

**Maine Health Access Foundation
Board of Trustees Meeting Minutes
February 9, 2023
(Held via videoconference.)**

Trustees Present: Catherine Ryder (Chair); Beth Bordowitz, Barbara Crider, Dennis King, Barbara Leonard (*ex-officio*), Kevin Lewis, Edward Miller, Grace Odimayo, Susan Roche, Abdulkerim Said, Ian Yaffe

Trustees Absent: Michael Lambke, Clarissa Sabattis, Toho Soma

CAC Members Present: Donna Brown, Tracey Hair

Guest Present: Cullen Ryan

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

Welcome

Chair Catherine Ryder called the meeting to order at 1:05 p.m. and welcomed those present. Introductions were made, a relationship-building exercise was conducted, and the meeting agenda was reviewed. CEO Barbara Leonard noted that the email message that accompanies the meeting packet is a helpful reference during the meeting as it outlines the focus of the agenda items and expected outcomes. Beginning with the next meeting, it will be included in the packet for easier access.

Consent Agenda

Chair Ryder encouraged Trustees and CAC members to read the President's Report to be apprised of the details of staff activities that have been undertaken during the past two months. Ms. Ryder asked if any items on the consent agenda required discussion. She asked for additional information about our work with the Maine Community Foundation People of Color Fund. Senior Program Officer Jake Grindle shared that the MeHAF has been working with this BIPOC fund (formerly People of Color Fund) since 2012. It was established as the first grant program in the state specifically focused on organizations which are led by and serving people of color. MeHAF's contributions to the fund support grants which focus on health and health care. Through this work we learn about new and emerging organizations who are interested in our mission.

Beth Bordowitz recommended that the 401(k) plan revision be brought out of the consent agenda for explanation. She noted a minor change that was approved by the Retirement Plan Subcommittee of the Finance Committee to align with current industry common practice to allow participants who have left funds in the retirement plan after separation to make partial plan withdrawals rather than being limited to lump-sum distributions. She outlined the benefits to both plan participants and MeHAF. Approval was recommended by the Retirement Plan Subcommittee of the Finance Committee.

It was MOVED, SECONDED (King/Lewis), and VOTED UNANIMOUSLY, to approve the following consent agenda items:

- President's Report
- December 8, 2022, Board meeting minutes
- December 2022 Treasurer's Report and Finance Dashboard
- Audit engagement materials
- 401(k) Plan Revision

**Finance Committee – Ed Miller (Treasurer), Barbara Leonard (CEO),
Margo Beland (Finance Manager)**

December 2022 Financial Benchmarks and Payout Report: Treasurer Ed Miller shared that for 2022, we budgeted for a payout of approximately 5.36% or \$7.5 million in expenses based on a January-June 2021 average net asset value of \$141 million. At the end of 2022, our expenses were \$7.3 million, reflecting an estimated payout level of 5.06% against the January-December 2021 average net asset value of \$144 million. He noted that year-end budget numbers showed significant savings due to lower staffing levels and a one-time increase in legal fees related to the bylaws revision process.

2023 Focus Areas for Finance Committee: Mr. Miller noted that the Finance Committee held a meeting just prior to this Board meeting and shared highlights of its discussions.

- The Committee is developing the criteria that will be included in an RFP to be fielded to investment advisors. It will incorporate our approach to socially responsible investing and will seek a firm with management team diversity and values that match our investment policy. The RFP is being done as a matter of due diligence.
- Committee members discussed the concept of the mandate that MeHAF exist in perpetuity, what that actually means, and how it relates to our yearly payout.
- The Committee is also developing an RFP for audit firms to conduct the 2023 audit. Our current consultant Baker Newman and Noyes will be allowed to submit a proposal with a different audit team.

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

Board and CAC Recruitment Update: Governance Committee Chair Sue Roche reported that the Governance Committee has recruited for and has commitments from three new Board Trustees and three new CAC members 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 13 Annual Meeting, during which both slates will be voted on by Trustees and CAC members.

**MacKenzie Scott Gift – Ruta Kadonoff (VPP) and Barbara Leonard (CEO)
(taken out of order)**

VPP Ruta Kadonoff provided an update on initial planning to identify opportunities for using the \$9M gift from MacKenzie Scott. She shared that we have been working with consultants Vanessa Farr from Principle Group and Zoe Miller from Zoe Miller Strategies who have outlined a two-phase plan using the charrette model of participatory, rapid fire planning over a four-week period. The Board, CAC, staff, and other key partners will be engaged to gain input about setting parameters for a planning process to explore using this gift related to the types of programs and projects we should consider funding.

CEO Leonard noted that the funds are in a stand-alone, low risk investment vehicle currently earning 4% interest. It will be managed with our other invested funds and will count as part of our endowment for purposes of required payout. It is bounded by the Board resolution that was approved in December that states the intent of spending the funds within three-five years. The Finance Committee decided to continue to show the fund separately in financial statements so that historical endowment performance remains clear and unaffected by these funds.

**Learning Opportunity:
Addressing housing and health needs for unhoused Maine people
Barbara Crider, Trustee (facilitator); Tracey Hair, Executive Director, H.O.M.E., Community
Advisory Committee; Cullen Ryan,
Executive Director, Community Housing of Maine**

Community Advisory Committee member Tracey Hair and guest Cullen Ryan joined the meeting to provide insight on homelessness in Maine, and its relationship to health and access to health care. Trustee Barbara Crider facilitated the discussion.

- Ms. Hair noted that the homeless experiences which are present across Maine are complicated by the decrease in affordable housing as well as the persistent rates of people with substance use disorder and mental health conditions. The cycle and connection between homelessness and these health issues cannot be overstated. Intervention services in shelters are necessary. She shared stories of individuals and families who have been guests of H.O.M.E. The nonprofit sector can assist in helping to restructure the system.
- Mr. Ryan also shared stories of individuals who have sought shelter in Community Housing of Maine facilities. He provided statistics of long-term stayers related to contact with the criminal justice and hospital system, noting that unhoused long-term stayers are up to 45 times more likely to be in jail when unhoused than housed, and up to 19 times more likely to be in the hospital when unhoused than housed. He noted that Maine is in need of at least 20,000 affordable housing units and that the cuts to Section 8 housing made by HUD in the 1980s has contributed greatly to this shortage. There are a couple of upcoming bills in the Maine Legislature that focus on investment in housing.

The group then participated in a discussion about the information presented with highlights below:

- Even with Section 8 vouchers, the lack of housing makes many of them useless, and the number of encampment sites is growing. Building relationships with law enforcement is necessary so that the people in these encampments are treated with dignity and respect. Strategies need to be created in advance when encampment sites are removed so that supportive services are available. If we don't have enough housing then we need to have enough shelters with intervention services.
- One of the challenges is that the preventable cost of incarceration and preventive emergency department use is significant, yet funds are going to these areas rather than to solving the housing problem. The two systems are not able to interact to create affordable, permanent housing.
- It's important to have housing in local communities, especially for indigenous populations, so that culturally appropriate community supports are accessible.
- Workforce issues are leading to shelters being understaffed which leads to fewer available services.
- Need to put housing navigation into health care and corrections systems so that people aren't being released into homelessness.

Barbara Crider and Trustees thanked Ms. Hair and Mr. Cullen for this important conversation.

**New Business –
Catherine Ryder (Chair), Ruta Kadonoff (VPP), and Barbara Leonard (CEO)**

Committee Members Solicitation: Communications Manager Jeb Murphy noted that the Dr. Wendy J. Wolf Health Leadership Award Committee is looking for new members, including three Trustees, to conduct its business. He shared that the process has been streamlined for this upcoming round and highlighted the process. Past members of the Committee spoke highly of the process and the

experience of learning about the people who are nominated. The award is presented at the October Joint Board and CAC meeting. Beth Bordowitz and Kevin Lewis volunteered to serve. An email will be sent soon with more details.

Revised Bylaws Approval: The proposed revisions to our bylaws have been approved by Superior Court after a one-year process and will be presented to the Board for final approval at the April 13 Annual Meeting. CEO Leonard noted that the only proposed revision that was not approved was for a stipend for meeting preparation time for Board and CAC meetings. The current stipend will be reviewed by the Governance Committee to determine if it should be adjusted.

Strategic Framework Learning and Evaluation Plan Development: The Strategic Planning Committee has begun the work of identifying a plan to evaluate the Strategic Framework. Consultant Susan Foster has been helping with this work. The Board and CAC were presented, in December and January respectively, with possible questions to be considered in the evaluation. The SPC will meet later this month to draft the evaluation questions and to identify data sources that can be used—ones that will streamline the process. Final approval of the evaluation plan will be sought at the April 13 Annual Meeting.

Board and CAC Learning Opportunities: CEO Leonard reported that a survey is being created that will seek input from Trustees and Community Advisory Committee members about what topics and speakers should be included in upcoming learning opportunities.

New Office Space: The move to the new MeHAF office is complete and staff is settling in. We are hosting small meetings with outside groups in the meeting rooms and are eager to have Trustees come and see the new space.

Executive Committee – Catherine Ryder (Chair) and Barbara Leonard (CEO)

CEO 2023 Annual Priorities: The draft CEO annual plan was shared with Trustees who were provided the opportunity to review and to ask clarifying questions. CEO Leonard reviewed the contents and plans for continuing and new priorities.

CEO Compensation Assessment Results: Chair Ryder shared information about the results of the review of CEO compensation after going into *Executive Session at 3:49 pm (King/Crider)*. At 4:01 pm, Trustees left *Executive Session (King/Roche)*.

Next Meeting

The Board of Trustees will next meet on April 13, 2023, jointly with the Community Advisory Committee at the Annual Meeting to be held at the Margaret Chase Smith Library in Skowhegan.

Adjournment

The meeting adjourned at 4:07 pm. *(King/Roche)*

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