

**Maine Health Access Foundation
Board of Trustees Minutes
June 11, 2020
(Held via videoconference)**

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

Trustees Absent: Clarissa Sabattis

CAC Member Present: Kenney Miller

Guests Present: Nelson Toner (Bernstein Shur)

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. and welcomed those present, particularly new Trustees Claudette Ndayininahaze, Grace Odimayo, and Odette Thurston. Introductions were made.

Chair Adler recognized the statement that was distributed from MeHAF regarding the death of George Floyd and the anti-racist protests occurring locally, nationally, and abroad. The statement was a joint effort created by staff and some Board and CAC members and positive feedback from the community has been received. Broader distribution to include current and former grantees will be considered.

Consent Agenda

Chair Adler asked if any items on the consent agenda required discussion. It was agreed that Treasurer Bruce Nickerson would provide an update on the Treasurer's Report. Mr. Nickerson shared information concerning the status of the endowment relative to the volatility of the markets over the past few months. He noted that during this timeframe, the endowment hit a low of \$104M and had rebounded to approximately \$110M by the end of April, and increased slightly again in May (final figures not yet available). He predicted ongoing volatility throughout the year, noting the large decline underway concurrent with the meeting.

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

- President's report
- April 9, 2020, Joint Board & CAC meeting minutes
- April Treasurer's report
- Financial dashboard as of April 30, 2020

**Strategic Planning Committee –
Ms. Deb Deatruck (Chair), Ms. Barbara Leonard (CEO),
Ms. Ruta Kadonoff (Director of Programs), Mr. Charles Dwyer (Senior Program Officer)**

Report on Phase I COVID-19 Grants: Chair Deatruck commended staff on how quickly and thoughtfully it had developed this program. CEO Leonard provided an overview of the first phase of COVID-19 funding. A total of \$1,135,281 has been awarded through directed grants and rapid response grants. Forty-seven *directed* grants were awarded to 56 organizations for a

total of \$675,000. These grants were provided to organizations identified by staff using decision criteria that addressed preserving access to health care and working with underserved populations.

Thirty-seven *rapid response* grants were awarded for a total of \$460,281. The rapid response grants process was structured more narrowly than typical open grant rounds in order to be able to make the most difference. The initial amount budgeted for this program was \$250,000, and was increased to \$460,000 given the overwhelming response received. It was noted that CEO Leonard worked with the Executive Committee in order to increase the funds allocated for this effort.

Senior Program Officer Dwyer discussed how these grants align with our equity value and shared how we have focused on listening to organizations to find out what they needed during the initial phase of the pandemic in order to meet the immediate human needs of the populations that our partners serve. He noted that application barriers were lowered by introducing a streamlined process and adjusted reporting requirements.

Plans for Phase II COVID-19 Funding: At its May 21 meeting, the Strategic Planning Committee voted to recommend a second phase of COVID-19 focused grantmaking, building upon what was learned through the first phase of grantmaking, and incorporating information that is being collected by program staff. CEO Leonard noted that critical gaps exist that highlight the degree to which some people and communities are at much higher risk of illness and death. Among these are people of color, individuals living in congregate situations, migrant and seasonal farmworkers, those with mental illness and substance use disorder, and older adults. Furthermore, this second phase of the COVID-19 response plan includes some focus on ongoing non-pandemic activities, including re-opening the Discretionary Grants program, making some limited Foundation-Initiated grants and contracts to continue progress in strategic priority areas such as older adults, behavioral health/substance use disorder, rural health/workforce, and maternal and child health, as well as restarting the CRG program and starting the SIIRG program in 2021.

The first phase of COVID-19 response included the reprogramming of the Community Responsive Grants (CRG) program funds and the reallocation of the \$625,000 included in the original 2020 budget for that program. To fund Phase II grantmaking, we have cancelled the roll-out of the Systems Improvement and Innovation Grants (SIIRG) program and will reprogram the entire 2020 allocation of \$570,000. Some additional funds from within the planned 2020 budget still remain for reallocation. In addition, later in this agenda, the Board will be voting whether to approve spending beyond the required 5% payout in 2020 and 2021. Staff anticipate that with reprogramming of SIIRG and other current program budget items along with expected savings from this year's administrative budget, that approximately \$750,000 to \$1 million can be spent without exceeding the planned payout amount. Activities beyond that amount will be identified and would require explicit approval.

CEO Leonard noted that the SPC is recommending approval of the outlined approaches below:

1. Fund activities that support programs and/or advocacy by or for key populations that experience disproportionate impact from COVID-19.
2. Influence, foster coordination among major players, and selectively fund strategic COVID-19 response elements such as translation, contact tracing, policy advocacy.
3. Continue regular grantmaking that positions grantees and partners for the future.

Trustees discussed how the rapid response phases are supporting rural areas through grantmaking to advocacy organizations who support aging populations through policymaking. CEO Leonard noted that an in-depth conversation regarding MeHAF's allowable advocacy vs. lobbying efforts will be included on the August Board meeting agenda.

It was MOVED, SECONDED (Lambke/Hitchings), and VOTED with one abstention to reallocate up to \$1,500,000 to support ongoing response to the COVID-19 epidemic in Maine, as recommended by the Strategic Planning Committee.

**Executive, Strategic Planning, and Finance Committees –
Treasurer Bruce Nickerson, Nelson Toner (Bernstein Shur), CEO Leonard**

Framework for Expenditures Beyond 5% Required Payout: Treasurer Bruce Nickerson shared that the Finance, Executive, and Strategic Planning Committees have been discussing grantmaking plans for 2020 to focus on immediate needs related to the COVID-19 crisis. He noted that the Board is being presented with a proposed framework for expenditures beyond the 5% required payout in 2020 and 2021. The proposal does not include a specific dollar amount or percentage, but rather guidelines allowed within our existing Bylaws, Investment Policy, and the terms of Maine Uniform Prudent Management of Institutional Funds Act (UPMIFA). He noted that we are exploring the possibility of distributing more than the 5% required payout for grantmaking that would ensure that critical parts of the infrastructure for access to care for uninsured and underserved individuals are maintained.

CEO Leonard had sought the advice of MeHAF's attorney Nelson Toner of Bernstein Shur to address how MeHAF can balance its responsibilities of achieving its mission during this crisis with prudence in oversight of the endowment assets. Mr. Toner was welcomed to the meeting and he shared guidance regarding these matters by reviewing pertinent sections of the MeHAF Bylaws, Investment Policy, and Maine UPMIFA. He reviewed a detailed memo with Trustees and highlighted important factors and concepts for the Board to consider.

Mr. Toner noted that for the purposes of developing the annual spending policy, the Board must balance the mission of MeHAF and its ability to provide community benefit during the COVID-19 crisis with the continued viability of MeHAF. MeHAF must satisfy the 5% spending policy, however, when MeHAF makes grants in excess of the spending requirements, the Board must act prudently to protect the long-term needs of MeHAF. The Investment Policy includes the investment parameter to manage the endowment with disciplined long-term investment objectives and strategies that will accommodate relevant, reasonable, or probable events. The terms of UPMIFA are entwined through our Bylaws. Under UPMIFA anything above 7% is deemed to be imprudent, although this designation can be overcome if we can prove why we need to go above 7%, which can certainly include the current pandemic.

Trustees discussed the mechanics of year-to-year spending levels based on endowment returns, principal, and IRS requirements and how increased spending levels in one year would affect future years.

It was MOVED, SECONDED (Hitchings/King), and VOTED UNANIMOUSLY to approve the proposed framework for expenditures beyond the 5% required payout in 2020 and 2021 to respond to the COVID-19 pandemic, as recommended by the Executive, Strategic Planning, and Finance Committees.

Strategic Planning Committee – Ms. Deb Deatrick (Chair), Mr. Jake Grindle (Program Officer), Ms. Ruta Kadonoff (Director of Programs)

Health Equity Capacity Building Program Extension Concept Memo: Program Officer Jake Grindle reported that at its May 21 meeting, the Strategic Planning Committee voted to recommend a four-year extension of the Health Equity Capacity-Building (HECB) grants program, extending grant payments through 2025 and the program activities into 2026. He provided background of this program, noting that in 2018, MeHAF made eight grants in the first round of the HECB program, and followed that by adding a second cohort comprised of seven grantees in 2019. The program aims to strengthen community-based organizations in Maine with primary leadership from members of the marginalized communities they serve, that are working to advance health equity. To date, the program has provided lessons in the grantmaking decision process, evaluation, grantee reporting, approaches to meeting technical assistance needs, and on more equitable policies for supporting grantee participation in MeHAF-hosted meetings and events, among others.

In many of these areas, new strategies developed for the HECB program have led to significant improvements to processes across other programs at the Foundation. The HECB program has also helped the Foundation to refine and strengthen our understanding of how to advance equitable outcomes for health in Maine. With the commitment to long-term funding established, we can continue to build upon these relationships and work with grantees to co-design future iterations of the program in a way that promises to continue to strengthen MeHAF's work.

Trustee Claudette Ndayininahaze reflected on her organization's (In her Presence) experience as a grantee and noted that it has allowed for trust and understanding to grow in the community and among fellow grantees. She also noted that in this time of COVID-19, the efforts of individual organizations to fundraise have been negatively impacted, making the rapid response grants from MeHAF all the more important.

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

Trustee:	Conflict:
Claudette Ndayininahaze	Grantee, In Her Presence

Ms. Ndayininahaze was placed in a Zoom webinar service waiting room and was not present during the vote.

It was MOVED, SECONDED (Miller/Roche), and VOTED UNANIMOUSLY to approve a four-year extension of MeHAF's Health Equity Capacity-Building Grants Program at a total investment of between \$600,000 and \$675,000 per year for 2021 through 2025, as recommended by the Strategic Planning Committee.

Ms. Ndayininahaze was released from the waiting room and re-joined the meeting.

Grants Committee – Mr. Dennis King (Chair), Program Staff

Waponahki Health Needs Assessment: CEO Leonard reported that the SPC and Board at their March and April meetings, respectively, approved a concept memo consistent with the Foundation-Initiated Grant application submitted by the Public Health Research Institute as fiscal sponsor for Wabanaki Public Health. At its May meeting, the Grants Committee reviewed this application, approved it, and recommends Board approval. CEO Leonard shared an overview and background of the Waponahki Health Needs Assessment which Wabanaki Public Health coordinated in 2010 on behalf of the federally recognized tribes in Maine.

MeHAF provided a grant of \$150,000 in support of the 2010 assessment, which was established with the intent of conducting assessments every ten years to create a source of accurate data on tribal communities in Maine. Wabanaki Public Health (with Public Health Research Institute as fiscal agent) will coordinate the comprehensive multi-tribal health needs assessment in partnership with Washington State University, where the researcher who consulted on the 2010 survey is now located. The collection will be performed by tribal members who will be paid for their time. Surveys will be translated into tribal languages for those who do not speak English as their first language. Data management will be consistent with best practices to ensure ownership and control by the tribes.

The total cost of this effort is approximately \$350,000, of which almost \$190,000 would be provided in-kind by Wabanaki Public Health, primarily to support staff time for coordination of the assessment. The bulk of the project budget (over \$160,000) would support a contract with Washington State University to oversee the development of the survey instrument and analysis of the results as a whole and for each tribe.

There was discussion about how the data will be shared with non-tribal organizations including other health care systems. Program Officer Andrea Francis noted that the data is owned by the individual tribes, which will oversee reports to be released. Special permission can be sought by other organizations to receive and use the gathered data under specific guidelines.

Declaration of Conflicts of Interest – There were no conflicts of interest declared.

It was MOVED, SECONDED (Nickerson/Ryder), and VOTED UNANIMOUSLY to approve a grant of \$75,000 to Public Health Research Institute, as fiscal sponsor for Wabanaki Public Health, for the grant period June 15, 2020 through April 30, 2021, consistent with standard MeHAF contract obligations, as recommended by the Grants Committee.

Governance Committee – Mr. Toho Soma (Committee Chair)

Board Recruitment Criteria for 2021: Governance Committee Chair Toho Soma noted that the Committee is currently planning for 2020 recruitment needs. To date, it appears it will need to recruit up to three new Trustees (Adler, Hitchings, and Marple are terming off) and up to six new Community Advisory Committee members (Aponte C., Fitzgibbons, and Said will be terming off; Desjardins stepped down last month).

At its May 19 meeting, the Governance Committee reviewed the Board Demographics and Experience Grid to identify areas of gaps in Trustee representation. The goal of recruitment is to identify candidates with demographic and geographic diversity, the key skills to serve on a nonprofit board, experience in roles ranging from front line staff to organizational leaders, individuals who can provide advice from personal experience, and who support our efforts to increase equity. Trustees were asked to update their individual demographic and experience entries as needed and return to staff. The Committee identified the following desired priority skills and attributes for 2021 recruitment which were reviewed by the Trustees:

- Demographics:
 - Northern, Eastern, Western, Midcoast, and Downeast areas, including Hancock, Oxford, Penobscot, Piscataquis, Sagadahoc, Waldo, Washington, and York counties
 - Under 40
 - LGBTQ
 - Disability
 - Racially, ethnically diverse
- Experience:
 - Health Care Provider
 - Health care related law
 - Health care finance
 - Chronic illness care (though this may already be represented, just not noted)

Trustees were also asked to consider nominating individuals to be included on the recruitment master list that the Committee will use for the next round of recruitment. A nomination form will be sent along with the draft minutes. On the Demographics and Experience Grid, it was suggested to change *Chronic Illness Care* to *Chronic Illness* in order to reflect public health rather than direct care professional experience, as well as lived experience.

High-Level Themes from Renewing Trustee Self-Assessments: Mr. Soma noted that renewing Trustees are asked to complete a self-assessment where they rate their performance on the core functions of being a Trustee. The goal of the assessment is to identify ways that MeHAF can meet Trustee expectations, most effectively tap their expertise, and improve the overall operation of the Board. Trustees King, Roche, and Soma completed their self-assessments in April. He noted general themes of feeling engaged in the Foundation and the work, of having sufficient information to make decisions, and of being supported by staff.

New Business

Plans for Office Reopening and Operation: Chair Adler, on behalf of the Board, offered appreciation and thanks to all staff for its continued dedication and engagement during the shift to working from home. CEO Leonard shared that current plans are underway for a voluntary reopening pilot starting June 15, acknowledging that while all staff are being productive working from home, some staff feel more connected and effective with some amount of time in the office. In preparation for this reopening, staff sought a review of the office environment by occupational health experts to be able to assess how we can maintain a setting that is as safe as possible and developed guidelines for being in the office moving forward. This plan will be re-evaluated during the summer and adjusted as needed.

Executive Committee – Dr. Connie Adler (Chair)

CEO Annual Review: *At 3:36 p.m., it was MOVED, SECONDED (Nickerson/King), and VOTED UNANIMOUSLY to enter Executive Session for the purposes of discussing CEO Leonard’s annual review and conducting Trustee check-in and meeting evaluation.*

It was MOVED, SECONDED (Miller/Nickerson), and VOTED UNANIMOUSLY to approve the recommendation of the Executive Committee, based on the survey results from Trustees, CAC, and staff, accomplishment of goals, and other information, regarding the CEO’s annual performance review and change in compensation.

At the close of this discussion, *it was MOVED, SECONDED (King/Soma), and VOTED UNANIMOUSLY to leave Executive Session at 4:06 p.m.*

Next Meeting

The Board will next meet on Thursday, August 12, 2020.

Adjournment

The meeting adjourned at 4:07.

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