

**Maine Health Access Foundation
Board of Trustees Meeting Minutes
December 10, 2020
(Held via videoconference.)**

Trustees Present: Dr. Connie Adler (Chair); Deborah Deatricks, Roy Hitchings, Dennis King, Barbara Leonard (*ex-officio*), Tony Marple, Edward Miller, Claudette Ndayininahaze, Bruce Nickerson, Grace Odimayo, Susan Roche, Catherine Ryder, Clarissa Sabattis, Toho Soma, Odette Thurston
Trustees Absent: Michael Lambke

CAC Members Present: Fowsia Musse, Abdulkerim Said, Reshid Shankol

Guests Present: Kathy Kilrain del Rio, Director of Campaigns and Health Care Advocacy, Maine Equal Justice; Matt Moonen, Executive Director, EqualityMaine

Staff Present: Margo Beland, Charles Dwyer, Andrea Francis, Jake Grindle, Holly Irish, Ruta Kadonoff, Dani Kalian (recorder), Jeb Murphy, Frank Martinez Nocito

Welcome

Chair Connie Adler called the meeting to order at 1:02 p.m., welcomed those present, and introductions were made.

Consent Agenda

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

- President's report
- October 8, 2020, Joint Board and CAC meeting minutes
- October Treasurer's Report and Finance Dashboard

CEO Leonard added to her President's Report the acknowledgement of anniversaries for many staff who were hired in the month of December and congratulated them on their time at MeHAF, specifically Holly Irish (nine years), Charles Dwyer (eight years), Ruta Kadonoff (four years), Jeb Murphy (two years), Frank Martinez Nocito (two years), and Andrea Francis (one year).

Finance Committee –

Mr. Bruce Nickerson (Treasurer and Committee Chair), Ms. Barbara Leonard (CEO)

Review of Progress Toward 2020 Required Payout: A detailed review of MeHAF's progress toward our 2020 payout was provided in the meeting materials and included an update on the investment portfolio performance as well. The payout reflected the additional funds approved for COVID-19 response in both 2020. The projected 2020 total payout is \$5,973,055 (approximately 6%).

Presentation of 2021 Annual Budget: CEO Barbara Leonard presented the 2021 budget and explained the budget development process to which all staff contributes. The budget was reviewed by all key standing committees and it was recommended for Board approval by the Finance Committee. Trustees were reminded that the Board has approved increasing the 5% required payout not only for 2020 but also for 2021 for COVID-19-related response, which is reflected in the presented budget. The grants and programs budget detail was reviewed along with the 2021 projected 5% payout. Based on the net asset value average over nine months (January to September 2020), the estimated 2021 required 5% payout is \$5,850,000. When finance and investment expenses, taxes, and other costs that cannot be applied to the 5% payout are included, the total 2021 budget is \$6,761,500.

Trustees were given the opportunity to ask questions to which CEO Leonard and staff provided explanations.

- It was noticed that, due to COVID-19, the travel budget line was reduced for 2021. It was suggested that it be permanently cut in order to do reduce our effect on climate change. Staff noted that this is a larger policy issue that would need to be discussed in the future.
- It was questioned why the budget line for technical assistance in the Health Equity Capacity Building program is higher than other programs. Staff explained that the technical assistance component of this program was structured to be larger with a pool for grantee-determined technical assistance, thus, the greater overall amount.
- As our COVID-19 response continues into 2021, it was acknowledged that given the uncertainty of this environment, adjustments may need to be made with the potential for even greater expenditures than currently budgeted, as the year progresses. Should it be needed, the appropriate requests would be made via Committees and the full Board.
- MeHAF's endowment has benefited from the strong markets this past month and it was asked how this will affect our required payout level for 2021. Mr. Nickerson and Mr. Marple explained the rolling nature of the payout calculation, which means that any single month's performance, either positive or negative, is mitigated in the calculation of payout. Nevertheless, the strong performance is welcome, and the endowment value as of December 10 is \$131,733,125.

It was MOVED, SECONDED (Marple/Hitchings), and VOTED UNANIMOUSLY to approve the 2021 annual operating budget as recommended by the Finance Committee.

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

Equity Subcommittee Update: Governance Committee Chair Toho Soma reported that the Equity Subcommittee met on November 10, when members reviewed the draft equity operating principles along with the series of action steps assigned to the Governance Committee from the 2019 MeHAF Organizational Equity Culture Audit.

Board and CAC Recruitment Update: Governance Committee Chair Soma reported that the Governance Committee is in the process of recruiting three new Board Trustees and up to six new CAC members to fill upcoming 2021 vacancies. The outreach process is going well and we currently have commitments from three new Trustees and five new CAC members with one remaining CAC candidate pending. Outreach was based on recruitment priorities that were identified by the Board and CAC earlier in the year. The CAC and Board will receive the final list of those who have accepted our invitation to serve at their January and February meetings, respectively.

Discussion of Ideas to Operationalize Future Board Term Limits: Governance Committee Chair Toho Soma reminded Trustees that the 2019 MeHAF Organizational Equity Culture Audit report included a number of recommendations, one being the exploration of adjusting the expectations for how MeHAF implements the bylaws limits for the number of Board terms. Trustees are eligible for up to three consecutive three-year terms. In order to create/maintain a Board with a diverse mix of experience and demographics, to better align with the Community Advisory Committee (CAC) term limits of two consecutive three-year terms, and to promote greater potential movement from Board to CAC and vice-versa, it was recommended that a third term not be an automatic expectation. Rather, the approaching end of a second term for a Trustee would be seen as an opportunity to discuss the mutual value and interest of MeHAF and that Trustee to continue with a third term or not.

The Governance Committee has begun to explore this recommendation and how it might be implemented. Currently, there is no consideration of proposing an across-the-board change to the Board term limits. The Committee is discussing the conditions that would make consideration of a third term appropriate and mutually beneficial. As a part of this exploration, it reviewed the relevant section of the bylaws. It was agreed that if adjustments to the current three-term norm are proposed, that they will align with guidance from the bylaws to ensure required representation, as well as with the need to ensure smooth succession for leadership positions such as Chair and Treasurer, as these

positions benefit from a longer service to build understanding of MeHAF's finances and endowment (Treasurer) and general operations (Chair) of the foundation.

Trustees discussed the benefits and risks of shifting from three to two consecutive three-year terms and shared the following brainstormed ideas:

- It was suggested that an honorary Board member position, or advisory committee, be created at the end of identified Trustees' terms so as not to lose expertise and institutional knowledge. In further discussion, this idea was seen as less desirable, given MeHAF's structure, which includes the Community Advisory Committee that provides another avenue for bringing expertise to the table, with members who may be able to subsequently serve on the Board.
- Perhaps a one-year introductory term could be considered in order to give new Trustees the time to understand the actual requirements of MeHAF Board service and to decide if they fit within their other commitments.
- It was noted that nine-year periods of service for Trustees may risk Board stagnation and limits opportunities for new members to bring diversity and new perspectives.
- Implementing this suggested change may require a delicate conversation with current Trustees who, when elected, planned for being able to serve three terms, if desired, but given the recommendations of the Organizational Equity Culture Audit report, Trustees can understand that limiting service to two terms may be best for the Foundation.

The Governance Committee will continue to develop these guidelines, taking the above feedback into consideration. It will aim to present a recommended framework to the Board for final approval in February 2021.

Strategic Planning Committee –

Ms. Deb Deatrck (Chair), Mr. Charles Dwyer (Senior Program Officer), Ms. Ruta Kadonoff (Director of Programs), Ms. Barbara Leonard (CEO)

Approach to “Reboot” the Systems Improvement and Innovation Responsive Grants (SIIRG)

Program Update: Strategic Planning Committee Chair Deb Deatrck reminded Trustees that MeHAF had made the strategic decision to halt the funding decision-making process for the first year of the SIIRG program in 2020 in order to reallocate the funds to COVID-19 response. She noted that as we move into 2021, our plan is to create a balanced approach between providing dedicated funds to COVID-19 and supporting the new programs we planned as part of implementation of the strategic framework. While the pandemic is still an important concern, organizations are able to simultaneously focus on issues that are not related to pandemic response. The concept and focus of the SIIRG program will remain the same: health care related systems improvement and innovation. A number of potential paths were considered, and one path emerged that respects the efforts of applicants and reviewers thus far, and recognizes the evolving context within which the program is taking place. After reaching out to the pool of 2020 SIIRG applicants with approved Letters of Interest (LOIs), staff learned that nearly all are able to, and would like to, move forward with the plans they submitted before the program was paused. Therefore, we will re-start the process by inviting full proposals from the current pool of applicants whose LOIs were approved in early 2020. This approach was affirmed by the Strategic Planning Committee on November 18.

Ms. Deatrck outlined the process, noting that applicants will be invited in early 2021 to submit a full application that will be due in April. No additional LOIs will be sought in 2021. A slate will be recommended to the Grants Committee for approval at its June meeting. The grant period will begin on July 1, 2021. A total of \$500,000 is available in 2021 for the grant awards. Applicants may apply for one-year planning grants of \$10,000 to \$30,000 or project grants for up to two years at \$25,000 to \$50,000 per year. A combination of planning and project grants will be awarded.

Senior Officer Charles Dwyer shared that the four focus areas of the grants are Rural Health, Older Adults, Behavioral Health/Substance Use Disorder, and Maternal Health. He noted that lessons learned from the first year of the Community Responsive Grants program pilot will be incorporated into this round of SIIRG including the scheduling of office hours (remotely) to provide assistance to applicants; presenting clear scoring criteria; and reducing the use of multi-part and compounds questions.

**Grants Committee –
Mr. Dennis King (Chair), Ms. Ruta Kadonoff (Director of Programs),
Ms. Barbara Leonard (CEO)**

Phase 3 COVID-19 Directed Grants: Director of Programs Ruta Kadonoff reported that in June, the Board decided that grantmaking in 2020 could be greater than the required 5% payout to provide support for organizations directly responding to the pandemic in and on behalf of communities that are at highest risk. In April, MeHAF made 47 directed grants totaling \$675,000 and 37 rapid response grants totaling \$460,281.03. In September, an additional 63 directed grants were made totaling \$987,000. Since that time staff has monitored the situation in the state and maintained communication with many community-based organizations who are on the front lines of pandemic response. As the cases in Maine have increased significantly since early November, coupled with ongoing lack of clarity about federal pandemic response, a great deal of uncertainty exists regarding the resources that will be available to carry essential work through the month of December and into early 2021.

Ms. Kadonoff also reported that a number of planned grantmaking and contractual activities for 2020 have been delayed or deferred, leaving more funds available at the end of the year than anticipated. She noted that while we were on track to reach our required payout, we were not on track to expend significant additional resources as expected this year and outlined a proposal to move forward. It was recommended that a final round of directed grants be made in December to augment the funding provided in the second round of directed grants earlier this fall. Funds totaling up to \$620,00 will be directed to the organizations that provide services to and/or work directly with individuals in MeHAF priority populations. In addition, MeHAF will provide a contribution of up to \$80,000 to the Maine Community Foundation's COVID-19 Fund, which has awarded over \$3 million to support nonprofit organizations that are involved in frontline efforts to serve the needs of those most affected by the virus and contain the spread of COVID-19. The proposed plan has been supported in concept by the Strategic Planning, Finance, and Executive Committees.

The list of proposed grantees and the amounts to be awarded through directed grants was shared. The Grants Committee reviewed this funding plan at its December 7 meeting and recommended Board approval.

It was asked if funding will be used or needed for vaccine education. Staff noted that it is too early to determine. Others reflected on the importance of trusted organizations within the New Mainers and People of Color communities to communicate the facts and benefits of the COVID-19 vaccines and to address the myths that may cause some to fear and not trust this new vaccine.

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

Trustee/CAC Member:	Conflict:
Fowsia Musse	Employee of grantee organization (Maine Community Integration)
Claudette Ndayininahaze	Employee of grantee organization (In her Presence)
Catherine Ryder	Employee of grantee organization (Tri County Mental Health)
Abdulkerim Said	Employee of grantee organization (New Mainers Public Health Initiative)
Reshid Shankol	Employee of grantee organization (Community Clinical Services)

Those noted above recused themselves from the vote and were placed in a Zoom waiting room.

It was MOVED, SECONDED (Hitchings/Marple), and VOTED UNANIMOUSLY to approve up to \$700,000 to support ongoing response to the COVID-19 epidemic in Maine.

Those noted above were returned to the main room.

Grant to Wabanaki Health and Wellness for Tribal Substance Use Disorder Treatment: Director of Programs Kadonoff reminded Trustees that in October 2017 the MeHAF Board approved \$250,000 in funds (\$125,000 per year for each of two years) for a special funding opportunity for tribes in Maine to develop a project that will help them to address the opiate epidemic and other substance use disorders. Wabanaki Public Health (WPH) has coordinated efforts among tribal leadership over the past several years to identify the priority approach to achieve this goal. Ultimately, the strategy chosen is to develop a wellness center for treatment and recovery for Wabanaki people.

Last year, MeHAF provided the first \$125,000 of support through a Foundation-Initiated grant. The \$125,000 for the second year of this project will be drawn from the MeHAF/Maine Community Foundation Donor Advised Fund (MeHAF DAF). At its December 7 meeting, the Grants Committee approved the proposal for the second year of funding (Phase II) and recommended Board approval.

Declaration of Conflicts of Interest – Trustee Clarissa Sabattis does have a conflict with this grant, but had stepped out of the meeting and was not present during the discussion and vote.

It was MOVED, SECONDED (Miller/Thurston), and VOTED UNANIMOUSLY to approve a grant of \$125,000 from MeHAF's Donor Advised Fund at Maine Community Foundation, for the grant period December 15, 2020 through December 31, 2021, to Wabanaki Health and Wellness as fiscal sponsor for Wabanaki Public Health.

New Process for Contributions to Pooled Funds at Other Philanthropies: Director of Programs Ruta Kadonoff shared the processes by which MeHAF currently makes contributions to pooled funds with other philanthropies, noting that it can be overly burdensome. A recommendation for a more streamlined policy was outlined in the memo provided. "Pooled funds," refer to instances where several philanthropies agree to pool their resources through contributions from each to be directed to a shared purpose and managed by one of the participating philanthropies.

It was explained that participation in these types of activities has generally occurred through two mechanisms in the past: 1) small contributions made through the CEO Charitable Giving budget line; or 2) with a more formal application for funds submitted by the philanthropy that holds the pooled fund. This year, the foundation made contributions to the MaineCF and Maine Initiatives COVID-19 pooled funds via approved memos describing directed grantmaking.

The Charitable Giving budget line is typically used to support contributions to small pooled funds. For larger (approximately \$10,000 and above) participation in pooled funds, MeHAF has asked another philanthropy to submit a proposal, or MeHAF staff has developed the language that was ultimately entered into the grants management system. These awards are managed like a Foundation-Initiated grant, with staff approval for requests up to \$50,000, and Grants Committee and Board approval for requests above \$50,000.

Given the experience during our rapid response to the COVID-19 pandemic, in which our contributions to pooled funds were reviewed and approved through memos to the Executive Committee that specify the purpose and amount of the funding to be allocated, a Pooled Fund Policy was presented that proposes that pooled funds allocations be presented to the Grants Committee and

the full Board when needed, consistent with the current Foundation-Initiated grantmaking approval process guidelines and thresholds noted above.

It was MOVED, SECONDED (Hitchings/Soma), and VOTED UNANIMOUSLY to approve the proposed process for Contributions to Pooled Funds with other Philanthropies as recommended by the Grants Committee.

Grants for MaineCare and Marketplace Outreach, Education, and Enrollment: CEO Leonard reported that the enhanced MaineCare and Marketplace Outreach, Education, and Enrollment effort that has been supported with a combination of funds from MeHAF and from the 2019 Robert Wood Johnson Foundation grant to MeHAF will be concluding in early 2021. MeHAF is providing additional funds this fall to support outreach and enrollment efforts during the current open enrollment period and for a focus on expanded MaineCare in early 2021.

MeHAF provided grants to a group of nine organizations throughout the state that brought a combination of long-term expertise in outreach and enrollment as well as deep connections within communities that experience barriers to coverage. These grant awards have been handled as a group of Foundation-Initiated grants. Funding from MeHAF to date has been at award levels that are appropriate for staff approval. Two grantees received higher award amounts during this project in recognition of their more complex roles. *Consumers for Affordable Health Care (CAHC)* and *Western Maine Community Action*.

To support grantees' work for the 2020 open enrollment period and continuing until April 2021, MeHAF will provide additional small grants, extending the end date of the current agreements. Additional awards will be made to seven of the nine grantees, based on conversations with them over the past two months. Additional funds awarded to two of the seven grantees – CAHC and WMCA – will bring the cumulative MeHAF award for each organization to an amount that reaches the threshold requiring Grants Committee and Board approval, per policy. The Grants Committee approved additional funding at its November 6 meeting of \$23,000 to CAHC and \$20,000 to WMCA to support their work through April 2020.

Declaration of Conflicts of Interest – None declared.

It was MOVED, SECONDED (Marple/Hitchings), and VOTED UNANIMOUSLY to approve additional funding of \$23,000 to Consumers for Affordable Health Care to bring the total award from MeHAF to \$53,000; and additional funding of \$20,000 to Western Maine Community Action to bring the total award from MeHAF to \$70,000.

Recent Committee Actions: Director of Programs Ruta Kadonoff presented a memo which provided updates on Grants Committee activities from its November and December meetings. She referred to the memo that was included in the packet.

Advocacy Grantee Panel

Matt Moonen, Executive Director of EqualityMaine, and Kathy Kilrain del Rio, Director of Campaigns and Health Care Advocacy at Maine Equal Justice, joined the meeting as representatives from organizations that are part of MeHAF's Health Care Advocacy Grants program. They shared perspectives on participating in the Advocacy program, the work of their organizations on health policy and access, and the impact of the recent elections of that work.

Highlights of the work of these programs include:

- Trans-inclusive health care with private insurance and MaineCare.
- Inclusive LGBTQ sex education curriculum.
- Ensuring coverage within the context of the pandemic.

- Access to comprehensive adult dental coverage in MaineCare.
- Immigrant access to health care.

Updates, Trustee Check-In, and Meeting Evaluation – Dr. Connie Adler (Chair)

2021 Board and CAC and Committee Meeting Calendars: 2021 calendars were shared.

Trustee Resignation: It was announced that Ms. Deb Deatruck will resign from the Board of Trustees effective at the close of this meeting. She has accepted a role as collaborator in a MeHAF *Advancing Rural Health Transformation in Maine* grant which will result in her receiving direct compensation via the grant which creates a conflict with her MeHAF Board service. Chair Adler thanked Ms. Deatruck for her almost seven years of service on the Board noting that her contributions will be missed, but that she will contribute greatly to the rural health grant. Ms. Deatruck shared her appreciation for all of the work MeHAF does and noted that she greatly valued her time on the Board.

It was MOVED, SECONDED (Nickerson/Hitchings), and VOTED UNANIMOUSLY at 4:03 pm for the Board to enter Executive Session with the President & CEO to gather feedback about the meeting process, solicit suggestions for improvement, or other issues of concern. CEO Leonard left Executive Session at 4:06 pm and returned at 4:13 pm. Executive Session concluded at 4:17 (Hitchings/Nickerson).

Next Meeting

The Board is scheduled to next meet on Thursday, February 11, 2021.

Adjournment

The meeting adjourned at 4:17 pm.

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