

# Cascade Pacific Action Alliance (CPAA) Council Charter

## Purpose

The purpose of the Cascade Pacific Action Alliance (CPAA) is to improve community health and safety while advancing the Triple Aim: improving the patient experience of care, including quality and satisfaction; improving the health of populations; and reducing per capita health care costs.

## Function

This function is met by identifying, advocating for, and helping implement shared regional priorities; proactively participating in the design and testing of Washington State's Healthier Washington initiative, supporting local community forums where agencies and organizations within a county that contribute to safety and well-being come together to pursue system improvements; convening a Council of local forums, regional, and state partners.



## Geography

The CPAA operates in a seven county region of Central Western Washington, which includes Cowlitz, Grays Harbor, Lewis, Mason, Pacific, Thurston, and Wahkiakum counties.

## The CPAA Approach

- **Collaborate** across sectors and systems to improve safety and well-being;
- Proactively engage with Healthier Washington initiative to:
  - Help design and test its key components; and
  - Position the region for funding from the state and/or federal government.
- Pursue health improvements broadly, including clinical and social determinants of health;
- Focus initially on priorities where **local passion and consensus** exists; address more challenging and complex change later; and
- Collect, aggregate and analyze data on a county and regional level to inform choices and guide action.



## Operating Principles

INCLUSIVENESS	EQUALITY	CONSENSUS	SHARED LEARNING
<ul style="list-style-type: none"> <li>• Keep an open door.</li> <li>• Promote cross-sector participation throughout the region.</li> </ul>	<ul style="list-style-type: none"> <li>• All participants have equal standing, regardless of organizational size, resources, etc.</li> </ul>	<ul style="list-style-type: none"> <li>• Decisions are made by consensus.</li> <li>• Work an issue until everyone can support it.</li> </ul>	<ul style="list-style-type: none"> <li>• Focus on exploring and sharing opportunities for innovation.</li> </ul>

### Shared Leadership Structure

The Cascade Pacific Action Alliance follows a bottoms-up approach for region-wide engagement. Each county hosts a local forum, which identifies local health priorities, adopts shared regional priorities and actions that align with the local action agenda, and implements local action. Key stakeholders from the local community forums communicate the local work and local preferences to the regional level at meetings of both the CPAA Council and the Support Team. The backbone organization provides a program specialist to attend local forum meetings to serve as an additional bridge between the region and the local communities and provide administrative support. The Council sets strategic direction for the region based on the alignment of local priorities; implements shared regional priorities; establishes regional action plan including shared goals, strategies, actions, milestones and metrics; takes regional action; monitors regional action plan implementation; establishes a regional health needs assessment; and oversees the performance of the backbone organization. The backbone organization provides organizational and administrative support including meeting coordination, facilitation, and documentation; resource acquisition and financial management; and communication with stakeholder groups on behalf of the Council.

### Decision Making

The Cascade Pacific Action Alliance aims to reach consensus on key decisions. Consensus in this context does not necessarily mean 100% agreement on all parts of every issue, but rather that all members review a decision in its entirety and can say “I can live with that.” While decisions are not binding on individual members, members are encouraged to adopt collective positions, recommendations or other decisions for joint action where possible. The following process is used for making decisions:

#### 1. We aim for consensus.

The Cascade Pacific Action Alliance Council aims to reach consensus on key decisions. Consensus in this context does not mean 100% agreement on all parts of every issue, but rather that all members review a decision in its entirety and say, “I can live with that.”

The council will work to understand and integrate perspectives until a solution is identified that is acceptable to everyone. This process is consistent with true collaboration to produce sustainable agreement.



We use a “thumbs up/thumbs down” signal as a way of gauging members’ positions:

- Thumbs up – supports the decision
- Thumbs middle – neutral, can live with the decision
- Thumbs down – deal breaker, suspends the decision until further discussion

In the event of a thumbs down vote, we attempt to resolve the issue through further discussion in a reasonable amount of time. In the event that’s not doable, a sub-team of the council will convene separately and come back with recommendations.

2. We act as team players.

As council members, we acknowledge and are explicit about our organizational or sector-specific self-interests but also participate in service to the collective, common agenda (i.e., we practice “enlightened self-interest”). As such, we are conscientious about invoking our veto power (thumbs down vote) and ask ourselves first, “is this issue or decision fundamental to my participation in the Alliance?” We also expect council members to actively reach out to peers in their sector or community to help inform the council’s key decisions.

3. A quorum of voting members is required.

A quorum of the majority of council members is required for a decision to be considered valid. Any interested party can participate in a council meeting; however, only the attached roster of members, their designee, or their dually appointed-successor can vote.

4. One must be present to win.

Members or their designees must be present to vote on decisions. If a member is unable to attend a council meeting, they agree to communicate their views to the entire council via email or communication with backbone staff prior to the meetings.

5. We make good use of the council’s time.

We empower our members and designees with decision-making and negotiating authority. We revisit previous decisions by the Council only if the members collectively agree to re-open an issue.

6. Decisions are voluntary.

Individual council members and/or their organizations are not bound by a decision of the Council. Members can adopt collective positions, recommendations, or other decisions for joint action when desired. They can also individually elect to implement recommendations or actions within their respective organizations.

### Council Composition:

CPAA Council memberships will be filled utilizing stakeholders from different community sectors within the seven county CPAA region. Stakeholder sectors include and are not limited to: behavioral health organizations, community health centers, criminal justice, education, elected officials, housing, hospitals, long term care, payers, public health departments, providers, philanthropy, behavioral health organizations, social service agencies, and workforce development.



### Council Meetings:

Regular meetings are scheduled at the discretion of the Council, but not less than (4) times per year.

### Regional Council with broad representation from multiple sectors:

Sector	Council Members	Total
Public Health	Each county sends 1 public health representative	7
Social Services	Each county sends 1 social service representative (e.g., housing, food, transportation, etc.)	7
Behavioral Health	1 mental health provider, 1 chemical dependency provider, & 2 BHO representatives, 1 optional	5
Medical Care	Each county sends 1 health care delivery system representative (e.g., hospital, physician clinics, FQHC, dental, specialists)	7
Health Plans	1 per Medicaid Managed Care Plan	5
Elected Officials	Each county sends 1 elected official (optional)	7
Other Key Stakeholders	6 ideally multi-county positions, including criminal justice, education, Economic Development Council, Area Agency on Aging, and consumers	6
<b>Total</b>		<b>44</b>

### Council Terms:

The CPAA Council consists of members that shall serve one-year terms. There are no term limits. CPAA Council members are appointed annually, or more frequently if needed to fill a vacancy.

### Council and Backbone Roles and Responsibilities

Function	CPAA Council	Backbone Organization
<b>Administration</b>	<ul style="list-style-type: none"> <li>Annually review backbone organization performance</li> </ul>	<ul style="list-style-type: none"> <li>Prepare annual backbone organization performance report</li> </ul>

Function	CPAA Council	Backbone Organization
<b>Communications</b>	<ul style="list-style-type: none"> <li>• Serve as venue to convey interests, priorities and perspectives of local county-based cross-sector community forums</li> <li>• Report on local community forum activities and projects</li> <li>• Serve as forum for ongoing shared learning across the region</li> <li>• Review and approve regional communications plan</li> <li>• Approve key messaging</li> <li>• Annually review communications performance</li> <li>• Receive regular updates from backbone organization on interactions with state agencies and other AHCs</li> </ul>	<ul style="list-style-type: none"> <li>• Organize and coordinate shared learning opportunities and events</li> <li>• Prepare regional communications plan</li> <li>• Develop key messaging</li> <li>• Implement communications plan</li> <li>• Represent CPAA in statewide meetings of ACH support organizations (e.g., ACH Advisory Group)</li> <li>• Serve as initial point of contact for information requests from state agencies</li> <li>• Distribute Council meeting records</li> </ul>
<b>Community Engagement</b>	<ul style="list-style-type: none"> <li>• Host annual regional stakeholder meeting, including agenda setting and invitations</li> <li>• Take the lead on engaging “missing” stakeholder groups (sectors)</li> <li>• Assure functioning of county-based cross-sector community forums</li> </ul>	<ul style="list-style-type: none"> <li>• Prepare and coordinate annual regional stakeholder meeting (logistics)</li> <li>• Support Council in outreach to “missing” stakeholders (sectors)</li> <li>• Support functioning of county-based cross-sector community forums as per request of local communities</li> </ul>
<b>Data</b>	<ul style="list-style-type: none"> <li>• Determine performance metrics for collaborative</li> <li>• Review and approve regional dashboard</li> <li>• Review data reports</li> <li>• Interpret data</li> <li>• Determine baselines for key metrics</li> <li>• Monitor regional performance toward achievement of shared regional goals and successful implementation of RHIP</li> <li>• Monitor fulfillment of stakeholder commitments</li> </ul>	<ul style="list-style-type: none"> <li>• Assemble regional data sets</li> <li>• Develop regional dashboard</li> <li>• Prepare data reports</li> <li>• Analyze data</li> </ul>

Function	CPAA Council	Backbone Organization
	<ul style="list-style-type: none"> <li>Use data to inform decision making</li> </ul>	
<b>Finance</b>	<ul style="list-style-type: none"> <li>Approve budgets</li> <li>Oversee management of funds, including review of financial reports</li> </ul>	<ul style="list-style-type: none"> <li>Develop budgets</li> <li>Receive and manage funds</li> <li>Provide financial reports to Council</li> </ul>
<b>Fundraising</b>	<ul style="list-style-type: none"> <li>Set fundraising goals</li> <li>Oversee acquisition of funds</li> <li>Participate in fundraising activities</li> <li>Co-design shared savings and reinvestment mechanism/model</li> </ul>	<ul style="list-style-type: none"> <li>Prospect funding opportunities</li> <li>Prepare funding requests</li> <li>Submit funding requests</li> <li>Acknowledge funding received</li> <li>Manage grants, including grant reporting</li> <li>Liaise with funders (donor cultivation)</li> </ul>
<b>Governance</b>	<ul style="list-style-type: none"> <li>Annually review governance model, including CPAA Council composition</li> <li>Adjust governance model as necessary</li> <li>Review and approve governance policies</li> </ul>	<ul style="list-style-type: none"> <li>Support Council in annual governance model review</li> <li>Develop governance policies</li> </ul>
<b>Implementation</b>	<ul style="list-style-type: none"> <li>Form workgroups to advance pilot initiatives</li> <li>Review performance of local county-based cross-sector community forums (ensure accountability)</li> <li>Take collective action on strategies that require region-wide aligned action at CPAA Council level (e.g., policy advocacy)</li> <li>Report on failures and successes of actions at local level</li> </ul>	<ul style="list-style-type: none"> <li>Support work of workgroups (logistics, facilitation services and generation &amp; distribution of meeting summaries, reports, etc.)</li> <li>Provide process leadership as needed and/or desired</li> <li>Support work of local county-based cross-sector community forums as needed and/or desired</li> <li>Support Council in region-wide aligned action</li> </ul>
<b>Planning</b>	<ul style="list-style-type: none"> <li>Develop Regional Health Improvement Plan (RHIP), including:             <ul style="list-style-type: none"> <li>Set shared regional health priorities (focus areas)</li> <li>Determine shared regional strategies for aligned action</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Support Council in regional action planning through:             <ul style="list-style-type: none"> <li>Organizing and coordinating Council meetings (logistics)</li> <li>Provide process leadership as needed and/or desired</li> </ul> </li> </ul>

Function	CPAA Council	Backbone Organization
	<ul style="list-style-type: none"> <li>○ Prioritize strategies</li> <li>○ Identify supporting actions</li> <li>○ Determine lead implementation agencies and support agencies</li> <li>○ Develop implementation timelines and define progress milestones</li> <li>○ Secure implementation commitments from key stakeholders</li> <li>○ Determine performance metrics</li> </ul> <ul style="list-style-type: none"> <li>● Annually review and adjust RHIP</li> <li>● Set performance targets for key metrics</li> </ul>	<ul style="list-style-type: none"> <li>○ Provide thought leadership as needed and/or desired</li> <li>○ Facilitate Council meetings</li> <li>○ Record Council meeting outcomes and distributing meeting summaries</li> <li>○ Prepare RHIP based on Council content decisions</li> </ul> <ul style="list-style-type: none"> <li>● Support Council in annual RHIP review</li> </ul>
<b>Policy</b>	<ul style="list-style-type: none"> <li>● Develop and approve shared regional policies</li> <li>● Advocate for approved shared regional policies</li> </ul>	<ul style="list-style-type: none"> <li>● Support Council in policy development</li> <li>● Communicate Council-approved shared regional policies</li> </ul>

## Forums, Committees and Workgroups:

### Local Forums

There are established local forums in each community where much of the planning and action implementation takes place. The backbone organization has provided a program specialist to attend the local forums in each community and provide administrative and operational support as needed. This specialist acts as a bridge to the regional forum and a connection to the lead organization. The backbone organization is in regular contact with the local community forums through phone calls, emails and visits to coordinate work products and deliverables, e.g., inventories of existing local initiatives in shared regional focus areas, local health priorities, local action plans, etc. Additionally, key stakeholders from the local community forums communicate the local work and local preferences to the regional level at meetings of both the CPAA Council and the Support Team.

### Regional Public Forum

The regional public forum consists of all stakeholders in the region who are interested in improving the health of our region through collective action. The public forum will be hosted on an annual basis.



## Support Team

The Support Team consists of a subset of CPAA Council members and includes representatives from all seven participating local communities and different community sectors. The Support Team exists in service to the Cascade Pacific Action Alliance (CPAA) Regional Coordinating Council (CPAA Council) and works closely with the backbone organization to prepare CPAA Council meetings and develop recommendations for consideration by the CPAA Council. The Support Team also acts as a resource to the backbone organization, providing guidance and serving as a thought partner in response to questions and urgent matters that arise between CPAA Council meetings. While the Support Team prepares important decisions by the CPAA Council, it does not have the authority to make binding decisions on behalf of the CPAA Council unless so authorized by the CPAA Council. The Support Team Charter provides further details about the roles and responsibilities of committee members

## Finance Committee

The Finance Committee exists to assure Cascade Pacific Action Alliance participant oversight of CPAA finances in furtherance of CPAA stated goals and objectives. The Finance Committee provides an important accountability role in order for CPAA fiscal systems to run smoothly in accordance with funder requirements and with full transparency.

The presence of a fully engaged Finance Committee means that the CPAA is committed to ongoing stewardship and is actively building and preserving the financial resources necessary to support the accomplishment of its mission, both for the short and the long term. The Finance Committee is populated with individuals with backgrounds in finance, accounting, executive leadership and sustainability and is as cross-sectoral as possible. The Finance Committee Charter provides further details about the roles and responsibilities of committee members.

## Ad Hoc Work Groups

Ad hoc work groups will be created as needed to provide temporary assistance on issues outside of the Support Team or Finance Committee's roles when additional time is needed to develop work products.

## Transparency and Public Participation

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CPAA Council meetings are open to the public and the Council welcomes community members to participate in the meetings. Meeting agendas and summaries will be posted on the CPAA webpage. Information on the webpage will be updated in a timely manner.

## Council Conflict of Interest Policy

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### 1. Purpose

The purpose of this policy is to help inform the Council about what constitutes a conflict of interest, and assist the Council in identifying and disclosing actual and potential conflicts. The Council is a collaborative of interested parties and it is acknowledged that Council members will have organizational and/or sector-specific self-interests. Conflicts of interest, sometimes referred to as *duality of interest*, happen all the time. In fact, they are inevitable. The key therefore is *not* to try to avoid all possible



conflict-of-interest situations, which would be impossible; rather, the collaborative needs to identify and follow a process for handling them effectively.

## 2. What is a Real or Potential Conflict of Interest?

A real conflict of interest is present when a Council member's stake in a transaction or decision is such that it clearly reduces the likelihood that the Council member's influence can be exercised impartially in the best interests of this collaborative. A potential conflict of interest exists when there is either the appearance of a real conflict of interest, even if a real conflict does not exist, or the transaction or decision contemplated by the Council could possibly involve a real conflict of interest for one or more Council members.

Of particular concern are **personal** conflicts of interest. A personal conflict of interest exists when a council member is in a position to influence a decision that may result in *personal* gain, or gain for a relative as a result of the collaborative's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the Council member is similar to that of persons who are related by blood or marriage.

In the case of this collaborative, special attention needs to be paid to situations where organizational conflicts of interest could result in personal gain. Such conflicts are to be considered as equivalent to personal conflicts of interest and should be handled as such.

## 3. How to Manage a Real or Potential Conflict of Interest?

A council member who has a real or potential conflict of interest must do the following:

### 3.1. Duty to Disclose

Each Council member shall disclose to the Council all material facts regarding his or her interest in the transaction under consideration promptly upon learning of the proposed transaction. It will not be necessary to excuse oneself from participating in related discussions or in the voting process as long as the conflict is not a personal conflict or an organizational conflict that could result in personal gain and has been disclosed. In the case of a personal conflict or an organizational conflict that could result in personal gain Council members will excuse themselves from the voting process.

When a vote is required of the Council and a conflict of interest is not a personal conflict or an organizational conflict that could result in personal gain, the conflict will be stated to the Council and the vote will resume with all Council members. If a personal conflict exists or an organizational conflict that could result in personal gain, the vote will resume with the remaining Council members.

### 3.2. Determining Whether a Conflict of Interest Exists

If necessary, the Council may determine if a personal conflict of interest or an organizational conflict that could result in personal gain exists for a Council member. The Council member(s) and any other interested person(s) involved with the transaction need not be present during the Council's discussion or determination of whether a personal conflict of interest exists or an organizational conflict that could result in personal gain.



### 3.3. Procedures for Addressing a Conflict of Interest

1. The Council may ask questions of and receive presentation(s) from the Council member(s) and any other interested person(s) that have a personal conflict of interest, but shall vote on the transaction in their absence.
2. The Council shall ascertain that all material facts regarding the transaction and the insider's conflict of interest have been disclosed to the Council and shall compile appropriate data, such as comparability studies, to determine fair market value for the transaction, if applicable.
3. After exercising due diligence, which may include investigating alternatives that present no conflict, the Council shall determine whether the transaction is in the collaborative's best interest, for its own benefit, and whether it is fair and reasonable to the collaborative; the remaining members of the Council may approve the transaction.

## 4. Best Practices

In addition to observing the policy above, the following summarizes best practices related to the effective and transparent handling of conflicts of interest. The CPAA Council will follow these best practices in support of the implementation of its conflict of interest policy.

1. Before voting on an agenda item related to an expenditure or the awarding of a contract, the facilitator should ask all council members whether a real or potential conflict of interest exists.
2. Annually, each member of the CPAA Council will be asked to sign a *statement* that identifies, or discloses, potential conflicts of interest. The statement includes an acknowledgment that the CPAA Council member understands and agrees with the standard of conduct outlined in this policy.

The statement asks CPAA Council members to:

- Disclose personal or professional affiliations (including those of relatives defined in the policy above) with companies the collaborative does business with. Council members should report, for instance, whether they hold a sizable amount of stock or have other financial interests in a company.
- Disclose any personal business dealings (including those of immediate family members) he or she has had with the collaborative in the previous twelve months.
- List other corporate or nonprofit boards on which he or she (or an immediate family member) serves.

## Annual Review Policy of Backbone Organization and Council

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This process is established and documented to allow for adjustments to the CPAA structure as issues/gaps emerge over time. It's noted that collaborating is an iterative process to get to a desired result, so annual review of both the CPAA Council and the backbone organization are included in this policy.

### Backbone Organization

On an annual basis, the governing body (CPAA Council) will select or reaffirm the backbone organization. Affirmation will be documented in the Council meeting summary.



### CPAA Council

On an annual basis the Council will review the current structure and affirm the current composition or make adjustments as issues and gaps emerge over time. Adjustments or the affirmation will be documented in the meeting summary.

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**Adopted: April 14, 2016**

**Amended:**

\*Note: Consumer representation and community engagement is still being reviewed for inclusion into the charter.