



NATIONAL CENTER FOR
INNOVATION IN HIV CARE

Getting your Board on Board

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Healthy Organizations Have Healthy Boards



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Senior Manager of Compliance & Grants Manager



“Volunteer board members deserve to have engaging and rewarding volunteer experiences. Nonprofits deserve to have the leadership and support of a board that brings their best to every meeting and to the organization.”

-Jeff Wahlstrom

Is Your Board Ready for Self Assessment? A guide for non-profit leaders.

-Starboard Leadership Consulting, LLC



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40th ANNIVERSARY PERFORMANCE
LES BALLETS TROCKADERO DE MONTE CARLO
 THURSDAY, MAR. 5 AT 7:30 P.M.

ALDEN SMALL STAGE. BIG DREAM.

AMERICA'S LEADING GAY NEWS SOURCE

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February 19, 2015 | by Lou Chibbaro Jr.

D.C. exec retains top salary among LGBT, AIDS groups

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RECENT POSTS

- O'Malley will not run for Mikulski's Senate seat
- Gay attorney named head of DOJ civil division
- Not so fast, Mikulski fans



Rationale for Boards of Directors



- Tax Exemption
- Governing Body
- Governance and Management

Form 990 Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) Do not enter social security numbers on this form as it may be made public. Information about Form 990 and its instructions is at www.irs.gov/form990 .	OMB No. 1545-0047
		2014
		Open to Public Inspection



Governance and Management

- The IRS defines seven key areas:
 - Executive Compensation
 - Conflicts of Interest
 - Investments
 - Fundraising
 - Governing Body Records
 - Document Retention and Destruction
 - Ethics and Whistleblowers

Areas of Board Member Responsibility



- Mission and Vision
- Accountability and Transparency
- Leadership
- Resource Adequacy
- Financial Management
- Assessment
- Strategic Planning

Fiduciary Duties

- Duty of Care
- Duty of Loyalty
- Duty of Obedience



Boards! Bored? Boards...



Kandy Ferree, MCP

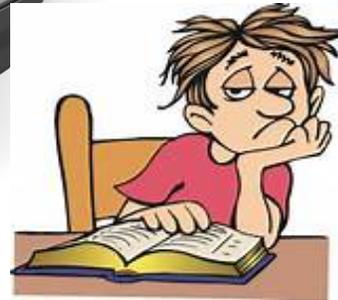
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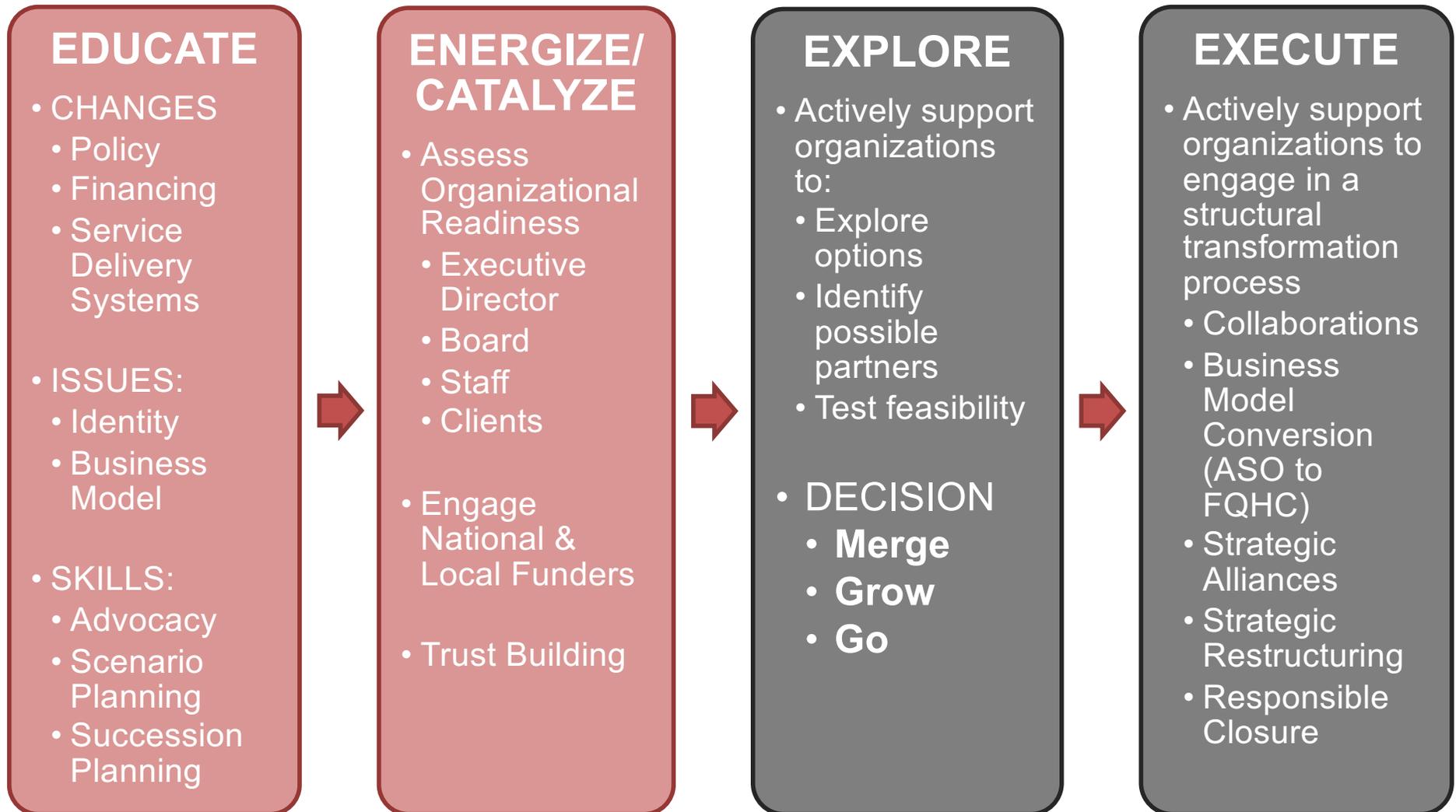
360° strategy group



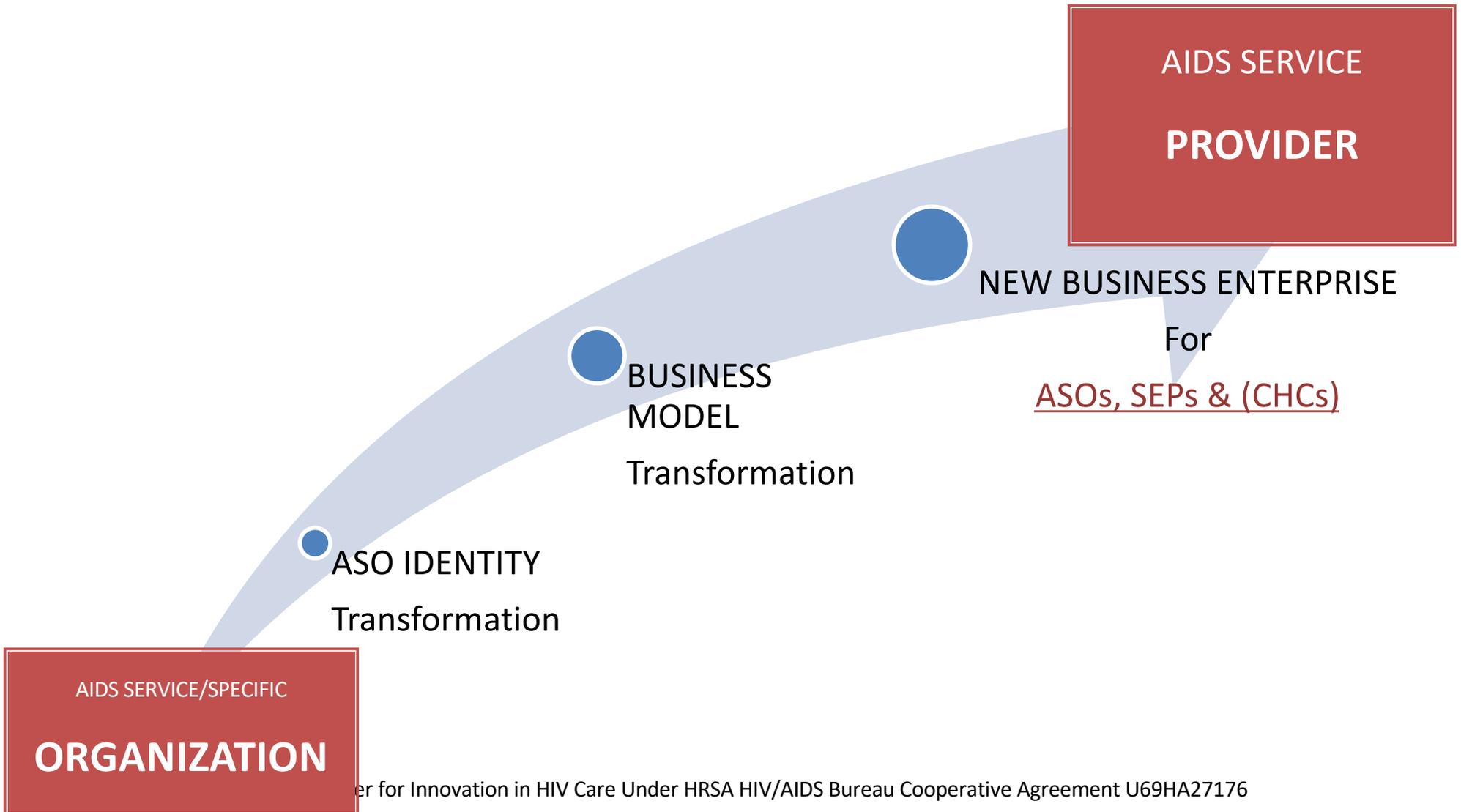
Boards! Bored? Boards...



4-Stage Sector Transformation Process



AIDS and Health Sector Transformation



New Business Model
Current Business Model

FORM follows FUNCTION

ASO to FQHC Conversion

Strategic Restructuring:

- Accountable Care Organizations
- Mergers
- Acquisitions

Strategic Alliances To Develop New Service Models:

- Admin. Consolidation
- Formal Co-education of Staff
- Preferred Provider Referrals
- Resource Sharing/Contracting
 - Cash, Staff, EHR, etc.
- Co-location
- Integration w/ Primary Care

Collaboration:

- Info Sharing
- Referrals
- Joint Planning

Responsible Closures
(To Ensure Continuity of Care!!!!)



Founding Identity ← → Evolving Identity

New Business Model
Current Business Model

FORM follows FUNCTION

ASO to FQHC Conversion

Strategic Alliances To

Strategic Restructuring:
Accountable Care

YOU CAN'T DECIDE WHAT STRUCTURE YOU WANT UNTIL YOU GO THOROUGH THE PROCESS OF DESIGNING YOUR **NEW SERVICE MODEL**.

THE DESIGN AND GOALS OF THE NEW SERVICE MODEL WILL HELP TO IDENTIFY WHAT FUNCTIONS YOU NEED THE ORG STRUCTURE TO SERVE.

ONCE YOU KNOW WHAT FUNCTIONS YOU NEED IT TO SERVE, YOU CAN DETERMINE WHAT FORM IT SHOULD TAKE!

Responsible Closures
(To Ensure Continuity of Care!!!!)



Founding Identity ← → Evolving Identity

Top Things that Slow or Derail Restructuring

- Founder's Syndrome
 - Typically Executive & Board Levels (but can be staff or clients)
- Ambivalent or Inexperienced Exec. Leadership
- Pre-existing and/or Ongoing Board Dysfunction
- Dancing Around the “M” word – MERGER....
- Org. Identity Syndrome
 - Name, Logo, Location
- Incorporation Syndrome
 - Who's 501(c)(3) Status will we use? Or New?



Three Key Questions

- These are essential questions each board member and the board as a whole must assess BEFORE engaging in any restructuring effort:

Do I and does our Board, as a body, know my/our respective roles & responsibilities?



Conduct Board Orientation & Training
Or STOP HERE



Am I, and is our Board, as a body, Actively Engaged in these roles/responsibilities?



Get Engaged
Or Move On by Choice or Force
Or STOP HERE



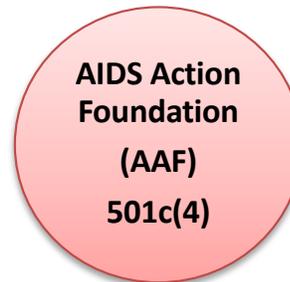
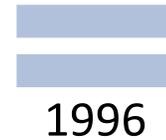
**Are my individual and our collective actions:
Useful to the Organization?
Respectful to Board Peers?
Supportive of the Executive Leadership?**



Decide to and Act in a way that Serves the Organization
Or Move On by Choice or Force
Or STOP HERE

Fundamental Paradigm Shift

$1 + 1 = 1$
 $1 + 0 = 1$
 $1 + 1 + 1 = 1$



“Culture Eats Strategy for Breakfast”

-Attributed to Peter Drucker by Ford Motor Company Executive, 2006



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February 07, 2013
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Robert Cordero President and Chief Program Officer, BOOM!Health

Nonprofits Bronx AIDS Services and CitiWide Harm Reduction Merge to Form BOOM!Health

Photo: @david1213/6/43/81/DT1 Update: 10/14/2013 5:12 AM EDT

72 19 4 0

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Bronx, New York (August 15, 2013) — Today, Bronx AIDS Services and CitiWide Harm Reduction announced the details of a merger that combines two already strong nonprofit organizations into an \$11.3 million operation and consolidates different, but complementary, services in a new groundbreaking service model. The new model actively removes the barriers to accessing primary medical care, as well as HIV and viral hepatitis prevention services, while supporting clients and program participants on their journey towards wellness and self-sufficiency.

The newly merged and rebranded Bronx-based BOOM!Health organization will serve over 8,000 New Yorkers annually with over 50,000 outreach contacts, and will become one of the most comprehensive community-based service providers in the United States led by people of color, with a full range of prevention, syringe access, health coordination, behavioral health, housing, legal, advocacy and wellness services.

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PHOTO COURTESY OF BOOM!HEALTH

BOOM! HEALTH

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HEALTH + WELLNESS + SAFETY FOR ALL

We're Going Beyond Our Original Missions to transform lives through health & wellness.

BOOM!Health is a non-profit organization that supports program participants on their journey towards wellness and self-sufficiency in the Bronx, NY.

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Externally Focused Readiness Factors

- Understand the External Environment
 - What & How the policy, payer, political forces are affecting your current and future service model and business model - sustainability?
- Get clear on “WHY” - Why are we considering strategic restructuring?
- Get clear on “TIMING” - How Urgent is the Timeline?
- What is your Market Position?
- This is a PROCESS , not an event!
 - Assess, Explore, Execute, Implement, Post Merger Integration

Getting The Right People On Board



Internally Focused Readiness Factors

- What is the Level of Trust & Rapport?
 - Among Board Members? Board & Executive Leadership? Exec. Leaders & Mgmt Team? Among Staff? Between Staff and Clients? Between Org & Community?
- What Resources are You Prepared to Invest?
 - Staff Time, Active Board Engagement (Merger Committee), Outside Facilitation & Cash
- What is your Current Organizational Structure & How does it Operate?
 - Operational Systems? Decision-making processes? Founder Syndrome? Staff Morale? Executive Energy Level?
- What is your Current and Desired Organizational Culture?
 - Clan? Adhocracy? Hierarchy? Market? (Competing Values Framework - Cameron & Quinn, 1999)

Phases of Strategic Restructuring

This is a PROCESS not an Event!

1. Assessment

- External Environment
- Internal Readiness



2. Exploration (Partners, Models, Consultants, Funders)

- Select Partner: Execute MOA & Confidentiality Agreements
- Select Neutral External Facilitator
- Preview with Funders
- Outline Intended Processes & Select Internal Strategic Restructuring Committee(s) (aka. Negotiating Committee)



Phases of Strategic Restructuring (continued)



3. Execution – Working Collaboratively with Selected Partner(s)
 - Due Diligence – “Deal Maker – Deal Breaker List”
 - Develop Shared Vision
 - Design New Service Model
 - Cultural Assessments
 - Assess Fiscal Feasibility



4. Implementation
 - Final Staffing Plans
 - Communications Role Out
 - Filing Necessary Legal & Corporate Documents

5. Post Merger Integration - WHERE THE WORK BEGINS

Questions?

