

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF THE REACH FOUNDATION
March 17, 2011**

Attendees:

Brenda Bohaty	Bill Bruning
Heidi Cashman (via phone)	Ken Davis
Kumar Ethirajan (via phone)	Karen Gilpin (via phone)
Scott Glasrud	Harold Johnson
Randy Lopez	Eve McGee
Anita Metoyer	Tim Michel
Chad Moore	Janie Schumaker
Brenda Sharpe, ex-officio	Judy Works

Not in Attendance:

Pam Chapin	Brad Stratton
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Guests:

Mike Belzer, REACH CAC Chair	Lyle Pishny, REACH Legal Counsel
Ariel Greene, Guest	Becky Benak, REACH Staff
Carla Gibson, REACH Staff	Pattie Mansur, REACH Staff
Karen Moore, REACH Staff	Jo Yun, REACH Staff

The meeting was called to order by Scott Glasrud at 4:06 p.m. following a meet and greet with the Board nominees. The minutes of the January 20, 2011 meeting were reviewed. Upon a motion by Janie Schumaker and a second by Ken Davis, the minutes were approved.

Brenda Sharpe briefly presented the President's report. Brenda introduced Ariel Greene, a student intern who will be working with Carla Gibson on the Cultural Competency Initiative. Brenda reported the Grantmakers in Health annual meeting was held Los Angeles the first week in March, and was very informative. Bill Bruning, Randy Lopez, Eve McGee and Brad Stratton attended on behalf of the Board, and Brenda, Becky Benak, Dawn Downes, and Carla Gibson attended from the staff. The foundation has received 43 applications to date for the Vice President of Program, Policy and Evaluation position, and Brenda has phone interviews scheduled for the end of the month. Brenda reported that discussions are ongoing with KAMU about housing the Accountable Care Act Opportunity Fund coordinator at their location. Additionally, the UMKC Dental Hygienists' Alumni Association has selected REACH to receive the "Reaching out for Excellence in Dental Health Award" for work with Miles of Smiles and UMKC School of Dentistry. Janie Schumaker, Carla Gibson and Brenda will attend the awards luncheon in April.

Carla Gibson reported that the HPV Initiative has ended after four years, and lessons learned and outcomes were shared with the community at a forum in January. Kim Kimminau presented the highlights of the final evaluation data. Brenda thanked Kim, Carla and Pattie Mansur for their work on the initiative. Discussion ensued regarding the need to consider staff time and capacity when considering new or extending current initiatives.

Scott Glasrud noted that the internal controls have been removed from the consent agenda pending legal review and further discussion by the Finance Committee. Ken Davis moved to approve the consent agenda items with the exception of the internal controls. Janie Schumaker seconded the motion, and the consent agenda items were approved as follows:

- the December 2010 (unaudited) and January 2011 Financial Statements approved as presented;
- the revisions to the Finance Committee Job Description approved as presented;
- the revisions to the Investment Objectives and Policy approved as presented;
- approval of funding in the amount of \$150,000 to the MARC Regional Health Care Initiative to support the continuation of this project;
- the revisions to the Program and Policy Committee Job Description approved as presented;
- the revisions to the Program Policies approved as presented.

Scott Glasrud reported Board officer elections will be held during the May Board meeting. There are two At-Large Member positions open. The At-Large Members serve for one year on the Executive Committee, which meets in off-Board meeting months on the first Tuesday at 3:00 p.m. Currently Brenda Bohaty and Karen Gilpin hold these positions. If anyone is interested, please contact Brenda Sharpe or Scott Glasrud. Scott noted the May Board meeting will be held in Iola, Kansas, and an email will be sent out to confirm attendance and travel details. The Board annual report photo will take place on Tuesday, April 5, 2011 at 4:30 p.m., between the end of the Executive Committee meeting and the start of the Program & Policy Committee meeting.

Tim Michel gave the Treasurer's report. He reviewed the new Financial Dashboard report for the months of December 2010 and January 2011. The purpose of the Dashboard is to summarize in a single page the Foundation's key financial information for board members. The content and format of the document was discussed in detail. Tim also gave the 4th quarter investment report, and reported on how various asset classes had recovered from their lowest points (2008) and some have not. Overall, asset classes are, in general, fairly valued at this point and returns are holding steady. Jo Yun reviewed the conflict of interest form that all Board and key staff members need to complete for the 990 filing. Jo asked Board members to please contact her with any questions. Forms are due to REACH staff by April 11, 2011. The internal REACH conflict of interest form was also handed out. The next Finance Committee meeting will be Tuesday, May 17, 2011 at 7:30 a.m.

Janie Schumaker gave the Program and Policy Committee report. Janie noted the Program and Policy Committee had discussed a Wyandotte FQHC expansion project that is currently being contemplated by the Community Health Council of Wyandotte County, Swope and KUMC Internal Medicine. Parties are being convened by the Community Health Council, a number of agreements are currently under negotiation. The timeline is still unclear, and no formal request for support has been made to REACH at this time, although one is anticipated. The Program and Policy Committee will continue to follow developments on this project and inform the Board of any funding opportunities or recommendations.

Janie noted details regarding the 17 grantees that have been contacted and offered six-month extension grant are included in the packet. These grants are to bridge the gap for organizations that were usually funded in the first RFP cycle of the year until the new 2011 RFP is released in the fall. Additionally, the details of the organizations awarded technical assistance as part of the Cultural Competency Initiative are also included in the packet. REACH is funding technical assistance for Children's Mercy Hospitals and Clinics; The Children's Place; Operation Breakthrough, Inc.; and ReStart, Inc. The Health Care Foundation of Greater Kansas City is funding the technical assistance for four additional organizations. The next Cultural Competency Steering Committee meeting will be Wednesday, March 23, 2011 at 11:00 a.m. The next Program and Policy Committee meeting will be Tuesday, April 5, 2011 at 5:00 p.m.

CAC Chair Mike Belzer presented the slate of Board nominees. The slate of nominees is: Brenda Bohaty; Tom Carrico; Vernita McMurtrey; Anita Metoyer; George Pierson; and Amy Shunick.

At 5:40 p.m., Ken Davis motioned to adjourn to executive session for 15 minutes for the purpose of identifying qualified individuals to be nominated to fill Board vacancies. Chad Moore seconded the motion and it was approved. Mike Belzer was invited to remain in the executive session. Brenda Bohaty and Anita Metoyer were recused as they are incumbents on the slate of nominees. At 5:55 p.m., Ken Davis motioned to extend executive session for 5 minutes. Chad Moore seconded the motion, and it was approved.

At 6:00 p.m., the Board returned to open session and ballots were distributed. Proxies were assigned as follows: Brenda Bohaty served as proxy for Karen Gilpin; Bill Bruning served as proxy for Brad Stratton; Harold Johnson served as proxy for Eve McGee, who had to leave the meeting at 4:55 p.m.; Chad Moore served as proxy for Heidi Cashman; Janie Schumaker served as proxy for Pam Chapin; and Judy Works served as proxy for Kumar Ethirajan.

Scott Glasrud announced that Brenda Bohaty, Tom Carrico and George Pierson received votes from more than 2/3 of the Board and thus were elected to three-year Board terms beginning June 1, 2011.

At 6:05 p.m., Ken Davis motioned to adjourn to executive session for 5 minutes to discuss legal matters before the Board. Janie Schumaker seconded the motion and it was approved. At 6:10 p.m., the Board returned to open session. Chad Moore motioned to authorize the Board Chair and CEO, working with legal counsel, to negotiate a Release and Indemnification Agreement with the Healthcare Foundation of Greater Kansas City (HCF) to mitigate the REACH Foundation's potential exposure to legal fees incurred as a result of the lawsuit filed by HCF against Healthcare Corporation of America (HCA). Once negotiations are complete, the Executive Committee is authorized to approve the execution of the agreement, following notification of and receipt by the Board of Directors of the final version, and notification and approval of Kansas Attorney General Derek Schmidt. Ken Davis seconded the motion, and it was unanimously approved.

At 6:11 p.m., Ken Davis motioned to adjourn to closed session for 10 minutes for the purpose of discussing personnel matters. Chad Moore seconded the motion. At 6:20 p.m., the Board returned to open session.

The Executive Committee and Board reviewed the Employment Agreement of the President and CEO, Brenda Sharpe. In connection with the review, they reviewed comparability data and surveys from similar sized foundations and other healthcare foundations. Upon a motion by Chad Moore, seconded by Janie Schumaker, and unanimous carried, the Board authorized the execution of the Extension and Amendment of Employment Agreement as presented to the Board.

The meeting was adjourned at 6:20 p.m.

The next Board meeting will be held May 19, 2011 at 4:30 p.m. in Iola, KS.

Respectfully submitted,

Karen Moore
Administrative Assistant