

**Maine Health Access Foundation
Board of Trustees Meeting Minutes
August 10, 2023**

Trustees Present: Toho Soma (Chair); Beth Bordowitz, Barbara Crider, Christy Daggett, Dennis King, Barbara Leonard (*ex-officio*), Michael Lambke, Kevin Lewis, Grace Odimayo, Susan Roche, Clarissa Sabattis, Abdulkarim Said

Trustee Absent: Tracey Hair, Edward Miller, Anita Ruff, Ian Yaffe

CAC Member Present: Kenneth Lewis

Guest Present: Jill Nowak

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

Welcome

Chair Toho Soma called the meeting to order at 1:01 p.m. and welcomed those present. Introductions were made and a relationship-building exercise was conducted.

Consent Agenda

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

- President's Report
- June 15, 2023, Board meeting minutes
- June Treasurer's Report
- June Finance Dashboard

**Finance Committee/Learning Session –
Investment Advisory Services
Barbara Leonard (CEO)**

CEO Leonard welcomed to the meeting Jill Nowak, Executive Vice President of Impact Investing for the Missouri Foundation for Health. Ms. Leonard provided background relative to this presentation and discussion about MeHAF's investment advisory services. She noted that the Finance Committee oversees and sets policy for managing the foundation's endowment assets, and in that role, it is supported by an independent advisory consulting organization, Prime Buchholz (PB). They provide information to the Finance Committee regarding potential funds to be invested in, advise on the investment policy statement, monitor performance of all fund managers, assist with the relationship with our custodial bank, report on the endowment as a whole, and support staff in all transactions into and out of funds.

Our relationship with PB was established when the foundation was created, and they have served us well for more than 20 years. However, as a matter of good governance, we should periodically go through a process of seeking applications for advisory services. Many foundations do this on a schedule of every 10 years, and we may consider such a policy in the future. The Finance Committee will oversee this competitive RFP process with assistance from an independent consulting organization, Kidderbrook Group, with which we've recently contracted after a thorough search. Prime Buchholz knows that we are undertaking the process, is supportive of our doing so, and will be invited to apply. We hope to complete the process by the end of the calendar year.

In order to give the Board some grounding in why this process is important, and the relevant governance and stewardship issues in selecting and engaging an advisor for management of the endowment, Ms. Nowak provided an overview. She presented similar information for the Finance Committee in July, which it found extremely helpful and recommended the Board be provided this information as well. For this presentation to the Board, Ms. Nowak also discussed approaches to mission-aligned investing, an area in which she has deep expertise, because this will be an element of interest in our selection of advisors. Some highlights of her presentation include:

- Ms. Nowak outlined the various endowment models and noted MeHAF's mandate to exist in perpetuity which effects the goals and objectives of our Investment Policy Statement (IPS). It's important that our investment advisor fully understands this mandate and aligns with the IPS which reflects and supports our work.
- Advisors also help to support the goal to screen out or in certain types of investments and to ensure a diverse manager compilation that reflects MeHAF's equity work and organizational values.
- Ms. Nowak noted that there are natural tensions in endowment governance that arise when trying to balance the potentially competing interests of investment performance and the perpetuity mandate with the mission, through shared understanding of MeHAF's mission and values with the Board, committee, and advisors.
- Impact investing can exist in a framework that allows for portfolio 'sleeves' – portions of the endowment that are set aside (e.g., 10% of endowment) for specific holdings that focus on specific causes or sectors that are important to MeHAF (i.e., affordable housing, rural community hospitals), which might get below-market return but have outsized impact in issues that are aligned with mission and values.

Trustees offered the following comments and questions:

- It was asked if investing targets need to be within any boundaries of the IRS. Ms. Nowak stated that the IRS is mostly concerned with us meeting our 5% required payout and not with the composition of our portfolio.
- It was suggested that portfolio sleeves might provide greater confidence to use those funds in innovative ways – perhaps focusing on social determinants of health that align with our mission.

It was noted that copies of Ms. Nowak's slides will be distributed with the meeting minutes.

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

Board and Community Advisory Committee Recruitment Process Update: Governance Committee Chair Sue Roche noted that the Governance Committee is planning for April 2024 recruitment needs for the Board and Community Advisory Committee. It will refine and finalize recruitment priorities at its August 15 meeting. One of the tools MeHAF uses to ensure a robust pool of prospects from all over Maine and with a breadth of experiences, is to consistently work to add names to the large prospect list from which candidates will ultimately be selected by the Governance Committee. Trustees were asked to respond to an upcoming request to propose at least one name to the list. The 2024 recruitment priorities identified by the Governance Committee and affirmed by the Board were shared to help inform recommendations.

Committee Updates:

- *Dr. Wendy J. Wolf Health Leadership Award* – Governance Committee Chair Roche noted that the Dr. Wendy J. Wolf Health Leadership Award Committee, which is under the purview of the Governance Committee, will meet on August 23 to review the nominating information and the Committee’s preliminary scoring of the six nominations submitted. The Governance Committee will ratify the recommendation and the award will be made at the October 12 joint Board and Community Advisory Committee (CAC) meeting.

It was asked if nominees who are not selected for the award receive communication from MeHAF congratulating them on their nomination. CEO Leonard noted that this can be discussed at future Award and Governance Committee meetings.

- *Renewing Trustee and CAC Member Self-Evaluations* – Governance Committee Chair Roche noted that Trustees and CAC members who will be renewing for a new term are asked to complete a self-assessment of their work with the foundation, in accordance with guidance in the bylaws. This feedback is shared with the Governance and Executive Committees. Additionally, CEO Leonard is in the process of meeting with each of the new and renewing Trustees and CAC members. Key themes from the self-assessments were shared.
- *Equity Subcommittee* – CEO Leonard shared that at its recent meeting, the Equity Subcommittee revisited the three focus areas to advance equity identified at last October’s joint Board and CAC meeting: 1) Deepening MeHAF’s collaboration with other funders; 2) Enhancing MeHAF’s role in advocacy; and 3) Reimagining MeHAF’s meetings. The Board and CAC will hone in on the first priority at their October 12 joint meeting, at which there will be a panel discussion and opportunity for large group conversation about funder collaboration with some of our key philanthropic partners. The Subcommittee also provided important input into how we will approach the planning process for a Health Justice Movement Building in Maine charrette, one of the key priorities for the Nova Fund.

**Program and Grants Committee –
Grace Odimayo (Chair) and Ruta Kadonoff (VPP)**

Update on Nova Fund Grantmaking and Planning Processes: Vice President for Programs Ruta Kadonoff shared information about the next steps of planning to use the Nova Fund resources (MacKenzie Scott gift). A planning charrette will be held in late November to focus on building a Health Justice Movement in Maine, and about how we will approach allocating funds to current and recent program areas. These are two items that are included in the proposed planning framework that was developed in March through a charrette process in which Trustees, CAC members, and staff participated and was guided by consultants Vanessa Farr and Zoe Miller.

VPP Kadonoff shared that potential recipients of the funding are included in the planning process which promotes inclusivity and breaks down barriers. She reviewed the framework that was developed and approved by the Board in December 2022 which includes a series of planning charrettes focused on:

- Health Justice Movement Building (scheduled for November)
- Healthcare Workforce
- Fiscal Support Strategies for Small Health-focused Nonprofits
- Crisis response services

The framework also allows for increased funding for current/recent priorities and grantees made in the same spirit by which the Nova Fund was received, i.e., direct, general operating support grants. A slate of proposed grants will be presented at the September Grants and Program Committee meeting with approximately \$1M in funding, if approved, to be released by the end of 2023.

Planning for the third section of the framework, Big Ideas, will begin in 2024.

CEO Leonard noted that we are engaging a communications plans that will provide transparency for how and when these funds will be spent.

Future Learning Opportunity: SPO Jake Grindle shared that in response to the recommendation of our Health Advocacy Grantees, we will sponsor a day-long workshop on classism titled, “Confronting the Implication of Classism in ‘The Work’,” which, relative to MeHAF, is trying to promote access to health care and improve health. The workshop will be presented by grantee organization Resources for Organizing & Social Change (ROSC) and will be led by its Executive Director Sass Brodtkin, and Executive Assistant Sett Vincent, who will call on their personal and professional experiences. Registration is now open and Trustees were encouraged to sign up.

MeHAF Staff Norms – Barbara Leonard (CEO)

CEO Leonard explained that when MeHAF first delved into its work to more meaningfully advance equity, we learned about how important organizational culture is to ultimate change. A critical component of culture are the norms by which we interact with one another. Our culture, and the implicit and explicit norms that support it, can influence who wants to work at MeHAF, who has a sense of belonging and influence on the staff, the Community Advisory Committee, and the Board, and how we interact with and are viewed by partner organizations and the larger community. This year we decided to work with consultant Cathy Kidman to explore our culture to develop norms that would counter our unconscious white-dominant tendencies. This process has been advancing along at the same time the Board and CAC are working on their meeting norms.

The draft staff norms were shared with Trustees who offered the following thoughts and reflections:

- Norm #1 – *Express curiosity, ask open questions, and listen for clarity.*
 - Listening for clarity is different than listening to learn. Learning individuals do not assume that you already know. Is there an intention to be a learning organization?
 - This may lead to a greater number of disagreements.
- Norm #3 – *Focus on impact and assume best intent.*
 - The person who is saying what they are saying means well, but the impact on the recipient does not ring well. Be able to communicate, allow space for that to be expressed and to understand What the unintended impact was.
- Norm #6 – *Hold emotional space without an expectation of fixing.*
 - This is not clear in its meaning if one hasn’t been involved in the process – suggestion to make it clearer. Allow emotions to be in the room when they come up.
 - Be present. Encourage disagreement.
 - Reaction is as important as action.
- Congratulations to staff for delving into these discussions. It can be hard to get colleagues to buy in and to support each other’s work. Nurture a culture where colleagues can expect excellence from each other so that each other’s work is supported and advanced.

CEO Leonard noted that while we can’t expect perfection from each other, there is an understanding of our roles at the foundation and the resources and power that are entrusted to us require good stewardship and transparency, while nurturing and respecting our staff relationships and those with our grantees. SPO Dwyer noted that staff has been involved with a great deal of learning opportunities that help us sort through, refine, and internalize these draft norms.

Updates: CEO Leonard shared that:

- Frank Martinez Nocito has been promoted to Senior Program Officer.
- Program and Grants Associate Emily Berrill has been with MeHAF for almost two months and is proving to be a great addition to the team.
- To continue with our efforts to reduce our office paper use, paper copies of the Board meeting packet will only be provided to those who request one.

**Executive Committee –
Toho Soma (Chair), Susan Roche (Vice Chair)**

CEO Annual Review: *At 3:14 p.m., it was MOVED, SECONDED (King/Roche), and VOTED UNANIMOUSLY for the Trustees to enter Executive Session for the purposes of discussing CEO Leonard's annual review and conducting Trustee check-in and meeting evaluation.*

At the close of this discussion, it was MOVED, SECONDED (Lambke/King), and VOTED UNANIMOUSLY to leave Executive Session at 3:35 p.m.

Next Meeting

The Board of Trustees will next meet on October 12, 2023, jointly with the Community Advisory Committee, at Maple Hill Farm in Hallowell.

Adjournment

The meeting adjourned at 3:36 p.m.

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