



BOARD OF DIRECTORS MEETING

**Wednesday
June 25, 2025
4:00 p.m.**

Mission

**To provide high quality, compassionate
and affordable healthcare for all.**

Vision

Healthy People in a healthy community

Values

Kindness, Integrity, Professionalism, Excellence

SAMUEL U. RODGERS HEALTH CENTER, INC.

BOARD OF DIRECTORS' MEETING

Wednesday, June 25, 2025

4:00 pm

AGENDA

CALL TO ORDER - 4:00 pm CST

- Review of Meeting Agenda (5 min.)

Elizabeth Bordenave

CONSENT AGENDA (5 min.)

- Board Minutes – May 28, 2025
- Finance Committee Dashboard – June 18, 2025
- Finance Committee Minutes - May 21, 2025
- Construction Committee Meeting Minutes – May 9, 2025
- Executive Committee Meeting Minutes – May 22, 2025
- Health Insurance Services Report – May 2025

Elizabeth Bordenave

ACTION ITEMS

- Approval of Long-Term Incentive Plan (LTIP) (10 min.)
- Approval of Line of Credit Policy (10 min.)

Elizabeth Bordenave
Chris Walker

DISCUSSION

- Board Education - Board Authority and Composition (20 min.)
- Board and Staff Boundaries and Communication (5 min.)
- Board Portal Introduction (10 min.)
- Financial Sustainability Update (10 min.)

Bob Theis
Elizabeth Bordenave
Annie Lacy
Chris Walker &
Bob Theis

OLD BUSINESS

- Board Recruitment Update (10 min.)

Betty Nwabuonwu

NEW BUSINESS

ADJOURNMENT

Elizabeth Bordenave

TOUR PEDIATRIC WING (25 min.)

Bob Theis

Next Meeting
July 23, 2025
12:00 PM

SAMUEL U. RODGERS HEALTH CENTER, INC.
BOARD OF DIRECTORS
DECISION ANALYSIS

Long-Term Incentive Plan (LTIP)
June 25, 2025

ISSUE TO BE RESOLVED

What provider should Samuel U. Rodgers Health Center engage to administer the CEO's Long-Term Incentive Plan (LTIP)?

DETAILS AND BACKGROUND

A Long-Term Incentive Plan (LTIP) is a strategic compensation tool that aligns executive performance with long-term organizational goals. The Board of Directors approved development of a LTIP on December 11 2024, to support the Health Center's mission through sustained leadership, by incentivizing measurable progress in areas such as financial health, patient outcomes, staff development, and community impact.

LTIPs serve both as a retention mechanism and as a driver of strategic execution. This initiative reflects the Board's commitment to leadership accountability and continuity, while ensuring incentives are grounded in measurable and mission-aligned results.

In Q2 2025, a Request for Proposals (RFP) was issued to five financial service providers:

- Principal Financial Group (Shelley Penn referral)
- KornFerry (HQ HR Benefits strategy)
- BMG Financial (Adam Hawley)
- Clearpath (Keith Hanson)
- Forvis Mazars (general inquiry)

Three firms submitted formal proposals in response:

ANALYSIS (OPPORTUNITIES & THREATS)

ANALYSIS OF PROPOSALS

1. Creative Planning / Pangburn Group (Current 403(b) Advisor)

- **Plan Type:** 457(f)
- **Year 1 Cost:** \$4,000–\$5,000
- **Ongoing Annual Cost:** <\$2,600
 - Creative Planning: \$1,500 annual consulting/advisory fee
 - Pangburn Group: \$2,500–\$3,500 setup + \$275–\$380/participant annually (min. \$1,100)
 - Optional mutual fund trading: Starts at \$2,000 + 6 bps
- **Strengths:**
 - Existing relationship and knowledge of Health Center needs
 - Transparent and negotiable fees
 - Specialized experience with 403(b) and 457(f) structures Simplified administrative onboarding process

2. BMG Financial / Principal Financial

- **Plan Types Offered:** 457(b), 457(f), Incentive Bonus Plan, or combination
- **Year 1 Cost:** \$6,625 + 0.33% of plan assets (~\$6,270) = ~\$12,895
- **Ongoing Annual Cost:** \$4,125 + 0.33% of plan assets (~\$6,270) = ~\$10,395
 - Principal: \$4,000/year + \$125 per participant (recordkeeping)
 - BMG: 0.33% of plan assets + \$2,500 initial advisory fee

- **Strengths:**
 - Comprehensive approach to LTIP structuring (multiple plan types)
 - Strong brand credibility (Principal)
- **Weaknesses:**
 - Higher and variable costs (asset-based pricing)
 - More complex administrative requirements

3. Clearpath

- **Plan Type:** Comprehensive deferred compensation plan (details not clearly specified)
- **Year 1 Cost:** \$12,000
- **Ongoing Annual Cost:** \$5,000
- **Strengths:**
 - Fully customized plan design
- **Weaknesses:**
 - Highest fixed cost
 - Lack of clarity regarding TPA services and plan type
 - No current or prior relationship with the Health Center

EVALUATION CRITERIA The proposals were evaluated based on:

- Total cost (setup and ongoing) (See table below)
- Plan structure and flexibility
- Administrative simplicity
- Organizational familiarity and prior performance
- Alignment with nonprofit sector best practices

Firm	Year 1 Cost	Ongoing Cost	Notes
Creative Planning / Pangburn Group	\$4,000–\$5,000	< \$2,600/year	Existing relationship may allow for fee flexibility
BMG / Principal Financial	\$6,625 + 0.33% of plan assets (~\$8,694)	\$6,194/year	Fees scale with plan balance
Clearpath	\$12,000	\$5,000/year	Highest fixed cost proposal

BOARD EXECUTIVE COMMITTEE RECOMMENDATION

The Executive Committee recommends selecting **Creative Planning / Pangburn Group** to administer the CEO's LTIP. This decision is based on:

- Cost-effectiveness and transparent fee structure
- Existing fiduciary relationship with the Health Center (403(b) Plan)
- Strong alignment with plan design goals and administrative infrastructure
- Simplified implementation and lower ongoing management burden

RISKS AND NEXT STEPS

- **Legal Review:** Final plan structure must be reviewed to ensure compliance with applicable IRS and nonprofit regulations
- **Contract Finalization:** Fee structure and scope of services to be negotiated and finalized
- **Financial Service Providers Communication:** Notification to BMG / Principal Financial and Clearpath
- **Performance Metrics:** Board and Executive Committee to align on LTIP performance indicators
- **Implementation Timeline:** Q3 2025 for setup; performance tracking to begin FY26

This recommendation ensures prudent stewardship of Health Center resources while advancing long-term organizational and leadership sustainability goals

POLICY:	Line of Credit		
Document Type:	Policy	Review Date:	
Department:	Finance	Next Review Date:	06-2028
Executive Office:	Chief Financial Officer	Original Date:	06-2025

Purpose

The line of credit (LOC) serves as a financial tool to support Samuel U. Rodgers Health Center’s operational stability and strategic flexibility. It is designed to bridge short-term cash flow gaps that may arise due to the timing of reimbursement payments from Medicaid, Medicare, private insurers, grants, and contracts.

Scope

This policy applies to Samuel U. Rodgers Health Center’s treasury management and strategic cash flow requirements and is intended to provide a safety net for unexpected expenses that may arise due to an interruption or delay in cash receipts or to provide for strategic financial initiatives that are short-term in nature.

Policy

It is the policy of Sam Rodgers to maintain a bank line of credit to provide short-term liquidity and financial stability for health center operations. Specifically, the line of credit may be used to:

- Ensure uninterrupted payroll and vendor payments during periods of delayed revenue receipts.
- Address urgent operational needs, such as facility repairs or replacement of critical equipment.
- Support short-term working capital needs related to strategic initiatives or seasonal fluctuations.

The line of credit is intended to be a temporary resource and to be repaid promptly to minimize interest expenses. It helps safeguard the organization’s ability to deliver continuous, high-quality patient care and to maintain the financial health of the health center.

Authorization

The line of credit can be drawn with the following approval thresholds and authorization is based upon the current extended line of credit balance.

1. A balance up to \$750,000 can be approved by the CEO
2. A balance of \$750,001 to \$1,500,000 must be approved by the Board Chair and Treasurer, (Vice Chair if the Board Chair is unavailable)
3. A balance of \$1,500,001 and above must be approved by the Board of Directors

*To ensure the Finance Committee and Board of Directors are aware of any extension of the LOC, the current LOC liability balance will be included on the monthly financial dashboard.

BOARD AUTHORITY

Required Authorities and Responsibilities

The health center's articles of incorporation, **bylaws**, or other relevant documents **outline the following required authorities and responsibilities of the governing board:**

- Holding monthly meetings;
- Approving the selection (and termination or dismissal, as appropriate) of the health center's Project Director/CEO;
- Approving the annual Health Center Program project budget and applications;
- Approving health center services and the location and hours of operation of health center sites;
- Evaluating the performance of the health center;
- Establishing or adopting policy related to the operations of the health center;
- Assuring the health center operates in compliance with applicable federal, state, and local laws and regulations.

The health center's **board minutes** and other relevant **documents confirm that the board exercises, without restriction, the following authorities, and functions:**

- Holding monthly meetings where a quorum is present to ensure the board has the ability to exercise its required authorities and functions;
- Approving the selection, evaluation and, if necessary, the dismissal or termination of the Project Director/CEO from the Health Center Program project;
- Approving applications related to the Health Center Program project, including approving the annual budget, which outlines the proposed uses of both Health Center Program award and non-federal resources and revenue;
- Approving the **Health Center Program project's sites, hours of operation and services**, including decisions to subaward or contract for a substantial portion of the health center's services;
- Monitoring the financial status of the health center, including reviewing the results of the annual audit, and ensuring appropriate follow-up actions are taken;
- Conducting **long-range/strategic planning at least once every 3 years**, which at a minimum addresses financial management and capital expenditure needs;
- Evaluating the performance of the health center based on quality assurance/quality improvement assessments and other information received from health center management, and ensuring appropriate follow-up actions are taken regarding:
 - Achievement of project objectives;
 - Service utilization patterns;
 - Quality of care;
 - Efficiency and effectiveness of the center; and
 - Patient satisfaction, including addressing any patient grievances.

BOARD COMPOSITION

Board Member Selection and Removal Process

The health center has **bylaws** or other relevant documents that specify the process for ongoing selection and removal of board members. This board member selection and removal process does not permit any other entity, committee or individual (other than the board) to select either the board chair or the majority of health center board members, including a majority of the non-patient board members.

Required Board Composition

The health center has bylaws or other relevant documents that require the board to be composed as follows:

- Board size is at least 9 and no more than 25 members, with either a specific number or a range of board members prescribed;
- At least 51 percent of board members are patients served by the health center. For the purposes of board composition, a patient is an individual who has received at least one service in the past 24 months that generated a health center visit, where both the service and the site where the service was received are within the HRSA-approved scope of project;
- Patient members of the board, as a group, represent the individuals who are served by the health center in terms of demographic factors, such as race, ethnicity, and gender;
- Non-patient members are representative of the community served by the health center or the health center's service area;
- Non-patient members are selected to provide relevant expertise and skills such as:
 - Community affairs;
 - Local government;
 - Finance and banking;
 - Legal affairs;
 - Trade unions and other commercial and industrial concerns; and
 - Social services;
- No more than one-half of non-patient board members derive more than 10 percent of their annual income from the health care industry; and
- Health center employees and immediate family members (i.e., spouses, children, parents, or siblings through blood, adoption, or marriage) of employees may not be health center board members.

Current Board Composition

The health center has documentation that the board is composed of:

- At least 9 and no more than 25 members;
- A patient majority (at least 51 percent);
- Patient board members, as a group, represent the individuals who are served by the health center in terms of demographic factors, such as race, ethnicity, and gender, consistent with the demographics reported in the health center's Uniform Data System (UDS) report;
- Representative(s) from or for each of the special population(s) for those health centers that receive any award/designation under one or more of the special populations section 330 subparts, 330(g), (h), and/or (i); and
- As applicable, non-patient board members:
 - Who are representative of the community in which the health center is located, either by living or working in the community, or by having a demonstrable connection to the community;
 - With relevant skills and expertise in areas such as community affairs, local government, finance and banking, legal affairs, trade unions, other commercial and industrial concerns, or social services within the community; and
 - Of whom no more than 50 percent earn more than 10 percent of their annual income from the health care industry.

BOARD-STAFF
INTERACTION:

YOU
ASK,

WHAT'S
ACCEPTABLE,
WHAT'S NOT?

WE
ANSWER

Anyone new to working at a nonprofit may find themselves wondering what their role is in relationship to the board — an entity that has ultimate responsibility for the organization.

Can you expect to occasionally see board members around the office and, if so, how should you interact with them?

Will you be expected to take direction from them?

To collaborate with them on projects? Or are there invisible lines drawn somewhere that delineate the board's role and the staff's role — and are these lines that should not be crossed?

These are all good and valid questions — without one correct answer! The partnership between the board and the CEO or executive director, and the partnership between the board and the staff can be complicated and tricky to navigate at times. These partnerships will fluctuate based on where the organization is in its lifecycle and, sometimes, on the personalities of its key players.

Since its founding, BoardSource has fielded hundreds of questions related to board-staff partnerships. While most center on the board-chief executive partnership, many touch on the relationship between the board and staff. Some of the questions are general in nature; others address specific issues and can be quite specific in nature. In an effort to help those who work at a nonprofit determine what role they play in the board-staff partnership, we present a few of those questions here.

Q:

What are the primary roles of the board, the CEO, and supporting staff?

When defining the role of the board, it is important to remember that it refers to the group, not to individual board members. The board functions as a team. Individual board members inherently have no authority, or individual rights, over the organization but must assume accountability for their own actions. The full governing body has three main foci:

- **Direction:** The board guards the purpose of the organization and, through guidelines, steers it in the right direction.
- **Oversight:** The board monitors the activities, the health, and the ethical behavior in the organization.
- **Resources:** The board ensures that the organization is well-equipped to fulfill its purpose, i.e., has adequate finances, capable staff, and an esteemed reputation.

Primary Role of Staff

In the beginning of a nonprofit's existence, it is common for board members to wear different hats, which may also include functioning in a staff capacity. When the board hires the first CEO or executive director, it delegates the daily management to that person. The chief executive reports to the board and any staff who are subsequently hired report to the chief executive. The staff helps the chief executive more efficiently implement the directives set in partnership with the board.

Primary Role of Chief Executive

The chief executive is responsible for maintaining regular contact with the board and, particularly, the chair. They keep the board informed about the issues and activities that are part of the organization's daily life. In fact, the board would have great difficulties making well-rounded decisions without constant input from the chief executive.

Working Together

It is not always easy, or even possible, to draw a clear line between governance and management. The board's duties center on its strategic framing and oversight roles. The chief executive, on the other hand, is responsible for making things happen with the help of the rest of the staff. However, both sides need each other's support—and availability, when requested—without veering off to micromanagement or 'über-control.'

SPECIFIC RESPONSIBILITIES

▶ Oversight

Board: Health and Success of the Organization

- Drafts and/or approves broad policies to guide and protect the organization, board, staff, and the community the organization serves
- Monitors all legal requirements to ensure they get proper attention
- Hires the chief executive and delegates daily operations to them
- Expects regular and objective reports from staff

Chief Executive: Programs and Administration

- Monitors daily operations and ensures appropriate staff and operations policies are in place
- Hires staff and delegates operational responsibilities to them
- Shares all news, good and bad, with the board

▶ Planning and Evaluation

Board: Strategic Framework for the Organization

- Adopts an overall strategic mindset, focusing on the big issues that matter most
- Actively participates in strategic sessions and retreats
- Annually evaluates the performance of the chief executive and determines appropriate compensation
- Evaluates its own performance regularly—at least every two to three years
- Assesses the organization's achievement of its goals via staff reports

Chief Executive: Strategic and Operational Plans

- Ensures that strategic planning happens with the board's appropriate involvement
- Leads operational planning and approves the plans for the staff
- Ensures a process for staff performance exists, approves staff compensation, and evaluates their own performance

▶ Finances

Board: Fiduciary Duty

- Makes sure adequate financial expertise is present on the board
- Sets overall fiscal policies and ensures appropriate internal controls
- Approves the annual budget and carefully monitors the financial reports
- Hires an auditor and reviews the audit in an executive session with the auditor

Chief Executive: Financial Management

- With the help of the financial staff, prepares the annual budget and provides the board with regular financial statements
- With staff, handles the daily financial operations and monitors cash flow
- Defines financial policies and procedures for all daily money transactions

Q:

Do staff attend board meetings, and if so, how do they participate?

Those who report directly to the chief executive and/or serve as staff aides to board committees are often invited to appropriate segments of board meetings. They report on projects or programs and answer on-the-spot questions the board might have—in both cases, when asked to by the chief executive. In general, other staff members attend board meetings only for special purposes, such as reporting on a special project or providing administrative support to the chief executive.

Q:

How do staff members contribute to the board's work between meetings?

While the chief executive has the sole responsibility for implementing the board's directives, staff members play key roles in helping both the chief executive and the board do their work well, including:

- **Provide informative reports to the chief executive** that they can incorporate into their report to the board or communicate in some way to the board.
 - **Create dashboards** to help the board evaluate how well the organization is performing. Good data is essential to good governance, and boards depend on staff members to gather and present the data in an understandable manner.
 - **Support the work of committees.** Many boards have committees that relate closely to one or more staff assignments, such as fund development or finances. These staff members usually become the primary resource for committee chairs. Some may serve as staff liaisons to the appropriate committees. In this role, the staff can help committees and board members focus on board issues, not staff responsibilities.
- **Respond to inquiries between meetings.** The board should channel these requests through the chief executive so they are aware of the board's information needs.
 - **Work as a team.** Board members observe how well staff members get along, work together, and are loyal to the mission and one another.
 - **Build relationships.** Social exchanges between individual staff and board members can build mutual respect as well as board effectiveness. Staff and board members can have friendships as long as those friendships are not used inappropriately when it comes to the work of the organization.

Q:

No one wants to be micromanaged but is it possible for board members to be too removed from the day-to-day operations of the organization to make good decisions on behalf of the organization? And if so, how can this be remedied?

Vernetta Walker, BoardSource Certified Governance Consultant, answers this question for us:

"When it comes to boards and governance, it would be nice if all things were formulaic—no gray zones, just black and white. Usually, that's not the case; so, the trick is to find a workable balance that allows the board to add value and to lead in a meaningful way while supporting and enabling the chief executive and staff to do their jobs.

Since its founding, BoardSource has taken the position that exceptional boards engage in macrogovernance—in defining, deliberating, and deciding matters most consequential to an organization's short- or long-term well-being—and do not cross the line into micromanagement by participating in the actual operations of the organization."

BOARD-STAFF INTERACTION: WHAT'S ACCEPTABLE, WHAT'S NOT. YOU ASK, WE ANSWER.

The extent to which a board micromanages or macrogoverns varies depending on the circumstances, such as the life stage of the organization, the internal capacity of the organization, and even the tenure of the chief executive. Sometimes precipitating events—such as an executive transition, discovery of financial mismanagement, a crisis, or lack of confidence in the chief executive—invite, or even require, the board to step in and play an active role.

Barring these kinds of circumstances, is it possible for the board to swing the pendulum too far to the other end of the spectrum and become too removed? Yes! If all information is funneled solely through the chief executive, they become the gatekeeper. Some would argue this promotes harmony and reinforces the authority of the chief executive. However, it also can disconnect the board from the culture of the organization, its constituents, clients, community members, staff, and funders.

When working with the chief executive, the board should look for appropriate opportunities to create board/staff/stakeholder committees, or task forces, so that the board has a better understanding of organizational culture and can hear from those who are directly involved in delivering, or are impacted by, the work of the organization. Boards should consider how they can formally get feedback from staff and stakeholders about organizational and chief executive performance. The board's role of supporting the chief executive is not at any or all costs.

Advancing the purpose of the organization requires a healthy culture of inquiry inside and outside the boardroom. Questioning and challenging assumptions, seeking information, and testing perceptions against realities can help reinforce strengths or expose weaknesses. Protecting the integrity of the organization is part of the board's job as stewards of the mission. This cannot be done sitting high up on a perch. Sometimes the board has to dive in. The key is to be transparent and thoughtful. The board should work with the chief executive to implement processes and opportunities that promote trust. They should also verify the accuracy of what's being presented to the board. Otherwise, the board may be surprised to learn the organization is not doing as well as it thought.

Q:

Our organization's chief executive just resigned, and the staff wants to be involved in the chief executive hiring process. Is it appropriate for the staff to be involved, and if so, how?

David Styers, BoardSource Certified Governance Consultant, weighs in here:

"Selecting the chief executive is one of the board's most important responsibilities. With the right person in place, the organization will be better equipped to succeed. For the board to choose wisely, it should follow a responsible search process. Appropriately involving the staff in that process is important. Staff can provide an internal view of the organization's daily needs that may not be clearly known by the board and that should be taken into consideration by the board.

As the board plans the transition process, it needs to discuss how and when to involve the staff. The board should start the search process with a clear consensus and understanding of the organization's current circumstances and its strategic and most pressing priorities and goals. The board must know what it expects a new chief executive to achieve.

This is a good place and time to involve the staff. On behalf of the board, the board chair should consider meeting with staff to discuss the transition process and to solicit its feedback. Because some staff may feel more comfortable sharing their opinions privately, the board chair also might offer to receive emails. Another place in the search process to involve staff is the interviewing stage. The board could invite a few key staff members who report to the chief executive to meet the leading candidates for the position and report back to the search committee with their opinions."

BOARD-STAFF INTERACTION: WHAT'S ACCEPTABLE, WHAT'S NOT. YOU ASK, WE ANSWER.

Board leaders also should remain open to the idea of identifying, developing, and promoting promising talent from within. When considering internal candidates, the board should exercise great care, however. It needs to recognize and honor the candidates' commitment to the organization not by granting them special consideration but by treating them seriously and with utmost respect.

Although a search committee takes the lead in the search for a new chief executive, it should keep the full board, as well as the staff, well informed as the search proceeds. Both board and staff members will be asked by stakeholders and the public about the search. All should speak with one unified voice concerning any details that may be made public. Certainly, the board must maintain confidentiality concerning who has applied and is being considered. Although the board is ultimately responsible for selecting and hiring a new chief executive, it would be remiss in not engaging the expertise and experience of the staff during the search process.

Tony Scucci, BoardSource Certified Governance Consultant, tackles this one:

Q:

Our board committees rely heavily on staff members to do the administrative tasks. Is this a common? What is an acceptable way to involve staff on board committees?

The board-staff relationship is one that has tremendous potential for constructive partnership or for misunderstanding and conflict. Like all relationships, it must be attended to. The best way to do this is to clarify roles, responsibilities, and mutual expectations and to challenge assumptions.

Because this question refers specifically to board committees, let's begin by agreeing upon a working definition of a board committee. Here's one for your consideration:

Board committees are the board's workforce. They report to the board and help carry out the board's mandate to oversee the organization, ensure its financial security, and strategically plan for its future. Board committees generally do not include staff members (except, in some cases, the chief executive), though they are often supported by staff. Examples of board committees include executive, finance, and governance committees.

Often, the chief executive assigns a staff person to support a board committee. Although the chief executive should always be viewed as the primary link between board and staff, a designated staff person working directly with a board committee allows for more efficient and practical communication. This is especially true when board committees' oversight roles dovetail with specific staff responsibilities, such as finance. It is important to note, however, that the staff person assigned to work with a board committee is not a member of the committee; they support the committee while continuing to work for the chief executive.

There are multiple ways staff can bring real value to board committees and their work. Staff can, for instance, provide context, explain standards in the field, or help with background information. When appropriate, the staff member also may serve as the secretary to the committee to take notes, follow up on administrative tasks, and coordinate logistics.

Board committees can be particularly productive when they have professional staff support, but there must be clarity regarding roles, responsibilities, and mutual expectations among the committee chair, committee members, chief executive, and the staff person who supports the committee. If a board committee appears to be squandering staff time on redundant or unnecessary tasks, the chief executive should talk with the committee's chair to determine how the supporting staff member's workload might be lessened. In some instances, board committee members handle their committee's administrative tasks and utilize staff only as liaisons between the committee and the organization.

Finally, if the relationship between the committee and the staff person feels like it is going awry, it probably is. Don't wait for things to work out on their own; they seldom do. Attend to the task at hand, but also attend to the relationship; it is within that relationship that the task gets accomplished most efficiently and most effectively."

Q:
Is it appropriate for staff members to take their grievances to the board?

Unhappy or troubled staff members have been known to contact board members directly about management concerns. Unless a staff member suspects that the chief executive is engaged in illegal or unethical activities, this approach is rarely appropriate, however. Clear guidelines for staff members who are interested in voicing their concerns and for board members addressing staff complaints help create and support a healthy culture.

How the Board Should Respond

The chief executive is responsible for management issues and supervising the staff. When a staff member approaches a board member with a management complaint, it is important for the board member to react properly. While many factors, such as the seriousness and nature of the complaint or staff size, may dictate an appropriate response, there are some basic guidelines for the board member to follow:

- Encourage the staff member to meet and discuss the concerns with their direct supervisor or the chief executive. Remind them that the chief executive is responsible for overall management.
- If the concerns are general in nature, suggest the staff member communicate with peers and possibly form a delegation to approach the chief executive.
- If the complaint is anonymous, assess its seriousness and validity. Then ignore it (if appropriate), or bring it to the attention of the chair.
- If the complaint concerns specific actions by the chief executive that seem to have general implications on staff morale or direction the organization is taking, contact the chair.
- Generally, it is a good idea for the board member to share the complaint with the board chair.

Chair's Role

When a board member brings a staff complaint to the chair's attention, the chair should decide the next step:

- Discuss the seriousness of the complaint with the board member. Assess whether to contact the chief executive and/or the rest of the board in an executive session.
- If feedback is necessary, contact the chief executive — even informally. Ask the chief executive about the general issues in the complaint. Hear their side of the story.
- If the chief executive is aware of the concerns, discuss together what the remedy might be. If they need support, provide that. If solid advice is needed, give it.
- If the chief executive is unaware of potential problems with staff, this may signal a deeper conflict. Guide them to address any management issues with the staff.
- If it seems that the chief executive is the cause of the problem due to their management style or skills or other reasons that affect their effectiveness, ensure that these factors are taken seriously in the performance evaluation.
- If the chief executive has committed an illegal act, contact the board immediately and seek legal counsel on how to proceed. Depending on the situation, contacting the chief executive may not yet be appropriate.

Ways to Prevent Future Situations

- Ensure that a grievance policy exists. A grievance policy sets forth a clear communication process for staff to follow when filing a complaint.
- Commit to an annual assessment of the chief executive. This process allows the board to make sure that the organization has the appropriate leadership. Provide professional development or an executive coach for the chief executive. This allows the chief executive to sharpen essential skills or have a third-party advisor to offer counsel about difficult situations.

Q:

Our organization has a board liaison. What does this person do?

To help with the coordination of communication between the board and staff and other board–staff tasks, many nonprofits create the position of a corporate secretary or board liaison, who serves as the link between the board and senior management, as well as some outside constituents.

The idea of a position with direct access to the board and chief executive usually becomes attractive in a nonprofit with a multi-faceted scope and a relatively large scale of activities. A major benefit of a corporate secretary position for the board is having someone who supports the full range of board work from communications to logistics of board and committee meetings. The chief executive benefits from having a knowledgeable liaison between the senior staff and the board. It also frees them to focus on big issues rather than logistics.

To whom does the corporate secretary report? This is an important question and must be clarified for all parties. It is important to be explicit about who can hire or fire the person, or evaluate their performance.

- **Chief executive:** This is the most common situation. It is important to note that because this position requires full access to key organizational issues and documents, it goes beyond being an administrative position.
- **Board:** When the corporate secretary reports to the board, it is often a largely administrative position where individual board members rely on this person to handle some of their own duties.

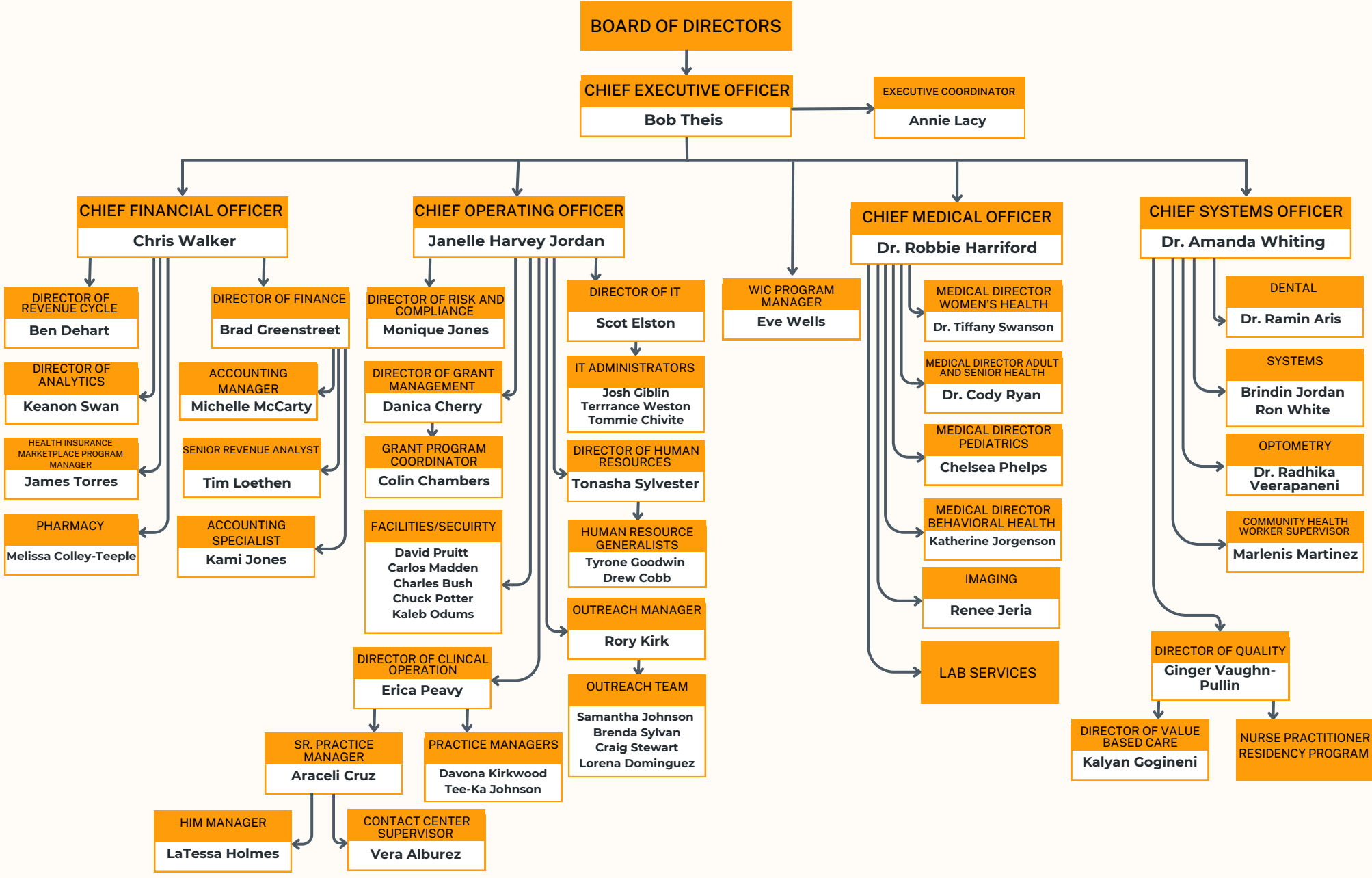
The following are some of the functions a corporate secretary or board liaison may assume:

- **Legal counsel:** Assistance in researching background material on legal and liability issues
- **Parliamentary order skills**
- **Governance expertise**

Most of the tasks assigned to this position depend on the role definition. These responsibilities might include the following:

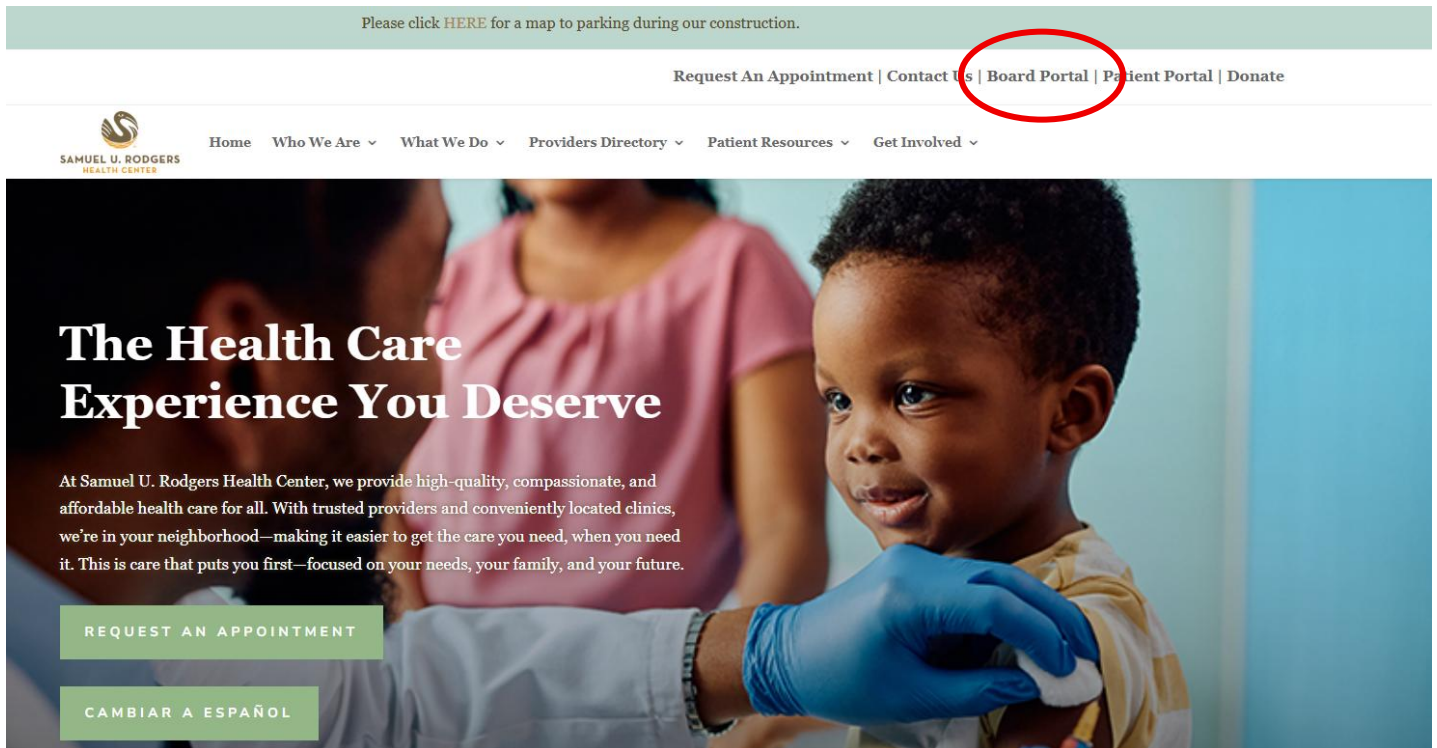
- **Board meetings:** Attend all meetings, manage meeting logistics, take minutes
- **Liaison:** Serve as the chief contact between the board and senior staff, provide administrative assistance to the board, assist in drafting key documents, keep organizational records, such as articles, bylaws, and minutes
- **Advisor and trainer:** Advise board members on key governance issue, assist with board member recruitment and orientation, assist in reviewing governance guidelines, stay on top of industry trends

SAMUEL U. RODGERS HEALTH CENTER ORGANIZATIONAL CHART



Accessing the Board Portal

- **Step 1: Go to the [Sam Rodgers's Homepage](#)**
 - Open your web browser and navigate to: samrodgers.org
 - Look for the **“Board Portal”** button—located in the top navigation bar.
- **Step 2: Click on the “Board Portal” Button**
 - This will redirect you to the login page for the portal.



Logging In

- **Step 3: Enter Your Credentials**

- Use your **email address** and **temporary password** (everyone will receive an email with their credentials soon!).
- To change your password, click **“Forgot your password?”** to reset it.

Please click [HERE](#) for a map to parking during our construction.

[Request An Appointment](#) | [Contact Us](#) | [Board Portal](#) | [Patient P](#)



[Home](#) [Who We Are](#) [What We Do](#) [Providers Directory](#) [Patient Resources](#) [Get Involved](#)

Username or E-mail *

Password *

Keep me signed in

Login

Register

[Forgot your password?](#)

Navigating the Portal

- **Step 4: Accessing Folders**

- Once logged in, you'll land on the **Board Portal Home Page**.
- Click on the **folders** to find related documents (e.g., "Board Meetings," "Finance Committee," etc.).



[Home](#) [Who We Are](#) [What We Do](#) [Providers Directory](#) [Patient Resources](#) [Get Involved](#)

Welcome to the Board Portal

[Logout](#)

Your centralized document library for board documents, meeting materials, and committee resources. Access everything you need to support effective governance and informed decision-making.

The document library only displays folders when they contain at least one document. If you don't see a folder, it means no documents have been uploaded yet. If you need assistance finding a specific document, please reach out to [Annie Lacy](#) for support.

- Additional Board Documents
- Audit Committee
- Board Meetings
- Construction Committee
- Finance Committee
- Governance Committee
- Marketing Committee
- Quality & Professional Relations Committee

Search:

- **Step 5: Viewing Documents**

- Click on a folder to **view subfolders**, then click the appropriate subfolder to **view the included documents**.
- Find the document you wish to view then select the download button.

The screenshot illustrates the process of viewing documents in a web application. It is divided into two main sections: a 'Main Folder' view and a 'Subfolder' view.

Main Folder View:

- A search bar is located at the top right.
- A folder named 'Additional Board Documents' is highlighted with a red box and labeled 'Main Folder'.
- Below the folder is a 'Category' dropdown menu and a 'Reset' button.
- A 'Download Selected Documents' button is present.
- A table lists documents with columns: Title, Summary, Categories, Link, Date, Image, and Last modified date.
- The table contains one entry: 'Additional Board Documents' with a 'Download' button, a checkbox, and a date of 'March 4, 2025'.
- A 'Show 25 per page' dropdown and '1 document' count are at the bottom.

Subfolder View:

- The 'Bylaws' folder is highlighted with a red box and labeled 'Subfolder'.
- Similar to the main folder, it has a 'Category' dropdown, 'Reset' button, and 'Download Selected Documents' button.
- The table lists documents with columns: Title, Summary, Categories, Link, Date, Image, and Last modified date.
- The table contains one entry: 'Eleventh Amended Restated Bylaws' with a 'Download' button, a checkbox, and a date of 'May 9, 2025'.
- A 'Show 25 per page' dropdown and '1 document' count are at the bottom.
- A list of other folders is shown: 'New Member Orientation', 'Other', and 'Roster/Matrix'.

Annotations:

- 'Main Folder' points to the 'Additional Board Documents' folder.
- 'Subfolder' points to the 'Bylaws' folder.
- 'Title of document' points to the 'Eleventh Amended Restated Bylaws' text in the table.
- 'Select download button to open the document' points to the 'Download' button in the table.



SAMUEL U. RODGERS
HEALTH CENTER

Sam Rodgers Health Center Board Recruitment Needs – 2026

As we prepare for the next chapter of leadership at Samuel U. Rodgers Health Center, we are actively seeking **3–4 new Board members** to join our Board of Directors beginning in **2026**, as three current members will complete their terms at the end of 2025.

Who We're Looking For

We are committed to building a diverse and skilled Board that reflects the community we serve. We are especially interested in candidates with expertise in the following areas:

- **Healthcare Providers** (e.g., physicians, nurses, behavioral health professionals)
- **Finance** (e.g., accounting, budgeting, financial oversight)
- **Information Technology** (e.g., cybersecurity, health IT, data systems)
- **Community Leadership** (e.g., nonprofit leaders, grassroots organizers, civic leaders)

To support ongoing recruitment efforts, we plan to incorporate annual board recruitment goals and timelines into the Board's annual work plan beginning in 2026.

HRSA Board Composition Requirements

As a Federally Qualified Health Center (FQHC), our Board must meet specific requirements set by the **Health Resources and Services Administration (HRSA)**:

- The Board must have **between 9 and 25 members**.
- **At least 51% of Board members must be patients** of the health center who receive services and represent the population served in terms of demographics such as race, ethnicity, and gender.
- Non-patient Board members must be representative of the community and selected for their expertise in areas such as finance, legal affairs, community affairs, or social services.
- No more than half of the non-patient members may earn more than 10% of their income from the healthcare industry.
- Employees of the health center and their immediate family members are not eligible to serve on the Board.

Join Us

If someone you know is passionate about community health and has the skills and commitment to serve, we encourage you to reach out. Board members who know of a potential candidate are encouraged to share the attached Board Candidate Interest Form with them.

Together, we can continue advancing our mission of providing high-quality, compassionate, and accessible care for all.

Quality Care Universal Compassion

825 Euclid Avenue // Kansas City, MO 64124-2323 // phone 816-474-4920 // fax 816-474-4914 // www.rodgershealth.org



Board Candidate Interest Form

Thank you for your interest in joining the Board of Directors for Samuel U. Rodgers Health Center (Sam Rodgers). Located at 825 Euclid Avenue in northeast Kansas City, MO, Sam Rodgers is a federally qualified health center dedicated to delivering high-quality, compassionate, and affordable healthcare for everyone.

In addition to providing fiscal and operational oversight, we encourage Board Members to also be patients of the health center. We are looking for a diverse blend of skills and talents that will enhance the organization and its future.

Board terms last for three years, with the possibility of serving two terms. Meetings are held monthly, and members are expected to participate in at least one additional committee. Furthermore, it is anticipated that 100% of Board members will contribute financially in some capacity, with the specific amount determined by each member.

Once completed, please send this form along with your resume via email to Annie Lacy, Executive Coordinator, at alacy@samrodgers.org.

Candidate Details

Candidate Name: _____ Phone #: _____

Company Name: _____ Email: _____

Address: _____

City: _____ Zip Code: _____

Title/Area of Expertise: _____

Age Range:

- 20-29
- 30-39
- 40-49
- 50-59
- 60-69
- 70 +

Gender:

- Male
- Female
- Prefer not to say
- Other: _____

Race:

- Asian
- Black/African American
- White
- Native Hawaiian
- American Indian/ Alaska Native
- Prefer not to say
- Other: _____

Ethnicity:

- Hispanic/Latino
- Not Hispanic/Latino
- Prefer not to say

Application Questions

What aspects of our organization's mission resonate with you the most?

Application Questions

What skills, abilities, and talents can you contribute to our board?

What connections or networks can you share to assist in Sam Rodgers' development?

Are you knowledgeable about budgets and financial statements?

Do you possess any prior experience serving on a board?

Board members are required to make a personally meaningful financial contribution to the health center each calendar year (no minimum or maximum amount required). Do you understand and accept this requirement?

Yes No

Board members are required to receive a service from the health center at least once every 24 months. This can include a second opinion, optometry, behavioral health, or other qualifying services. Do you understand and accept this requirement?

Yes No

Please send this form along with your resume via email to Annie Lacy, Executive Coordinator, at alacy@samrodgers.org.