

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF THE REACH FOUNDATION
Live Well Clinic, Concordia, Missouri
June 27, 2019**

Attendees:

Arif Ahmed
Laura Bond
Katherine Ferro (by phone)
Tom Handley
Angela Harse
Vicki Hohenstein
Danielle Jones
Andrew Klocke (by phone)

Jon Marshall
Todd Pleimann (by phone)
Joe Reuben (by phone)
Heather Samuel
Jim Sanders
Lynette Sparkman-Barnes
Brenda Sharpe, ex-officio
Lisa Thurlow

Not in Attendance:

Jerrihlyn McGee

Wendy Neal

Guests:

Toniann Richard, CEO HCC of Rural Missouri
Afam Akamelu, CAC
Becky Benak, REACH Staff
Mathew Davis, REACH Staff
Dawn Downes, REACH Staff
Carla Gibson, REACH Staff

Pattie Mansur, REACH Staff
Glory Olson, REACH Staff
Jo Yun, REACH Staff
Stephanie Whitacre, BKD by phone
Tondee Lutterman, BKD by phone

Welcome

The meeting was called to order by Chair Vicki Hohenstein at 1:55 p.m. Vicki noted that there were several members participating in the meeting by phone, and that Wendy Neal was unable to attend and had designated a proxy.

Foundation Strategy

Brenda Sharpe introduced Toniann Richard, CEO, HCC of Rural Missouri, who welcomed the group and gave a brief overview of HCC of Rural Missouri and a brief history of the Live Well Clinic, Concordia, Missouri, where the meeting was held. She shared the importance of the REACH partnership and that REACH is viewed as an investor of the HCC of Rural Missouri, which currently has a staff of 85 and will approve an \$8.5 million budget this year. One of the highlights Toniann reported was that the Connector's Pilot Project in 2013 was the first step toward recognizing social determinants of health. That pilot morphed into a project now in its ninth year and has yielded 200-250 connectors in a community of 33,000.

Foundation Business

Tondee Lutterman and Stephanie Whitacre, BKD, LLP, joined the meeting by phone at 2:30 p.m. Jo Yun, introduced them to the group and noted that the Board received the full audit report electronically, and that hard copy summaries are included in the board meeting packets. On June 18, 2019, the Finance Committee met with BKD to review the audited financials, and recommended approval by the Board of Directors.

Tondee conveyed the findings of the audit and condensed financial statement. She reported on the audit process and procedures, and noted that no issues were reportable and no internal control or other related matters were noted. Tondee credited Jo Yun for accurate and complete tracking, recording, and reporting on all financial information. Tondee concluded that once two pending confirmations are received, BKD will issue a clean opinion on the audit, which is the highest level opinion possible. Tondee opened the floor for questions; none were presented.

Stephanie reviewed the required communications. She noted the financials are now consolidated as a result of the new Avenue 82 investment. She reported there were no audit adjustments, internal control issues, or other management-related matters to report to the Board. Stephanie opened the floor for any questions on the financials as presented; none were made. Heather Samuel moved to approve and Tom Handley seconded, the motion carried.

At 2:40 p.m., Vicki Hohenstein moved to adjourn to closed session for the purpose of discussing the audit procedures without management present. Jim Sanders seconded and the motion carried. The meeting returned to open session at 2:45 p.m.

President's Report

Brenda Sharpe reported the Governor's appointments for CAC are pending and that Kerri Wade, incumbent, is expected to be reappointed, and that another new appointment is under consideration. Brenda and Jon Marshall are working to identify candidates to submit to the Attorney General following his request for recommendations.

Brenda provided an update on Avenue 82 and noted that the project is still on pace for completion in December 2019. The furniture, equipment, and AV vendors have been selected. She conveyed the Finance Committee is apprised of these estimated expenditures. Staff is working an inventory of furniture and equipment for donation and distribution to our lower capacity grantees and partners, and will write an RFP for that process.

Brenda noted that in the interest of time for this particular board meeting, the Annual Report will be presented electronically in entirety to the board. She noted that the 2017 Report was the recipient of the Philly Award from Nonprofit Connect, and credited Pattie Mansur and Mathew Davis for their work on the 2018 report. This publication connects the public to our mission and work, our grants, and leadership. Pattie Mansur highlighted that a new feature was incorporated titled *What's Next for REACH*. Jo Yun conveyed that the Finance Committee has reviewed and approved the financial section that will be included in the report.

Brenda encouraged the Board to review the current development opportunities available on our website and to reach out to Glory regarding any of which they would like to attend.

Foundation Business Consent Items

Vicki Hohenstein noted two items for consent on the agenda, including Board meeting minutes for March 21, 2019, and the January, February, March, and April 2019 Financials. All items, other than Board meeting minutes, have been reviewed by their respective committees and are recommended for approval. Vicki Hohenstein requested a motion to approve all items on the Consent Agenda as presented. Tom Handley made the motion, and Jim Sanders seconded. Motion carried.

Executive Committee Report

Executive Committee at-large elections include two nominees, current at-large members Lisa Thurlow and Tom Handley. Vicki asked for any other nominations from the floor. With no other nominations noted, Vicki requested a motion to elect Tom and Lisa to one-year terms as at-large members of the Executive Committee. Jon Marshall motioned for approval, Lynette Sparkman-Barnes seconded. Motion carried.

Board committee assignments for approval: Angela Harse has moved to the finance committee, and Justin Richter, a CAC member, is recommended to serve as a liaison to the finance committee. No other changes were noted. Vicki requested a motion to approve all committee assignments as presented. Lisa Thurlow made the motion, Tom Handley seconded. Motion carried.

Vicki gave a brief overview of the GIH Conference in Seattle, noting that it was worthwhile, with relevant content, and dynamic speakers. Seven board members and five staff attended on behalf of REACH.

The next Executive Committee Meeting will be Thursday, August 15, 2019, at 3:00 p.m.

Finance Committee Report

Jo Yun reviewed the financial dashboard. She noted that grant award targets are being met; the investment return is 1.8% for the month of April and 8.9% YTD and commented on the ups and downs of the market. She highlighted that the pie charts will reflect the full year budget and a YTD comparison pie chart will also be presented beginning with the May reports. She opened the floor for questions, none were presented.

The next Finance Committee meeting will be Tuesday, August 20, 2019, at 7:30 a.m.

Program and Policy Committee Report

Lisa Thurlow chaired the June 4th P&P meeting and commented on the legislative session post-mortem recap presentations given by Matt Roney with Kit Bond Solutions and Troy Findley with Summit Strategies, the foundation's policy consultants and lobbyists. She reported that all of the 2019 Enroll all Eligible grants, as well as the June discretionary grants, have been awarded.

The next P&P meeting will be held Tuesday, September 10, 2019, at 5:00 p.m.

At 2:58 p.m., Lisa Thurlow moved to adjourn to closed session for 10 minutes to discuss personnel matters before the board. Tom Handley seconded the motion, and the motion carried. At 3:08 p.m., Tom Handley moved to return to open session and adjourn, and Heather Samuel seconded. There being no further business, the meeting adjourned.

The next Board of Directors meeting will be held Thursday, September 19, 2019, at 4:00 p.m.

Respectfully submitted,
Glory Olson
Executive Assistant and Board Liaison