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**Board of Directors Recruitment, Selection and Operations Plan**

(Updated August 2011)

During its 23 years of service, Mary’s Center’s has worked to provide an integrated set of **health care, education,** and **social services** to put individuals and families on the path to good health, stable households, and economic independence.

The role of Mary’s Center’s Board of Directors is vital as the organization serves over 24,500 individuals at our three sites in Washington, DC and Maryland in 2011. Composed of a majority of participant members, our Board leads the staff on the organization’s overall strategy, commitment to quality, positive outcomes, financial strength, and constantly assessing the needs of the community and opportunities to improve Mary’s Center’s impact.

**Board Recruitment, Selection, and Composition**

As a Federally Qualified Health Center (FQHC), at last 51% Mary’s Center’s Board seats are held by participants of the Center’s health services – medical, dental, and mental health. Mary’s Center maintains that ratio through a recruiting process to enable a strong candidate pool from the participant community. At the same time, Mary’s Center also actively recruits from the community at large for members who will bring a variety of skills to the Board.

Officers are elected by the Board of Directors. Current officers are:

**Chair:** Julie Martinez Ortega

**Vice-Chair:** Currently Open; Election to take place at an upcoming Board meeting in 2011

**Secretary:** Alejandra Ceja

**Treasurer:** Matt Klinger

**Guidelines for the Board of Directors of a Federally Qualified Health Center:**

* The Board must have at least nine (9) members, but no more than twenty-five (25).
* At least 51% of the Board must be individuals who currently receive medical, dental, or mental health services from Mary’s Center.
* Other Board members are selected for their expertise in medicine, education, community affairs, philanthropy, communications, local government, finance and banking, legal affairs, trade unions, or other commercial and industrial entities that will advance the mission of Mary’s Center.
* No more than one-half of the non-participant members of the Board may derive more than 10% of their annual income from the health care industry.
* Board members may not be an employee of Mary’s Center, or a spouse, child, parent, brother or sister by blood or marriage of an employee of the Center.

**Responsibilities of Mary’s Center Board of Directors:**

Mary’s Center Board terms are for two years, and members can be re-elected for two additional terms. Board meetings take place every month and attendance and participation is expected of all members. In addition, each Board member will serve on at least one committee.

The responsibilities of the Board include:

* Conduct an annual performance review of the President/CEO.
* Approve selection and termination of the CEO.
* Assume full authority and oversight responsibility for the Center.
* Provide policy-level leadership and monitoring and evaluation of the Center’s performance.
* Approve the services provided by and hours of operation of the Center.
* Approve the Health Resources & Services Administration (HRSA) grant application and annual budget.
* Approve the sliding-fee schedule for participant payment.
* Establish general policy for the Center.

**Recruiting Sources:** The process for recruiting participant and non-participant members for Mary’s Center’s Board is multi-faceted:

* **Mary’s Center Participant Advisory Council (PAC) –**The PAC is a forum of Mary’s Center participants who are self-selected or selected by staff and/or other participants. Members of the PAC meet monthly and discuss concerns and solutions on behalf of the organization’s participant base as a whole. Members have no governing responsibilities, but many of them are potential members of the Mary’s Center Board of Directors. All Board members are encouraged to attend the PAC meetings.
* **Center Managers** – Each location of Mary’s Center has managers whose role is to advocate for the participants, address participant concerns in a timely manner, and look to identify potential candidates for the Board.
* **Board Committees** – Open to any interested and qualified person, including non-Board members, who may be participants and/or have specific expertise to share in areas such as law, medicine, finance, and business.
* **Open door policy by the CEO, COO, CMO and VP of Programs** – To address participant concerns and give advice, as well as discuss the opportunity of Board service, if appropriate.
* **Presentations at regional health care conferences** on the center’s structure and outcomes.
* **Front-line staff** – Informational sessions and/or emails will be provided to front-line staff every six months to inform them about the commitment of serving on the Board and request names of potential participant candidates.
* **Referrals from former and existing Board members**
* **Other:** Professional Organizations, Corporations, Foundations, Major Donors, other community- based organizations, and word of mouth.

**Board Selection Process:** In order to ensure that prospective candidates are fully informed about the responsibilities and time commitment associated with serving on the Board of Directors, there are several steps we use to bring a new member on the Board:

1. When a candidate is interested and thought to be prepared for Board service, members of the Governance Committee meet with him or her to explain the Board commitment.
2. If the prospective Board member remains interested, he/she is then asked to provide a letter of interest and a short biography.
3. The prospective Board member is invited to attend a regular Board meeting as an observer and will be introduced to the Board as a potential new member.
4. Following the Board observation experience, the Governance Committee will contact the candidate to answer questions and determine level of interest and understanding of responsibilities. If the candidate is interested in serving on the Board, he/she will be nominated at the next Board meeting and the Board will vote on their nomination.
5. Following the Board vote, the candidate will be notified of the result and, assuming they are elected, will be invited to join the Board and start attending meetings.

**Board Focus and Training**

To ensure that Board members have sufficient knowledge and understanding to discuss and assess complex issues, regular training and education is provided for all members at Board meetings and the annual retreat. Trainings is provided by internal Mary’s Center staff, representatives of relevant organizations like the District of Columbia Primary Care Association (DCPCA), Primary Care Coalition of Montgomery County, MD, Inc., and the National Association of Community Health Centers (NACHC). Strategic planning for Mary’s enter overall occurs every 3 years.

**Operational Overview**

The Board contributes to the achievement of Mary’s Center mission and it is critical that Board and Board Committee work be effective and efficient. It is at the Board Committee meetings that the majority of the work of the Board is accomplished — reviewing policy recommendations, developing policies and procedures, planning business strategy, reviewing and making recommendations on the organization’s finances, authorizing specific corporate actions, and generally keeping abreast of operational issues.

**Mary’s Center Board Committees for 2011**

Mary’s Center has six (6) standing committees with a chairperson and several members. A member of Mary’s Center leadership team is assigned to each committee and the Board Liaison is responsible for developing agendas, calling meetings, taking and distributing minutes, and providing resources or other materials as needed. All Board members are asked to serve on at least one Committee.

**GOVERNANCE COMMITTEE:** This committee focuses on the organization’s mission and goals and works to ensure that all Board members understand it and are working to implement it. The Governance Committee develops and updates Board members’ job descriptions; strives for a diverse and representative Board; establishes processes for ongoing committee operations, including reporting; facilitates overall Board training and oversees the annual process for the CEO review. In addition, this committee is responsible for recruiting, screening and nomination of new Board members, working to ensure that the 51% participant majority is in place. This committee oversees the Board’s compliance with FQHC requirements and Mary’s Center By-Laws.

**GOVERNANCE COMMITTEE**

**Chair:** Mary MacPherson

**Board Member:** Michele Guzman, Edward Mariga, Andrea Lindemann and Alex Ceja

**Staff Support:** Maria Gomez, Pres/CEO

Meetings: Monthly

**FINANCE COMMITTEE:** The Finance Committee is responsible for reviewing and approving Finance Policies, monitoring regular financial reports (cash flow, P&L statements), overseeing Mary’s Center’s investment strategies, reviewing and recommending the annual budget for Board approval, overseeing budget re-forecasts as needed, monitoring improvement plans, ensuring that appropriate checks and balances are in place, monitoring financial viability of the strategic plan, and contributing ideas for enhancing the financial viability of Mary’s Center. The Treasurer of the Board is chair of the Finance Committee.

**FINANCE COMMITTEE**

**Chair:** Matt Klinger

**Board Members:** Julie Martinez Ortega, Luis Guardia

**Outside Member:** Guadalupe Pacheco

**Staff Support:** Josephine Morris-Young

Meetings: Monthly

**AUDIT COMMITTEE:** The Audit Committee is responsible for retaining the independent auditor, overseeing the annual audit, reviewing independent auditor reports and results, and making recommendations to the Board regarding the audit. The Audit Committee will oversee implementation of the management’s response to any audit findings.

**AUDIT COMMITTEE**

**Chair:** John Kaelin

**Board Member:** Luis Guardia, Matt Klinger

**Outside Member:** Lisa Poulin, Consultant

**Staff Support:** Josephine Morris-Young

Meetings: at least twice a year

**PHILANTHROPIC COMMITTEE:** The Philanthropic Committee assists Mary’s Center with its fundraising efforts, including major donors, corporate cultivation, and the annual gala, *Noche Tropical*. Committee members will be asked to make personally significant gifts and to cultivate and solicit others who can make equally significant gifts. The Committee develops strategies to ensure that efforts meet or exceed fundraising goals in a timely manner.

In 2011 and 2012, the main focus of this committee will be to spearhead the $4M *Building Better Futures Together* Campaign under the guidance of its co-chairs, the Philanthropic Committee Chair, Mary’s Center President and Development Officer and outside consultants. . The money that is raised will go toward strengthening Mary’s Center’s programs and endowment.

**PHILANTHROPIC COMMITTEE**

**Chair:** Hanita Schreiber

**Building Better Futures Campaign Co-Chairs:** Alan Meltzer, Meltzer Group, and Derek Harps, M&T Bank

**Gala Co-Chairs:** Dr. Samuel Lievano and Dorothy Swamy

**Board Members:** ALL Board Members

**Outside Members:** Marie Bibbs, City First Bank; Martha Koro, Advisory Board Company; Betty Paugh-Ortiz, NEA Foundation; Bonnie Summers, BlueCross BlueShield Association; Lauren Talbott, Jennifer Westerbeck; US Bancorp Community Development Corporation

**Staff Support:** Chief Development Officer

Meetings: As needed

**OPERATIONS & PROGRAMS:** The Operations and Programs Committee is charged with overseeing Mary’s Center’s Quality Improvement program, serving as liaison with the Participant Advisory Council (PAC), overseeing outcomes tracking for FQHC and the Strategic Plan, evaluating growth opportunities, compliance, evaluating Participant Satisfaction, developing policies and procedures for Mary’s Center, and bringing them to the Board for approval.

**OPERATIONS & PROGRAMS COMMITTEE**

**Chair:** Patrick Chaulk

**Board Members:** Andrea Lindemann, Ana Molina, and LiliamTurcios

**Staff Support:** David Tatro

Meetings: Monthly

**REAL ESTATE COMMITTEE:** A special committee of the Board was established in January 2008 to review real estate strategy and transaction details to support Mary’s Center’s expansion plans. This Committee does not require a Board member as chair. This Committee reviews over real estate strategy for Mary’s Center and makes recommendations to the Board, but cannot solely make decisions or execute transactions without the full approval of the Board of Directors.

**REAL ESTATE COMMITTEE**

**Chair:** Lot Diaz, NCLR

**Board Members:** Matthew Klinger

**Outside Members:** Rosa Diaz, Non-Profit Developer; Simone Goring-Devaney, CSG Urban Partners; Robert Waechter, JFW, Inc.

**Attorney:** ElChino Martin, Arent Fox

**Staff Support:** David Tatro

Meetings: Monthly

For additional information, please contact Sofia Morales at 202-420-7002.