

**Maine Health Access Foundation  
Board of Trustees Meeting Minutes  
August 8, 2019**

Trustees Present: Roy Hitchings (Chair); Dr. Connie Adler, Deborah Deatruck, Nancy Fritz, Dennis King, Dr. Michael Lambke, Barbara Leonard (*ex-officio*), Bruce Nickerson, Susan Roche, Catherine Ryder, Clarissa Sabattis, Toho Soma, Shirl Weaver

Trustees Absent: Tony Marple, Edward Miller

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

**Welcome**

Chair Roy Hitchings called the meeting to order at 1:03 p.m., welcomed those present, and introductions were made.

Chair Hitchings passed along the Outstanding Community Partnership Award that was presented to MeHAF by Kennebec Behavioral Health which recognized the foundation's commitment to expanding patient-centered addiction care. Mr. Hitchings had accepted the award on behalf of MeHAF in June while staff was attending the Grantmakers In Health annual meeting in Seattle at the same time as Kennebec Behavioral Health's award ceremony.

CEO Leonard shared that Ms. Holly Irish has been promoted from Program and Communications Assistant to Grants Associate, and all present expressed their congratulations.

**Trustee Presentation**

**Susan Roche, Esq., Executive Director of Immigrant Legal Advocacy Project**

Trustee Susan Roche, Executive Director of the Immigrant Legal Advocacy Project (ILAP), made a presentation on immigrants, refugees, and asylum seekers and their legal status. She provided a high-level overview, as well as touched on implications for access to health care. She detailed the legal challenges and obstacles of the 400+ asylum seekers who have arrived in Portland from the southern border since June 2019. ILAP helps low income immigrants with their legal status and advocates for more just and humane laws and policies affecting immigrants. She explained the legal differences between refugees and asylees along with the different paths that are available to each to obtain legal status in the US.

Chair Hitchings asked how MeHAF can help and Ms. Roche encouraged MeHAF to continue its equity work including convening and capacity building; help break down racial barriers; and encourage other nonprofits and philanthropies to diversify their areas of focus. She also noted that MeHAF has recently provided grant support to organizations who are directly offering aid to the recent asylum seekers.

**Consent Agenda**

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

- President's report
- June 6, 2019, Board meeting minutes
- June Treasurer's report

- Finance dashboard as of June 30, 2019
- Revised Employee Handbook

Chair Hitchings shared that MeHAF had contracted with Consultant Laurie Bouchard to conduct an employee compensation survey and the draft results were recently presented to CEO Leonard and Finance Manager Beland. Chair Hitchings, Vice Chair Adler, CEO Leonard, and Finance Manager Beland will review the results with Ms. Bouchard later this month and will make updates as appropriate.

**Strategic Planning Committee –  
Ms. Deborah Deatruck (Chair), Ms. Barbara Leonard (CEO),  
Ms. Ruta Kadonoff (Senior Program Officer)**

New Responsive Grants Program: Strategic Planning Committee Chair Deb Deatruck shared that at its July 17 meeting, the Committee discussed a revised approach to implementation of the new Strategic Framework. The original plan calls for a series of topic-specific concept memos to be presented to the SPC throughout 2019. Thus far, we have presented and received input from the SPC on Workforce and the Community Responsive Grants program, and activities are moving forward for both. We had also planned to develop and seek input on concept memos for **rural health, aging/older adults, behavioral health, and maternal and child health**. Over the first half of the year, we have learned that MeHAF's priorities and those of the new administration, and especially DHHS, are highly aligned. Planning processes are underway for each of those topics, with MeHAF as a key partner and/or participant in all. As a result, the SPC reviewed and endorsed altering this approach in the following two ways, and has requested that, if the Board agrees, staff develop a full concept memo for its review later this year.

1. Wait to develop concept memos in the **four topic areas listed above** until after state-led planning efforts have either concluded or initial recommendations are developed. In this way, we can ensure that MeHAF's work complements, but does not duplicate or supplant state efforts and can focus MeHAF's future work on areas that fit best with our mission of ensuring access for uninsured and underserved individuals and our core value of advancing equity.
2. Develop a new responsive grants program to complement the recently approved Community Responsive Grants (CRG) program that was announced on July 15. This new program would provide opportunities for organizations that are doing innovative work in each of the four strategic priority areas listed above to seek project funding for efforts that innovate within the health care delivery system, broadly defined. These grants, like the CRG program, would support projects that are larger and more comprehensive than MeHAF can support with Discretionary Grant funding. Unlike the CRG, which focuses on grants to organizations serving, and led by, community groups, the proposed program would also be available to support the work of service providers, governmental organizations, and statewide organizations.

It was suggested that this approach will allow the opportunity to leverage resources from the applicant organization through a matching requirement or incentive for partner organizations to contribute as well. This initiative is going to be less proscriptive than typical RFPs and will allow for greater creativity and responsiveness to specific, current needs.

*After further discussion, it was MOVED, SECONDED (Adler/Weaver), and VOTED UNANIMOUSLY to ratify the development of a new responsive grants program that will be approved in late 2019 and will roll-out in early 2020.*

**Finance Committee –**

**Mr. Bruce Nickerson (Treasurer and Committee Chair), Ms. Barbara Leonard (CEO), Ms. Margo Beland (Finance Manager)**

Update and Next Steps on Endowment Enhancement Options: Finance Committee Chair Nickerson reminded Trustees that beginning in the fall of 2018, the Finance Committee initiated a focused effort to address the prediction that although the asset allocation approach adopted by the Committee and outlined in MeHAF's Investment Policy Statement has been effective in achieving returns to date, a similar level of return in the future is not expected. Since that time, the Committee has worked closely with investment advisors Prime Buchholz (PB) to pursue a step-by-step approach to exploring options to enhance endowment returns, including consideration of investment in private equity. Input from the Board and Community Advisory Committee has been sought and received through structured discussions during past year.

The result of this research and data collection is that in May 2019, the Finance Committee voted not to pursue investments in private equity. Rather, the Committee seeks to pursue a revised asset allocation plan that will employ public equity and other investment vehicles. In addition, in an effort to increase alignment of the endowment with MeHAF's mission and values, the Committee seeks to explore in the future opportunities to apply Environmental, Social, and Governance (ESG) screens when feasible.

Mr. Nickerson reported that the Committee will work with PB during the remainder of 2019 to identify a new asset allocation model to achieve greater returns. By the November meeting of the Finance Committee, the new asset allocation approach will be incorporated into an updated Investment Policy Statement (IPS). Ideally, the new IPS will be approved at the Finance Committee's November meeting. If more consideration and time is needed, the IPS will be completed and ready for approval at the Committee's February 2020 meeting.

Trustees shared the following comments and questions:

- The Committee was thanked for all of the effort put into the consideration of private equity investing and for the education sessions with Trustees and CAC members during the process. Trustees were impressed that after all of the time and effort the Committee spent considering private equity investing, that it was able to acknowledge, based on the research conducted, that private equity, at this time, is not the best way for MeHAF to move.
- Trustees were appreciative of the Committee acknowledging the need to consider ESG screening moving forward. It was suggested that given the work Maine Initiatives has done relative to ESG investing, that they be asked to share their experiences with MeHAF. CEO Leonard noted that she and Maine Initiatives Executive Director Phil Walsh have had conversations about him presenting at a future Board meeting. It was also noted that the Endowment for Health, working with Prime Buchholz, is also doing ESG screening and will be asked to share their experiences and resources with us as well.
- Finance Committee Chair Bruce Nickerson introduced the concept of targeted impact investing which may also be considered by the Committee in the future. He provided examples of impact investing (focusing on social determinants of health) and how it may fit within MeHAF's investment strategy.

**Grants Committee –  
Mr. Dennis King (Chair), Ms. Barbara Leonard (CEO),  
Ms. Ruta Kadonoff (Senior Program Officer)**

Approval of Foundation-Initiated Grant to Maine DHHS through Partnership with Robert Wood Johnson Foundation: CEO Leonard reminded Trustees about efforts that have been underway with the Maine Department of Health and Human Services (DHHS) and the Robert Wood Johnson Foundation (RWJF) regarding philanthropic support for implementation of MaineCare expansion. This support will enable a number of activities to ensure that DHHS is able to effectively engage, enroll, and meet the unique health care needs of newly eligible MaineCare members in the short term, as well as to ensure that expanded Medicaid is a sustainable endeavor in the long term.

Ms. Leonard reviewed the priority initiatives that have been identified, which were further detailed in the accompanying application included in the Board packet. They are to: 1) conduct analyses of the expansion population and the health care delivery system in Maine, and assess the experiences of other states in expanding Medicaid; 2) roll out an outreach campaign to maximize MaineCare participation in conjunction with a coordinated effort by MeHAF that will focus on the ACA Marketplace; and 3) study the broader impacts associated with MaineCare expansion, including effects on costs on the state budget.

MeHAF had submitted an application to RWJF for a two-year grant of \$750,000 that is intended to support this work with DHHS, as well as to fund seven-eight additional grants to Maine nonprofits to support outreach and enrollment work in communities, which MeHAF will make as separate Foundation-Initiated grants. The Grants Committee approved this application at its meeting on July 8 and forwarded it to the Board for approval. CEO Leonard announced that approval from RWJF was received yesterday with the proposed start date of September 1. She outlined that \$620,000 is earmarked for the work with DHHS with \$130,000 coming to MeHAF to support marketplace enrollment technical assistance (\$10,000 will remain with MeHAF for administrative purposes).

**Declaration of Conflicts of Interest** – There were no conflicts determined.

*It was MOVED, SECONDED (Adler/Deatrick), and VOTED UNANIMOUSLY to approve a grant of \$620,000 to the Department of Health and Human Services to support implementation of MaineCare expansion, through MeHAF's receipt of a grant of \$750,000 from the Robert Wood Johnson Foundation.*

Committee Update: Grants Committee Chair Dennis King and Senior Program Officer Ruta Kadonoff provided an update on recent Committee activity including the approval of the Community Responsive Grants Program RFP, which was released July 15. The Committee also heard an update from PO Martinez Nocito on 2019 Discretionary and Meeting Support grantmaking to date.

**Governance Committee – Mr. Toho Soma (Chair) and Ms. Barbara Leonard (CEO)**

Board and CAC Recruitment Process Update: Governance Committee Chair Toho Soma reported that the Committee is in the process of recruiting for the Board (two-three) and CAC (four-five) for 2020. At its July meeting the Committee reviewed the Board and CAC Demographic and Experience Grids along with the recruitment and nomination process timeline.

The solicitation of new names for the master recruitment list will begin next week and all Trustees were encouraged to submit names of potential candidates.

Recommendation to Establish a New Equity Subcommittee: Governance Committee Chair Toho Soma reviewed the past work done by MeHAF around equity, noting that it is a core value and a cross-cutting element in the strategic framework. In 2017, when MeHAF began our initial assessment and developed recommendations to advance equity, an *ad hoc* subcommittee comprised of Trustees and CAC members led the work. This group's input and guidance were invaluable. In summer 2018 we returned to the members of that subcommittee to inform and plan a discussion at the October joint Board and CAC meeting. Given the importance of MeHAF's commitment to advancing equity, a desire to monitor organizational progress in this effort, and the deep knowledge and experience of some Trustees and CAC members, the Governance Committee recommends establishing an Equity Subcommittee under its purview. The Executive Committee is supportive of this concept as well.

CEO Leonard noted that there is also a MeHAF staff subcommittee which regularly reviews the equity recommendations and will in the future work with the recommendations of the culture equity audit, the final report of which will be presented at the October joint Board and CAC meeting.

It was clarified that although it will be a committee under the purview under the Governance Committee, the subcommittee will not be comprised of members of the Governance Committee and will be made up of key Trustees and CAC members.

*It was MOVED, SECONDED (King/Lambke), and VOTED UNANIMOUSLY to ratify the concept of a standing Equity Subcommittee under the purview of the Governance Committee. The concept will be further developed by the Governance Committee for approval at the October 2019 joint Board and CAC meeting.*

**New Business –  
Ms. Barbara Leonard (CEO) and Dr. Connie Adler (Vice Chair)**

**Proposed Budget Allocations for 2020** – CEO Leonard reported that staff is in the beginning stage of budget planning for 2020, and that it will follow the procedure laid out for the 2019 budget that allows for sequential input by committees to ensure appropriate oversight of specific elements of the budget. She shared the timeline and responsibility for committee review and approval. She noted that now that the Board has affirmed the Strategic Planning Committee's recommendation to create a second responsive grants program, a significant portion of the 2020 budget will be allocated to it and to the Community Responsive Grants Program. Advocacy and Equity Capacity Building programs will continue to have RFP-driven grantee cohorts. Key strategic focus areas will continue to have funding allocated for Foundation-Initiated grants as well as contracts for supportive activities such as planning, convening, technical assistance, policy research, and evaluation.

**Update on MeHAF Culture Audit** – CEO Leonard reported that OpenSource Leadership Strategies Consultant Gita Gulati-Partee has been leading MeHAF through a racial equity culture audit and has interviewed many current and former Trustees and CAC members, all current staff, and various key partners. Staff had the opportunity recently to review the themes that have been surfacing from these interviews and will be presented with the final report in September. Ms. Gulati-Partee will join us for the October 10 joint Board and CAC meeting to present the results.

**Update on Plans to Support MaineCare and ACA Marketplace Outreach and Enrollment –** CEO Leonard reported that, as a result of the grant application approval noted above by RWJF, she has been in communication with key grantees as to the proposed start date of September 1 and the necessary steps that need to be taken before then. Communication Associate Jeb Murphy shared highlights of recent discussions with Consumers for Affordable Health Care (CAHC) and the Office of MaineCare Services relative plans to reinvigorate enroll207.com.

It was noted that navigators will be supported through this work. It was suggested that 211 Maine be contacted so that they can refer callers seeking enrollment help to CAHC.

**Reflections on Grantmakers in Health (GIH) Annual Meeting –** A MeHAF contingent of staff along with Trustee and CAC members attended the June GIH annual meeting in Seattle. Trustee Adler was in attendance and reflected on the experience noting that the meetings and speakers were pertinent to MeHAF's work and mission. She shared that the best part of meeting was the opportunity to spend time with MeHAF staff and learning more about their commitment to MeHAF's work. Dr. Adler noted that she had organized side trips to the international clinic and to a needle exchange program in downtown Seattle. SPO Kadonff expressed thanks to Dr. Adler for arranging the site visits which provided staff with a unique opportunity. CEO Leonard encouraged Trustees to attend a future GIH annual meeting. The next meeting will be in Minneapolis, Minnesota, June 17-19, 2020.

**Update on Dr. Wendy J. Wolf Health Leadership Award –** Eleven nominations have been received, and the award committee will meet September 5 to select the recipient. The award will be presented at the October joint Board and CAC meeting.

**Search for New Program Officer –** The search for a new Program Officer is currently underway and is occurring within the context of our growing efforts to advance equity in Maine and to become a more community-informed, responsive, and accessible organization. Trustees were asked to use their networks to identify potential prospects whose background and experience align with our recruitment priorities. The position was posted on 14 job boards on August 3 and 25 applications have been received to date.

**Executive Committee –  
Mr. Roy Hitchings (Chair), Dr. Connie Adler (Vice Chair)**

Recognition of Departing Director of Grants Management: Director of Grants Management Cathy Luce will be leaving MeHAF tomorrow after 17 years on staff to pursue a PhD in Philanthropic Studies at the Lilly Family School of Philanthropy at Indiana University. Chair Hitchings and CEO Leonard acknowledged Ms. Luce's long and dedicated commitment to MeHAF and highlighted the myriad contributions she has made over the years. Ms. Luce shared brief comments and all those present wished her great success.

Committee Updates: Chair Hitchings encouraged Trustees to review the minutes of the June and July Executive Committee meetings that were included in the meeting packet. He highlighted that the Committee, in conjunction with the Governance Committee, has updated the process by which leadership positions are filled on MeHAF Committees. He also noted that work is underway to revise the conflict of interest process in order to allow Trustees to remain longer in the discussion about pending grant applications before they are asked to recuse themselves from further discussion and the vote.

CEO Contract Renewal and Trustee Check-In/Meeting Evaluation: *It was MOVED, SECONDED (Nickerson/Adler), and VOTED UNANIMOUSLY at 3:56 to enter into Executive Session to discuss the CEO contract renewal, and to gather feedback about the meeting process, solicit suggestions for improvement, or other issues of concern.*

*At 4:18 pm Trustees left Executive Session. It was MOVED, SECONDED (Deatrick/Soma), and VOTED UNANIMOUSLY to approve the renewal contract of CEO Barbara Leonard from 10/1/19 through 9/30 /22*

### **Next Meeting**

The next meeting is scheduled for Thursday, October 10, 2019, when the Board and Community Advisory Committee will meet jointly at the Bangor YMCA Wilderness Center at Camp Jordan in Ellsworth.

### **Adjournment**

The meeting adjourned at 4:25 pm.

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