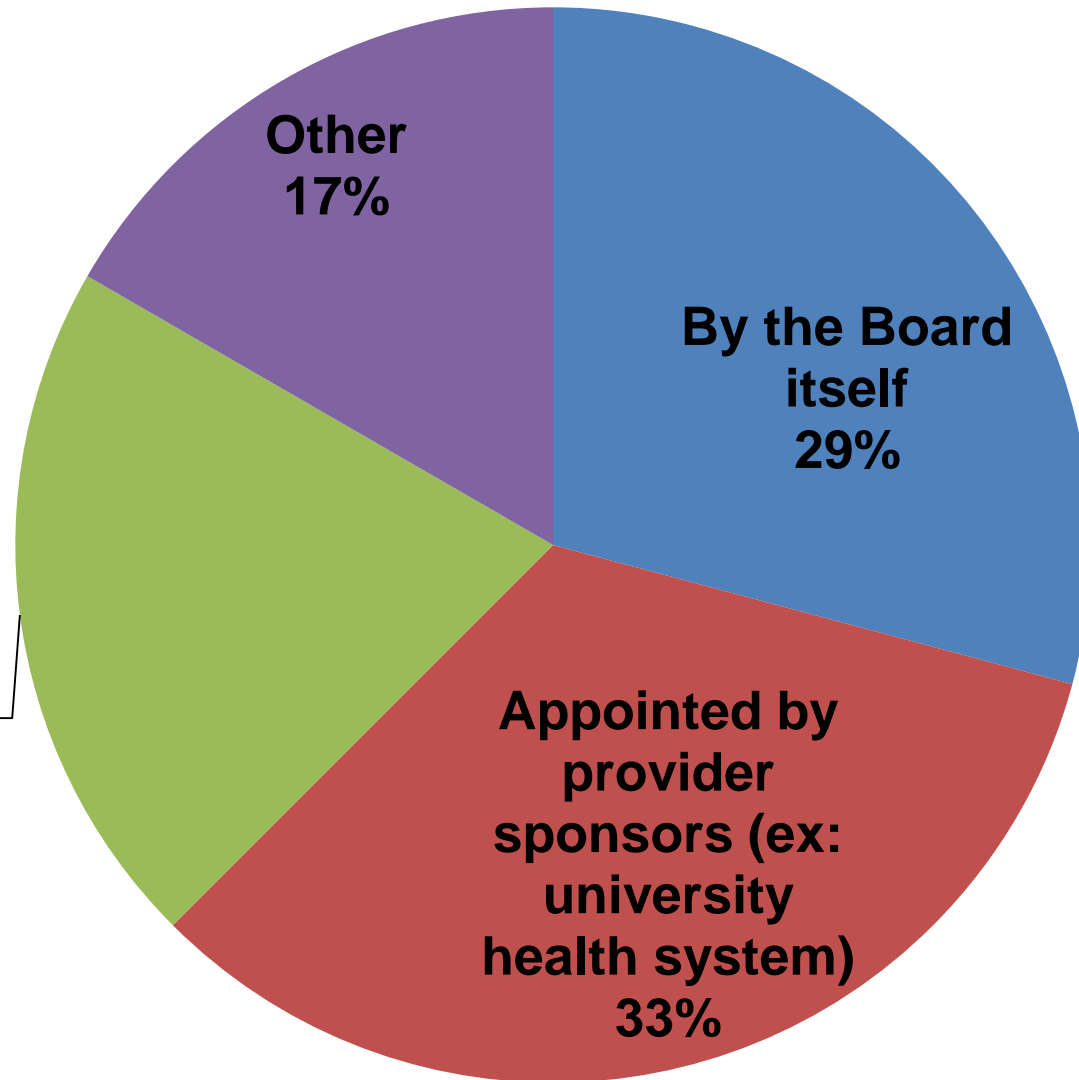


## Q6. How are board members elected?

N= 17

### Other:

Plans reported various other approaches including: at large members appointed by board and other members appointed by sponsoring organization.



Appointed by  
sponsoring  
Government  
official (ex:  
Board of  
Supervisors)



**Q7. What is the MINIMUM number of board members allowed by the bylaws?**

**Min: 3  
Max: 15  
Median: 7  
N = 21**

**Q8. What is the MAXIMUM number of board members allowed by the bylaws?**

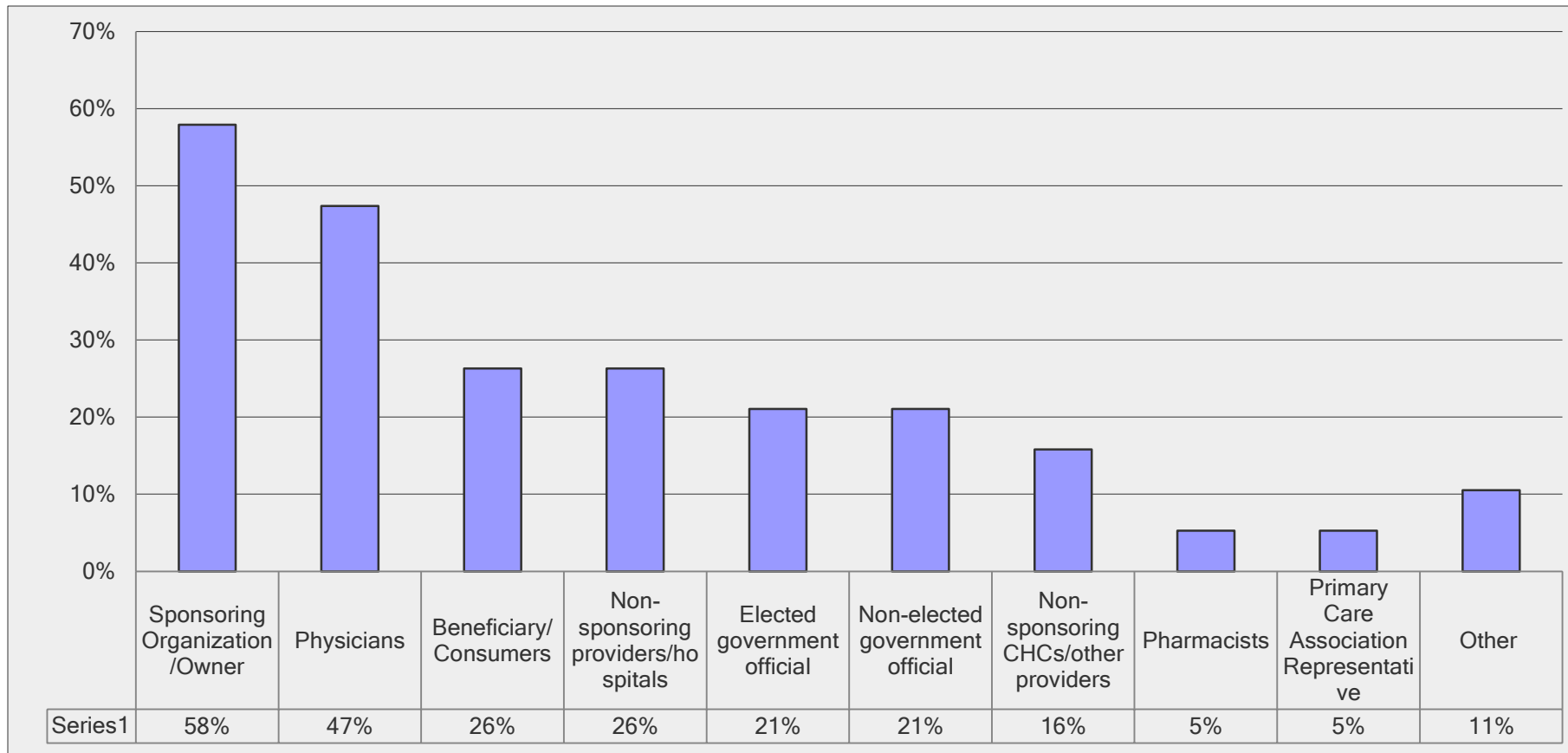
**Min: 6  
Max: 23  
Median: 13  
N = 22**

**Q9. What is the CURRENT number of board members?**

**Min: 5  
Max: 19  
Median: 11  
N = 23**

# Q10. Are any of these types of individuals/representatives required to be included on the Board?

**N= 19**



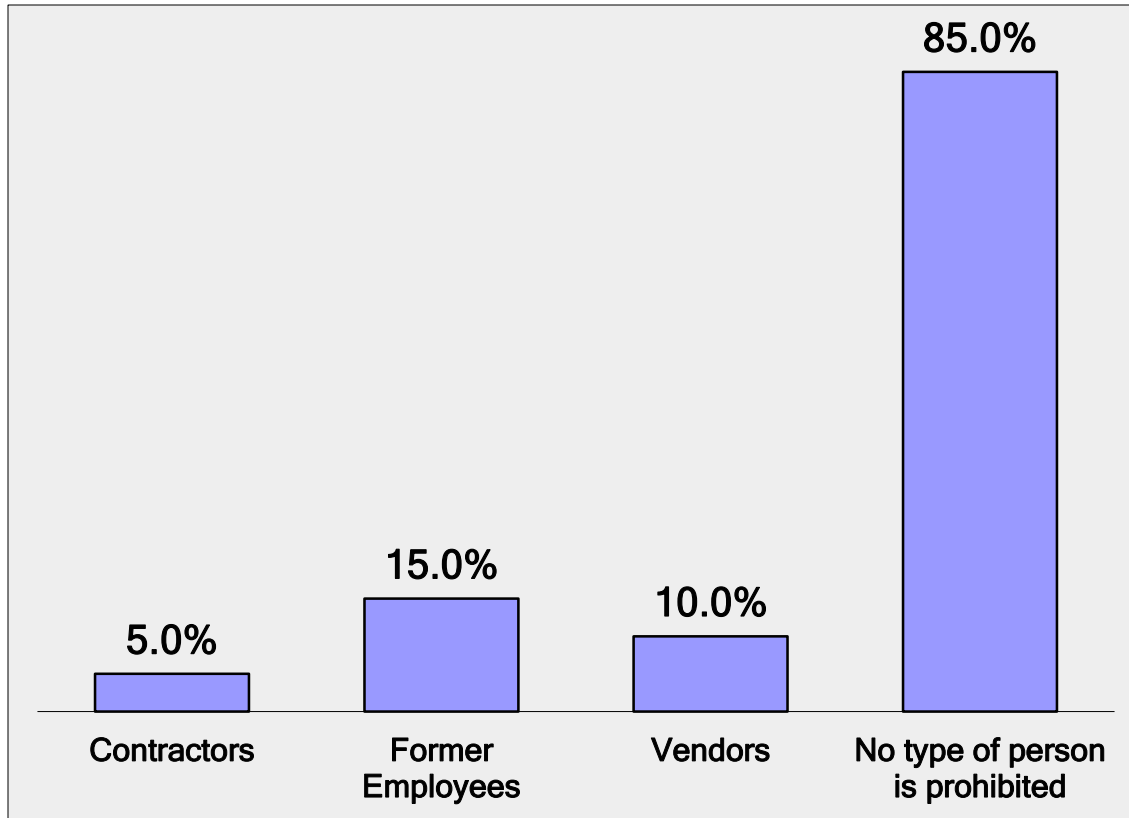
**Other:**  
 One plan noted that, by tradition: One Board member is always on sponsoring org's Board.  
 Another plan noted, IPA Panel members, Community Agencies, Safety Net membership and partner representation are required to be included on the Board.





# Q11. Do you prohibit any type of person from serving on your Board? Please indicate.

N= 19

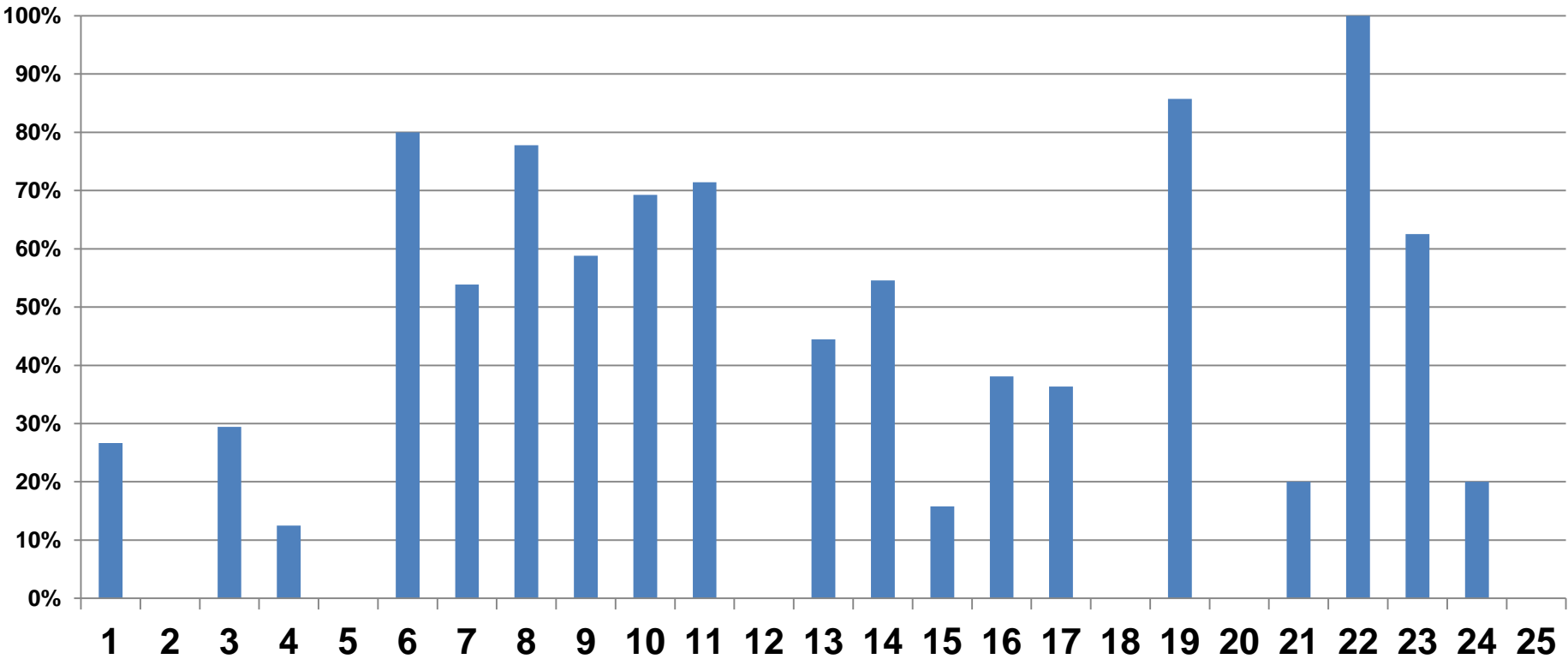


## Other Type of Persons:

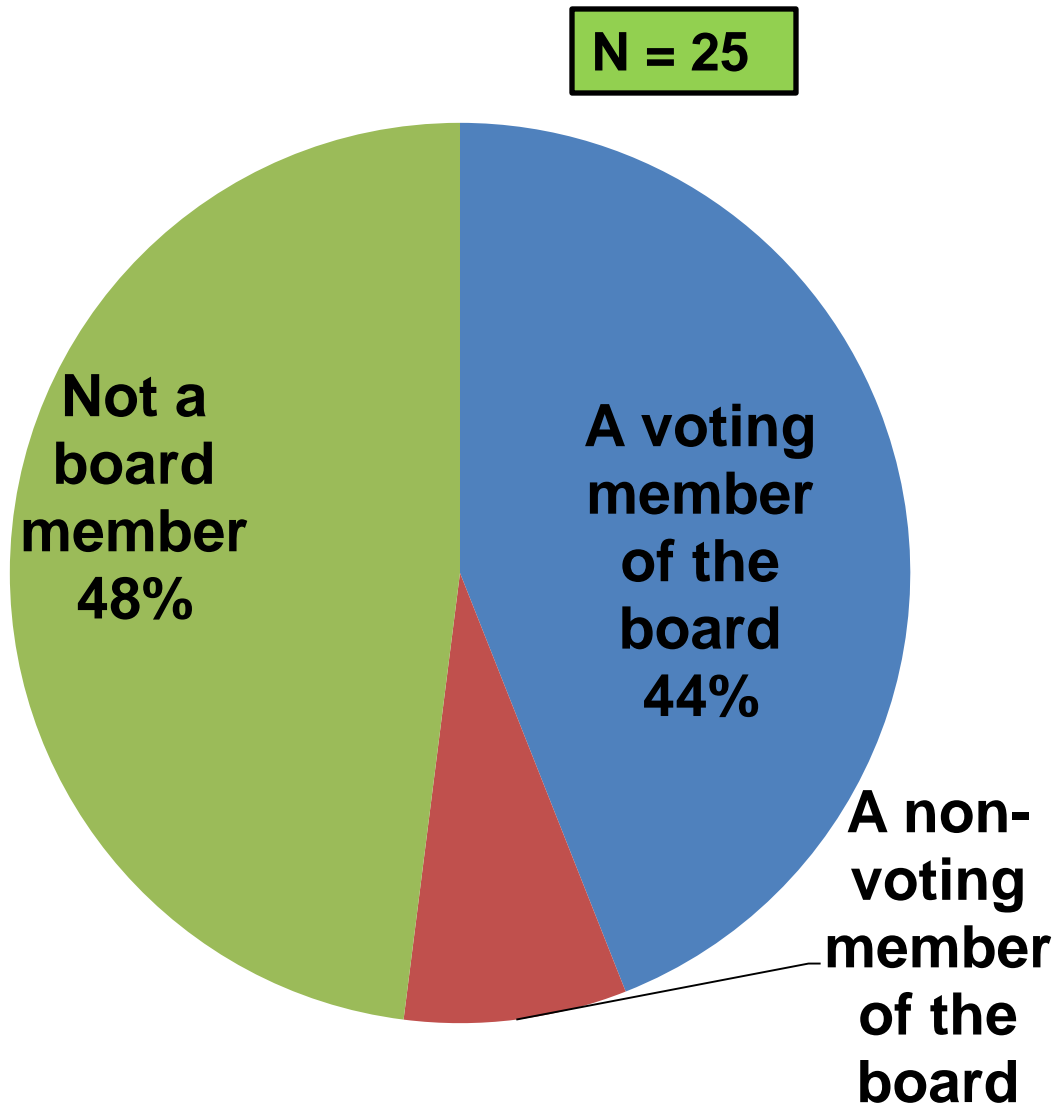
- 1 Criminal background/excluded party
- 2 Person who is concurrently a director, officer, employee or agent of another insurer
- 3 Anyone with a direct or indirect ownership /sponsorship interest in a competitor.
- 4 Vendors limited to auditors and legal representatives

# Q12. Of current board members, how many are truly independent?

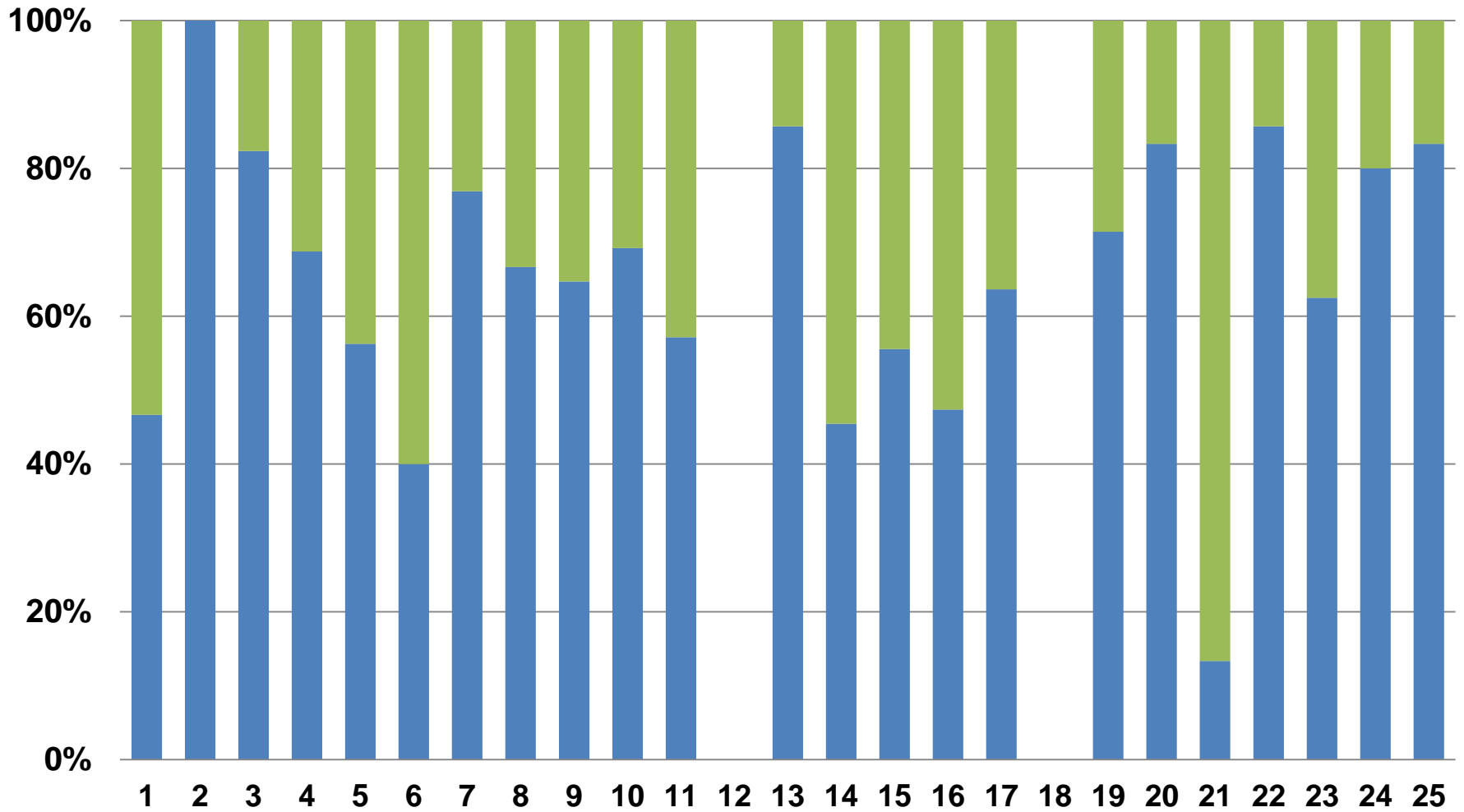
**Min: 0%**  
**Max: 100%**  
**Median: 38%**  
**N= 23**



## Q13. The CEO is:



## Q14. Gender of Board Member by Plans



**N = 23**

■ % Male Board Members

■ % Female Board Members

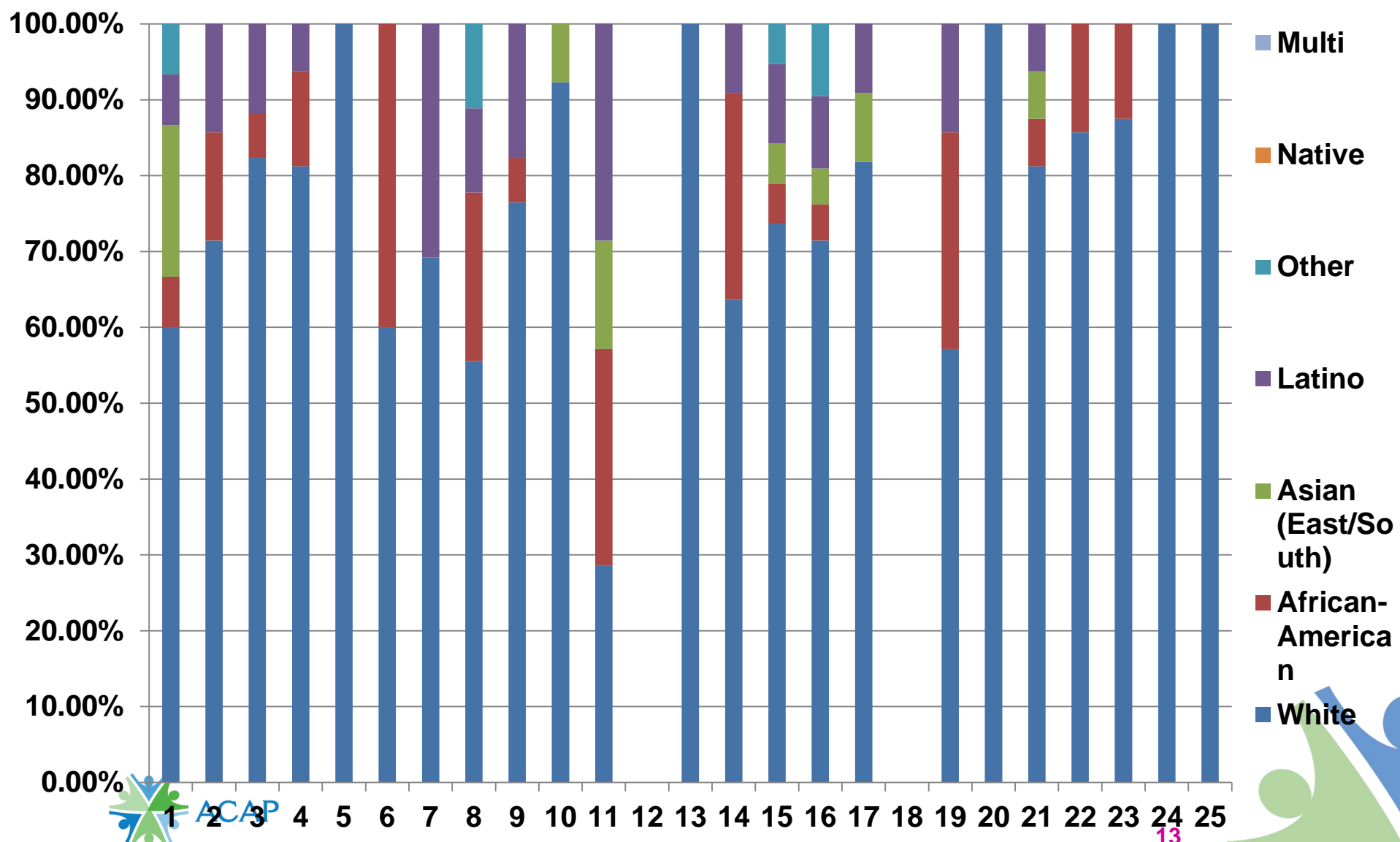
Average % Male:

Average % Female:



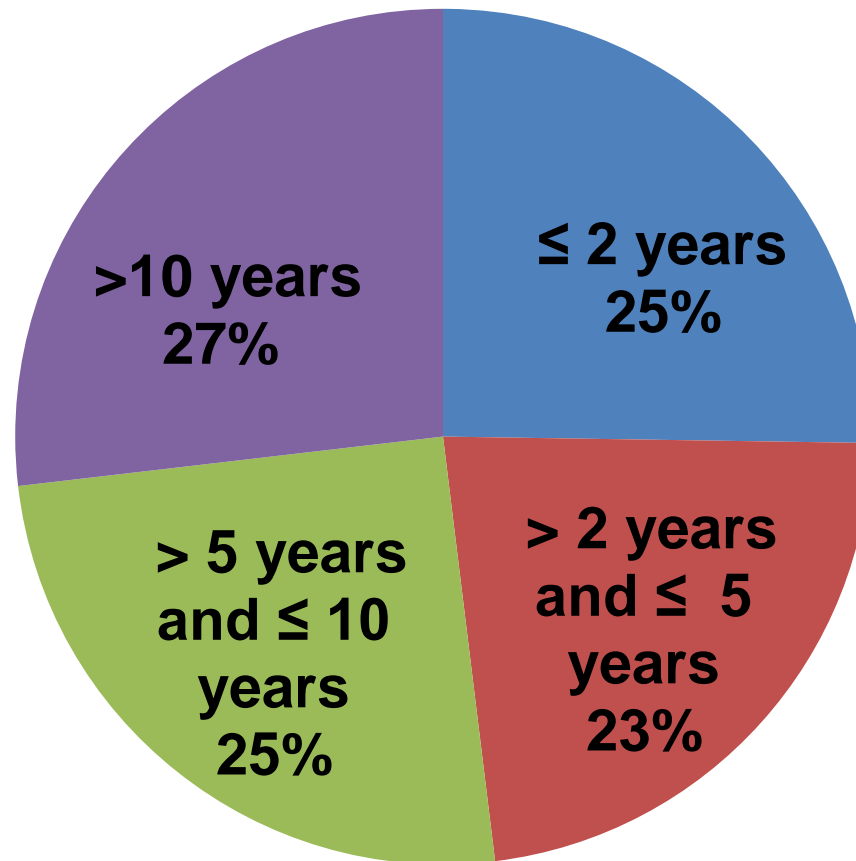
# Q15. Board demographics - Race/Ethnicity:

N = 23

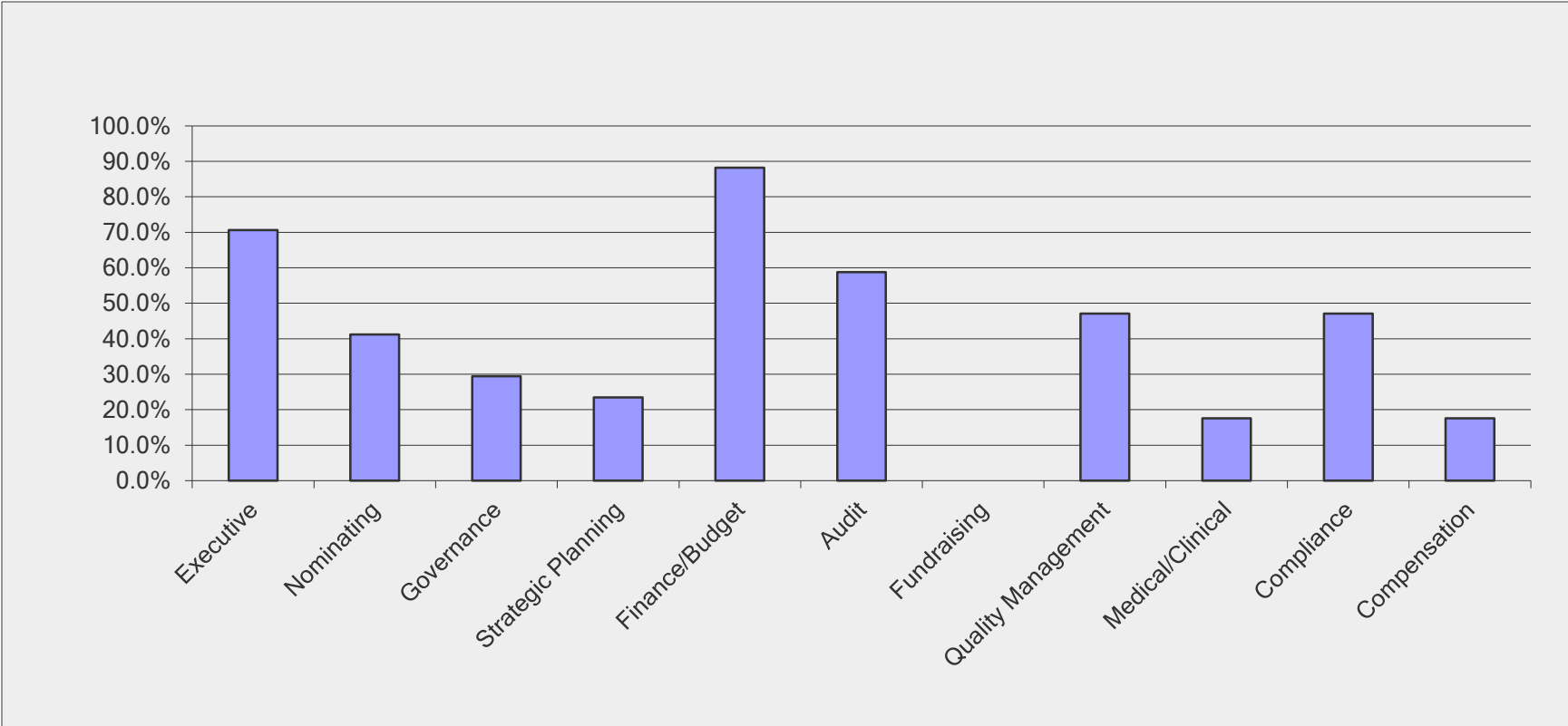


# Q16. How many board members have served on your Board for each of the following time frames?

**N = 24**



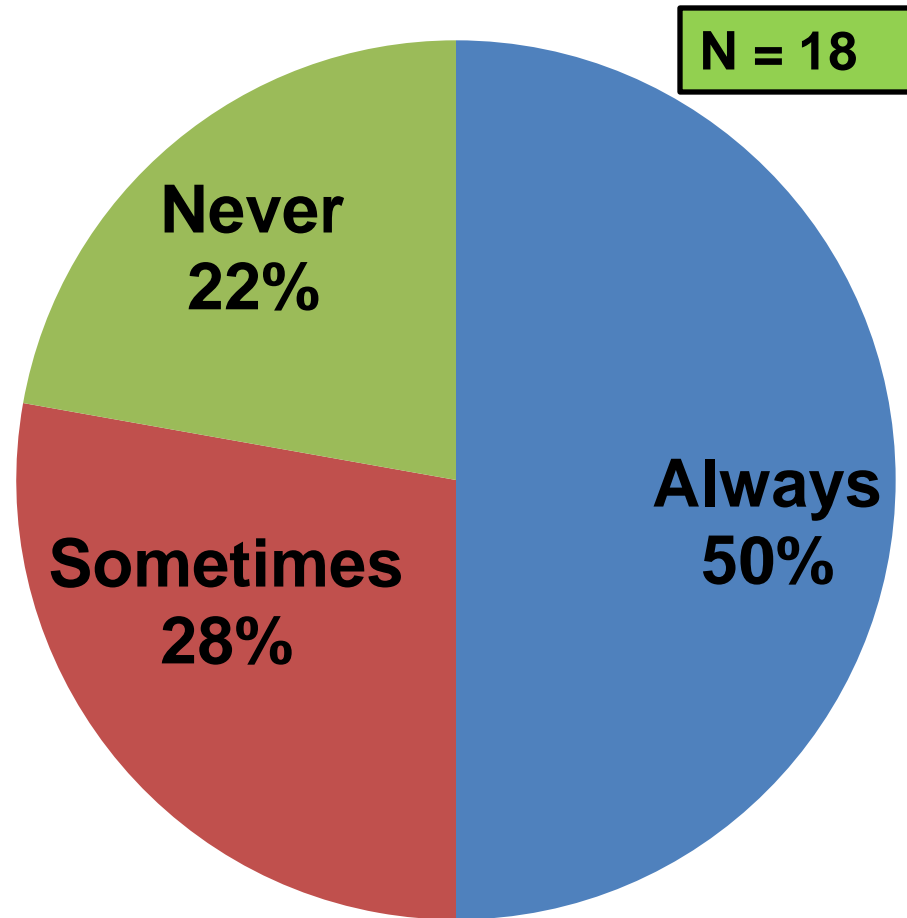
# Q17. Please indicate which committees your Board has:



Some plans reported that one committee may have multiple function (e.g. Nominating and Strategic Planning are a part of the Governance committee; Finance/Budget committee also includes Compliance and Audit committee activities).

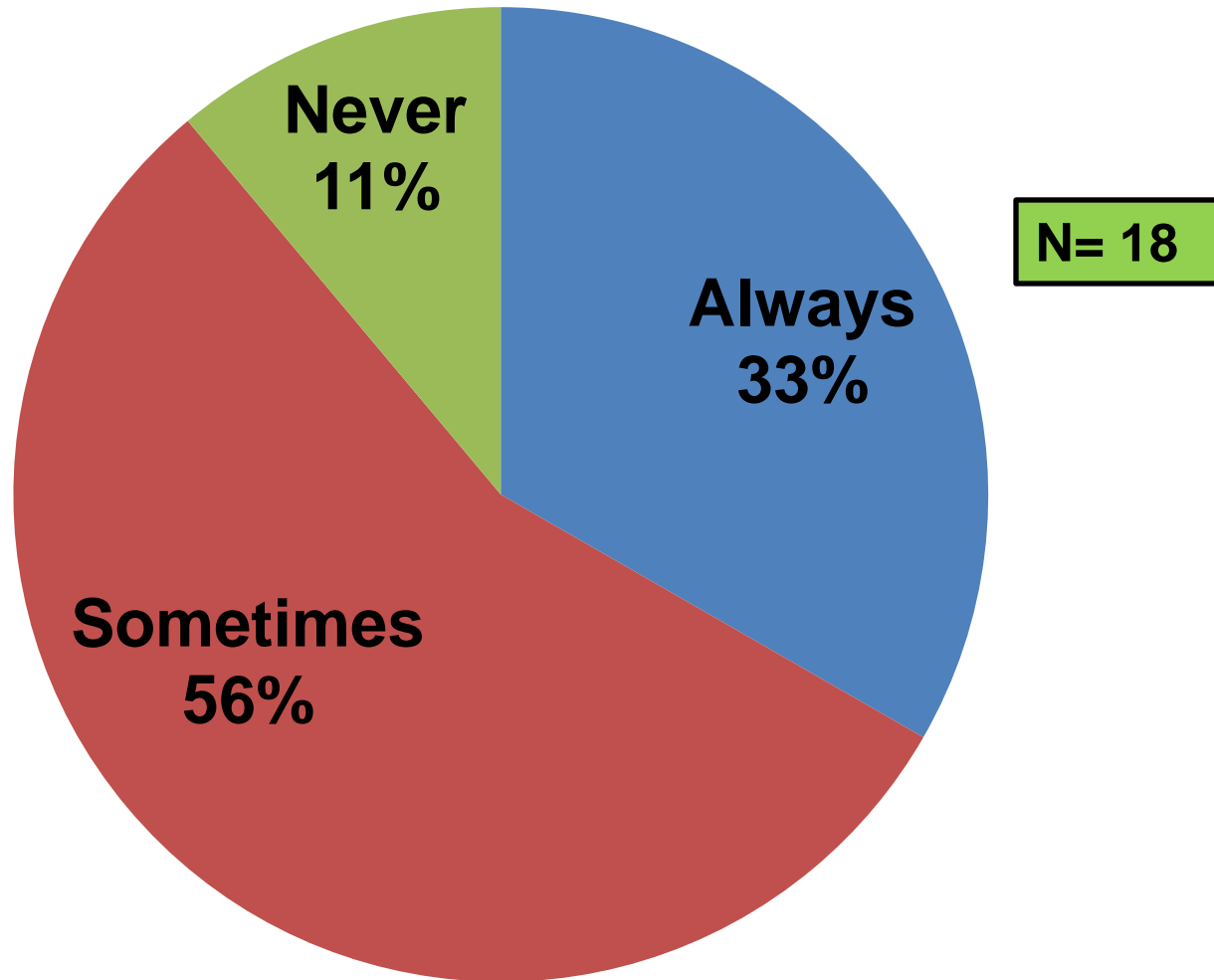
Plans also reported having member services, services agreements, provider network, personnel, grievances and appeals committees. Likewise, plans reported also having advisory committees (e.g. consumer; children’s programming, enrollee).

## Q18. Do committee chairs review the Board agenda and meeting materials with staff in advance of meetings?



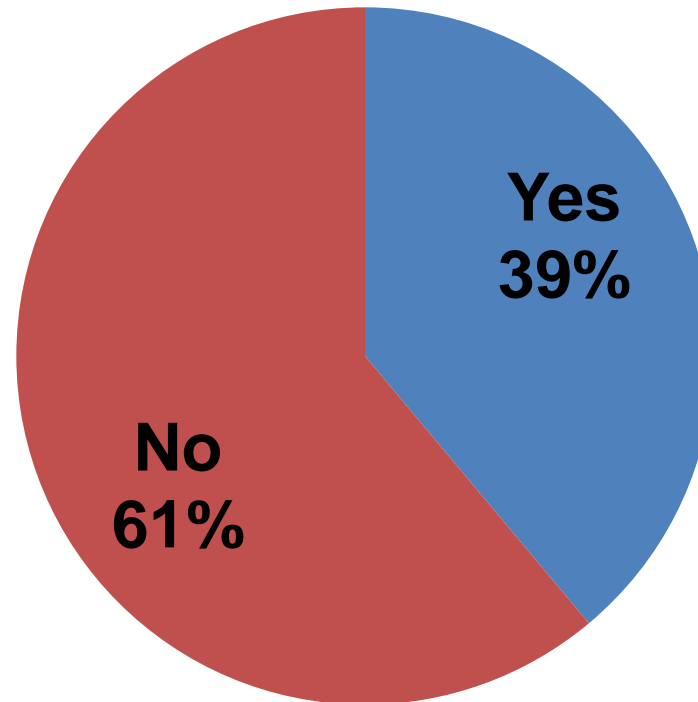


## Q19. Do committee chairs meet with staff prior to meetings?




## Q20. Is there a description that outlines the role and responsibilities of committee chairs?

N = 18

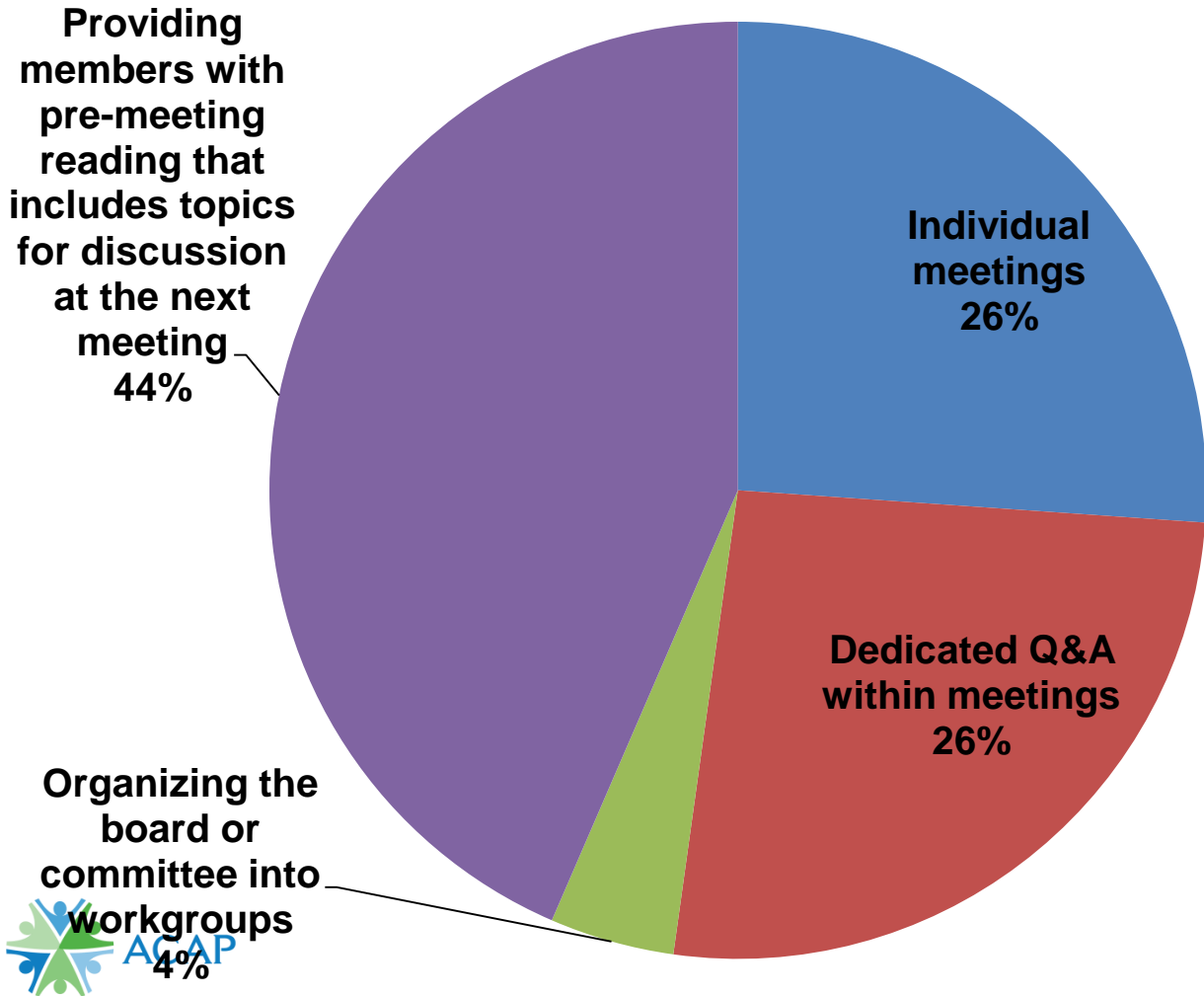


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# Q21. What do you find most effective for soliciting input from board members?

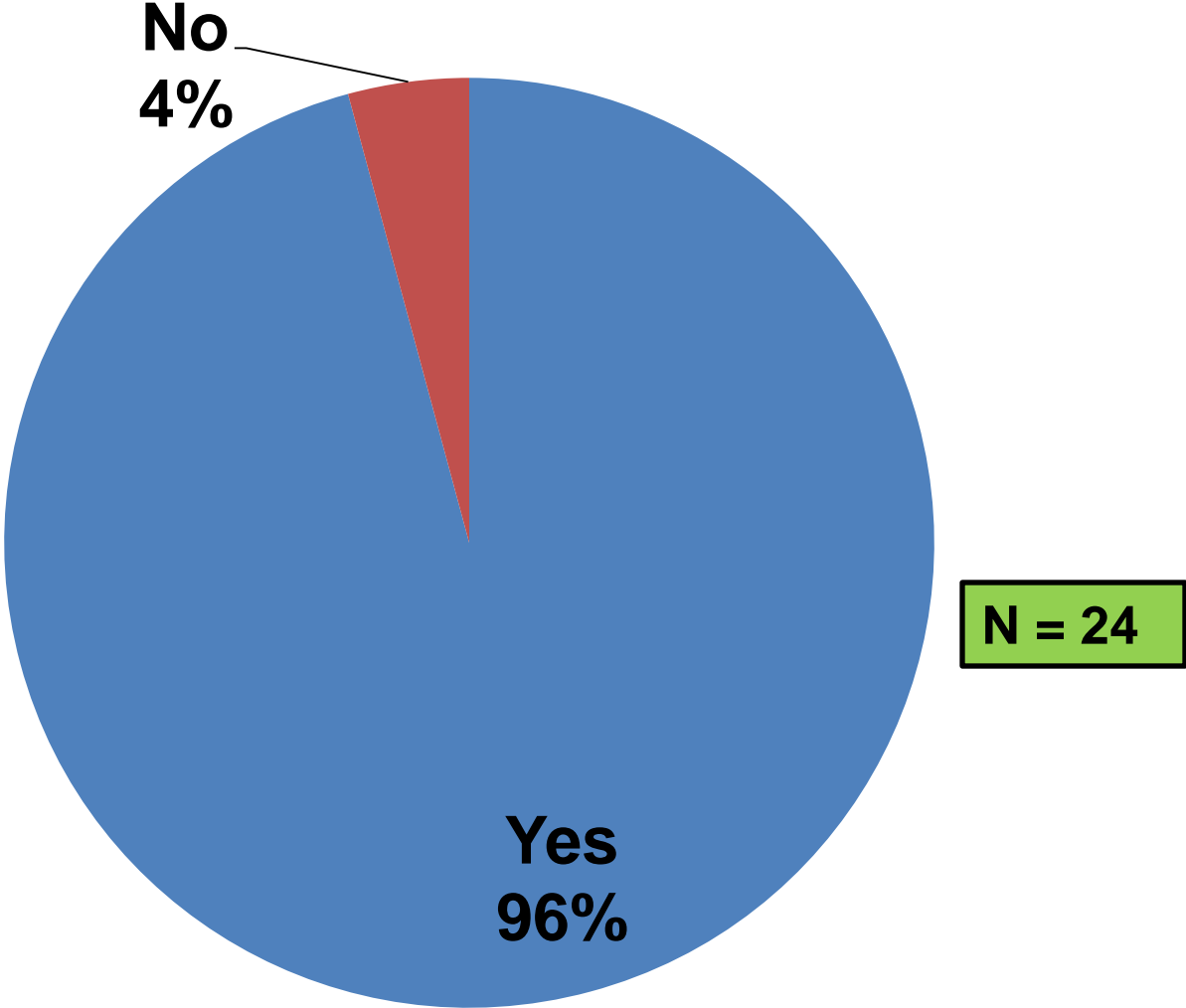
**N = 23**



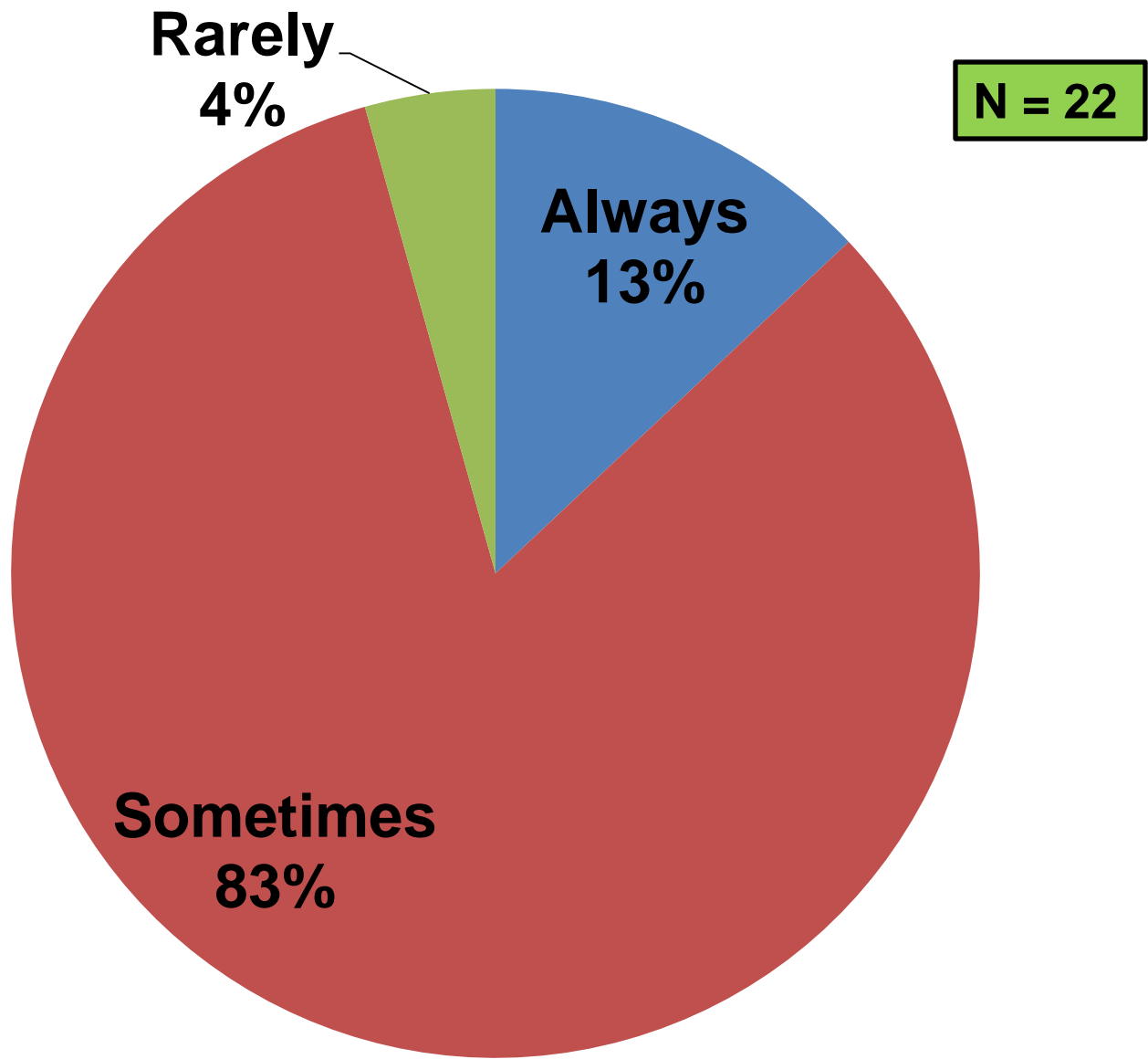
**Comments:**  
Several Plans used multiple strategies to obtain board input such as sending out pre-meeting materials as well as holding conference calls.  
  
At least one plan specifically noted that they worked to focus board meetings on strategic issues and action items rather than presentations and updates.



# Q22. Is there an opportunity for board members to contribute to the development of agendas?

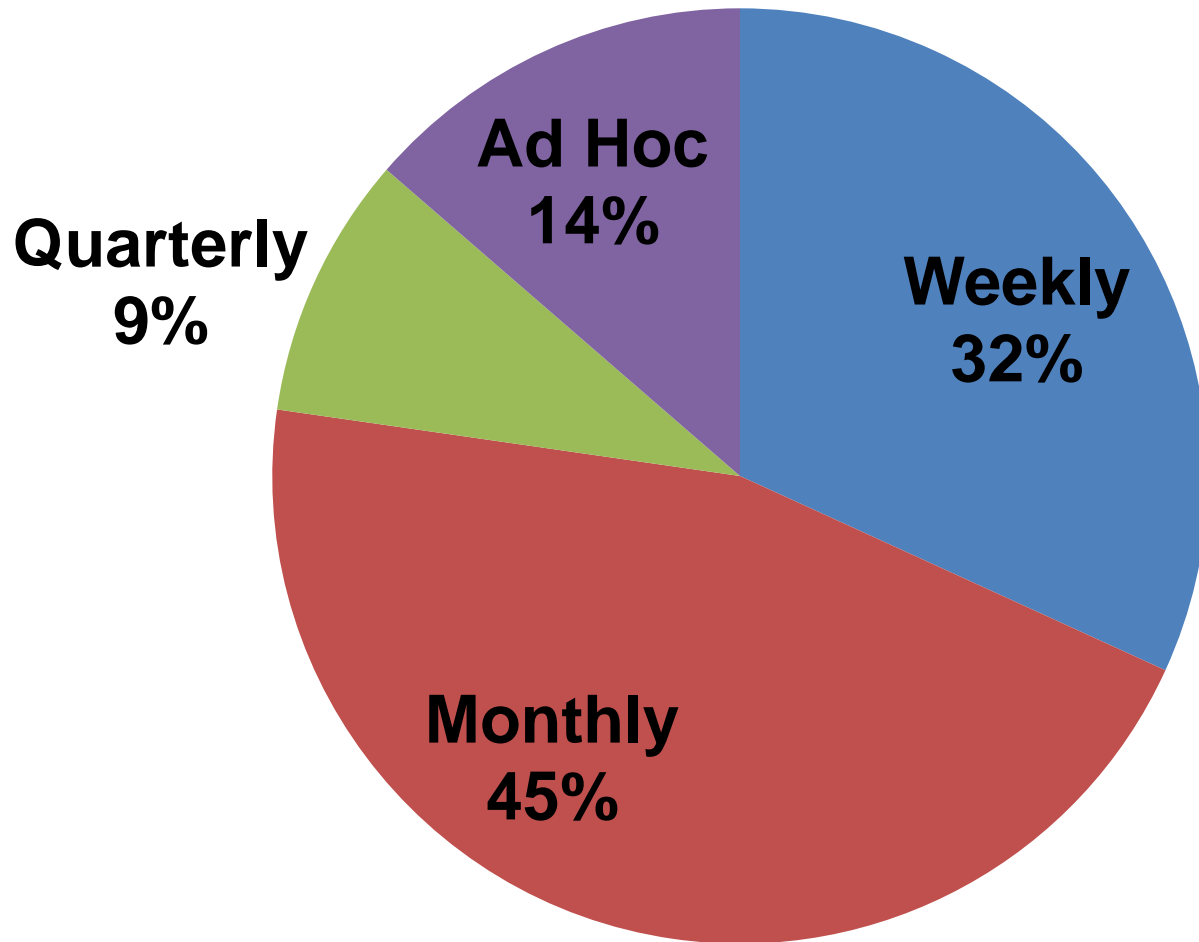


# Q23. How often do board members contribute to the development of agendas?

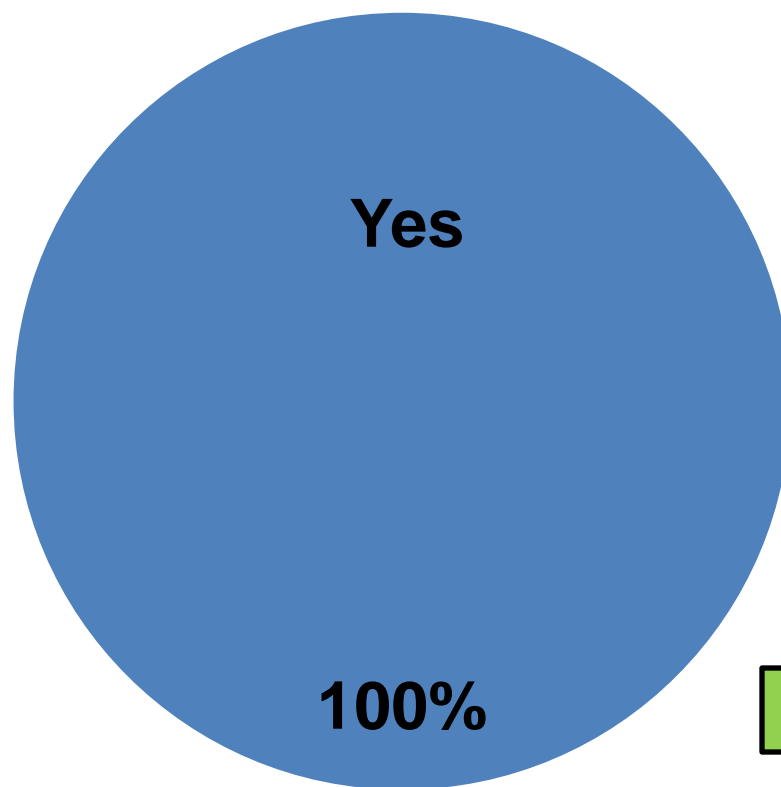


## Q24. How frequently do the Board Chair and the CEO/President/Executive Director convene?

N = 23



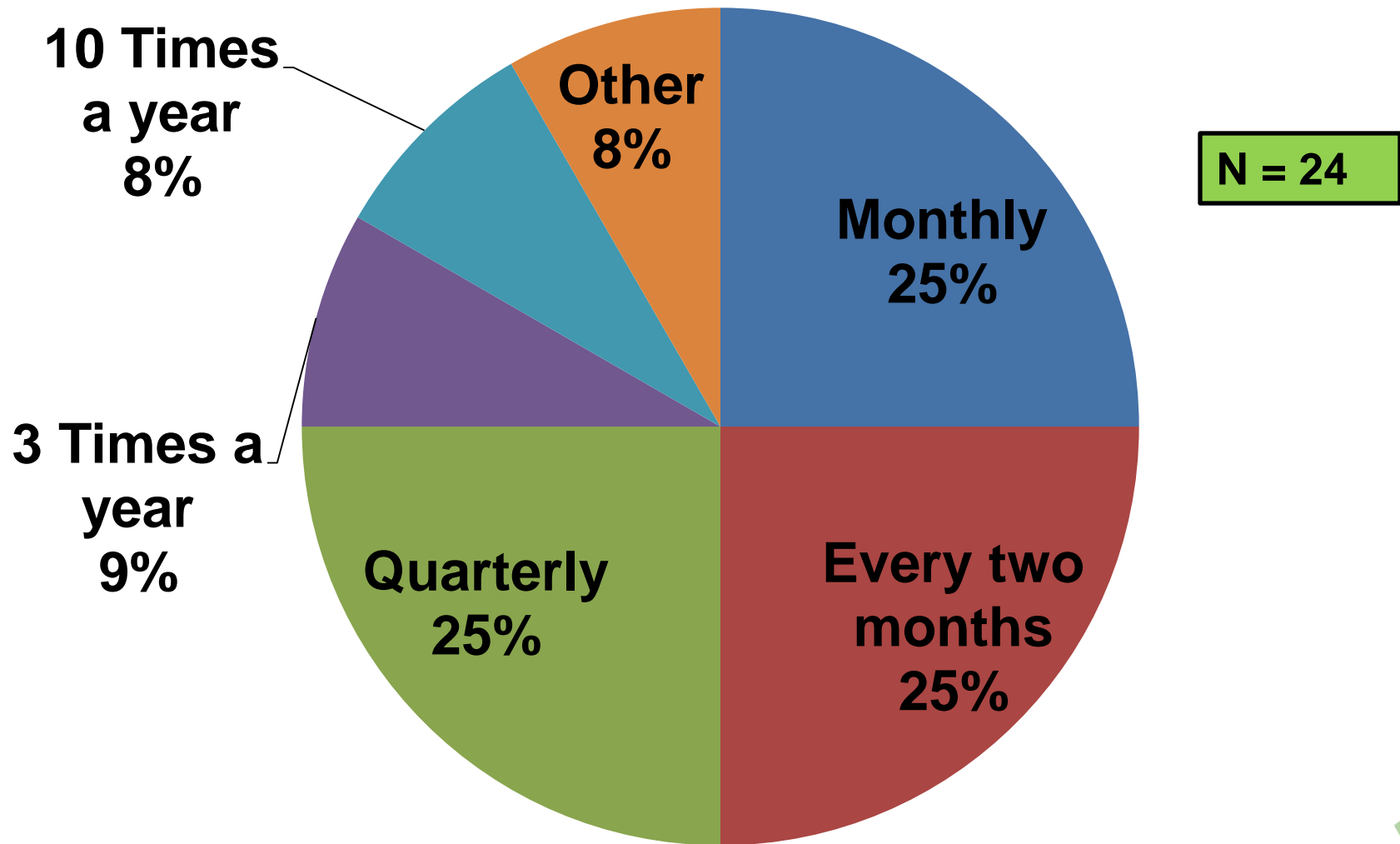
## Q25. Is the Board Chair available to the CEO/President/Executive Director as an ad hoc advisor?



N = 24

All respondents said: "yes."

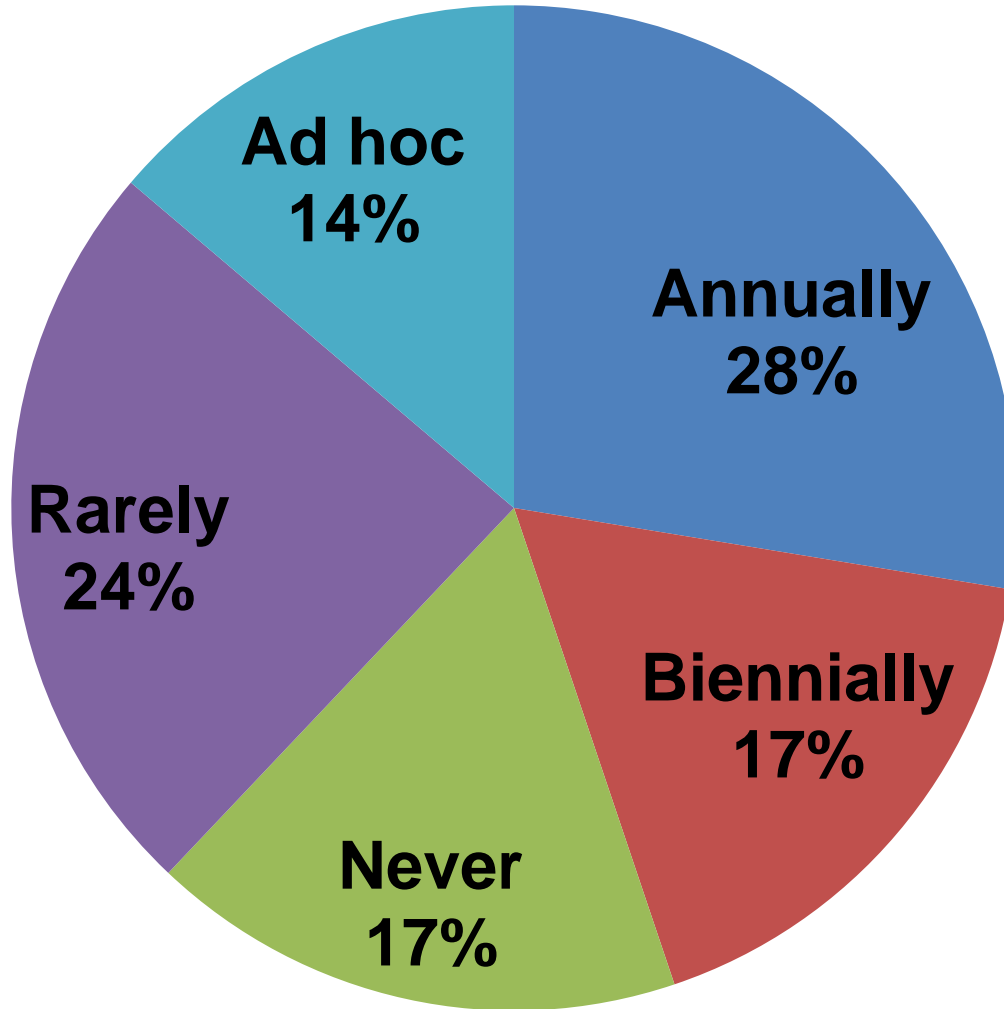
## Q26. What is the frequency of your Board meetings?





# Q28. How often are Board retreats held?

N: 24

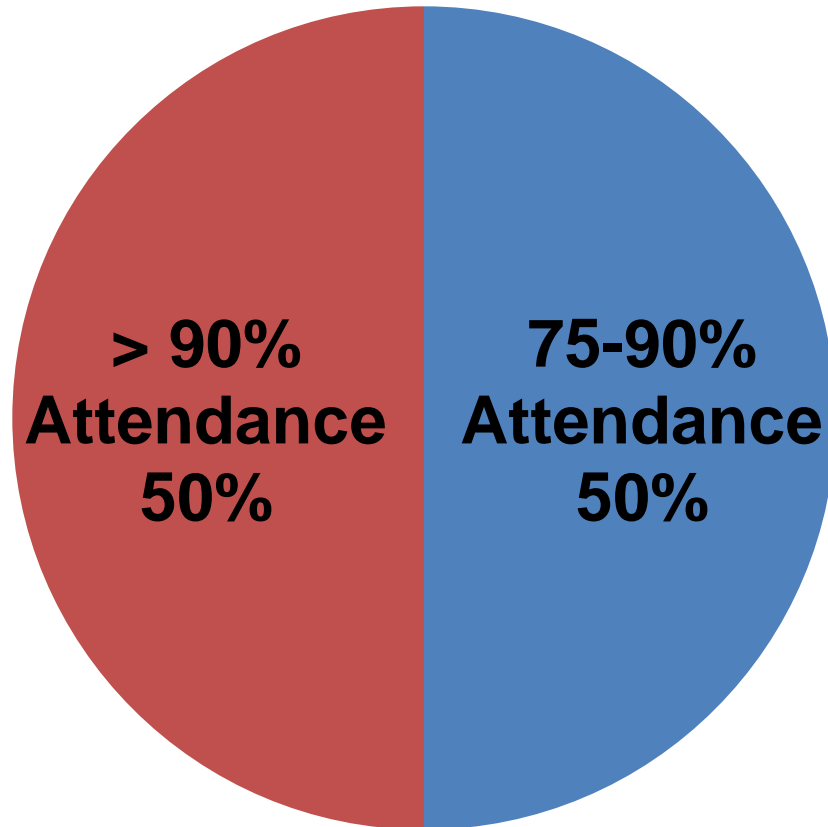


**Q27. What is the average length of Board meetings, in hours?**

**Max: 4 hours  
Min: 1 hours  
Median: 2 hours  
N =23**

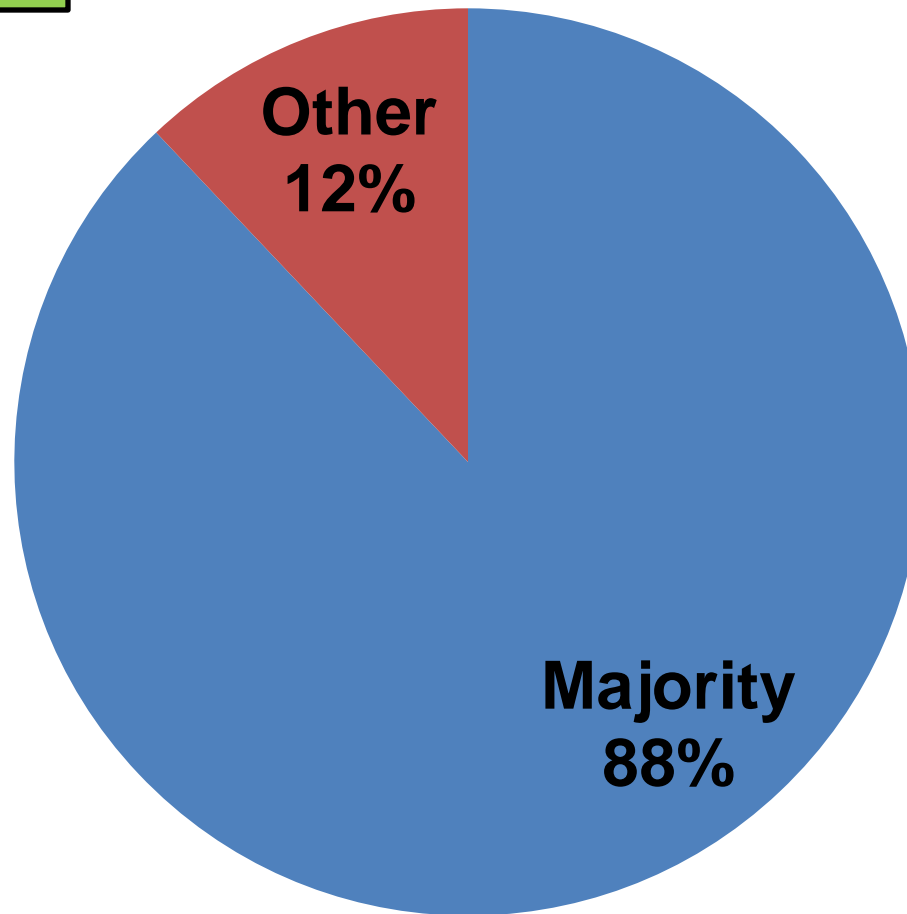
**Q30. What is the average percentage attendance at Board meetings?**

**N = 24**



## Q29. What is the quorum requirement at Board meetings?

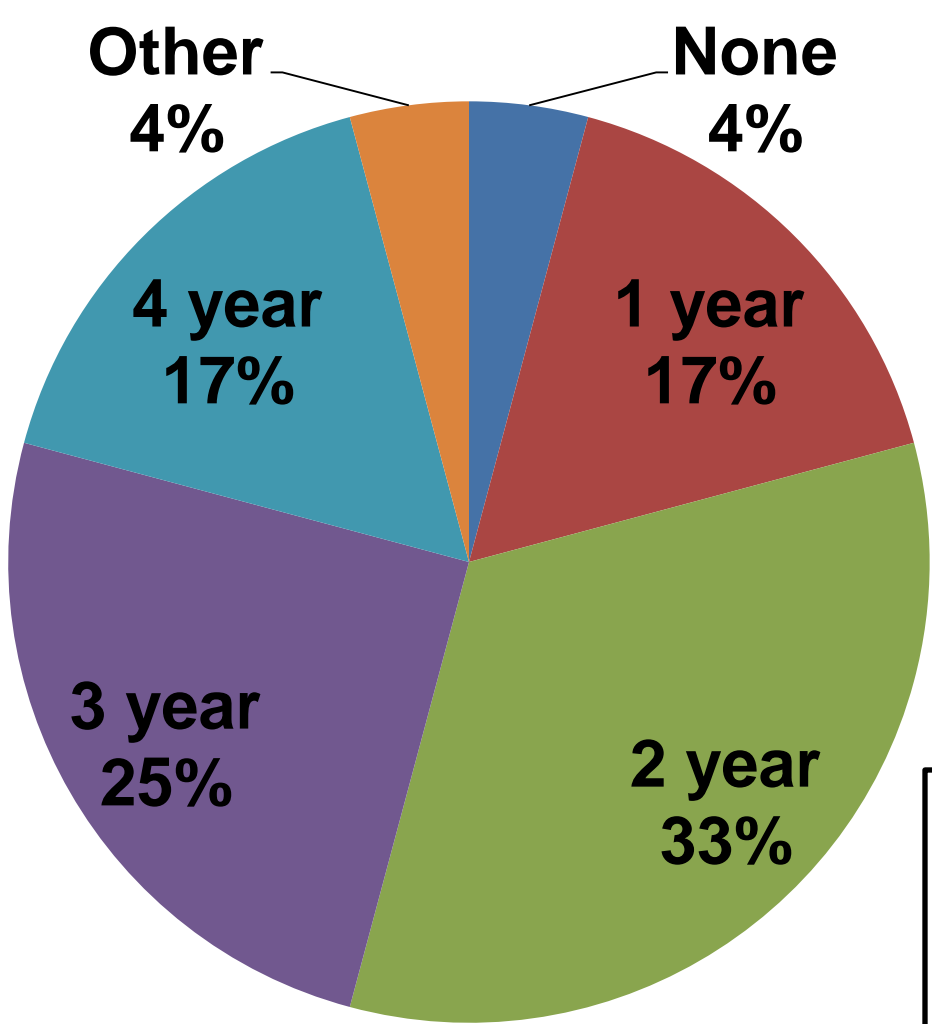
N = 24



### Other Specified:

- 2/3
- 38%
- 57%

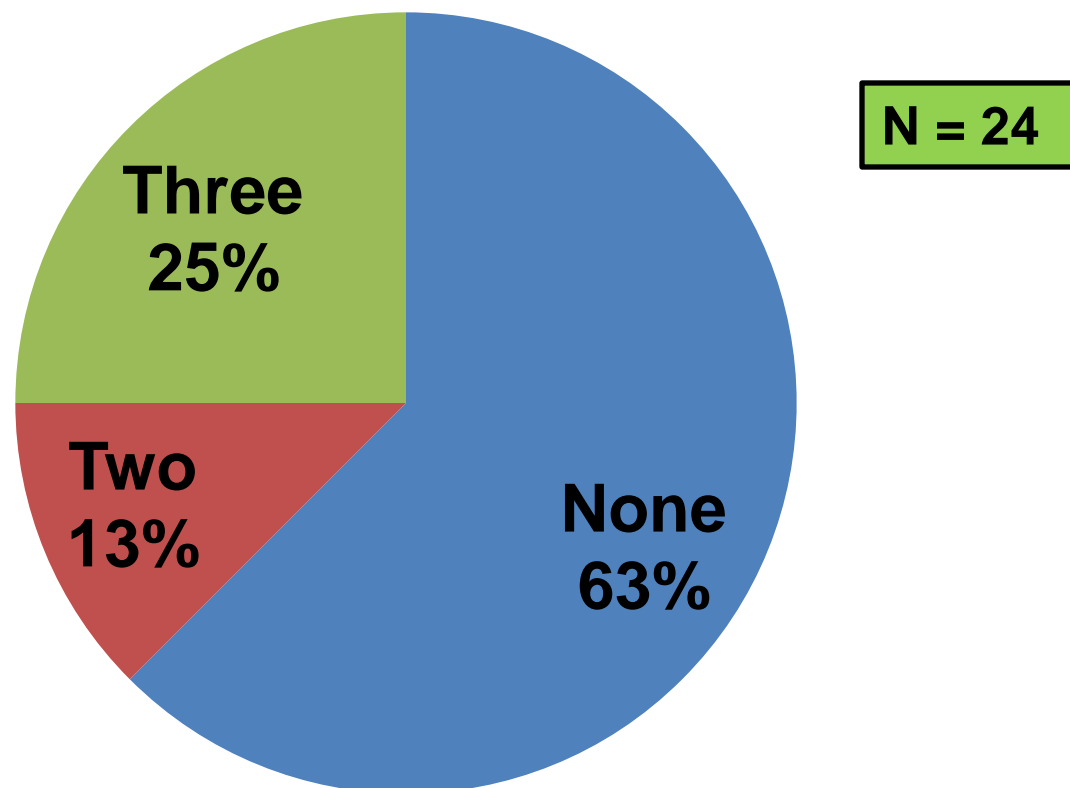
# Q31. What is the length of a term to which board members are elected?



**N = 24**

**Other:**  
Board members appointed to variable terms between 1 and 3 years

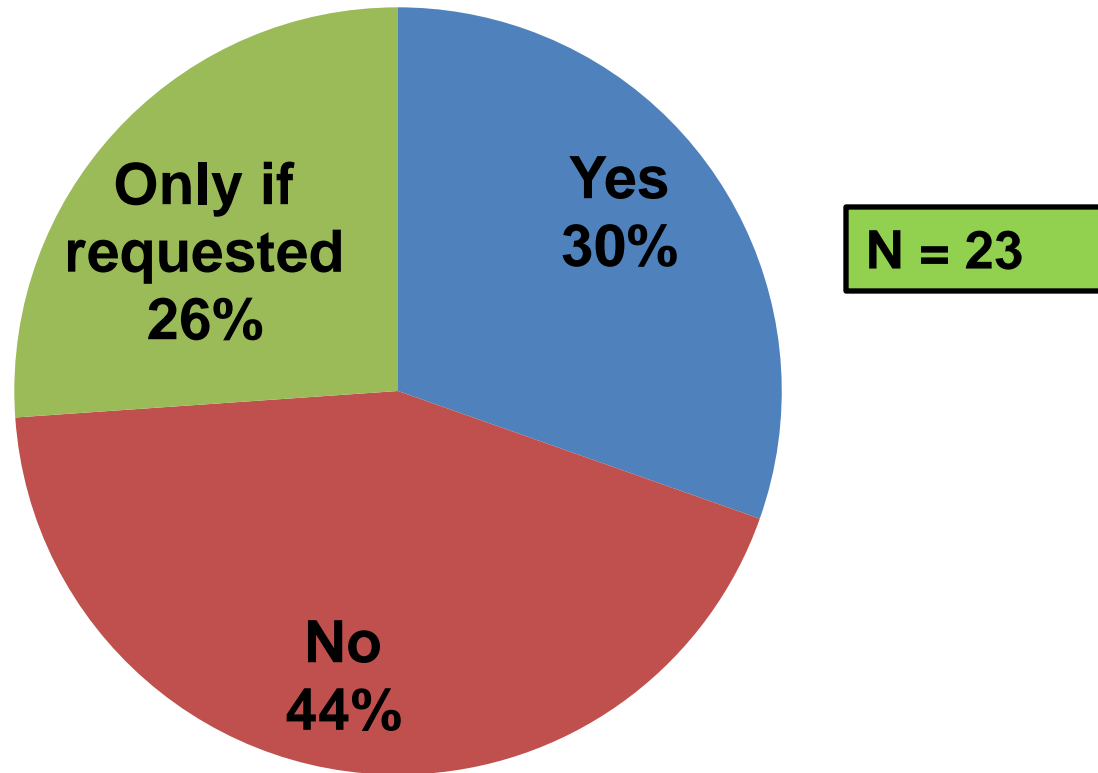
## Q32. What is the limit on number of consecutive terms a board member may serve?



### Comments:

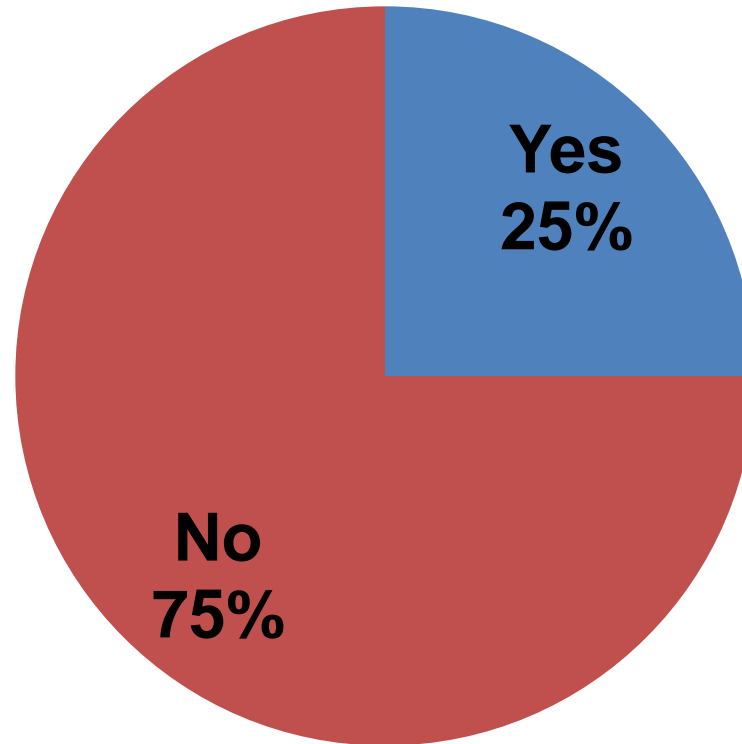
- 1) Except Founding Member Directors
- 2) 10 years maximum including partial terms served.

### Q33. Are board members reimbursed for expenses they incur in attending meetings?



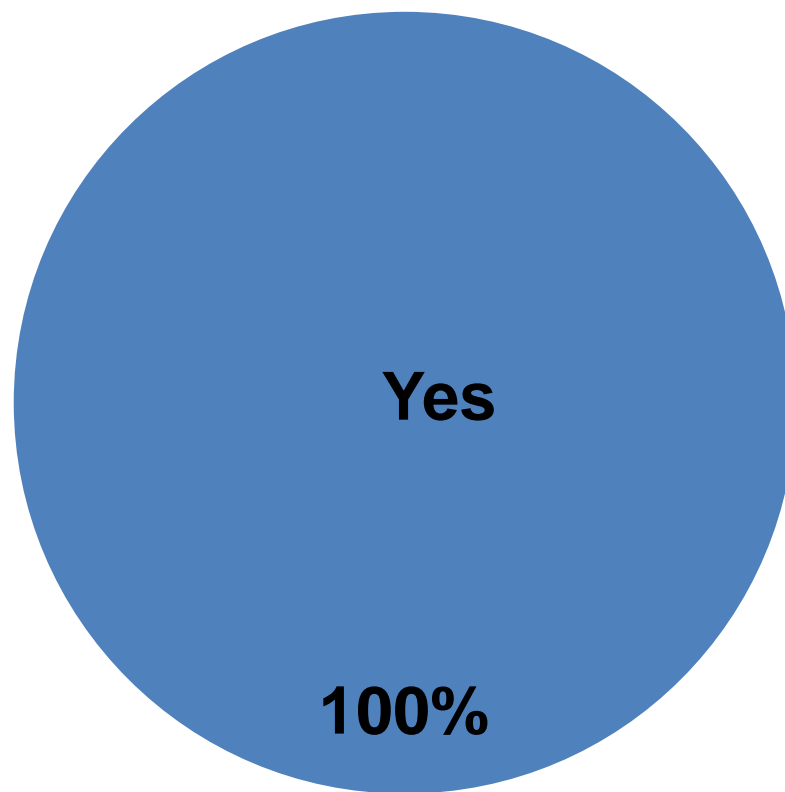
**Q34. Are board members paid a fee or honorarium for their services?**

**N = 24**



- If “Yes”, how much?**
1. \$100 per meeting (Three plans reported)
  2. \$1,000/meeting charitable credit is earned

## Q35. Is there a written conflict of interest statement for board members?



N = 24

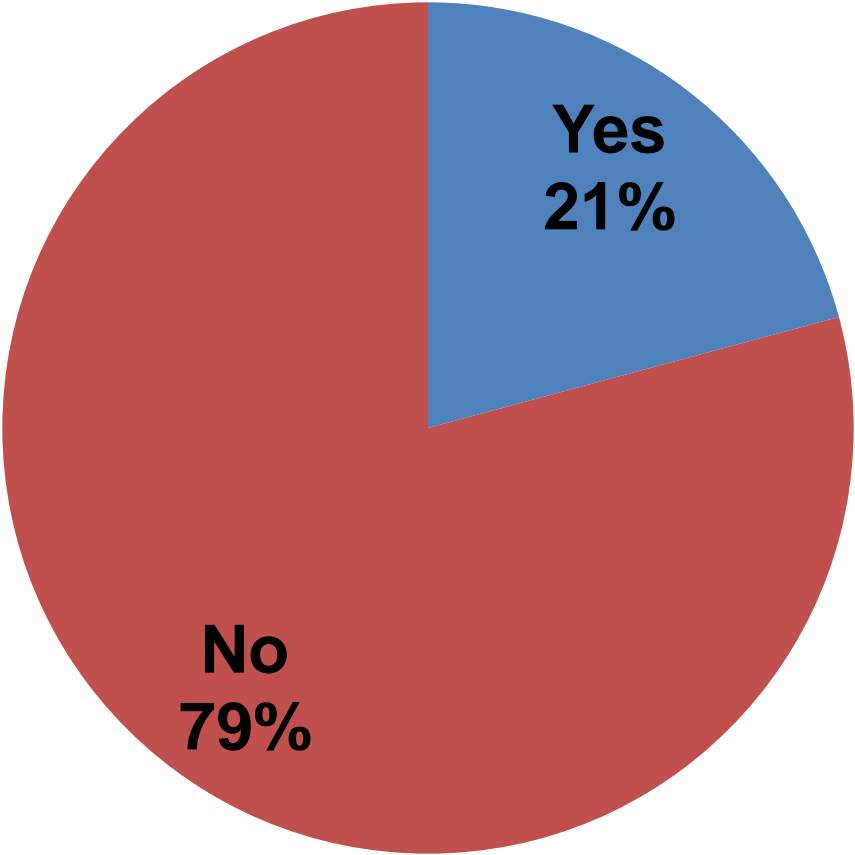
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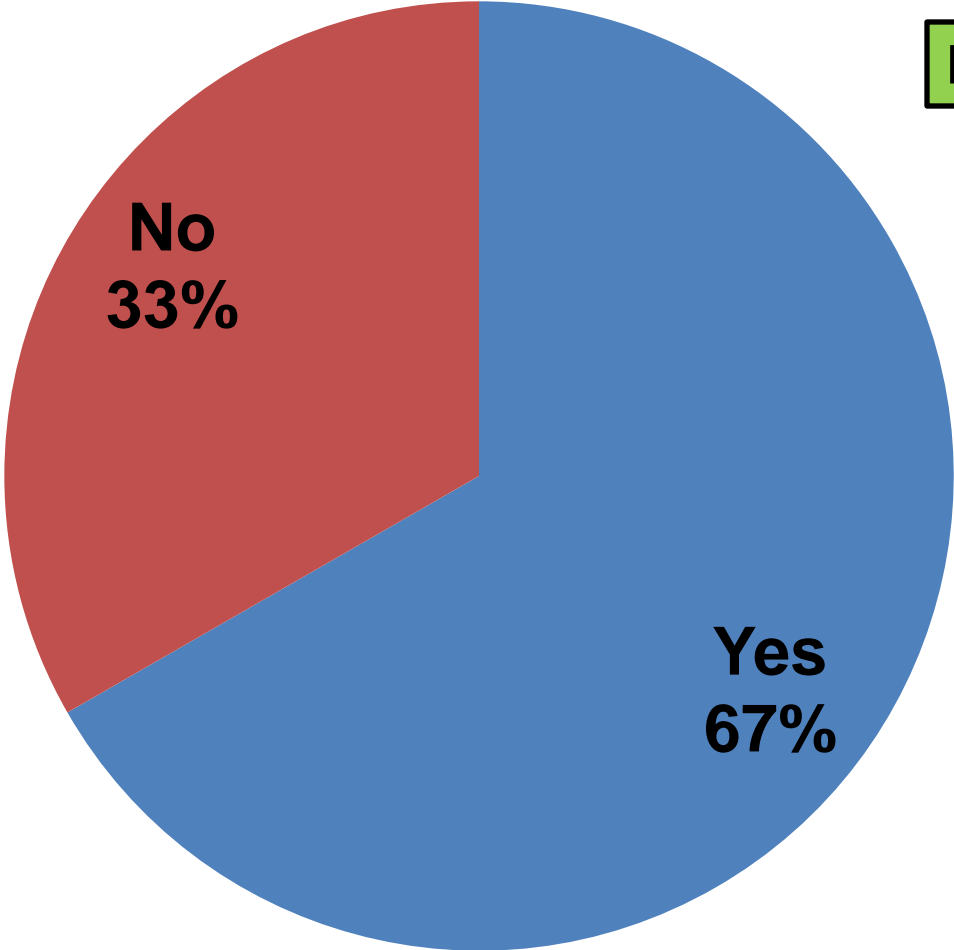
**Q36. Do you have a standing meeting agenda item for disclosing conflicts based on the meeting agenda?**

**N = 24**



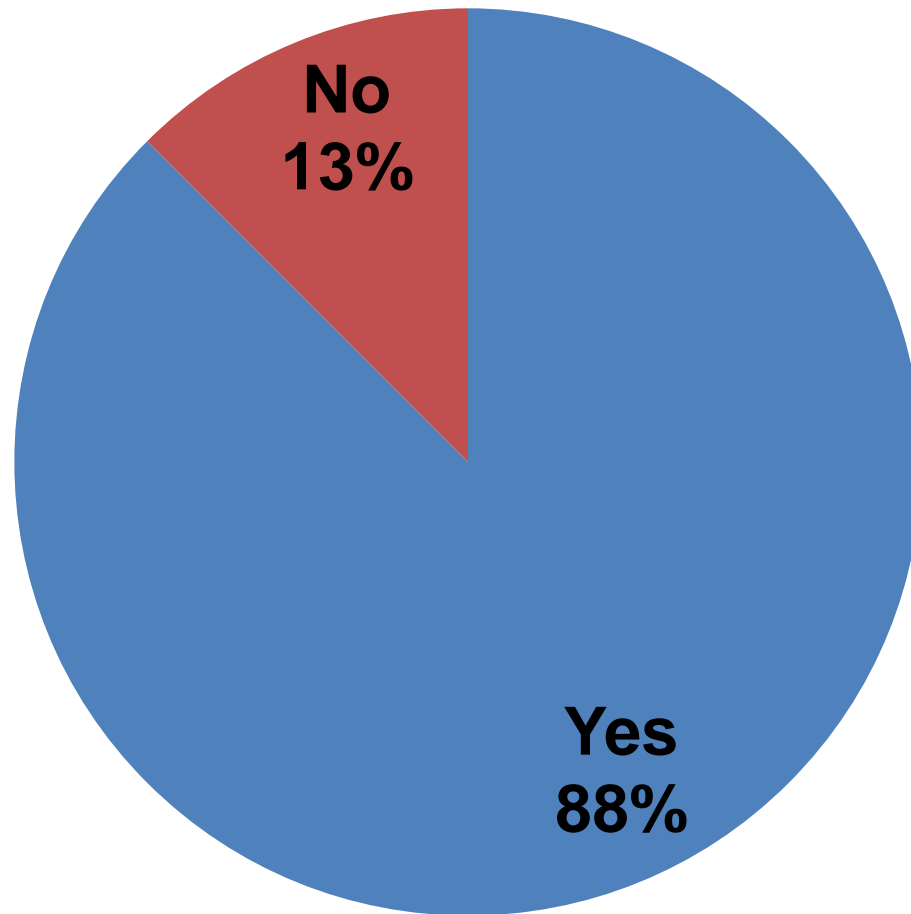
# Q37. Do you have a process to manage a conflict during the meeting if one is disclosed?

N = 24



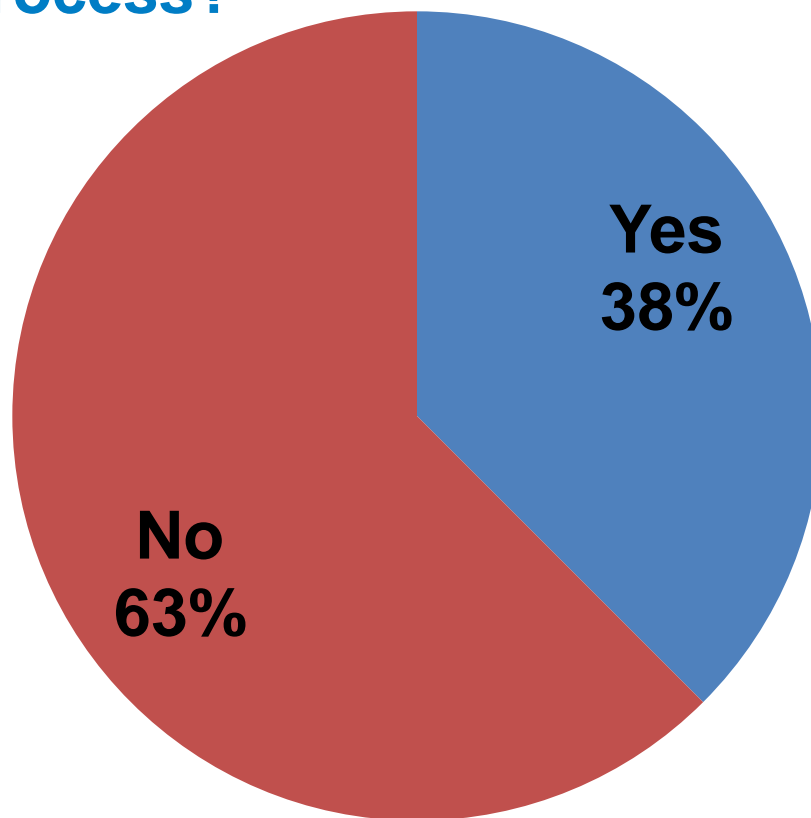
**Q38. Are board members asked annually to complete a detailed conflict of interest disclosure form?**

**N = 24**



**Q39. Do you have a board committee assigned (e.g. Nominating/Governance Committee) to review and summarize conflicts that may be disclosed during the annual review process?**

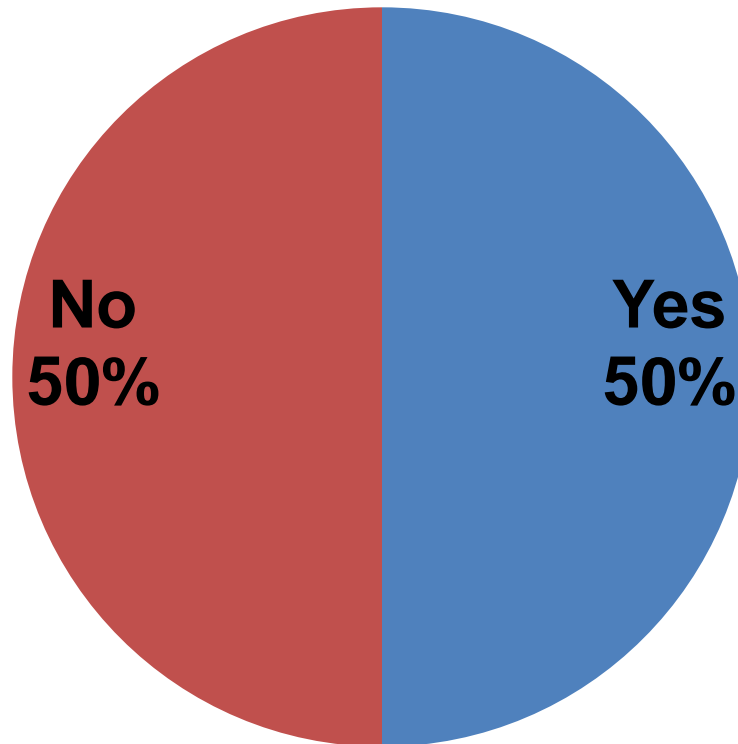
**N = 24**



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## Q40. Is there a written job description and/or overview of responsibilities for the Board?

N = 24

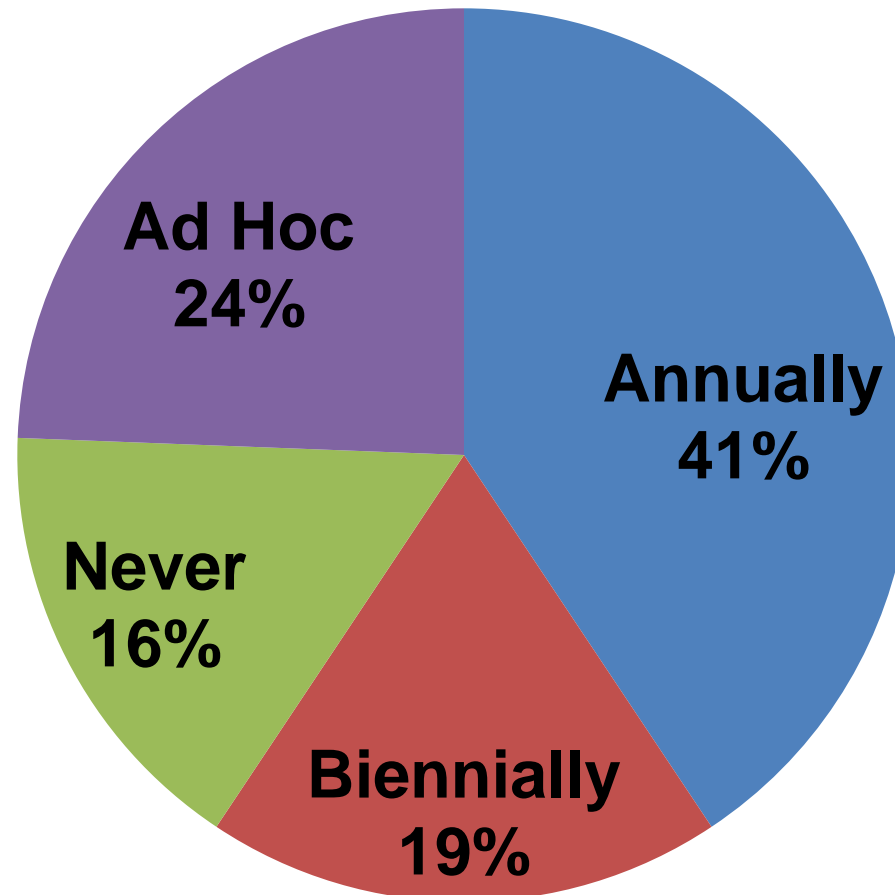


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## Q41. How often is an evaluation of the full Board performance conducted?

N = 23

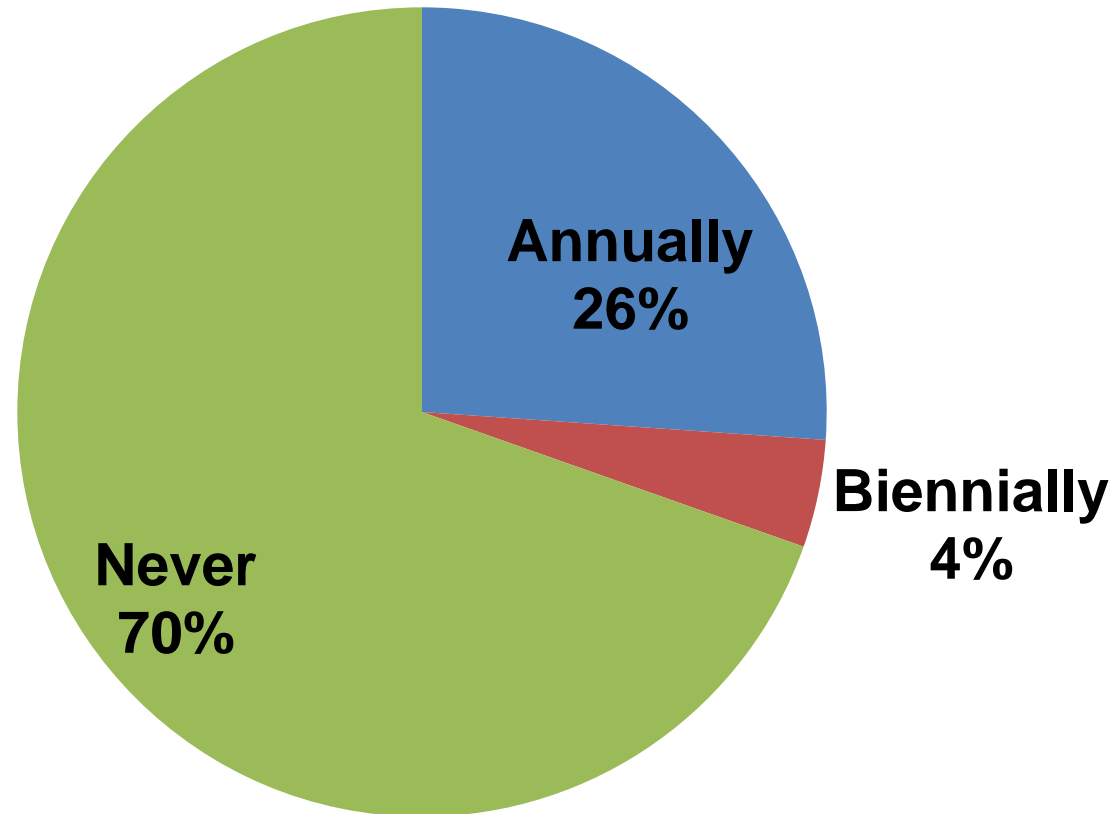


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## Q43. How often are evaluations of performance for individual board members conducted?

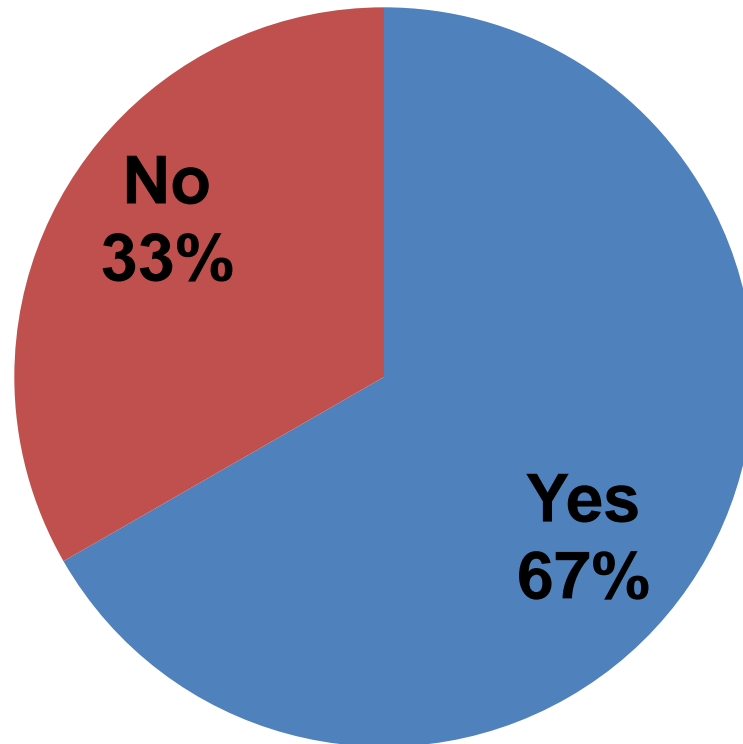
N = 24



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## Q45. Does a formal orientation program exist for new board members?



### Comments:

-Several plans noted that they provide binders; that CEO and senior board members met with new members to provide information.

N = 24

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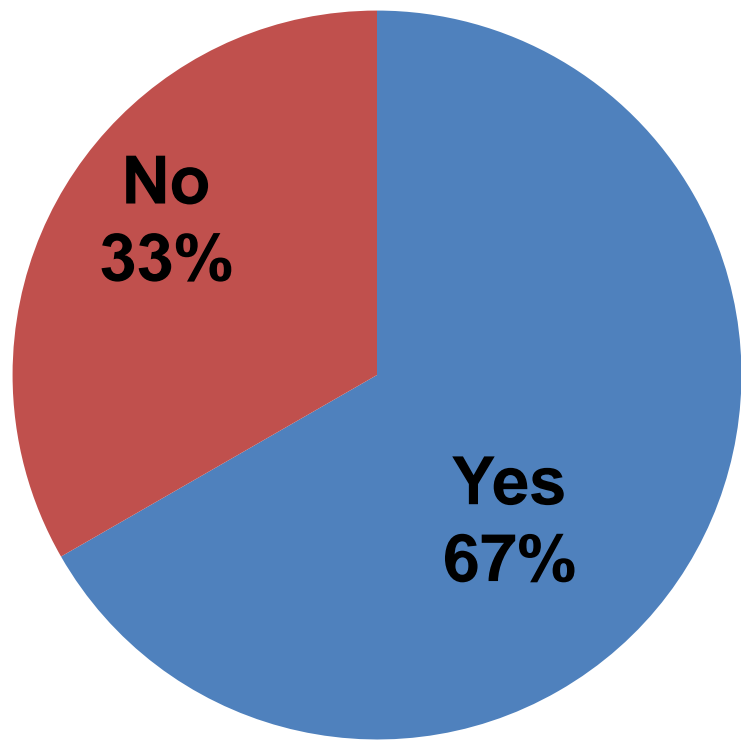
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# Q47. Do Board members receive periodic education/training about governance, about the role of the Board and about the role of individual board members?

**N = 24**

**Comments**  
**“No”**  
•Episodic, however formal compliance training beginning this month.  
•May happen at Owner Board level.



**Comments “Yes”**

- Annual compliance training.
- Annual conflict of interest training, biennial ethics training
- 
- Use a national web service. General Legal Counsel advises Board of new or revised legal requirements of Board members.
- Board members attend ACHP annual Boards of Directors meeting.
- Annual conflict of interest "test" per state law .

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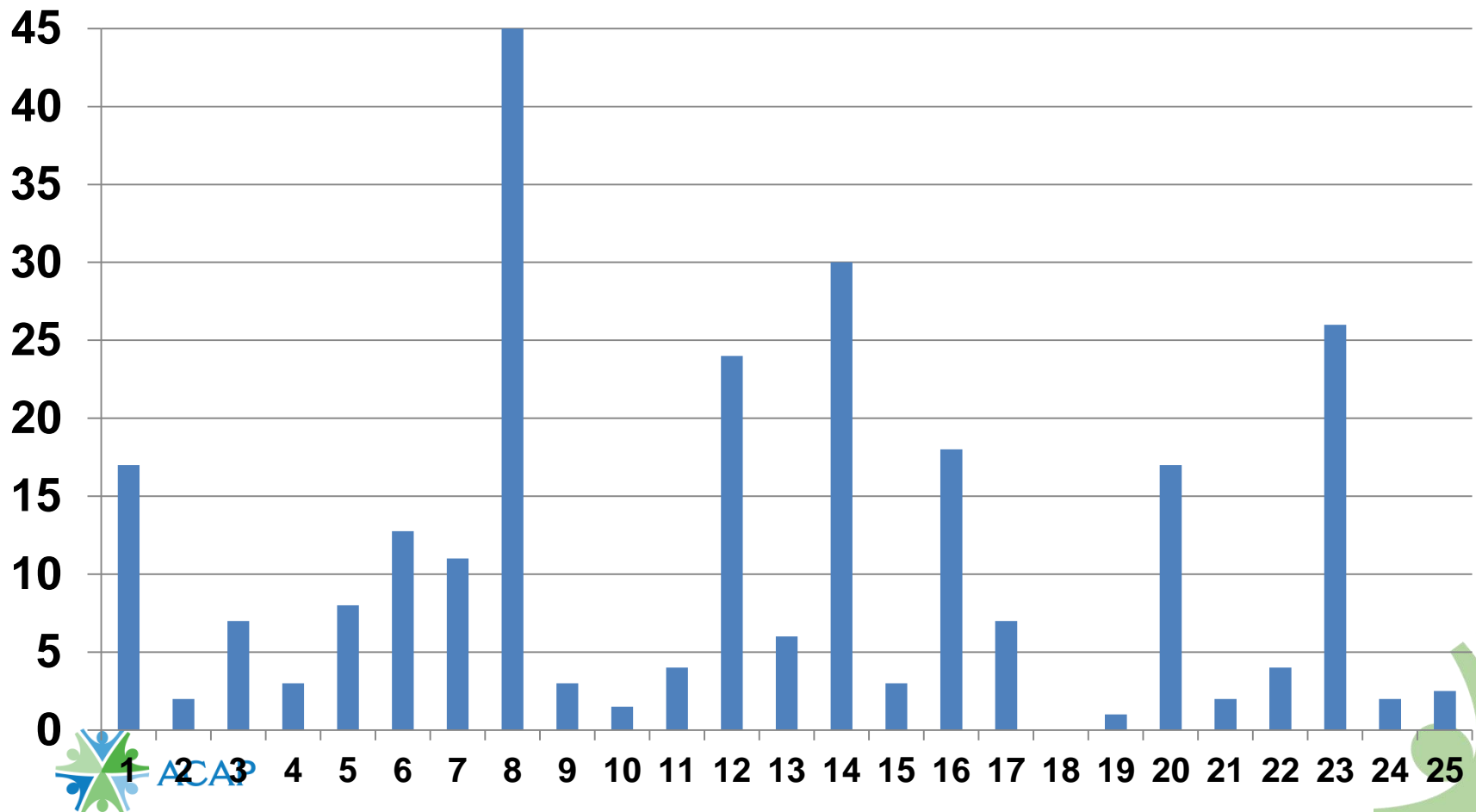
## Q48. What is the tenure of the current CEO, in years?

Min: 1

Max: 45

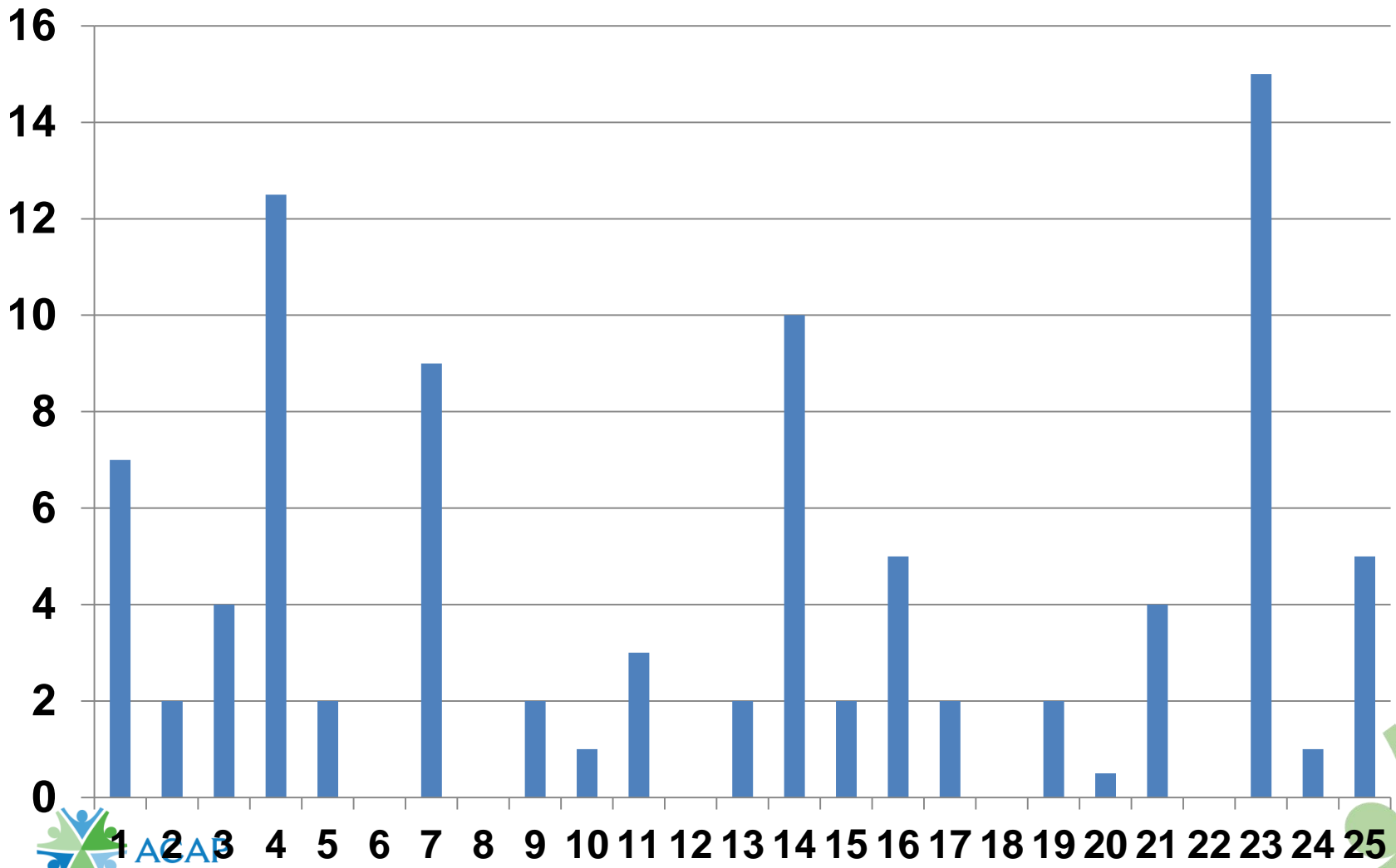
Median tenure: 6.5 years

N: 24



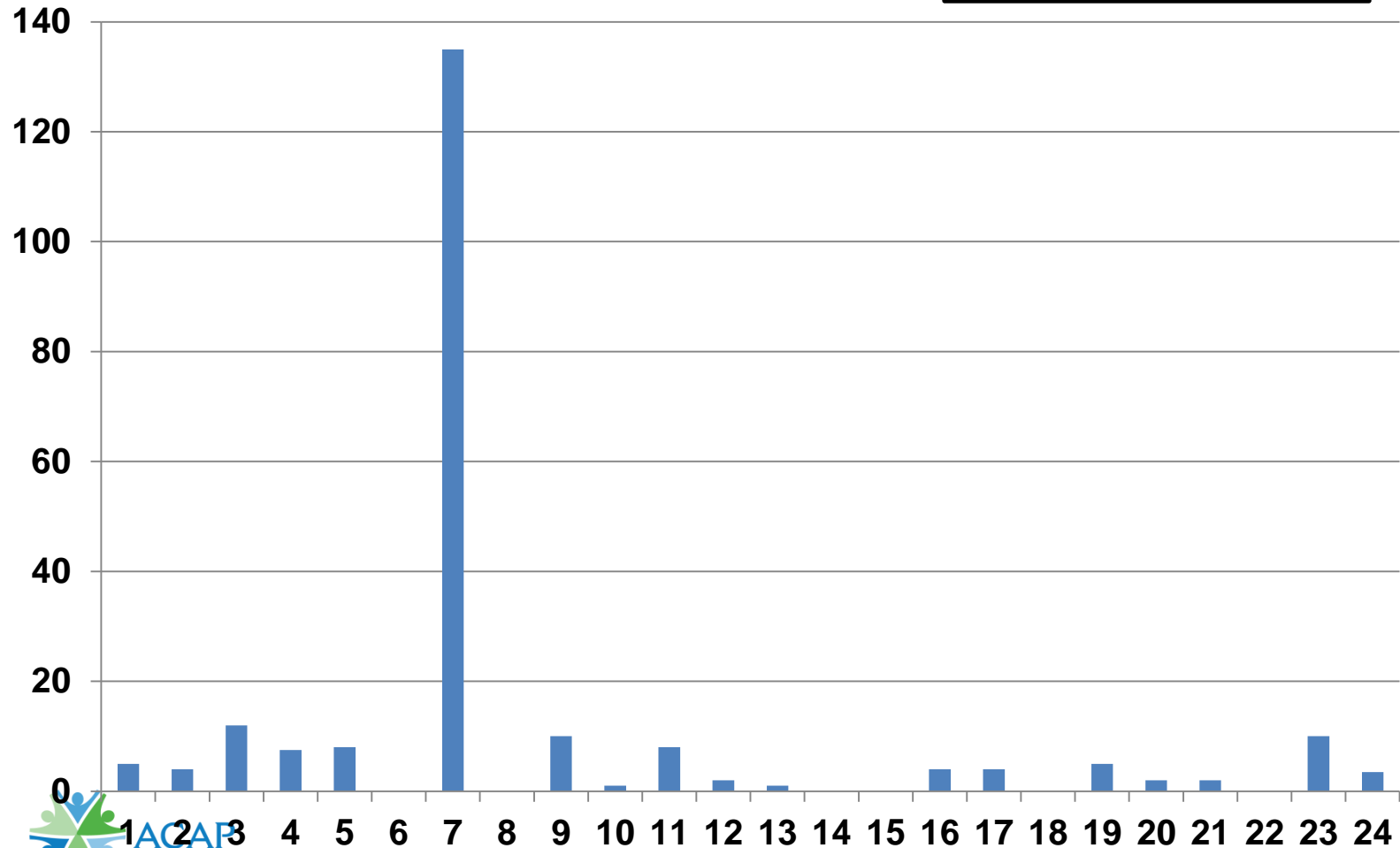
# Q49. What is the average number of hours the CEO spends WEEKLY providing support to the Board?

Min: 0.5  
Max: 15  
Median Hours/week: 2.5  
N: 20



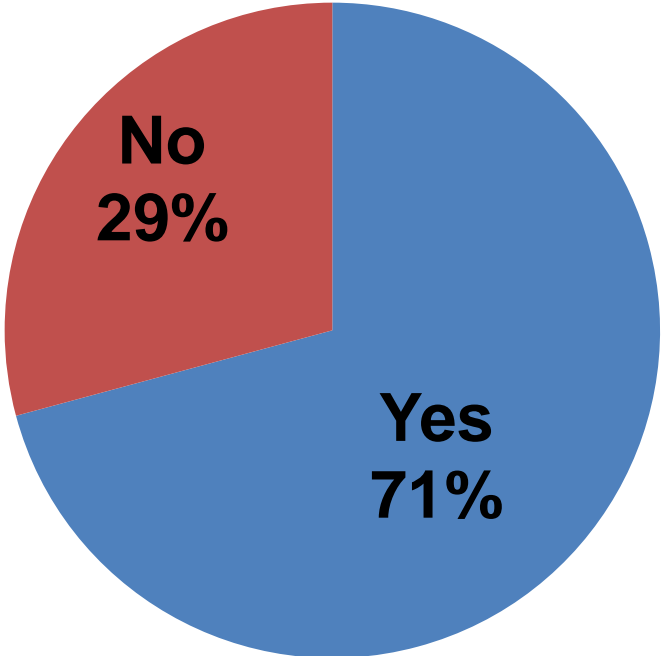
# Q50. Approximately, how many hours do plan staff spend supporting board activities per week?

Min: 1  
Max: 135  
Median: 5  
N: 18



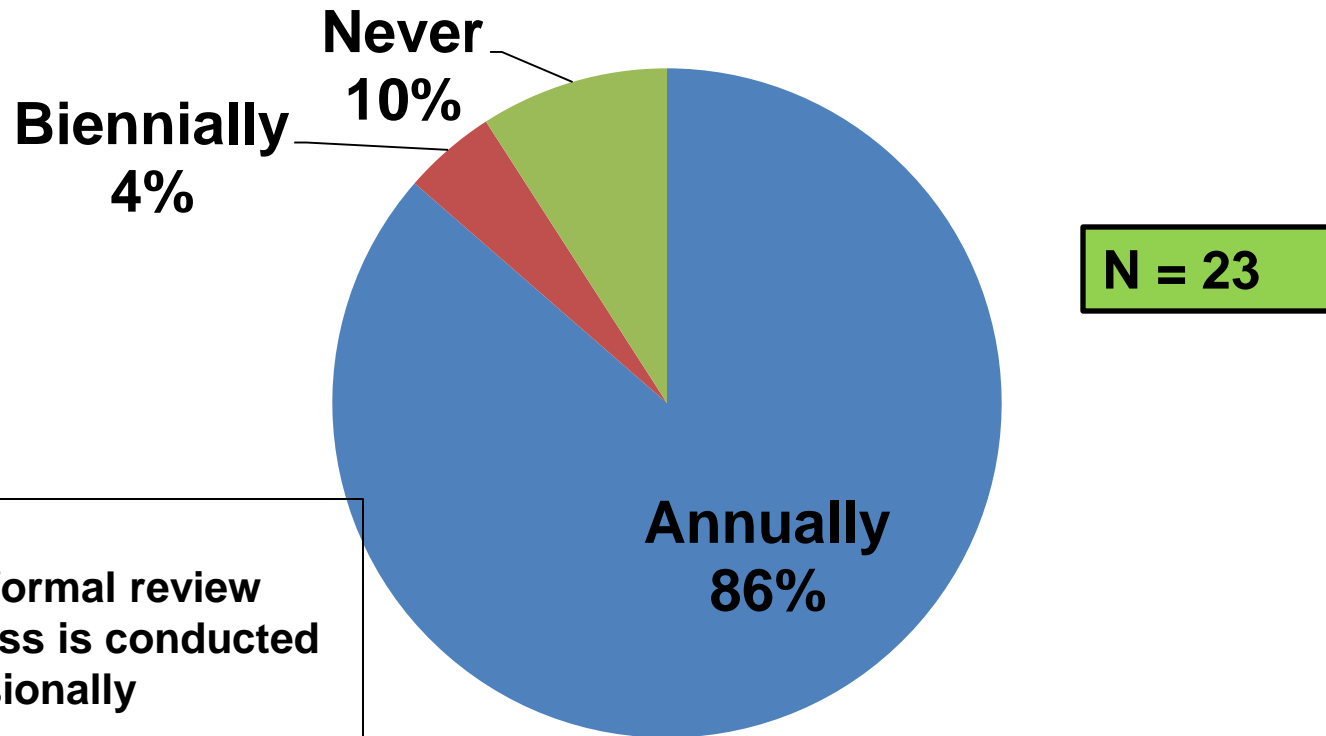
**Q51. Other than bylaws, are there governance documents that determine the structure or function of the health plan (i.e., statutory requirements in state law, county ordinance, or other legislation)?**

**N = 24**



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## Q52. How often is a formal evaluation of CEO performance conducted?



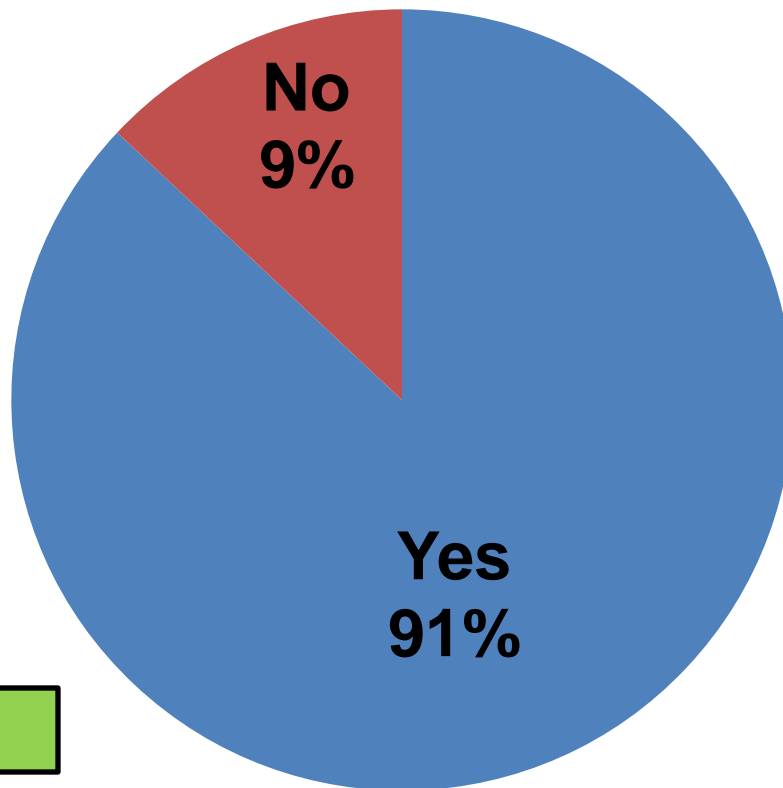
**Other:**

- 1 An informal review process is conducted
- 2 occasionally

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**Q54. Does the process for determining CEO compensation include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? (Note: This question was pulled from the IRS 990 form).**

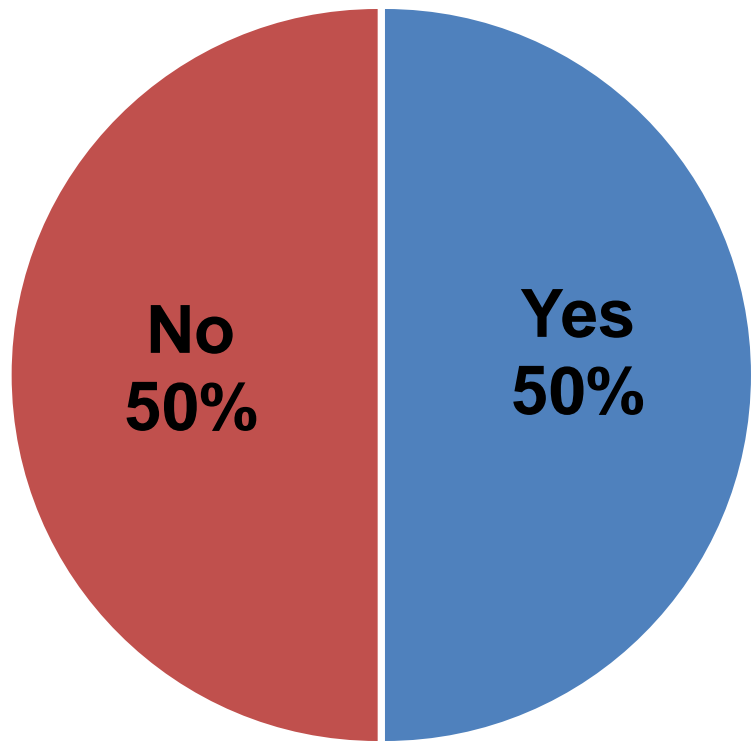


**N = 24**

**If no, how does the board assure reasonable compensation and address the potential for conflict of interest that stems from involving board members who are also contractors in the CEO compensation process?**

- 1 Board does not set CEO compensation
- 2 First evaluation has not yet been conducted

# Q55. Does a sub-committee (such as Audit, Compliance, or Nominating Governance) serve a role in the CEO compensation process?

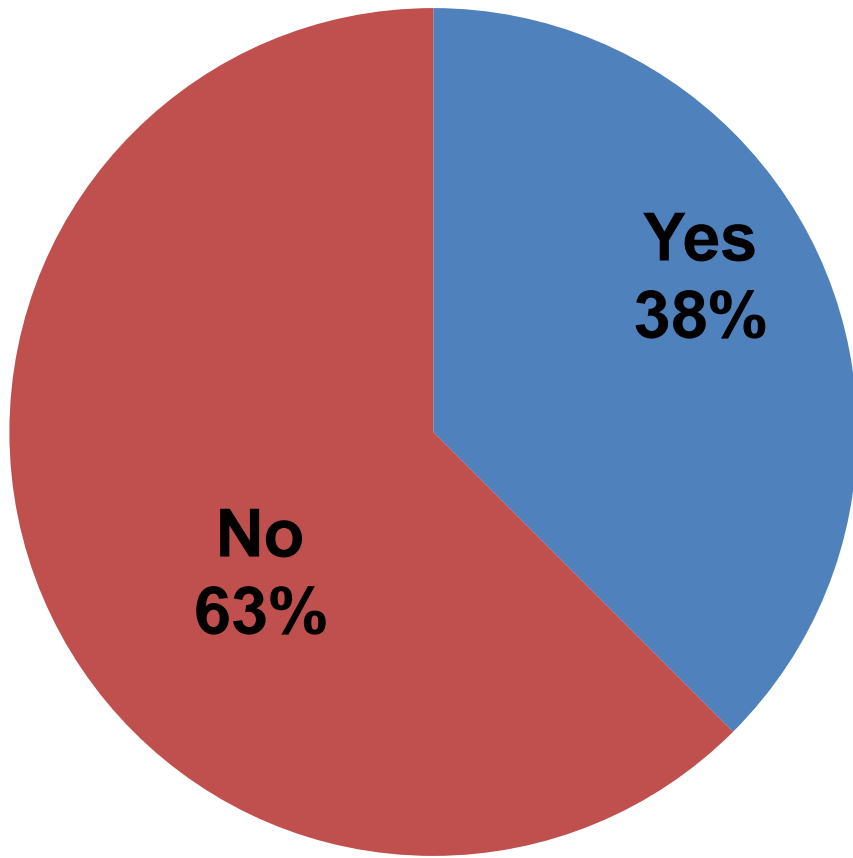


If "yes", please explain:  
Plans report that the role of various committees is to make recommendations to board and/or chair on compensation issues.

N = 24



# Q56. Does the Board play a role in the selection, compensation or evaluation of other executive staff?



**If "Yes", please describe which role the board plays:**

Selection	Compensation	Evaluation
Yes	Yes	
Yes	no	
Yes		
no	Yes	no
	Yes	
Yes	no	no
	Yes	
	Yes	
	Yes	

**N = 24**