

**Maine Health Access Foundation  
Board of Trustees Meeting Minutes  
June 14, 2018**

Trustees Present: Dr. Ted Sussman (Chair); Deborah Deatruck, Nancy Fritz, Roy Hitchings, Dennis King, Barbara Leonard (*ex-officio*), Tony Marple, Edward Miller, Bruce Nickerson, Michelle Probert, Susan Roche, Catherine Ryder, Lisa Sockabasin, Toho Soma, Shirl Weaver

Trustees Absent: Dr. Connie Adler

Staff Present: Margo Beland, Charles Dwyer (via phone), Jake Grindle, Morgan Hynd, Holly Irish, Ruta Kadonoff, Dani Kalian (recorder), Cathy Luce

**Welcome**

Chair Ted Sussman called the meeting to order at 1:09 p.m., welcomed those present, and brief introductions were made. New Trustees Michelle Probert, Sue Roche, and Toho Soma were especially welcomed to their first MeHAF Board meeting.

**Consent Agenda**

Chair Sussman asked if any items on the consent agenda required discussion. Hearing none, *it was MOVED, SECONDED (Nickerson/Ryder), and VOTED UNANIMOUSLY to approve the following consent agenda items:*

- President's report
- April 12, 2018, Joint Board and CAC meeting minutes
- April Treasurer's report
- April Financial Dashboard

Chair Sussman encouraged Trustees to take the time to read the comprehensive President's Report included in the Board meeting packets noting that it contains highlights of the many organizations staff intersect with regularly. He particularly mentioned that Program Officer I Charles Dwyer will take part in this year's Hanley Health Leadership Development Program, and Senior Program Officer Ruta Kadonoff has been selected as a member of the 2018-2019 Leadership Maine class. He also noted that Program Officer I Kathryn Rouillard was recently married, and that Program Officer II Morgan Hynd has accepted the position of Director with the Bingham Program. Her last day at MeHAF will be August 10.

**Strategic Planning Committee – Mr. Roy Hitchings (Chair), Ms. Barbara Leonard (CEO)**

Bridge Strategic Plan Update: Strategic Planning Committee Chair Roy Hitchings provided background on the Bridge Strategic Plan noting that in August 2016, the Board passed a Bridge Strategic Plan which built upon the existing strategic plan to provide guidance that carried MeHAF forward through the CEO leadership transition. The update presented shows the original items included in the Bridge Plan with progress made in the nearly two years since it was approved. CEO Leonard reviewed portions of the update and asked if there were any questions. It was asked if support for ACA enrollment will continue and Ms. Leonard noted that opportunity for this continued support is included in the new Strategic Framework as the environment dictates.

Presentation of 2018-2022 Strategic Framework: SPC Chair Hitchings and CEO Leonard shared details of the process undertaken by the Committee, Board, and Community Advisory Committee to create a new Strategic Framework that will guide MeHAF's work through 2022. The framework is intended to be a structure to guide the work, rather than a detailed workplan that will be precisely adhered to. The Strategic Planning Committee has reviewed the changes incorporated based on recommendations made at the April joint Board and CAC meeting and made further minor changes from its meeting in early May. The Committee has approved and recommends Board approval of the new framework. The framework includes the following elements: 1) Vision, Mission, and Values; and 2) Goals, Strategies, and proposed

Roles. The framework was further developed into a narrative document that summarizes the process by which the goals and strategies were developed, provides initial proposed tactics for each strategy, and highlights cross-cutting programmatic and operational approaches, as well as draft measures and timeframes. Additional details will be further refined with the input and guidance of the Strategic Planning Committee via overarching concept memos and other planning documents. Mr. Hitchings noted that the plan is to assess the environment each year to determine if anything in the framework needs to be adjusted in order to remain flexible and responsive. Trustees reviewed the changes that were incorporated since the April joint Board and CAC meeting and then discussed the draft Strategic Framework as a whole, sharing the following comments:

- Strategy 1d – It was suggested that this strategy include focusing on payment models for health care services, specifically support for moving toward a capitation payment model rather than fee for service, or to a managed care model if Medicaid is expanded.
  - It is difficult for MeHAF to influence the private sector, but we can have input in the public sector.
  - Chair Hitchings and CEO Leonard noted that 1d does speak to these issues and that more specific tactics will be developed through the concept memo process.
- Strategy 3a – The role of funder was added to this strategy based on feedback from the April joint Board and CAC meeting. It was suggested that rather than it being in the lowest priority position, that it be raised to the highest as there is a great need to improve the health of Maine children.
  - CEO Leonard explained that this is a new focus area for MeHAF, and, therefore, we need to learn what our role as a funder should be before moving prematurely into that role.
  - Chair Sussman noted that the stated roles for each strategy are flexible based on the current environment, needs, and MeHAF readiness.
  - There is support to promote increasing access and enrollment to Medicaid for young children.
- Strategy 3d – It was suggested to add “knowledge generator” to this strategy and it was agreed. CEO Leonard shared, as an example, that currently there is a movement in Washington to remove the transportation benefit from Medicaid and she is contacting members of the Maine congressional delegation to emphasize the importance of keeping this benefit and the consequences of its removal. Also, as a knowledge generator, MeHAF can participate on a philanthropic work group to end hunger in Maine.

Chair Hitchings stated that, after the Strategic Framework is approved by the Board, staff will begin generating concept memos that will flesh out goals and strategies with specific tactics. CEO Leonard reviewed the process by which concept memos are developed and approved as they go from the SPC to the Board for approval and in which the Grants Committee uses them to develop evaluation RFPs and grant applications.

After further discussion, *it was MOVED, SECONDED (King/Marple), and VOTED UNANIMOUSLY to approve the 2018-2022 Strategic Framework as presented and recommended by the Strategic Planning Committee.*

**Grants Committee – Mr. Ed Miller (Chair), Ms. Ruta Kadonoff (Senior Program Officer), and Mr. Jake Grindle (Program Officer I)**

2017 Annual Program Report: Grants Committee Chair Ed Miller presented the 2017 Annual Program Report which provides an overview of program activities undertaken in 2017, including grants, contracts, non-grant-related work by program staff, and internal operations. It is an internal document (as contrasted with our Annual Report that is broadly distributed), in order to allow the Grants Committee and Board to delve more deeply into our activity and the work of our grantees on a program-by-program basis. Chair Sussman noted how much time and effort staff put into creating the Annual Program Report and that this is the opportunity for the Trustees to review and provide input on the usefulness of the information included relative to the effort involved. At its June 4 meeting, the Grants Committee

reviewed the report and agreed that it is a good tool for orientating new Board and CAC members as well as a good historical record. Members appreciated the use of maps and bulleted lists to communicate the work of MeHAF and staff throughout the year. As it completes its review of the report, the Committee will share its findings with the Board and its assessment of its usefulness and content vs. the amount of staff effort to create.

Trustees offered the following comments and suggestions:

- It was suggested that the report not just be used internally, but shared with some constituencies that might benefit from the information (grantee organizations and boards of grantee organizations). CEO Leonard noted that the (appropriately redacted) report is sometimes strategically shared with organizations that request specific information about how MeHAF works.
- Clearly define foundation-specific terms that may not be familiar to everyone.
- The report affirms the importance of MeHAF's flexible approach with our grantmaking, and that planning for sustainability needs to be addressed from the beginning of the process. For example, a key challenge to the success of a grant-funded program is leadership/staff turnover.

Separate from the discussion of the Annual Program Report, Chair Sussman noted that it has been several years since the Board had lengthy discussions about how MeHAF evaluates its work. He suggested that the Board have a focused session on evaluation that highlights how evaluation is able to show what has worked and what hasn't and to provide details about the amount being spent.

Health Equity Capacity-Building Grants: PO I Grindle provided an update on the Health Equity Capacity-Building program for community-led nonprofits. He noted that a Request for Proposals (RFP) was released in December 2017 for this program aimed to strengthen community-based organizations in Maine that are led by members of communities that face health disparities and that are working to advance health equity. The program pairs three-year unrestricted operating support grants with targeted technical assistance provided both in group and one-on-one settings. A two-stage application process was implemented for this program which allowed a broad, open call for initial applicants with a narrowing of the applicant pool to a subset of invited applicants for the second stage. A 16-member review team was convened in December 2017 which identified 15 organizations from the initial pool of 26 applicants to invite to submit full proposals. The review team was reconvened in March 2018 and identified a slate of eight recommended grantees which was approved by the Grants Committee at its May 7 meeting.

In order to evaluate the impact of the Equity Capacity-Building grants program and the associated learning community for technical assistance providers, the Grants Committee approved the RFP for a program evaluation of these activities at its March meeting. The RFP was sent to a select list of five potential applicants and four proposals were received. The proposals were reviewed by three staff members, who selected the proposal from S.E. Foster Associates for approval.

#### **Finance Committee – Mr. Bruce Nickerson (Chair) and Ms. Barbara Leonard (CEO)**

RFP for New Audit Firm: Mr. Nickerson shared that as an organization best practice, MeHAF releases an RFP approximately every five years to select a new audit firm (or new audit team within a large firm). Our current audit firm of Baker, Newman, Noyes has been working with MeHAF since 2012. We released an RFP on May 23 to eight firms, several of which have indicated an intent to apply, with a goal of selecting a new audit team by September to perform the 2018 audit, with the contract renewable upon mutual agreement. Finance Manager Beland, CEO Leonard, and external Finance Committee member Warren Kessler will review the proposals which are due July 23.

Committee Update: Treasurer Bruce Nickerson shared that the Committee is actively engaged with Prime Buchholz regarding MeHAF's portfolio returns, and it is agreed that past returns are not indicative of future expectations due to the changing nature of financial markets. The Committee is discussing and learning more about private equity investments, which tend to provide higher returns, but require long-

term commitment. Mr. Nickerson shared that external Finance Committee member Beth Bordowitz will be leaving the Committee, so new members will be sought. New external member Odette Thurston from Cribstone Capital Management has recently joined the Committee.

Trustees were encouraged to participate as a guest in any upcoming Finance Committee meeting, including the in-depth meeting on private equity that will be held on September 20. Suggestions for new external Committee members were also requested.

**Governance Committee – Mr. Toho Soma (Committee Member) and Ms. Barbara Leonard (CEO)**

Board and CAC Recruitment for 2019: Mr. Soma noted that the Governance Committee is planning for 2019 recruitment needs. To date, it appears MeHAF will need to recruit two new Trustees and up to six Community Advisory Committee members. The goal of recruitment is to identify candidates with demographic and geographic diversity, the key skills to serve on a nonprofit board, experiences in roles ranging from front line staff to organizational leaders, individuals who can provide advice from personal experience, and who support MeHAF efforts to increase equity. At its May 15 meeting, the Governance Committee reviewed the Board Demographics and Experience Grid to identify areas of gap in Trustee representation. The Committee identified the following priority skills and attributes for 2019 recruitment which were discussed by the full Board:

- Member of the Tribal community
- Public health/minority health expertise
- Philanthropy experience
- Age: Under 50
- Direct care provider
- Rural health experience/perspective
- Geographic representation from Northern Maine

Trustees were asked if there are criteria that should be added and suggested:

- Oral health expertise
- Experience owning or running a small business (health insurance)
- Age: Under 40
- Geographic representative from Downeast Maine

Renewing Trustee Self-Evaluation: CEO Leonard reported that as Trustees renew for another term of service on the Board, they complete a survey about their experiences. Feedback from this year's evaluations emphasized the following:

- Appreciation for the work done by each committee and the balance between Board and committee involvement in processes.
- Positive feedback on the thoroughness and content of Board and committee meeting materials.
- Support for continuing lunch and learn activities or presentations within the Board meeting agenda that highlight the work of grantees or topics which Trustees will benefit learning more about.

Ms. Leonard shared that she has met individually with all three new Trustees and both new CAC members after their new member orientation was completed.

There was discussion about the process of our outreach to potential Board and CAC candidates and how it continually evolves to reach a broad pool of individuals. Specifically, our equity work has included contact with organizations with which we have had little or no interaction in the past and which we now can include in our recruitment efforts.

The New Board and CAC Member Orientation was held in May. Mr. Soma noted that new members watched a condensed version of the health equity webinar created by OpenSource Leadership Strategies as an introduction to MeHAF's work on this subject. It was suggested to evaluate the effectiveness of the orientation.

**Executive Committee – Dr. Ted Sussman (Board Chair), Ms. Barbara Leonard (CEO)**

Non-Discrimination Policy: Chair Sussman reported that MeHAF has been using the non-discrimination statement in the bylaws as its “policy” since the organization was established. Given the importance of the concepts in the policy, MeHAF's efforts to advance equity, and the evolving nature of protected classes, a stand-alone policy was drafted that can be updated as needed. The new policy includes the concepts in the bylaws and adds current language about protected groups. The Executive Committee approved this policy at its May meeting and recommends approval by the full Board.

*It was MOVED and SECONDED (Nickerson/King), to approve the Non-Discrimination Policy as presented and recommended by the Executive Committee.*

Trustees had the following questions and suggestions:

- There was concern with why there are parentheses around “(including gender identity and expression)” after “sexual orientation” as that presentation seems out of date with current understanding. Perhaps use commas instead and remove the word “including.”
- It was suggested to add “immigration status” and “ethnicity” to the protected categories.

CEO Leonard noted that the language of the policy was vetted by MeHAF's attorney and is consisted as presented. *It was agreed by affirmation to table the vote on approval of this policy until this feedback from Trustees can be incorporated and re-vetted with the attorney.*

**New Business – Ms. Barbara Leonard (CEO)**

- The Maine Philanthropy Center's Partners Conference was attended by staff along with Trustees Ed Miller and Shirl Weaver. Mr. Miller shared that it was a good opportunity that showed the many areas in which MeHAF is having success.
- The Dr. Wendy J. Wolf Health Leadership Award nominations will open June 26.

**Trustee Check-In and Meeting Evaluation – Dr. Ted Sussman (Board Chair)**

*It was MOVED, SECONDED (Fritz/Kings), and VOTED UNANIMOUSLY to move into Executive Session at 3:46 pm to gather feedback about the meeting process, solicit suggestions for improvement, or other issues of concern. At 3:55 pm, it was MOVED, SECONDED, and VOTED UNANIMOUSLY to leave Executive Session.*

**Adjournment**

The meeting was adjourned at 3:56 pm.

**Next Meeting**

The Board will next meet on Thursday, August 9, at the MeHAF office in Augusta.

Respectfully Submitted,  
Barbara A. Leonard, MPH  
President & CEO