

## Minutes of the People-Centered Research Foundation Board Meeting

Tuesday, September 5, 2017, 10:00 AM – 3:00 PM EST

Faegre Baker Daniels, 1050 K Street NW, Suite 400, Washington, DC 20001

### Directors present/absent (\* indicates absence)

Richard Bankowitz  
Marc Boutin (by phone)  
Josephine Briggs\*  
Robert Califf

Donna Cryer  
Craig Lipset (by phone)  
Reed Tuckson  
Joanne Waldstreicher

### PCRF staff present:

Kathy Hudson  
Deborah Roth (by phone)  
Frank Swain

### Coordinating center staff present:

Suresh Balu  
Lauren Cohen  
Eden Gebre  
Adrian Hernandez

### Guests:

Russell Rothman (by phone)  
Joe Selby

Betsy Shenkman  
Sharon Terry (by phone)

Chairman Califf called the meeting to order and directors, staff, and guests introduced themselves.

### **PCRF Update**

Kathy Hudson provided an overview on progress to date and key next steps for PCRF.

- On funding, PCRF has secured \$25.4M in FY17 from PCORI, an infrastructure cost-reimbursement contract is in place, and PCRF has received \$200K advance payment. Key next steps are to simplify administrative steps under the current contract, pursue PCORI support for FY18 and FY19, and develop robust business development plans.
- On administration, many of the essential elements are now in place including accounting services, legal counsel, payroll administration, insurance, IT support, etc. Still outstanding are auditor, employee benefits, office space, staff, and 501(c)(3) status.
- On building PCORnet 2.0, with the transition workgroup report in hand, the key next steps are to finalize application and guidance to applicants, develop review criteria and process, establish ambitious but feasible timelines, and use the announcement of PCORnet 2.0 awards as an opportunity to inform the broad community and prospective funders.

Adrian Hernandez provided an overview of PCORnet components and research capabilities. He highlighted strengths in pre-research activities, including feasibility queries and engagement; observational studies; and interventional studies. PCORnet is currently conducting 14 PCORI-funded demonstration studies to answer key research questions while also testing PCORnet infrastructure and functionality.

Board discussion focused on PCORnet research now and moving forward: how much gets done, how it gets done, and how it is unique. The Board discussed how to best characterize PCORnet's accomplishments to date and the need for qualitative and quantitative metrics of impact on time, costs, and efforts. It is important to define early on what PCORnet does that differentiates it from other entities. To this end, the Board would like clarification on "what is PCRf's business." **ACTION ITEM (1):** The Board recommends a group be assembled to make recommendations about what is in or out of scope.

### ***Budget/Finance***

Adrian Hernandez gave a brief overview of the current financial plan, focusing on awarded funding and future funding needs.

### ***Governance***

Robert Califf indicated that Donna Cryer and Reed Tuckson had agreed to serve as Secretary and Treasurer respectively. The Board considered the need to establish three board committees; executive, budget and finance, and audit. Frank Swain described why changing the fiscal year from 10/1-9/30 to 1/1-12/31 was desirable.

Frank Swain described the process for securing tax exemption with the IRS, which is needed for applying to some funding sources and for securing various discounts. After the exemption is recognized, it is retroactive to the incorporation of the foundation. **ACTION ITEM (2):** The Board requested that Kathy Hudson and Frank Swain work together to submit the 501(c)(3) application quickly.

**MOTION:** An en bloc motion to elect Robert Califf as Chair, Donna Cryer as Secretary, and Reed Tuckson as Treasurer; establish an executive committee, budget and finance committee, and an audit committee; and change the fiscal year was discussed. It was suggested that the resolution specify that the executive committee include the officers of the board. Motion on the en bloc resolutions as amended was made by Tuckson and seconded by Waldstreicher. The board passed those resolutions (attached) unanimously.

Robert Califf led a brief discussion about building the board. The bylaws permit up to 15 members. **ACTION ITEM (3):** The Board asked the executive director to prepare a chart of board member characteristics including connections to key stakeholders and funders, business and development expertise, etc. for future consideration by the Board.

### ***Lunch with Joe Selby***

The Board heard a brief report from Joe Selby on the history, status, and future of PCORnet. The Board discussed with Joe opportunities for expanding the sources of support for PCORnet and refining the mission and strengths of PCORnet.

## ***Transition Workgroup Report***

Betsy Shenkman presented an overview of the Transition Workgroup process and the membership and governance recommendations. On membership, the Board supported the proposed categories of membership and the need to transition to a highly productive coalition. **ACTION ITEM (4):** The Board would like the transition workgroup/network partners to generate a set of lessons learned, both good and bad, to help guide us in establishing what should be measured. **ACTION ITEM (5):** The Board would like a fact sheet describing how the network spent the sizable (~400 million dollar) investment to date. Future funders will want to know what it was used for and how future dollars will be invested and achievements measured. **ACTION ITEM (6):** The Board directed Kathy Hudson to use the transition workgroup recommendations, the board discussion, and other inputs to develop a detailed plan for membership application, review, funding, and monitoring.

On Governance, the Board appreciated the overall reduction in committees and “boxes” on the chart but felt that PCRF could perhaps be even leaner. Specific alterations to the governance diagram were discussed but the Board felt that more information from the transition workgroup was needed. **ACTION ITEM (7):** Transition workgroup should define what each of the governance components can achieve or what we’d like them to achieve with specific consideration of whether those functions can be achieved on an ad hoc basis or if a standing committee is needed. The first round of PCORnet 2.0 members will be selected by the Board based on the evaluation that Kathy will present. For the first round of applications Kathy Hudson would like help from and external consultants to evaluate applications. PCRF should consider applicant requests in the broader network context. Awards will have clear milestones so that PCRF can demonstrate progress.

## ***Business Development Strategies/Plans***

The Board had a brief, preliminary discussion on strategies for securing a diverse portfolio of funding sources including health plans, pharmaceutical and other medical product companies, government, and foundations. Having strong evidence of PCORnet assets and successes will be vital for fund raising. Emphasis on unique features of PCORnet (scale, people-centered, affordable, etc.) to differentiate PCORnet from competitors.

## ***Closed Session***

The closed session was attended by only Board members and Frank Swain. **MOTION:** The board voted to give Kathy Hudson the title of CEO and to have the CEO designated as a member of the Board.

**MOTION:** The board also voted to designate who is authorized to sign checks, drafts, and other orders for the payment of money on behalf of PCRF, to enter into contracts, execute instruments, and undertake on behalf PCRF the other actions set forth in the bylaws.

The meeting was adjourned at ~3:00 p.m.

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
PEOPLE-CENTERED RESEARCH FOUNDATION**

**Approved at the Board meeting on September 5, 2017**

RESOLVED, that the Bylaws of the People-Centered Research Foundation (the “Corporation”), adopted by the Board April 27, 2017, are amended in Article 1, Section 3 relating to the Fiscal Year for the Foundation, to establish a calendar Fiscal Year (a change from the October 1 – September 30 Fiscal Year now specified in this bylaw).

RESOLVED, that Bylaw Article 4 Section 1 is amended to require that officers (CEO, Secretary, and Treasurer) are members of the Board of Directors.

RESOLVED, that each of the following persons is elected as an Officer of the Corporation to serve through June 30, 2020, and until his or her successor is elected and qualified:

- Robert Califf as **Chair**
- Donna Cryer as **Secretary**
- Reed Tuckson as **Treasurer**

RESOLVED that Kathy Hudson is elected and shall hold the title of CEO, in addition to Executive Director.

RESOLVED that pursuant to amended bylaw Article IV, section 1, the person elected by the Board as CEO is an Officer and serves as a member of the Board of Directors, and that the Board of Directors reserves the right at any meeting of the Board to request that the CEO excuse herself from the meeting during discussion of the CEO’s performance or any other appropriate subject.

RESOLVED that pursuant to Article 5 of the Bylaws, the Board is establishing the following Committees:

An **Executive Committee**, which shall include the Officers of the Corporation, and shall have all of the authority of the Board of Directors in the management of the Corporation’s affairs during intervals between the meetings of the Board of Directors. The Board retains the right to appoint up to two additional Board members to the Executive Committee.

A **Finance and Budget Committee**, to review, propose and oversee revenue development and expenditures of the Corporation.

An **Audit Committee** to review, propose and oversee such financial, program or other reviews or audits of Corporation activities as may be appropriate.

Members of the Executive Committee must be Board members. Members of all Committees serve for a term of one year, and may be reappointed by the Board. Conflict of Interest

standards and disclosure procedures apply to all Committee members.

RESOLVED, that pursuant to the Bylaws of the Corporation, in addition to the officers of the Corporation, a Chief Administrative Officer is designated to sign checks, drafts, and other orders for the payment of money on behalf of the Corporation, to enter into contracts, execute instruments, and undertake on behalf of the Corporation the other actions set forth in the Bylaws, such actions committing or expending funds subject to the following approval requirements:

\$5,000 or less	Chief Administrative Officer
\$5,001 - \$50,000	CEO/Executive Director
\$50,000 +	Treasurer

except that the CEO/Executive Director is authorized to approve expenditures and sign checks for more than \$50,000 when the payment is pursuant to a funding agreement or similar action approved by the Board of Directors.

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