

**Maine Health Access Foundation  
Board of Trustees Meeting Minutes  
February 10, 2022  
(Held via videoconference.)**

Trustees Present: Toho Soma (Vice Chair); Michael Lambke, Barbara Leonard (*ex-officio*), Samuela Manages, Edward Miller, Bruce Nickerson, Grace Odimayo, Susan Roche, Catherine Ryder (Chair), Clarissa Sabattis, Abdulkerim Said, Odette Thurston, Ian Yaffe

Trustees Absent: Dennis King, Claudette Ndayininahaze

Community Advisory Committee Members Present: Nélide Berke, Becca Matusovich, Sara Squires

Guests Present: Nicole Breton, Norma Desjardins, Danielle Louder

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

### **Welcome**

Vice Chair Toho Soma called the meeting to order at 1:02 p.m. and welcomed those present. A relationship-building activity was conducted.

### **Consent Agenda**

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

- President's Report
- December 9, 2021, Board meeting minutes
- December 2021 Treasurer's Report and Finance Dashboard
- Health Reimbursement Arrangement Resolutions

### **Finance Committee – Odette Thurston (Chair), Barbara Leonard (CEO), Margo Beland (Finance Manager)**

December 2021 Financial Benchmarks and Payout Report: CEO Leonard explained the process by which the annual payout is determined and noted that 2021 closed with strong endowment gains, ending at \$148,574,171, which is its highest ever month-end figure, which is especially notable given the fact that MeHAF has paid out nearly \$100M for grants and program activities since its inception. The estimate of the final cash payout for 2021 is \$6,146,735, which represents an estimated 5.15% payout relative to the 12-month net average value of the endowment. The final payout figure will be computed as part of the 2021 tax return later this year. Highlights of the Treasurer's Report and Finance Dashboard were shared, including that the 2021 administrative budget came in at 5% under budget.

Trustees shared the following questions and comments:

- It was asked what the consequences are if we do not meet the 5% required payout. CEO Leonard noted that MeHAF would be subject to a 30% tax penalty on the undistributed funds.
- It was asked what boundaries are in place for spending over 5%. CEO Leonard explained that guidance from our auditors notes that the way the Uniform Prudent Management of Institutional Funds Act (UPMIFA) is implemented in Maine flags spending above the 7%

level as imprudent. Spending levels between 5%-7%, provided rationale, is viewed to be within the bounds of prudence.

- Treasurer Odette Thurston reported that the Finance Committee is considering how to identify when it is appropriate to spend above the 5% required payout. It was determined to do so in response to the pandemic, and future conversations will define other circumstances that can fit within guidelines for increased spending, while following the rules of UPMIFA and the requirement that the Foundation exist in perpetuity. The Committee will balance these spending policy conversations with the knowledge that while larger endowment levels increase required spending thresholds, probable downward markets need to be considered.

Socially Responsible Investing (SRI) and Spending Policy: Ms. Thurston reported that the Finance Committee met earlier in the day and is taking a deliberate approach to discussions on Socially Responsible Investing relative to asset class and manager review. The SRI Survey that was distributed to all Board, CAC members, and staff will be used as a guide to inform future decisions. Revisions to MeHAF's Spending Policy will be presented to the Board at a future meeting.

### **Governance Committee – Sue Roche (Chair) and Barbara Leonard (CEO)**

Board and CAC Recruitment and Leadership Update: Governance Committee Chair Sue Roche reported that the Governance Committee has recruited for and has commitments from two new Board Trustees and one new CAC member to fill upcoming April vacancies. The confidential draft slates of new and renewing Trustees and CAC members, officer composition, and candidate bios were shared with both the Board and CAC. These lists will be provided to the Attorney General's office for review within the required 30-day timeframe prior to the April 14 Annual Meeting, during which both slates will be voted on by Trustees and CAC members.

Proposed Recommended Bylaws Changes: Governance Committee Chair Sue Roche reported that the Strategic Planning Committee (SPC) reviewed the MeHAF bylaws as part of its process of reviewing the Strategic Framework. In doing so, it recommended that there be a review of the purpose statement, as well as a more comprehensive review, and to pursue these changes in 2022. The Executive Committee supports the bylaws review and has designated Vice Chair Toho Soma and Secretary and Governance Committee Chair Sue Roche to work with CEO Leonard to perform that review and to recommend changes. The Strategic Planning Committee suggested some revisions to the purpose statement to refine understanding of how to improve "access to health care." At its January 19 meeting, the Community Advisory Committee reviewed and supported the revised language regarding its role. The workgroup has completed an initial review of the document to identify key areas for updating and CEO Leonard has spoken with MeHAF's attorney for initial input.

The proposed areas for changes, and rationale for each, were shared with Trustees. One of the important nuances about why we would address the purpose statement is not to change it, but to recognize our understanding about how successful access to health care occurs requires that broader efforts to improve health have to be in place, or access will either not be possible, or not be as effective. This is a more public health perspective and one that is increasingly understood at the national level. It was noted that any proposed changes to most of the key sections of MeHAF's bylaws requires review by the Attorney General and approval of the Superior Court, and that the Board cannot take action without such review and approval.

Ms. Roche reviewed next steps that will include working with MeHAF's attorney to develop a complete set of revisions that will be comprised of the concepts proposed by the SPC and CAC, and which will be reviewed by the Governance Committee. This will be followed by consultation with the Attorney General and revisions to address any questions and suggestions he may have. Review by the Superior Court would follow. Once a final version is available, the Board will vote.

*After discussion, it was MOVED, SECONDED (Thurston/Miller), and VOTED UNANIMOUSLY to ratify the process outlined by which to change the bylaws.*

**Program and Grants Committee –Ruta Kadonoff (VPP),  
Frank Martinez Nocito (PO)**

Updates to Community Responsive Grants Program Concept and Multi-Year Continuation:  
Trustees were reminded by VPP Kadonoff that the Community Responsive Grants (CRG) program is intended to respond to community needs, address emerging opportunities, or develop and test innovative approaches or new ideas with a predictable, annual funding opportunity. Grants through this program support planning or projects informed and led by communities, based on their experiences and the approaches they identify to address systemic barriers to achieving health equity. At its November 8 meeting, the Program and Grants Committee (PGC) approved the slate of 17 CRG program grantees for 2021, totaling \$1,250,000, plus an additional \$33,600 for Accessibility Expenses requested by four applicants. This round includes one-year planning grants and both one-year and two-year project grants.

Given early favorable feedback from grantees and applicants and expanding interest in the grants program, at its January meeting, the PGC approved a multi-year continuation of this program through 2025. The program will offer one-year planning grants of up to \$30,000 and one- and two-year project grants of up to \$50,000 per year. Additionally, it is possible that some two-year projects may benefit from a third year of funding in order to achieve more significant goals or take advantage of project momentum. Over this time period, it is anticipated that the CRG program will continue to be among MeHAF's major grantmaking initiatives, at a projected funding level of approximately \$1,000,000 per year, with the final amount being reviewed and approved through the annual program budget approval process.

Trustees inquired about the evaluation results thus far. VPP Kadonoff noted, that, given the pandemic, the program has not progressed to the evaluation phase. Plans are to engage an evaluation consultant in the near future to work with staff and grantees to develop a long-term evaluation strategy.

VPP Kadonoff provided a comparison of the Community Responsive Grant (CRG) program, which is community led, with the Systems Improvement and Innovation Responsive Grants (SIIRG) program, which is community informed (see Appendix A):

- CRG is meant to fund community-identified, community-led projects that change systems, policies, practices and perceptions that create barriers to health care and good health and advance equity.
- SIIRG is meant to support innovative projects to improve health and access to care in five strategy areas: rural health, aging/older adults, behavioral health, maternal and child health, and economically sustainable/free care. Projects focus on organizational and systems changes to better serve their consumers, clients, patients, especially those who

experience greatest barriers, with the community served engaged in and informing the project.

*It was MOVED, SECONDED (Roche/Thurston), and VOTED UNANIMOUSLY to approve funding for a multi-year continuation of the Community Responsive Grants program through 2025, as recommended by the Program and Grants Committee. Funding amounts allocated to the program will be reviewed and approved through the annual Program Budget approval process.*

**Reflections on Oral Health in Maine – Frank Martinez Nocito (PO),  
Grace Odimayo (Trustee)**

PO Frank Martinez Nocito introduced the topic of Oral Health in Maine noting that access to dental care is a critical contributor to overall health. It is also known that Maine’s oral health care system is not meeting the needs of all Mainers. MeHAF has had a longstanding commitment to access to high quality dental care, and improving the oral health status of individuals with low incomes, those who are uninsured, and people who are underserved. He welcomed the following speakers: CAC member Becca Matusovich from Partnership for Children’s Oral Health; Danielle Louder from Medical Care Development; Nicole Breton from Maine DHHS; and former MeHAF CAC member Dr. Norma Desjardins from St. Apollonia Dental Clinic, who shared information about some of Maine’s oral health systems’ challenges, and also some of the exciting developments occurring across the state that together, are working to transform the oral health system in Maine.

Trustee Dr. Grace Odimayo thanked the speakers for the information they shared, and Trustees were given the opportunity to provide feedback on the presentations. Some highlights from the presentations and the discussion that followed include:

- The idea of a dental home for all is being addressed as it’s important to communicate clear expectations with patients around follow-up, and to develop workflows that utilize dental homes to do outreach with patients to keep them engaged and prevent them falling through the cracks. This strategy has been working well to improve access to the Latinx community.
- Workforce deficits are a considerable challenge and are difficult to overcome.
- There are efforts underway to house dental hygienists or dental hygiene therapists in primary care/pediatrician offices.
- A virtual dental home model is being developed to embed into a pediatric practice.

**New Business – Toho Soma (Vice Chair), Barbara Leonard (CEO)**

Committee Members Solicitation: CEO Leonard noted that the Dr. Wendy J. Wolf Health Leadership Award Committee is looking for new members to conduct its business. An email will be sent soon with details about the committee, and Trustees were encouraged to consider volunteering.

COVID-19 Update: CEO Leonard provided an update on COVID-19 related funding noting that we are continuing to identify possible future opportunities, and are working with Maine Initiatives on various collaborations. We will also work to identify organizations who are experiencing critical needs during this stage of the pandemic.

**Executive Committee – Toho Soma (Vice Chair)**

CEO 2021 Annual Review Process: Vice Chair Soma noted that the process to conduct the annual performance review of CEO Leonard will begin tomorrow under the guidance of the Executive Committee. Input will be sought from Trustees, CAC members, and Staff via a survey. The survey results will be reviewed by the Executive Committee at its March meeting with performance assessment results and recommendations regarding salary being presented to the full Board during Executive Session at the April 14 Board meeting. Mr. Soma requested all Trustees take the time to complete the survey.

**Trustee Check-In and Meeting Evaluation  
Toho Soma (Vice Chair)**

*Trustees moved into Executive Session with CEO Leonard at 3:51 pm to gather feedback about the meeting process, solicit suggestions for improvement, or other issues of concern. CEO Leonard left the session at 3:54. At 3:57 pm, Trustees left Executive Session.*

**Next Meeting**

The Board of Trustees will next meet on April 14, 2022, jointly with the Community Advisory Committee at the Annual Meeting.

**Adjournment**

The meeting adjourned at 3:57 pm (*MOTION Lambke/Roche*).

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

## Appendix A

Nov, 1 2019

### Key Program Elements

	Purpose/Strategic Framework Elements to be Addressed	Leadership/determination of need and priorities	Likely Grantees (examples)	Equity Elements	Technical Assistance & Peer Learning; Learning & Evaluation	Sequence/ Timeframe
Community Responsive Grants Program	To fund projects that change systems, policies, practices and perceptions that create barriers to health care and good health and advance equity.	Leadership: Community served is leading and shaping project.  Determination of needs/priorities: Community-led	Grantees: Organizations with community-led projects; some may be community-led organizations, others service providers with true community-led efforts.	<ul style="list-style-type: none"> <li>Leadership is from the community or group of focus.</li> </ul>	<p>TA &amp; Peer Learning: TBD, may echo Equity Capacity Building; some potential for topic- or geographic-focused learning.</p> <p>Learning &amp; Evaluation: Developmental evaluation focused on how grantees are supported, what they will define as success, and how MeHAF can improve its process.</p>	<ul style="list-style-type: none"> <li>Pilot in 2019 – one year grants with possible renewal</li> <li>Consider annual cycle with multi-year funding</li> <li>Consider planning and program grants in future</li> <li>Consider general operating support in future</li> </ul>
Systems Innovation Responsive Grants	To support innovative projects to improve health and access to care in five strategy areas: rural health, aging/older adults, behavioral health, maternal and child health, and economically sustainable/free care. Projects focus on organizational and systems changes to better serve their consumers, clients, patients, especially those who experience greatest barriers.	Leadership: Community served is engaged in and informing the project.  Determination of needs/priorities: Community-involved.	Grantees: Service providers and systems; community organizations leading service system changes.	<ul style="list-style-type: none"> <li>Leadership is at the organizational level with meaningful community input.</li> <li>Identify appropriate equity training components and opportunities.</li> </ul>	<p>TA &amp; Peer Learning: Equity training; other TBD, may link with other activities on key topic areas; some potential for topic- or geographic-focused learning.</p> <p>Learning &amp; Evaluation: Developmental evaluation focused on how grantees are supported, paired with evaluation to assess how grantees accelerate change in specified topic areas.</p>	<ul style="list-style-type: none"> <li>Pilot in 2020 – one year planning grants and program grants up to two years</li> <li>Consider annual cycle with multi-year funding</li> </ul>