



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Right by All - By being open, anti-racist, equity-minded, and respectful in discourse, we honor those around us and do right by all people.

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AD HOC SUCCESSION COMMITTEE MEETING

Monday, May 15, 2023, 2:00 p.m.

Videoconference meeting¹

A quorum of the Committee and the presiding officer will be present at:

Central Health Administrative Offices
1111 E. Cesar Chavez St.
Austin, Texas 78702
Board Room

Members of the public may attend the meeting at the address above, or observe and participate in the meeting by connecting to the Zoom meeting link listed below (copy and paste into your web browser):

<https://us06web.zoom.us/j/85434421858?pwd=U1NicWRJWVJNeVI5VEtnc3BKRTFqQT09>

Meeting ID: 854 3442 1858

Passcode: 036987

Members of the public may also listen and participate by telephone at:

Dial: (346) 248 7799

Meeting ID: 854 3442 1858

Passcode: 036987

The Committee will meet via videoconference with a quorum present in person and allow public participation via videoconference and telephone as allowed under the Open Meetings Act. Although a quorum of the Committee will be physically present at the location posted in the meeting notice, we strongly encourage all members of the public to observe the meeting virtually and participate in public comment, if desired, through the virtual meeting link or telephone number listed on each meeting notice.

Members of the public who attend in person should conduct a self-assessment before coming to the building to ensure they do not have a high temperature or any symptoms of COVID-19. Anyone who is symptomatic and/or has a fever should contact their healthcare provider for further instructions. Symptomatic members of the public can still participate, if desired, through the virtual

meeting link or telephone number listed on each meeting notice. Resources related to COVID-19 can be found at the following link <https://www.austintexas.gov/covid19>.

A member of the public who wishes to make comments virtually during Public Communication for the Committee meeting must properly register with Central Health **no later than 12:30 p.m. on May 15, 2023** Registration can be completed in one of three ways:

- Complete the virtual sign-in form at <https://www.centralhealth.net/meeting-sign-up/>;
- Call 512-978-9190. Please leave a voice message with your full name and your request to comment via telephone at the meeting; with the name of the meeting at which you wish to speak; or
- Sign-in at the front desk on the day of the meeting, prior to the start of the meeting.

Individuals who register to speak on the website or by telephone will receive a confirmation email and/or phone call by staff with instructions on how to join the meeting and participate in public communication.

PUBLIC COMMUNICATION

Public Communication rules for Central Health Board and Committee meetings include setting a fixed amount of time per person to speak and limiting Committee responses to public inquiries, if any, to statements of specific factual information or existing policy.

REGULAR AGENDA²

1. Discussion of processes and timelines for selection of Central Health CEO, including public input processes. (*Informational Item*)³
2. Confirm the next regular Ad Hoc Succession Committee meeting date, time, and location. (*Informational Item*)

Notes:

¹ This meeting may include one member of the Ad Hoc Succession Committee participating by videoconference. It is the intent of the presiding officer to be physically present and preside over the meeting at Central Health Administrative Offices, 1111 E. Cesar Chavez St., Austin, TX 78702, Board Room. This meeting location will be open to the public during the open portions of the meeting, and any member participating by videoconference shall be both visible and audible to the public whenever the member is speaking. **Members of the public are strongly encouraged to participate remotely through the toll-free videoconference link or telephone number provided.**

² The Ad Hoc Succession Committee may take items in an order that differs from the posted order and may consider any item posted on the agenda in a closed session if the item involves issues that require consideration in a closed session and the Committee announces that the item will be considered during a closed session. A quorum of Central Health's Board of Managers may convene or participate via videoconference to discuss matters on the Committee agenda. However, Board members who are not Committee members will not vote on any Committee agenda items, nor will any full Board action be taken.

³ Possible closed session discussion under Texas Government Code §551.074 (Personnel Matters).

Any individual with a disability who plans to attend this meeting and requires auxiliary aids or services should notify Central Health at least two days in advance, so that appropriate arrangements can be made. Notice should be given to the Board Governance Manager by telephone at (512) 978-8049.

Cualquier persona con una discapacidad que planee asistir o ver esta reunión y requiera ayudas o servicios auxiliares debe notificar a Central Health con la mayor anticipación posible de la reunión, pero no menos de dos días de anticipación, para que se puedan hacer los arreglos apropiados. Se debe notificar al Gerente de Gobierno de la Junta por teléfono al (512) 978-8049.

Consecutive interpretation services from Spanish to English are available during Public Communication or when public comment is invited. Please notify the Board Governance Manager by telephone at (512) 978-8049 if services are needed.

Servicios de interpretación consecutiva del español al inglés están disponibles durante la Comunicación Pública o cuando se le invita al público a comentar. Notifique al Gerente de Gobierno de la Junta por teléfono al (512) 978-8049 si necesita servicios.

Central Health Board of Managers Shared Commitments **Agreed adopted on June 30, 2021**

Whereas, the Board of Managers of Central Health has come together as a governing body to ensure the Vision of Central Health: Central Texas is a model health Community;

Whereas, the Board of Managers of Central Health bring this vision into reality by enacting the mission of caring for those who need it most and thereby improving the health of our community;

Whereas, the Board of Managers of Central Health achieves excellence toward this vision and mission through the stated values of Stewardship, Innovation, Respect, and Collaboration;

Whereas, the Board of Managers of Central Health further known as we in this document understand that systemic racism is the root of health inequities that emerge from a history of racism in Texas including Travis County that contributes to the social determinants of health that play a primary role in producing inequitable health outcomes;

Whereas, as an organization, Central Health is anti-racist and committed to a diverse and inclusive culture that seeks equity and social justice in the pursuit of its mission:

1. We Commit to informing all of our actions as Board Managers with the understanding that we are accountable to recognizing and to interrupting systems of oppression. This includes understanding the power structure in the United States, and Texas, and Travis County, that advantages certain community members and has historically disadvantaged other community members based on the color of their skin, race, ethnicity, language, and/or other characteristics. We further understand that to disrupt this power structure and the health inequities it produces, we must collaborate to collectively respond to the lived realities of all ethnicities, races, and identities disadvantaged within this system and all historically oppressed identities and communities disadvantaged within this system. We Commit to understanding that when disadvantaged communities compete against each other, we all lose in this system, and the only way forward is to work together for the benefit of all oppressed communities collectively.
2. We Commit to a model of Generative Leadership which requires us to understand and practice collaboration and accountability demonstrated by following our agreed upon meeting procedures and ensuring all members have the opportunity for comparable speaking time. We further Commit to intentionality prior to speaking including: considering: what is the goal of what I

want to share; is this the right time to share it; and is this in keeping with our collective goal for this particular moment within this particular meeting?

3. We Commit to Generative Conflict which includes engaging in disagreements and differences in perspective in a way that deepens relationships and trust by expanding knowledge and understanding of each other, including expecting our ideas to be expanded and enriched by learning and engaging with other Board Manager ideas, choosing curiosity over competition of ideas, and anchoring our conversations in our common purpose.
4. We Commit to practicing emotional intelligence as leaders which includes being aware of our own emotions and reactions and managing them, as well as being aware of our impact on others and managing this impact for the collective good when we are in our role as Board Managers.
5. We Commit to being aware of our own privileges and advantages in the sociopolitical and economic structure of the United States, Texas, and Travis County to use these for the benefit of interrupting inequities across historically disadvantaged identities.
6. We Commit to preventing the commission of microaggressions through the awareness of the history and oppression of diverse identities and communities. To this end, we Commit to strive to learn the historical context informing the lived realities of all historically oppressed identities and communities, and to use this to prevent use of language and commission of actions that can be harmful given these histories.
7. If we inadvertently commit a microaggression, we strive to immediately become aware on our own of the harm we have caused. If another Board Manager generously helps us become aware of a microaggression we have committed we welcome the support in our learning and growing process as a leader and immediately express appreciation for having made us aware, own the mistake we have made, acknowledge the impact of the harm we have caused, and engage repair through apology and the articulation of what we will do to avoid the repetition of such harm in the future.
8. If we observe one of our fellow Board Managers commit a microaggression, we Commit to calling them in by letting them know in a respectful and kind manner of the mistake that has been made.
9. We understand that many of us, as survivors of historically oppressed identities and communities, carry internalized narratives of oppression, and we can inadvertently express these oppressions against others in ways that cause harm and we Commit to the same process identified in 7 and 8 to engage repair and return to generative collaborative processes.
10. We understand that even without the history of oppression potentiating the weight of harm, expressions of prejudice and rudeness can also cause harm to our shared aims, and we Commit to the same process identified in 7 and 8 to engage repair and return to generative collaborative processes.

11. We Commit to using our Racial and Social Justice Framework (next page) for decision-making as we work together for the collective good of our communities as we eradicate health inequities and create a model healthy community.
12. We understand that we are entrusted with a vital responsibility for our communities and are accountable stewards for the time and resources available to our Board of Managers. We understand that these commitments are entered into to ensure responsible stewardship of this time and resources through generative collaborative processes to reach our vision and mission and we agree that if we do not follow any one of these commitments we welcome our Board Manager colleagues to bring this to our attention through the agreed upon process reflected here and when this occurs, we commit to immediately acknowledging the mistake and engaging in a repair and correction process as indicated in these commitments so that our work to dismantle systemic racism and resulting barriers and achieve health equity can move forward.

Be it adopted that the above agreements will be honored and acted upon by each Board Manager as of 6/30/2021 and henceforth forward as indicated by signature below.

Board Manager Signature

Date

Board Manager Printed Name

Calling In and Repairing Harm

Calling In after Harm in Groups with Shared Values and Aims Stance

Hey, this thing you said/did hurt some folks or could hurt some folks.

A) Here's why that can be hurtful or,

B) Please do some research to learn the history of why that's hurtful.

Implied message: I know you are good and are on this journey with us and we are all going to make mistakes as we unlearn things.

Calling In after Harm in Groups with Shared Values and Aims Sample Language

- I know it wasn't your intention, but what you just said minimizes the horror of _____ e.g. the history of racism, enslavement, the holocaust, etc.
- I know it wasn't your intention but what you just said has the impact of implying that _____ are not competent or as intelligent as others.
- What you just said suggests that _____ people don't belong.
- That phrase has been identified as being disrespectful and painful to _____ people and it's important that we not use it.
- Oh, I have also used that term, but I have now learned that when we use it we are leaving out people who _____ or we are implying that _____ and the word people are learning to use now is _____.
- The term used now by people living with that identity is _____.

Repairing Harm after Microaggressions, Mistakes, and expressions of Prejudice

- Own / Name it
- Recognize the Impact
- Apologize (Do not share context or explanations)
- Make any amends that are possible
- State what you are going to do to learn and do better in the future.

Sample Language: Thank you so much for letting me know. You are right, I used this term or said that phrase and realize that it has the impact of minimizing the experience of _____ or implying that _____. I am deeply sorry and will practice learning the correct language and will research and learn more about this to ensure that I do not make this mistake and cause this harm in the future.

RACIAL and SOCIAL JUSTICE FRAMEWORK

Values and Anti-Racism/Anti-Oppression

- Is this consistent with our values?
- Are we taking steps so we cannot predict outcomes by race and other systemically disadvantaged characteristics?

Intentional and Accountable Storytelling

- What data are we using and has it been disaggregated by race? What is the source of the data? Who is it making visible and invisible? Whose experience is being centralized and whose is being marginalized in the data? Does the way we are using the data reflect the complexity of the issues and reflect the issues accurately?
- What are the stories and narratives we are telling? What is the purpose? Who is interpreting the meaning? Who's it meant for? Who's impacted and how?
- Are we refusing to be ahistorical? Are we fully considering history and the impacts of the historical context?

Power Analysis

- What are the power dynamics in this situation? What are the intersecting spheres of oppression at work in this situation?
- What are the cultural norms of white supremacy at work in this situation?
- Who would benefit and who would be harmed by this action/decision?
- Does this interrupt/disrupt or collude with/reinforce oppressive systems/power structures?
- If this is attempting a solution, where are we locating the problem?
- Does the solution/strategy we are proposing change the system or the individual?
- Who are we asking to change and why?

Relationships

- Who is in the room and who isn't and why? Who is sharing and who is not and why?
- Whose perspective is represented/who is left out? And who is doing the representing? Who do we believe, who do we find credible? Why? Why not?
- Whose experience is being centralized and whose experience is being marginalized? Who is gazing and who is being gazed upon?
- Are we boldly leading toward our racial justice aim by building a broad coalition of support?
- Are we operating from a similar/shared understanding of anti-racism work? Do we have a shared anti-racist understanding of where the problem is located and a shared anti-racist theory of change to generate a solution? Have we agreed upon a shared goal?



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CENTRAL HEALTH BOARD OF MANAGERS AD HOC SUCCESSION COMMITTEE

May 15, 2023

AGENDA ITEM 1

Discussion of processes and timelines for selection of Central Health CEO, including public input processes. (*Informational Item*)³



AGENDA ITEM SUBMISSION FORM

This form is to provide a general overview of the agenda item in advance of posting for the Board meeting. Proposed motion language is a recommendation only and not final until the meeting and may be changed by the Board Manager making the motion. All information in this form is subject to the Public Information Act.

Agenda Item Meeting Date May 15, 2023

Who will present the agenda item? (Name, Title) Chair Kitchen

General Item Description Discussion of processes and timelines for selection of Central Health CEO, including public input processes.

Is this an informational or action item? Informational

Fiscal Impact N/A

Recommended Motion (if needed – action item) N/A

Key takeaways about agenda item, and/or feedback sought from the Board of Managers:

- Naming an acting CEO or administrator -OR- identifying next CEO.
 - Pros and cons of one approach versus the other
 - Simultaneous pursuit of both courses of action, in the event a next CEO search does not yield the Board's desired pool of candidates.
- 1) _____
- 2) Use of search firms.
- 3) Identifying corresponding staff structures and work plans that are underway in preparing for organizational change, including assignment of staff to the ad hoc committee.
- 4) Understanding policies affecting the naming of a CEO or their duties and responsibilities.
- 5) Identifying and understanding conditions affecting CEO succession. Examples of such conditions are upcoming organizational or landscape challenges (eras); skillsets and functionality; historical versus future roles.
- 6) Announcing the frequency of committee meeting and nature of deliverables to allow for staff to prepare.

What backup will be provided, or will this be a verbal update? (Backup is due one week before the meeting.) Backup provided at the meeting.



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Estimated time needed for presentation & questions?

1 hour and 30 minutes

Is closed session recommended? (Consult with attorneys.)

Yes

Form Prepared By/Date Submitted:

Briana Yanes/May 11, 2023



DRAFT HIGH LEVEL TIMELINE SELECTION OF CEO AND/OR ACTING

FOR DISCUSSION PURPOSES ONLY SUCCESSION COMMITTEE MAY 15, 2023

The following suggests the processes and timelines for the selection of the new CEO and/or Acting for Central Health, for discussion by the Central Health Succession Committee:

This high level timeline is intended as a beginning point for discussion, does not include all steps, and is expected to be updated based on guidance from the search firm, once selected.

Step 1: Search Firm Solicitation: May to June 2023

- Succession Committee input on search firm Scope of Work
- Issuance of RFP and solicitation of search firm
- Board approval of search firm selection per subcommittee recommendation

Step 2: Search Firm Process: July to December 2023

- Community and stakeholder input on CEO desired values, competencies
 - Succession committee defines (with Board) the mechanisms for community and stakeholder groups (e.g. surveys, website submissions, advisory group meetings etc)
- Committee solicits search firm guidance on processes
- Subcommittee vets candidate pool
- Board invited to participate in successful candidate interviews
- Stakeholder processes determined

Step 3: Acting CEO or Acting Administrator: August to September 2023 (Determination)

- Determine processes for naming Acting CEO or Acting Administrator
- Make determination whether needed, after consultation with the search firm on timelines

Goal: Selection of CEO or naming of Acting by Fall 2023, with sufficient transition time



**DRAFT SCOPE OF WORK ELEMENTS
SEARCH FIRM PROCESS**

**FOR DISCUSSION PURPOSES ONLY
CENTRAL HEALTH SUCCESSION COMMITTEE
MAY 15, 2023**

The following suggests the search firm Scope of Work for discussion by the Succession Committee:

DRAFT SCOPE OF WORK ELEMENTS

Successful Proposer will work with Central Health's Succession Committee on:

- Developing the Position announcement
- Developing and implementing a recruitment plan (e.g., advertising, posting and, intentionally committing to equity and diversity by proactively seeking out qualified candidates of all backgrounds)
- Recommending top candidates for interview and selection
- Reference checking and phone interviews
- Developing questions for interviews
- Notifying candidates who have been eliminated from further consideration

Pre-Recruitment Phase

- Provide assistance and work with Succession Committee to define and develop a written Position description and supporting materials that will be used in marketing the Position
- Successful Proposer must work with the Succession Committee to ascertain required information regarding ideal candidates for the Position
- Develop a candidate profile, including the knowledge, skills, and abilities required to become a successful candidate for the Position. Incorporate Succession Committee requirements, which will reflect stakeholder input
- Evaluate the competitive strengths and weaknesses of the national market for the Position opening
- Develop a strategy specifically designed to attract a diverse pool of highly qualified and competitive candidates, and review and obtain approval of the strategy from the Succession Committee
- Market the Position and identify a qualified and diverse pool of talent for the Position
- With the Succession Committee's approval, prepare and place advertisements for the Position in appropriate journals, publications, and on web sites. Successful Proposer must follow Equal Employment Opportunity Commission guidelines (www.eeoc.gov/laws/practices) that apply to job advertisements and recruitment

Recruitment Phase

- Screen potential applicants for the Position. Identify those meeting minimum qualifications and follow up with telephone interviews to clarify each applicant's credentials. Keep the Succession Committee apprised of screening activities



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- Assist candidates with submitting an appropriate application for the Position as required by Central Health and develop candidate profiles, including comprehensive background (education and work experience) and relevant reference information
- Request demographic voluntary self-identification information from candidates with the most promising qualifications
- Provide a list of candidates with the most promising qualifications and advise the Succession Committee of the diverse quality of this pool of candidates
- Prepare and provide the Succession Committee a written summary for candidates with the most promising qualifications
- Evaluate candidates with the most promising qualifications by conducting in depth reference checks with individuals who are or have been in a position to evaluate the candidates' job performance
- Through these reference checks, ascertain the strengths and personal characteristics that would qualify each candidate for the Position. Advise areas in which the Succession Committee and Board should delve deeper during the interview process
- Continue to monitor the diversity of the candidate pool throughout the process and keep the Succession Committee apprised. Be prepared to complete any additional work necessary to complete an appropriately diverse pool of finalists
- With Succession Committee review and approval, design and finalize the interview process, interview questions, panel makeup, scheduling, etc.
- Coordinate candidates' participation in interviews by assisting with travel arrangements, including transportation, hotel reservation, scheduling and expense reimbursement, if required
- Verify the educational histories of the finalists for the Position. Suggest any recommended additional background investigation for completion by Central Health. Central Health understands that Successful Proposer will rely on information given to it by sources, candidates, references and private contacts, and that Successful Proposer does not warrant the veracity of such information. Information available to Successful Proposer that may assist in determining veracity and completeness will be provided by Successful Proposer to the Succession Committee
- Meet with the Succession Committee and staff as needed, assist in preparing agendas for meetings, and guide the Succession Committee and Board through a critical evaluation process of candidates

Post-Recruitment Phase

- Debrief with the Succession Committee following interviews and consider additional candidates, if required
- Notify applicants who are not selected
- If requested, assist the Succession Committee and Board in negotiating offers of employment and transitioning new employee into the Position
- Successful Proposer will guarantee placement of the Position for 12 months, beginning on the appointment start date. If a placed candidate is no longer employed in the Position during the first 12 months of their employment, Successful Proposer will conduct a new search to replace the candidate for no additional retainer, charging only expenses incurred. This guarantee excludes candidates who leave because of a Central Health initiated, material change in job duties, compensation or title
- Successful Proposer shall maintain all documents relating to the search effort according to Central Health's retention schedule and shall make those documents available to Central Health upon request



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CENTRAL HEALTH BOARD OF MANAGERS AD HOC SUCCESSION COMMITTEE

May 15, 2023

AGENDA ITEM 2

Confirm the next regular Ad Hoc Succession Committee meeting date, time, and location.
(Informational Item)