

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF THE REACH FOUNDATION
September 16, 2021**

Attendees:

Arif Ahmed	Wendy Neal
Katie Ferro	Todd Pleimann
Fabian Gayosso	Joe Reuben
Tom Handley	Jim Sanders
Danielle Jones	Brenda Sharpe, ex-officio
Kevin Klamm	Lynette Sparkman-Barnes
Jon Marshall	Lisa Thurlow
Jerrihlyn McGee	

Not Present:

Guy Collier	Jermee Jones
Angela Harse	

Guests:

Mike Engle, BKD	Pattie Mansur, REACH Staff
Becky Benak, REACH Staff	Glory Olson, REACH Staff
Dawn Downes, REACH Staff	Jo Yun, REACH Staff
Carla Gibson, REACH Staff	

Welcome

The meeting, held via Zoom, was called to order by Chair Jon Marshall at 4:01 p.m. Jon noted the following written proxies assigned by members who were unable to attend the meeting. Guy Collier – Jon Marshall, Angela Harse – Jon Marshall, and Jermee Jones – Lynette Sparkman-Barnes.

Foundation Business

Jon Marshall welcomed Mike Engle of BKD, the Foundation's audit and tax preparer, to provide a review of the Foundation's IRS Forms 990 and 990T tax filings, and to address any questions from the Board.

Jo Yun explained Mike Engle's role in the tax return process. Mike noted the return is a public document which is available online and that REACH follows best practices and meets all federal regulatory requirements. He provided a high-level overview of the return process including information gathered for the tax return, the tax preparation process, and the review process. He noted the tax returns were fully reviewed with the Finance Committee at their last meeting. The Finance Committee recommends approval by the Board.

Mike presented the Board with an overview of the 990 and a summary of relevant information including governance, management, and policies. He highlighted significant disclosures and noted where in the document those can be found. Mike asked for questions and discussion. None were noted. Tom Handley moved to approve the 2020 IRS Forms 990 and 990T tax filings as presented and Arif Ahmed seconded the motion. Motion carried.

Foundation Business Consent Items

Jon Marshall noted the items on the Consent Agenda including Board meeting minutes for June 17, 2021; May, June, and July 2021 Financials; Program Policies; and Opportunistic Funding, each of which have been reviewed by their respective committees and are recommended for Board approval. Lynette Sparkman-Barnes moved to approve all items on the Consent Agenda as presented and Danielle Jones seconded. Motion carried.

President's Report

Brenda Sharpe recognized Dawn Downes, Senior Program Officer for her years of service. Dawn resigned her position at REACH to accept the position of Vice President of Program Administration for The Children's Place in Kansas City and will begin work there at the end of September. The Foundation wishes Dawn well. Brenda noted there are no immediate plans to replace the Senior PO position, but she and Carla will instead re-evaluate overall program staffing as part of the launch of the new strategic plan in 2022.

Brenda Sharpe presented the Community Investment Framework. She noted the efforts made to incorporate feedback and edits from the Board, Executive and Program & Policy Committees, and meetings and retreats with staff, to bring this document to its final form. She noted the Submittal Memo accompanying this document which provides a timeline and overview of the process to draft the Community Investment Framework. Brenda noted the three outcome areas for the Foundation: Close the Health Equity Gap; Bridge the Coverage Divide; and Strengthen the Safety Net and gave a brief overview of the proposed strategies for each of the three outcome areas, which were reviewed by the Executive Committee in August and the Program and Policy Committee in September and are recommended for final approval by the Board. Brenda reported that she, Carla Gibson, Vice President of Programs, and Pattie Mansur, Director of Communication & Health Policy, will work on a distribution plan targeting grantees and partners. Jon Marshall asked for questions. None were noted. Jerrihlyn McGee moved to approve the Community Investment Framework as presented to guide the REACH Healthcare Foundation's grantmaking, policy advocacy, and community engagement activities for the years 2022 through 2026, to be reviewed annually and revised as necessary. Katie Ferro seconded. Motion carried.

Executive Committee Report

Jon Marshall reported that the Foundation's Succession Plan Document, as part of an annual review best practice, was completed and approved by the Executive Committee. He noted the documents are provided in the meeting materials and reported that there were no updates during this review.

Jon Marshall stated printed copies of the Conflict-of-Interest disclosure forms as well as the current grantee and vendor lists were provided to all board members and staff for review in the meeting materials. The disclosure forms are currently in hard copy format so Glory Olson will forward them for completion via email to all board members immediately following the meeting. Following requests by Board members, Brenda Sharpe stated that staff will update the forms so they may be completed electronically in the future.

The next Executive Committee meeting will be Thursday, October 21, 2021, at 3:00 p.m. via Zoom.

Finance Committee Report

Tom Handley reviewed the July 2021 Financial Dashboard. He reported that year-to-date the investment balance is \$155M which is an increase of \$13.7M for the year. The return year to date is 13.4%. He noted consistent and steady gains through August. He noted operating expenses are slightly lower than budget year to date and expect to remain on budget through the end of the year.

Tom gave an update on the 2nd Quarter Investments. He noted that the Finance Committee has chosen three new investments that meet the DEI objectives identified by the Foundation.

Tom reported that the Insurance Policy Renewal Summary, listing all the Foundation's non-D&O related insurance policies and premiums, was included in the meeting materials. Tom Handley noted the Finance Committee approved the renewals, as well as the renewal of the Foundation's \$5M line of credit with US Bank, which has not been utilized to date.

Tom Handley presented the 2022 Budget Assumptions for approval. He asked Jo Yun to explain the process by which the annual budget assumptions are determined by the Finance Committee. Upon board approval of the high-level spending objectives recommended by the Finance Committee, Jo will work with staff and develop the budget detail for the coming year. The Finance Committee's recommendation to the Board was a total 2022

target for programmatic and operational spending of no more than 4.9%, which is consistent with prior years. Jo Yun reminded the Board that \$500k in COVID response funds were approved in 2020, with the caveat that this amount be “paid back” to the Foundation over the following 3 years. To date, the Foundation has paid \$170,000. The Finance Committee recommends in addition to the 4.9% spending, the balance of the COVID response be paid in 2022, which is reflected in the budget presentation. Jo noted that both the Finance Committee and Program & Policy Committee will review the more detailed budget prior to Board discussion and approval at the November 18, 2021 meeting. Jim Sanders moved that the Board approve the 2022 Budget Assumptions at the 4.9% spending scenario as presented and authorize management to prepare a final budget for the Board’s review and approval on November 18, 2021. Lisa Thurlow seconded the motion. Motion carried. The next Finance Committee meeting will be Tuesday, November 16, 2021, at 7:30 a.m. via WebEx.

Program and Policy Committee Report

Lisa Thurlow provided the Program & Policy Committee update. She reviewed the September discretionary grant summary report. She noted nearly all remaining discretionary funds have been committed as of August.

Pattie Mansur reported on Medicaid expansion status in Missouri, following the recent Supreme Court ruling upholding the ballot initiative to expand coverage to more low-income Missourians. She noted REACH’s support of efforts to educate Missourians on the new eligibility guidelines and application process to access Medicaid, or MoHealthNet. Results from recent Missouri Foundation for Health focus groups showed much of the population are confused or unaware of the ballot initiative’s passage, and that misconceptions remain about eligibility based on past denials and/or ineligibility. She noted that in addition to our other outreach investments, REACH will also support advertisements in upcoming publications of *Our Health Matters*.

Pattie then reported on Medicaid Expansion efforts in Oklahoma and Nebraska, which may be relevant to our ongoing work in Missouri and Kansas. She also provided an overview of COVID-19 statistics to date, including higher mortality rates among minority groups.

The next P&P meeting will be Tuesday, November 9, 2021, at 4:00 p.m. via Zoom.

Foundation Business

At 4:55 p.m., Jon Marshall asked for a motion to adjourn to Executive session to discuss legal and personnel matters before the Board. Tom Handley moved to adjourn for 25 minutes, and Lynette Sparkman-Barnes seconded. Motion carried. At 5:10 p.m. Brenda Sharpe, President and CEO, left the meeting. At 5:16 p.m., Tom Handley made a motion to extend the closed session until 5:26 p.m. Lynette Sparkman-Barnes seconded. Motion carried.

At 5:19 p.m., prior to the expiration of the closed session, Tom Handley moved to return to open session. Joe Reuben seconded. Motion carried.

Jon Marshall noted that the next Board of Directors meeting will be Thursday, November 18, 2021, at 4:00 p.m. via Zoom.

There being no further business, the meeting adjourned at 5:20 p.m.

Respectfully submitted,
Glory Olson, Executive Assistant