

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF THE REACH FOUNDATION
May 15, 2014**

Attendees:

Dana Abraham	Raymond Rico
Bill Bruning	Janie Schumaker
Tom Carrico	Brenda Sharpe, ex-officio
JC Cowden	Brad Stratton
Harold Johnson	Rachelle Styles
Syrtiller Kabat	Liz Wehlage (by phone)
Randy Lopez	Judy Works (by phone)
Stuart Munro	

Not in Attendance:

Chad Moore	George Pierson
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Guests:

Becky Benak, REACH Staff	Pattie Mansur, REACH Staff
Mathew Davis, REACH Staff	Bill Moore, REACH Staff
Dawn Downes, REACH Staff	Lyle Pishny, Legal Counsel, Lathrop & Gage
Carla Gibson, REACH Staff	Jo Yun, REACH Staff
Georgeann Hemry, REACH Staff	

Welcome and Introduction

Chair Bill Bruning called the meeting to order at 4:05 p.m. The agenda was modified slightly to allow more members to arrive prior to recognizing outgoing Board and CAC members.

Foundation Business

Bill Bruning reported that the following slate of nominees for Board officers and At-Large members is being recommended by the Executive Committee: Brad Stratton, Chair; Dana Abraham, Vice Chair; Chad Moore, Secretary; Tom Carrico, Treasurer, Program & Policy Chair, Randy Lopez; Harold Johnson and Judy Works, At-Large Members. The Officers will serve two-year terms, and the At-Large Members' term length will each be one-year.

Bill then asked for additional nominations from the floor. There being none, Stuart Munro made a motion to approve the elected slate of officers by acclamation of the Board, foregoing the written individualized ballots that were provided. Syrtiller Kabat seconded the motion. The motion passed unanimously. The new slate will assume their duties beginning June 1, 2014.

President's Report

Brenda Sharpe stated that May is always a bittersweet month at REACH as we recognize and honor the volunteer service of our outgoing Board and CAC members. These individuals have provided hundreds of hours of support to further the mission, vision and work of the Foundation. They have served as ambassadors

in the community, and we know they will continue to advocate for quality health care access for underserved people in our region.

Dr. Brenda Bohaty, Board of Directors – Brenda served two terms on the Board of Directors and provided leadership in the Foundation’s first major initiative, Project Ready Smile, an effort to prevent and treat oral disease in young children in our service area. She served on the Program and Policy Committee, lending her expertise on oral health issues. Brenda also served as an At-Large member of the Executive Committee during her tenure on the Board.

Dr. George Pierson, Board of Directors – Dr. Pierson served one term on the Board of Directors, serving on the Program and Policy Committee. He lent his prior experience as a provider in nearly every hospital and county in our service area, and stretched our thinking in terms of expectations of productivity and efficiency in the safety net.

Janie Schumaker, Board of Directors – Janie served two terms on the Board of Directors, and one term on the Community Advisory Committee. She served on the Program and Policy Committee, and chaired that committee for two years, leading the transition into a new strategic focus and significant changes to our grant review process. Janie also served on the Executive Committee for four years, lending a thoughtful and encouraging perspective to all our work. Her expertise as a provider, nurse manager and administrator has been invaluable.

REACH honors and recognizes the contributions of outgoing Board members by awarding \$500 Discretionary Grants to the REACH grantee of their choice. This year, Brenda Bohaty’s grant was awarded to JayDoc Free Health Clinic (restricted to oral health services), George Pierson’s to Turner House Children’s Clinic, and Janie Schumaker’s to Duchesne Clinic.

Brenda then thanked Bill Bruning for his contributions to the Board as Chair, and Janie Schumaker for her service as Vice Chair, and presented each of them with a token of appreciation on behalf of the Foundation. Bill remains a Board member for one more year.

The CAC held their annual wrap-up meeting last month to celebrate the conclusion of another successful nominations cycle, recognize our outgoing members and elect officers. Heather Flick was re-elected Chair, Jon Marshall was re-elected Vice Chair, and Vicki Hohenstein was re-elected Secretary. Three outgoing members were recognized for their contributions. Brenda noted that upon the request of the Executive Committee, REACH has submitted Jack Fincham’s name for consideration as an appointee for the Johnson County Commission vacancy created by the conclusion of Steve Scherer’s term. She also stated that we are looking for candidates with a financial background for consideration by the Attorney General for appointment to the CAC. Outgoing CAC members Thomas Burke, Andy Klocke and Steve Scherer will be recognized for their service to the Foundation at the June Board of Directors meeting.

Brenda said that her visits to Allen and Cass Counties in April were both fun and informative. She had the opportunity to meet with nearly two dozen community health stakeholders to hear more about their concerns and hopes for future REACH investment. Board members Judy Works, Liz Wehlage and Brad Stratton also participated in those sessions. Brenda will be visiting Lafayette County in two weeks if any Board members would like to join her.

New Board members David Thomas, Linda Hall and Andy Klocke will receive their Board orientation on May 21. This session will cover basic areas of Foundation history, structure, governance and focus.

Brenda asked the Board to join her in recognizing staff for their years of service to the Foundation. Becky Benak—10 years on 6/1/14; Carla Gibson—8 years on 6/5/14; Pattie Mansur—7 years on 1/2/14; Dawn Downes—7 years on 2/1/14; Jo Yun—5 years on 6/1/14; Bill Moore—3 years on 6/1/14; Georgeann Hemry—1 year on 3/13/14; and Mathew Davis—1 year on 3/13/14.

Brenda concluded her report by reviewing Board professional development opportunities for the month of June. Board members who are interested in attending any of these events should contact Georgeann@reachhealth.org and she will handle your registration and any logistics.

Foundation Business and Consent Items

Bill Bruning reviewed items on the Consent Agenda, including the March 15, 2014 Board meeting minutes, February and March 2014 Financials, Internal Control Policy Revisions, and Investment Policy Revisions. Bill noted that all the financials, Internal Controls, and Investment Policy Revisions have been reviewed and approved by the Finance Committee.

Tom Carrico made a motion to approve the Consent Agenda, which was seconded by Harold Johnson. The motion carried.

Committee Reports

Bill Bruning gave the Executive Committee Report. He referred to the list of 2014-2015 Board Committee appointments provided in the meeting materials, and asked if there were any changes. There being none, Syrtiller Kabat made a motion to ratify the appointments as presented. JC Cowden seconded. Motion carried.

Bill Bruning then thanked Bill Moore for his outstanding work on the Operations Dashboard. It has been through several iterations and what we have now is what we have agreed to commit to for the next year. The final changes made were centered around our benchmarks in the area of leadership, specifically in regards to REACH and partner-lead initiatives.

Bill Moore further explained that the Dashboard has moved away from the “arrows” format which made it appear more of a scorecard than a dashboard. The Dashboard has now been finalized and will be used for the next year as an internal-use document. It will be revisited on an annual basis, and is meant to capture data meaningful to Board members. Additional feedback is welcome and should be provided to Bill Moore.

Brad Stratton presented the Finance Committee report. The financial dashboard monitors three different areas the committee uses. It is a historical look at the Foundation’s operations. The March-ending investment value of \$135.6 million is almost the same amount as at the end of 2013. The year-to-date rate of return is 1.9% and the Foundation has moved over \$2.5 million out of investments for grant and operational needs. Although January was disappointing in terms of investment performance, the past few months have shown improvement. Cambridge Associates recently met with the Finance Committee and provided the members their perspective of the market environment. Their outlook is in general optimistic, but cautious; therefore, adherence to a diversified portfolio theory is important.

Brad asked Jo Yun to provide a status update for the Foundation's annual audit. Year-end field work was noted to be complete and went well. A draft of the audited financial statement will be presented to the Finance Committee at their June 17 meeting.

Jo Yun then explained the Conflict of Interest forms, which are completed annually by all Board members. The forms pertain to the IRS 990 and certain questions on the tax form require Board member disclosure to determine voting independence and significant conflicts of interest. The deadline for their return is by the next Board meeting on June 19, but members were encouraged to complete and return them before leaving today's meeting.

The Program and Policy report was given by Bill Moore in Chad Moore's absence. He said P&P is about to enter the next planning phase for our 2015 grantmaking cycle. At the June 3 meeting, P&P will:

- Review recommended changes to the Theory of Change
- Review proposed changes to the Core Operating Partners framework and expected continuing partners grants schedule
- Discuss and solicit recommendations from the committee for our competitive priorities for program grants in 2015
- Provide opportunity for final discussion of the Foundation's implementation of our anti-discrimination policy in grantmaking
- Review available data/metrics in the draft P&P dashboard
- Review proposed metrics to be adopted to measure outcomes associated with access, quality, patient health outcomes, and equity.

Bill reported that REACH's anti-discrimination policy as it pertains to the Foundation's grantmaking is scheduled to be fully implemented in the 2015 grant cycle. This means that all organizations selected for funding will be required to have a board-approved policy in place which covers the same protected classes or more than the Foundation's own policy. If you recall, we have given our potential grantees almost two years to get their policies aligned with the Foundation.

The Core Operating Partners have met once as a learning community and identified as its highest priority capacity improvement. On May 29 the Learning Community will meet again in a workshop with ChangeMatrix, LLC, a consulting organization who will lead our partners through a learning opportunity focused on organizational planning in an unpredictable or chaotic environment. REACH will host one additional learning community meeting this fall.

The Foundation has had six convenings with our program grantees and key local leaders in oral health, mental health, and safety net primary care services to identify a set of indicators and metrics which all grantees in these interest areas can commit to measuring and reporting to the Foundation to facilitate estimates of our investment impact. These indicators will be incorporated into the 2015 Program Grant Cycle.

Meetings to finalize and select the indicators will be held on May 20, 21, and 22 at REACH. We will then conduct several sessions to help all interested grant applicants understand each indicator and the data requirements associated with our Program Grants. In addition, REACH will share our indicators with our foundation partners in an effort to explore movement toward a more common set of health indicators which all our shared grantees could use to demonstrate progress toward increased access, improved quality, improved patient outcomes and equity.

Bill Bruning then asked for a motion to adjourn to closed executive session for 20 minutes for the purposes of discussing legal matters before the Board. At 5:21 p.m., Tom Carrico made the motion and Dana Abraham seconded the motion to move to closed executive session for 20 minutes for the purposes of discussing legal matters before the board. Motion passed.

At 5:41 p.m., JC Cowden moved and Syrtiller Kabat seconded the motion to move out of closed session and return to open session, and then adjourn the meeting; there being no further business. Motion carried.

Respectfully submitted,

Georgeann Hemry
Executive Assistant