

**Maine Health Access Foundation
Board of Trustees Meeting Minutes
August 9, 2018**

Trustees Present: Dr. Ted Sussman (Chair); Dr. Connie Adler, Deborah Deatricks, Nancy Fritz, Roy Hitchings (via phone), Dennis King, Barbara Leonard (*ex-officio*), Edward Miller, Michelle Probert, Susan Roche, Catherine Ryder, Lisa Sockabasin, Toho Soma, Shirl Weaver

Trustees Absent: Tony Marple, Bruce Nickerson

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

Welcome

Chair Ted Sussman called the meeting to order at 1:16 p.m. and welcomed those present.

Consent Agenda

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

- President's report
- June 14, 2018, Board meeting minutes
- June Treasurer's report
- June Financial Dashboard

After the consent agenda was approved, Ms. Probert noted that in the meeting minutes of June 14, page 2, first bullet under Strategy 1d, a comment was recorded which stated "It is difficult for MeHAF to influence the private sector, but we can have input in the public sector." She noted that she believes MeHAF can influence the private sector, but did not recommend updating the minutes.

**Finance Committee –
Mr. Ed Miller (Trustee on behalf of Treasurer Bruce Nickerson),
Ms. Barbara Leonard (CEO)**

2017 Audit: Finance Chair and Treasurer Bruce Nickerson was unable to attend today's Board meeting, but participated in the Finance Committee which immediately preceded this Board meeting. Trustee Ed Miller attended the Finance Committee and reported its activities to the Board on Mr. Nickerson's behalf. Mr. Miller shared his impressions of the work of the Committee and recommended Trustees sit in on future meetings to understand how well the Committee, staff, and advisors manage MeHAF's investments to protect the endowment.

The Finance Committee reviewed the draft 2017 audit with audit Principal Jeff Skaggs and Julie Paquette from Baker Newman Noyes (BNN). The audit team is waiting for the audited financial statements and investment K1 from one final manager (Adamas Opportunities) to complete the portion of the audit that pertains to the review of MeHAF's investments. Mr. Miller noted that the auditors expressed an unqualified opinion of the financial operations of MeHAF for 2017. Mr. Miller shared that, in Executive Session with the Committee, the auditors noted MeHAF staff ranks very highly regarding integrity and knowledge base compared with their other clients.

Of specific note was the acknowledgement of how well the segregation of duties is handled within MeHAF, given our small staff size. Mr. Miller detailed a few other specifics in the audit and fielded clarifying questions from Trustees. Mr. Miller shared that the Finance Committee approved the draft 2017 audit and recommends it to the Board for approval.

It was MOVED, SECONDED (Adler/King), and VOTED UNANIMOUSLY to accept the recommendation of the Finance Committee to accept the draft 2017 Audit.

2017 IRS Form 990PF and 990T: During that same meeting, the Finance Committee also reviewed the draft 2017 990PF and 990T tax return with tax attorney Drew Cheney from BNN. Mr. Miller noted that this is a public document and MeHAF continues to provide additional, non-mandatory information in order to make it a more transparent and beneficial source of information. As with the draft audit, the tax return cannot be completed before the final investment K1 from Adamas is received as this information is required to complete the calculations of our investment earnings (or losses) to accurately determine our tax liability. Little change to the draft tax return is anticipated once the final Adamas information is available, since it includes information from monthly reporting from that investment. Should any major changes be required, approval will be sought at the October Board meeting. The tax return is due on November 15. Mr. Miller shared that the Finance Committee approved the draft 2017 tax return and recommends it to the Board for approval.

It was MOVED, SECONDED (Ryder/King), and VOTED UNANIMOUSLY to accept the recommendation of the Finance Committee to accept the draft 2017 IRS Forms 990PF and 990T.

It was determined that no executive session was required in order to discuss the audit or tax return.

**Strategic Planning Committee/Grants Committee/Finance Committee –
Mr. Roy Hitchings (SPC Chair), Mr. Ed Miller (Grants Committee Chair), Ms. Barbara Leonard (CEO), Ms. Ruta Kadonoff (Senior Program Officer), Ms. Morgan Hynd (Program Officer II), Mr. Jake Grindle (Program Officer I)**

Budget Allocations under the New Strategic Framework: SPC Chair Hitchings noted that the Committee met on July 31, its first meeting after the strategic framework was approved at the June 14 Board of Trustees meeting, and reviewed the draft Budget Allocation Guidelines for MeHAF Strategic Goals 2019-2022. CEO Leonard and SPO Kadonoff explained that these budget allocations represent a range of high-level estimates of funding for annual activities. SPO Kadonoff noted that the proposed structure moves us away from approaching our program funding in a siloed manner by categorizing each program into only one of our three priority areas (Access for All, Better Care, Improved Health). Allocation ranges for programs are categorized into three tiers based upon the priority level of the “funder” role assigned to each strategy. Allocation ranges were also included for Responsive Grants, Discretionary Grants and Meeting Support, and Unallocated Funds.

Staff responded to a question concerning the difference between the new Responsive Grants vs. Discretionary Grants. It was explained that Discretionary Grants are small and time-limited whereas Responsive Grants are going to be developed to give us the ability to work with community groups whose priorities align with our strategic framework and which can identify

priority areas within their communities that will benefit from MeHAF support. This approach will lead to recognizing trends and new ideas and can inform our future grantmaking.

There was overall agreement to these budget allocation guidelines. Ms. Fritz noted that the Grants Committee, at its August 6 meeting, reviewed, discussed, and supported this new approach.

It was MOVED, SECONDED (Fritz/King), and VOTED UNANIMOUSLY to approve the proposed Budget Allocation for the MeHAF Strategic Goals 2019-2022 as recommended by the Strategic Planning Committee.

Advocacy and Coverage Concept Memo: Program Officer II Morgan Hynd presented the new Advocacy and Coverage Concept Memo, which is the first concept memo to be developed under the new strategic framework. This concept memo reflects lessons learned from many years working with advocacy organizations and incorporates elements from more recent initiatives such as the new equity capacity building grants. These grants build in flexibility in order to be responsive to the current health policy environment, allowing key organizations to maintain access for underserved populations. The Strategic Planning Committee reviewed and approved the concept memo at its July 31 meeting and recommends approval by the Board. The Grants Committee reviewed and approved the related Advocacy and Coverage Request for Initial Applications at its August 6 meeting.

Declaration of Conflicts of Interest – The following conflicts of interest were determined:

Trustee:	Conflict:
Connie Adler	Board member of Maine Family Planning
Deb Deatruck	Employee of MaineHealth who oversees the Access to Health program, which will apply for funding
Dennis King	On Board of Corporators of MaineHealth – <i>not a conflict, as determined by Trustees</i>
Ed Miller	Vice-President of Maine Public Health Association
Lisa Sockabasin	Incoming Board member of Planned Parenthood of Northern New England
Shirl Weaver	Board member (community representative) of Maine Council on Aging

Dr. Adler, Ms. Deatruck, Mr. Miller, Ms. Sockabasin, and Ms. Weaver recused themselves from the discussion and left the room.¹

Ms. Hynd noted that the concept is not a wide departure from what we have been doing since the passage of the ACA, but that it builds on what we have learned and adapts to the current health policy political climate. She highlighted the following from the Concept Memo for the Committee:

- The proposed budget amount is \$650,000 per year for two years with renewals TBD.

¹ This amendment to the minutes of August 9, 2018, was unanimously approved by the MeHAF Board at its meeting on February 14, 2019. Ms. Ryder inadvertently neglected to mention a conflict of interest due to her service as President of the Board of the Maine Behavioral Health Foundation. This was unintentional on Ms. Ryder's part, and without duality of intent such that MeHAF's interests were not primary to those of MBHF in her role as a MeHAF Board member.

- The grants will be operational support grants for advocacy organizations and will not require that detailed work plans be submitted. This will take into account the need for a more flexible, adaptive approach to the work of advocacy organizations given the changeable environments in which they work.
- Grantmaking strategies will include:
 - Operational Support grants for mission-aligned organizations and organizations advocating for specific populations and issues at state and national levels,
 - Sustainability Readiness grants for organizations working at the grassroots level to support community members in advocating for their health needs, and
 - A Foundation-Initiated Grant for Consumers for Affordable Health Care to support their Consumer Assistance Program and HelpLine.
 - Use of unallocated funds (TBD) to allow us to respond quickly as needed based on monitoring ongoing policy developments that impact private and public coverage.
- Connecting grass-top organizations (state and national) with grassroots organizations (community) in order to engage individuals to share stories and build advocacy skills. Also to share expertise, resources, and relationships of the statewide and national advocacy organizations with those working at the grassroots level to enhance their capacity.

Ms. Fritz noted that the Grants Committee, at its August 6 meeting, reviewed, discussed, and supported this new concept memo.

Trustees shared the following comments or questions:

- Where are the needs of the tribal communities represented in this concept? Staff noted that tribal communities will be encouraged to apply for grassroots funding.
- How was the list of community grass-tops organizations determined? Staff noted that these organizations have experience with health care advocacy and many have relationships with grassroots, community organizations.

It was MOVED, SECONDED (King/Probert), and VOTED UNANIMOUSLY to approve the Concept Memo to guide MeHAF's work in advocacy to increase access and coverage and to support strategic outreach/enrollment. Approval signifies support of grants to the named organizations.

Dr. Adler, Ms. Deatruck, Mr. Miller, Ms. Sockabasin, and Ms. Weaver returned to the room.

Outreach and Enrollment Support through Unallocated Funds: CEO Leonard shared that the federal government is not supporting Marketplace enrollment in 2018 and that staff is looking at the 2018 budget to find unallocated funds that can be used to fill the gap, as we have done in the past. At this point, available funding is around \$40,000 which we propose to use to support Maine Community Action Programs with outreach and enrollment efforts. As staff continues to review the budget, a final proposal for use of funds will be shared with the Executive Committee at its next meeting. This level of funding will not require Grants Committee or Board approval.

CEO Leonard noted that we are also considering funding research by Manatt to inform the incoming administration of opportunities available under the Medicaid program, such as Medicaid managed care.

Donor Advised Fund at Maine Community Foundation: SPC Chair Hitchings presented a proposal to consider creating a donor advised fund at Maine Community Foundation (MaineCF) that would create additional flexibility relative to program funding, MeHAF's 5% payout requirement, and tax liability. The goal is to support the potential need to either pay significantly more than or less than the required 5% payout in any given year and goes beyond MeHAF's current practice of reserving unallocated funds within the annual budget. Such a fund could also help to manage payout relative to tax liability (1% vs. 2%). The proposal includes examples of situations that would benefit from this type of fund along with specifications and requirements of the fund. This proposal was shared and reviewed by the Strategic Planning and Finance Committees which unanimously endorsed this concept.

Declaration of Conflicts of Interest – The following conflict of interest was determined:

Trustee:	Conflict:
Lisa Sockabasin	Member of the Maine Community Foundation People of Color Fund

Ms. Sockabasin recused herself from the discussion and left the room.

Trustees discussed and shared the following questions and comments:

- Mr. Miller noted that once the funds are transferred to the Maine Community Foundation they no longer belong to MeHAF, but will be subject to the policies and procedures set by MeHAF to disburse grants from the fund.
- The fees for MaineCF to advise this fund are 1.25% annually. Income will be accrued based on the performance of the MaineCF's endowment.
- There was agreement that this fund has multiple benefits to MeHAF relative to responsive grantmaking as well as payout and tax liability considerations.

It was MOVED, SECONDED (Adler/Miller), and VOTED UNANIMOUSLY to establish a MeHAF donor advised fund at Maine Community Foundation, with an eventual target balance in the range of \$300,000 - \$500,000. The first use of the fund would be to support some, or all, of the tribal SUD foundation-initiated grant (budgeted at \$250,000 payable over two years).

Ms. Sockabasin returned to the room.

**Grants Committee – Mr. Ed Miller (Chair), Ms. Morgan Hynd (PO II),
Ms. Ruta Kadonoff (SPO)**

General Operating Support: Since December 2017 when the Board approved new guidelines for Strategic Support Grants, it requested that the Grants Committee discuss possible funding ranges and duration of these types of grants and report back to the Board with a recommendation. Mr. Miller noted that the Grants Committee has been thoroughly addressing this concept and proposes that, given the range of funding possibilities and of multi-year funding strategies, funding parameters be developed by staff on a case-by-case basis using MeHAF's values statements to guide the process. Mr. Miller noted that this would happen at the concept memo phase for a program or through the development of memos for emerging opportunities.

Grants Committee Update: Mr. Miller highlighted the recent work of the Grants Committee:

- Reviewed and approved the draft budget allocations as recommended by the Strategic Planning Committee.
- Reviewed the Annual Program Report to ensure that the information presented is of value relative to the staff time required to compile. The format will likely change next year based on the new strategic framework.
- Clarified in what instances MeHAF grant funding could be used to support direct services. Such support is never provided to replace or supplant government programs. However, if the proposed project includes testing of a new or improved service approach, MeHAF funds can pay for direct care when the proposal also includes a clear approach to assess effectiveness and potential for sustainability.

Advocacy and Coverage RIA: Mr. Miller reported that, at its August 6 meeting, the Grants Committee approved the Grassroots Health Advocacy Request for Initial Applications (RIA) that was developed based on the approval of the Advocacy and Coverage Concept Memo (see above). Program Officer Jake Grindle noted that the RIA will be released on August 13 and explained the streamlined two-step process and scoring rubric. It is anticipated that five grants will be awarded for \$25,000 per year for two years and will begin on January 1, 2019.

Governance Committee – Dr. Connie Adler (Chair), Ms. Barbara Leonard (CEO)

Board and CAC Recruitment for 2019: Dr. Adler noted that the Governance Committee is planning for 2019 recruitment needs. To date, MeHAF will need to recruit two new Trustees and up to six Community Advisory Committee members. At its July meeting, the Governance Committee refined the recruitment priorities for the Board and CAC as noted below with particular emphasis being placed on non-Cumberland County nominees.

Board

- Age: Under 40
- Geographic representation from rural areas, especially Downeast and Northern Maine
- Member of the Tribal community or other community of color
- Direct care provider (physician preferred)
- Public health/minority health expertise
- Oral health expertise
- Rural health experience/perspective
- Nice to have...
 - Individuals with disability
 - Endowment management experience
 - Breadth of social and policy perspectives

CAC

- Age: Under 40
- Geographic representation from rural areas, especially Downeast and Northern Maine
- Direct care provider (physician preferred)
- Public health/minority health expertise
- Experience owning or running a small business
- Nice to have...
 - Health workforce experience
 - Health insurance/health insurance policy experience
 - Substance use treatment experience
 - Legal experience

CEO Leonard noted that it is also important to begin planning to recruit a new Trustee who has the skills and experience to eventually assume the role of Treasurer.

The Committee will begin the solicitation process to gather additional names for the recruitment master list that match the identified criteria. Current and former Trustees, CAC members, grantees, and selected partner organizations will be contacted and requested to submit names and contact information for the recruitment list.

Dr. Adler noted that the Dr. Wendy J. Wolf Health Leadership Award Selection Committee will meet in September to review nominations. The award will be presented in October.

The Equity Subcommittee will meet soon to review the status of recommendations that were finalized in 2017 and will report back to the Board and CAC at the October Joint meeting relative to progress made.

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

Non-Discrimination Policy: Chair Sussman reported that at its June meeting the Board had been presented with a new Non-Discrimination policy for review and approval. 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 deemed necessary 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 had approved this policy at its May meeting and it was presented to the Board in June at which time Trustees made several suggestions for revisions. The edits have been reviewed by MeHAF's attorney and the revised version was presented for review and approval.

After a discussion as to whether “immigration status” should also be included, and determined that it is largely addressed under “national origin” and “citizenship status,” *it was MOVED, SECONDED (Adler/Miller), and VOTED UNANIMOUSLY to approve the updated Non-Discrimination Policy as presented and recommended by the Executive Committee.*

New Business

- Board Chair Succession Plan: Dr. Sussman described his plan to step down as Board Chair six months early and that Vice Chair Roy Hitchings will step up to become Chair six months early in order to allow for continuity on the Executive Committee of the Chair and Immediate Past Chair until Dr. Sussman’s term expires in April 2019. The potential succession plans and timing were reviewed by MeHAF’s attorney who confirmed that the process was appropriate. This plan will be formally presented to the Board for approval in October. Dr. Sussman also noted that he is currently running for the Maine House of Representatives and will keep the Board informed of his status.
- Hiring Process Update: CEO Leonard reported that the Communications Associate (CA) and Program Officer (PO) positions were posted on multiple, state- and nationwide job boards on July 2. We have received 75 applications for the CA position and 83 for the PO position. Applications were received from across the country and from multiple other countries. Ms. Leonard noted that the job descriptions had been rewritten and included a focus on equity, salary range, highlighted MeHAF's available work from home policy, among other changes in order to appeal to a broader, more diverse, pool of applicants. Staff has been assigned to application and interview teams. Seven people have been invited to interview via phone for the CA position; Nine for the PO position. Interviews will begin next week.

- Staff Recognition:
 - Program Officer I Kathryn Pierce was congratulated on her recent marriage.
 - Executive Assistant Dani Kalian was acknowledged for her ten year anniversary working at MeHAF and a token of appreciation was presented.
 - Program Officer II Morgan Hynd's last day at MeHAF is tomorrow, August 10. She will become Director of The Bingham Program in the fall. Chair Sussman, Trustees, and CEO Leonard expressed their appreciation for her many years of dedication to MeHAF's mission and her tireless work with our advocacy grantees, annual report preparation, enroll207 initiative, website redesign, among many other projects. Ms. Hynd thanked everyone for the opportunity to be part of the great work of MeHAF and shared a bit about her new opportunity at The Bingham Program. Ms. Hynd received tokens of remembrance from Chair Sussman and MeHAF.

Adjournment

The meeting was adjourned at 3:45 pm.

Next Meeting

The Board will next meet on Thursday, October 11, jointly with the CAC, at the Gendron Franco Center in Lewiston from 11:00-4:30 with an optional site visit in the area at 10:00.

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