

**Maine Health Access Foundation
Meeting of the Board of Trustees
February 13, 2025**

Trustees Present: Susan Roche (Vice Chair); Beth Bordowitz, Barbara Crider, Christy Daggett, Gia Drew, Richard Evans, Jake Grindle (*ex-officio*), Tracey Hair, Michael Lambke, Grace Odimayo, Anita Ruff, Clarissa Sabattis, Ellen Seidman, Ian Yaffe

Trustees Absent: Kevin Lewis, Toho Soma

CAC Member Present: Mike Murnik

Guests Present: Mufalo Chitam, Bree Danvers-Kidman, Kathy Kilrain del Rio, Ann Woloson

Staff Present: Margo Beland, Emily Berrill, Charles Dwyer, Holly Irish, Ruta Kadonoff, Dani Kalian (recorder), Jeb Murphy, Frank Martinez Nocito

Welcome

Board Vice Chair Sue Roche called the meeting to order at 1:00 p.m., welcomed those present, reviewed the agenda, meeting outcomes, and meeting norms. Introductions were made and a relationship-building exercise was conducted.

Board Consent Agenda

Sue asked if any items on the Board consent agenda required discussion. Hearing none, *it was MOVED, SECONDED (Evans/Hair), and VOTED UNANIMOUSLY to approve the following consent agenda items:*

- President's Report
- December 12, 2024, Board meeting minutes
- December 2024 Treasurer's Report and Finance Dashboard
- Audit engagement materials

**Finance Committee –
Beth Bordowitz (Committee Member), Jake Grindle (CEO), and
Margo Beland (Finance Manager)**

December 2024 Year-end Financial and Payout Report: Each year it is reported whether expenditures in the prior year are consistent with the budget constructed to meet the required 5% payout level (expenditures as a percent of endowment value). For 2024, we budgeted for a payout of approximately 5.07% or \$6.4 million in expenses based on an estimated January-June 2023 average NAV of \$126.4 million. At the end of 2024, our expenses were \$6.6 million, reflecting an estimated payout level of 5.14% against the actual January-December 2023 average NAV of \$128.3 million. Finance Committee Member Beth Bordowitz explained that there was some variability in program expenditures against budget across program areas. These variances reflect flexibility in responding to emerging needs and opportunities, as well as the unpredictable results of grant application processes. The administrative budget was over by \$223,000, primarily due to the CEO search, higher tax obligations, investment management fees moving to Brown Advisory and their OCIO model, and legal expenses.

Finance Committee External Member Term Limits: Beth explained that the Finance Committee met earlier today to further consider external member term limits and its preliminary recommendation for: *external members of the Finance Committee to serve an initial five-year term, with review for extension every two years following the initial term. External members will generally serve no longer than 11 years. Should an external member of the Committee join the Community Advisory Committee or Board of Trustees, the member could continue to serve on the Finance Committee consistent with term limits for the Board or Community Advisory Committee (CAC), but in no event should total service on the Finance Committee exceed 11 years.* The Committee ultimately decided to approve this procedure but with the last clause removed: *“but in no event should total service on the Finance Committee exceed 11 years.”* This decision will be shared with the Governance Committee.

At that same meeting, Finance Committee members discussed impact and private investing and plans for developing an updated Investment Policy Statement (IPS) with Brown Advisory.

It was shared that plans are being made for an *Investment 101* learning opportunity to be presented by Brown Advisory consultants for Trustees and CAC members at the April 10 Annual Meeting. The Committee discussed potential topics to be included, specifically a glossary of investment terms, Trustee fiduciary obligations, how we craft the IPS, and impact, social, and private equity investing. Jake requested that Trustees reach out with additional suggestions.

**Governance Committee –
Susan Roche (Chair) and Jake Grindle (CEO)**

Board and Community Advisory Committee Recruitment Update: Governance Committee Chair Sue Roche noted the Committee has completed the active recruitment process to fill three CAC vacancies. There are no anticipated Board vacancies for 2025. The Committee has developed the slate of new and renewing Board and CAC members, and, in consultation with the Executive Committee, identified the proposed Board and CAC officers for 2025-2026. These confidential draft slates, along with CAC candidate bios, were shared in advance of the formal vote that will occur at the April 10 joint Board and CAC Annual Meeting. These materials were also shared at the January 22 CAC meeting. These slates will be presented to the Attorney General for review prior to the Annual Meeting.

**Program and Grants Committee –
Grace Odimayo (Chair) and Ruta Kadonoff (VPP), and Frank Martinez Nocito (SPO)**

Fiscal Sponsorship Policy Update: Program and Grants Committee Chair Grace Odimayo and VPP Ruta Kadonoff shared that, at its January 13 meeting, the Committee reviewed and approved a Fiscal Sponsorship policy. It was explained that fiscal sponsorship generally entails a nonprofit organization agreeing to provide administrative services and oversight to, and assume some or all of the legal and financial responsibility for, the activities of another group. Related to grants, a fiscal sponsor is a 501(c)(3) nonprofit organization that provides fiduciary oversight, financial management, and other administrative services for another organization or project that does not have its own tax-exempt status with the Internal Revenue Service. In some circumstances, an organization that has its own tax-exempt status may also choose to apply through a fiscal sponsor because they have limited capacity to manage grants. As recently as 2019, our procedures identify grantmaking through a fiscal sponsorship arrangement as a rare exception. Since that time, we have evolved our perspectives and approaches, recognizing the importance and value of these arrangements, particularly for small, new, and under resourced

organizations. Many of the organizations seeking a fiscal sponsor work to benefit and are led by marginalized communities who face significant disparities, bias, and discrimination and who are doing the kinds of work MeHAF is committed to supporting to advance health equity.

Trustees expressed enthusiastic support for this policy and provided the following comments and questions:

- It would be helpful for grantees to be educated on what is and isn't permitted beyond the scope of the grant. Perhaps Maine Association of Nonprofits (MANP) could provide an education session on this topic. Ruta noted that there is a standardized fiscal sponsorship agreement that was created by MANP which was used as a guide for our policy. Also, one of the process items included is that Grants Manager Holly Irish has a conversation with both parties together before an application is submitted so all are aware of the parameters of the fiscal sponsorship arrangement.
- Are fiscal sponsorship arrangements allowed to be initiated by an organization interested in becoming one rather than a potential grantee looking for one? Ruta noted that efforts are underway by MANP to encourage interest for organizations to become a fiscal sponsor.
- It was clarified that more than one grant application is permitted from distinct departments or divisions from larger organizations that are operating under one EIN.

Maine Oral Health Funders: It was reported that, at its January 13 meeting, the Program and Grants Committee voted to recommend approval of a grant of \$100,000 per year for four years to the Maine Oral Health Fund (MOHF) to continue MeHAF's support for the evolving *Transforming Maine's Oral Health System to Serve All Mainers* initiative. Barring significant change in our annual funding allocation to this focus area, this will mean devoting MeHAF's oral health grantmaking budget to this effort for the next four years. A memo was shared that provided background on this initiative along with rationale for continued funding. The Committee requests review and approval from the Board.

Trustees encouraged including UNE and dental hygiene schools in this initiative. SPO Frank Martinez Nocito provided information on the many organizations collaborating on this effort and that UNE and dental programs are included in the workforce initiative to recruit and retain staff. It was also suggested that it would be beneficial for dental school residents to be required to practice in rural areas as part of their training program.

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

Trustee:	Conflict:
Tracey Hair	Maine Community Foundation employee
Mike Lambke	Spouse is on Board of Maine Community Foundation

Trustees Tracey Hair and Mike Lambke recused themselves from vote and were placed in the virtual waiting room.

It was MOVED, SECONDED (Evans/Seidman), and VOTED UNANIMOUSLY to approve a grant of \$400,000 (\$100,000 per year) for the period 2025 to 2028 to the "Maine Oral Health Fund," a pooled fund at the Maine Community Foundation, to support the 'Transforming Maine's Oral Health System to Serve All Mainers' initiative, consistent with standard MeHAF contract obligations, as recommended by the Program and Grants Committee.

Tracey and Mike were re-admitted to the full meeting room.

Learning Opportunity Federal and State Policy Landscape

Jake introduced this learning opportunity to inform our understanding of the current federal and state-level policy landscape regarding health access and issues of equity and justice for our communities. He welcomed a panel of grantees from our Health Advocacy grants program including Mufalo Chitam, Executive Director, Maine Immigrants' Rights Coalition; Bre Danvers-Kidman, Executive Director, MaineTransNet; Kathy Kilrain del Rio, Advocacy & Programs Director, Maine Equal Justice; and Ann Woloson, Executive Director, Consumers for Affordable Health Care.

After the presentations, Trustees Gia Drew and Sue Roche, who, through their work with EqualityMaine and Immigrant Legal Advocacy Project (ILAP) respectively, shared their thoughts and recent experiences. Both of these leaders work closely with communities that have been the specific focus of a number of recent Executive Orders, and provided they provided updates on what they are seeing on the ground, and in the policy landscape.

Trustees then provided the following comments and questions:

- There was appreciation expressed from all Trustees for the information provided by the presenters and their individual perspectives and experiences.
- It's important for MeHAF to continue doing what we have been doing to support marginalized populations through the work of our mission and values which will address the current political environment.
- The presenters were asked to share one or two things that each of them would like MeHAF to do to help.
 - Bring people together to talk about what is happening. Continue the advocacy funding to provide outreach and education to policy leaders. Think about ways to share information that can make things better.
 - Maintain attention and focus on tax/revenue policy, with a specific plea to not balance the budget on the backs of poor people when talking about health care.
 - Many CDC offices are at risk of being dissolved. Losing the gains in population health and equity realized during the pandemic is possible. Work to connect with CDC leaders to protect the programs that have been created and funded.
 - Continue to be nimble in the face of the changing landscape to help the grassroots, equity-focused organizations and their missions. Help communicate the truth to providers about what is actually happening with the executive orders and what is just rumor.
 - Out of fear, philanthropy can sometimes be slow to act. Rise above. Keep up the public statements that make our values explicit and serve to support and also to educate.

Jake thanked all of the presenters and noted that our jobs are to stand up for our priority populations and to stay true to our values.

**Nova Fund –
Ruta Kadonoff (VPP), Jake Grindle (CEO), Charles Dwyer (SPO)**

Health Justice Movement-Building Plan for 2025: Jake provided an update on one focus of the Nova Fund that was approved by the Board and Community Advisory Committee in April 2023, specifically, \$2 million toward resourcing a health justice movement here in Maine. After the November 2023 three-day planning retreat, a multi-layer design process was created to narrow, refine, and develop the ideas that had emerged into a set of fundable projects. A detailed memo was included in the meeting packet of which highlights were reviewed.

The layers of input in this process included: a Movement Infrastructure Design Team, a set of Movement Ecosystem Advisors, and the input of our full Grantee Cohorts. Through monthly meetings and two full-day retreats in 2024, the team identified and developed funding action plans for three areas of investment: (1) Movement Alignment and Design Team, (2) Shared organizational infrastructure needs, and (3) Movement School. The Design Team approved a draft budget, along with a summary of the plan for each area, which were shared with Trustees. Funding in each of the areas is slated for distribution starting in the coming months. In particular, in order to expedite funding, we may opt to have the Executive Committee approve a Foundation-Initiated grant shortly after review and recommendation by the Program and Grants Committee in March, to support the first year of the Movement School project, rather than waiting for full Board approval in April.

Trustees provided the following comments and questions:

- There was concern expressed about needing to make sure it is clear how *health* is included in this initiative, as it is not made apparent in the summaries. It's important to be explicit about the relationship between this work and MeHAF's stated mission. It was also recommended to include an evaluation component during the development and ongoing processes. Jake noted that he will address the health focus and evaluation component in future memos to the Program and Grants Committee and Executive Committee. The evaluations learnings can inform the upcoming strategic planning process.
- Clarification was asked regarding what capacity some of the named collaborating funders will have. Jake shared that they will focus on small segments of the program regarding fiscal sponsorship and collective bookkeeping to support grassroots nonprofits.

Health Workforce Update: Senior Program Officer Charles Dwyer provided an update on the Health Workforce focus within the Nova Fund. He shared a detailed memo which noted that over the last eight months staff, with consultant assistance, has sought to better understand where in Maine health workforce shortages are most acutely felt and in what specific professions. Through semi-structured interviews with individuals as well as conversations with stakeholders and those experiencing the brunt of shortages, responses have been compiled and analyzed about what they believe to be the most significant challenges, what root causes underlie the shortages, and what factors perpetuate them. This process will culminate in a report (currently in draft) that will be disseminated widely. A statewide Health Workforce meeting will be held on April 17 that will bring together participants from a DHHS-sponsored Health Workforce meeting held last spring.

Following the April convening, we will continue to work with the facilitator over the summer to convene one or more workgroups of stakeholders and industry experts—patients, employers,

health care workers, and state decision-makers—to develop a process for identifying potential grantees or contractors to carry out from one to four of the priority workforce strategies identified at the April meeting.

New Business –

Sue Roche (Vice Chair), Jeb Murphy (Communications Manager), Jake Grindle (CEO)

Committee Members Solicitation: Sue noted that the Dr. Wendy J. Wolf Health Leadership Award Committee is looking for new members, including three Trustees, to conduct its business to select the next award recipient. The award is presented at the October Joint Board and Community Advisory Committee meeting. Communications Manager Jeb Murphy briefly outlined what is required of committee members, noting that the process has been streamlined over the past seven years, and requires no more than six-eight hours overall. He indicated it's a good opportunity to connect with fellow Trustees and Community Advisory Committee members.

Board and CAC Learning Opportunities: Sue referred to the Investment 101 conversation from earlier in the agenda.

National Conferences: Sue noted that save-the-date information was included in the meeting packet highlighting upcoming conferences for Grantmakers for Effective Organizations (GEO) and Grantmakers In Health (GIH). GEO will be held May 5-6 in Charlotte, NC. GIH will be held June 16-20 in New Orleans, LA. Two Trustees and two Community Advisory Committee members will have the opportunity to attend each with expenses paid by MeHAF. An email with details will be sent to all Trustees and CAC members to gauge interest. No staff will be attending this year.

MeHAF 25th Anniversary Plans: Jake shared that MeHAF's 25th anniversary is this year. There are plans being made to hold a celebration immediately following the April 10 Annual Meeting, in combination with a welcome reception for him in his new role as CEO. It was confirmed that former CEOs Wendy Wolf and Barbara Leonard will be present.

Staff Hiring Update: Jake noted that the search for a new Program Officer has begun with the opportunity having been posted on numerous state and national job boards on January 31 and closing February 28 with plans to have the new PO on board in May.

Executive Committee Updates –

Sue Roche (Vice Chair) and Jake Grindle (CEO)

CEO 2025 Annual Priorities and External Stakeholder Outreach List: Jake shared his 2025 annual priorities and highlighted specifics in each section. He also shared the list of external stakeholders he plans to meet with in his first 90 days and asked Trustees if they had any suggestions for additions.

It was recommended to consider developing relationships with major employers in the state beyond the health systems, as they employ members of our priority populations. It was also suggested to reach out to members of Maine's congressional delegation as well as the Maine Municipal Association.

**Trustee Check-in and Meeting Evaluation –
Sue Roche (Vice Chair) and Jake Grindle (CEO)**

Meeting Evaluation: Trustees shared the following review of the meeting and how participants lived into the established norms:

- It was an inspiring meeting in this beacon of civility, and having allies and other collective groups share in the fight is appreciated. Safe space for sharing.
- The presentations felt rushed given the important and timely content. It was suggested to reach out to them all to express the Board's gratitude for their time. Jake will do this as well as provide their organizations with an honorarium.

Next Meeting

The Board of Trustees will next meet on April 10, 2025. This will be MeHAF's Annual Meeting which is held jointly with the Community Advisory Committee. The meeting will be held in-person at Maple Hill Farm in Hallowell.

Adjournment

The meeting adjourned at 4:00 pm (*Lambke/Yaffe*).

Respectfully Submitted,
Jake Grindle
President & CEO