UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Ad Hoc Nominating Committee
Thursday, December 12, 2013
7:45 - 8:00 a.m.
600 McNamara Alumni Center, Board Office

Committee Members
Linda Cohen, Chair
John Frobenius, Vice Chair
Richard Beeson

AGENDA

1. Appointments to Fairview Health Services Board of Trustees - Review/Action -
   E. Kaler/A. Friedman (p. 2)

2. Appointments to Integrated Structure Board of Directors - Review/Action -
   E. Kaler/A. Friedman/B. Daniels (pp. 3-4)
Agenda Item: Appointments to Fairview Health Services Board of Directors

Presenters: President Eric W. Kaler
Aaron Friedman, Vice President for Health Sciences, Dean, Medical School

Purpose:
To fill two vacancies on the Fairview Health Services Board of Directors.

Background Information:
The University of Minnesota has four members on the Fairview Health Services Board of Directors, its corporate governing board:

1. The Vice President for Health Sciences and Dean of the Medical School serves as a voting ex officio member. That position is currently held by Aaron Friedman.
2. Mark Paller, Senior Associate Dean, Medical School, is a second University board member.
3. The Board of Regents appoints a third member on the advice of the Dean of the Medical School and President. That position is historically held by the head of University of Minnesota Physicians, currently Bobbi Daniels.
4. The Board recommends a fourth member from the community, currently Ann Hengel. That appointment must be approved by the Fairview Board of Directors.

These members serve three-year terms.

The terms of Daniels and Hengel expire on December 31, 2013. The President's and Dean's recommendations will be submitted under separate cover to the Ad Hoc Nominating Committee.
Ad Hoc Nominating Committee

Agenda Item: Appointments to Integrated Structure Board of Directors

☐ review  ☒ review/action  ☐ action  ☐ discussion

Presenters: President Eric W. Kaler
Aaron Friedman, Vice President for Health Sciences; Dean, Medical School
Bobbi Daniels, Associate Dean, Medical School; CEO, University of Minnesota Physicians

Purpose:

☐ policy  ☐ background/context  ☒ oversight  ☐ strategic positioning

To fill four positions on the newly created Integrated Structure Board of Directors.

Background Information:

Under terms of the agreements creating the Integrated Structure, the organization has an advisory Board of Directors with 12 members:

- Dean of the Medical School, ex officio voting member and chair
- Four members appointed by the University of Minnesota Physicians and the University of Minnesota
- Fairview Chief Executive Officer, ex officio voting member
- Four members appointed by Fairview
- Co-presidents of the Integrated Structure, who serve as non-voting members.

Under the terms of the agreements, the Board of Regents approves the University/UMP members upon the recommendation of University of Minnesota Physicians, Dean of the Medical School, and the President.

The skills and attributes used by University of Minnesota Physicians and the Dean of the Medical School to identify and recruit candidates are as follows:

Ideal Experience

The new board seeks independent directors who will bring business experience, leadership skills, and an interest in improving the delivery of healthcare in our community. It is important that directors understand the role of an advisory board.

Desired Attributes

The following attributes are important for directors to be able to integrate well as part of the formation of this new board:

- A willingness to spend time understanding the UMMC/Amplatz organization, its growth opportunities and challenges.
• The ability to engage in spirited dialogue with contributions based on knowledge and experience in an atmosphere where directors value one another’s opinions and share a goal to continuously improve performance, culture, and the impact of the organization.

• A willingness to provide a different perspective, even when it may be perceived as unique, in a way that encourages, rather than shuts off, discussion.

• An openness to new ideas and risk-taking that is informed by good judgment and relevant experience to assist in evaluating opportunities in a dynamic healthcare marketplace.

• An informed, reasoned approach to complex business problems; with a clear understanding of the proper roles of those serving in a governance position, combined with a willingness to “push back” to ensure that management’s strategy is the right direction for the organization.

Other Qualifications

• Free of any conflicts that might compromise independence, as determined by the board.

• Free of any commitments/conflicts regarding the availability to attend quarterly board meetings at their regularly scheduled time.

The recommendations of the President, Dean, and UMP CEO will be submitted under separate cover to the Ad Hoc Nominating Committee.