

<b>NAFC BOARD MINUTES</b>		<b>Date: 10/14/2018</b>	
		<b>Time: 9:00a-3:00p Pacific Time</b>	
		<b>Location: In-Person</b>	
<b>Meeting called by:</b>	Board Chair	<b>Type of meeting:</b>	Regular
<b>Facilitator:</b>	Board Chair	<b>Note taker:</b>	NAFC Secretary

**Attendees:** NAFC Staff, Bobby Kapur, Stephanie Garris, Shannon Watson, Angie McLaughlin, Randy Jordan, Nancy Hudson, Larry Robins, Linda Wilkinson, Isi Green, Maureen Tomoschuk

## *Minutes*

### **CALL TO ORDER/ATTENDANCE (2.6.2)**

The meeting was called to order by Bobby Kapur at 9:02a. Today is Maureen’s birthday! Nicole completed roll call. We all miss Johanna and are thinking of her today. Zoom meeting went very well for our first attempt this summer.

### **APPROVAL OF THE MINUTES OF THE AUGUST 2018 BOARD MEETING (ATTACHMENT A1)**

Stephanie Garris made the motion to approve the minutes, Isi Green seconded the motion. Linda Wilkinson suggested that CEO Performance should note the board didn’t make any comments or edits. The Motion carried unanimously.

### **CEO UPDATE QUESTIONS AND DISCUSSION (ATTACHMENT B1)**

**Public Policy, Operations, and Priorities Update** - Staff reported that the CEO will provide an hour-long update to the membership on Advocacy on Tuesday morning of the Symposium. During this update, staff will provide information on policy successes such as funding for FTCA, Title X, Nurse Loan Repayment, will discuss the Mid-term elections and the 2019 NAFC priority objectives. A discussion on Immigration and the Opioid Crisis will also occur. There was much Board discussion about the future of policy issues focusing more in the agency side than on the Hill, and staff will continue to work with the Public Policy Committee and the Board on the objectives for next year. Additionally, staff will continue to monitor Medicaid expansion and the insurance market place and the impact both of these will have on our patients and our member organizations.

**Roadmap to Health Equity** - Staff reported that immediately following the NAFC Symposium, the Roadmap to Health Equity Program will have a meeting. The goal of this Roadmap to Health Equity Initiative is to improve the quality of care and reduce health inequality for the millions of vulnerable and socially disadvantaged patients who seek care in Free and Charitable Clinics nationwide. The NAFC, Americares and Loyola University are partners in this program. Staff will continue to report to the Board as appropriate.

**2018 Symposium** - Staff reported that the goal for Symposium attendees and sponsorship was achieved and passed. Sponsorships have increased over last year, and board members are encouraged to approach each sponsor and say thank you. Staff reported that Verizon cell phone service is spotty at the hotel and recommended to the Board that the NAFC pay the hotel to provide wireless service or attendees. Staff reminded the Board that this was not part of the approved budget. Larry Robins made the motion that the NAFC incur the expense for wireless connectivity at the Symposium, with the understanding this was not originally part of the approved budget but is necessary for a successful meeting. Nancy Hudson seconded the motion. The motion carried unanimously.

### **2019 PUBLIC POLICY PRIORITIES (ATTACHMENTS C1-C2)**

The board reviewed the public policy objectives for 2019 from the Public Policy Committee. Larry Robins made the motion to approve the 2019 Policy Priorities as drafted. Isi Green seconded the motion and the motion carried unanimously.

### **MONITORING CEO PERFORMANCE (POLICY 4.4) (ATTACHMENTS D1-3)**

Shannon Watson moved to approve the monitoring report(s) 3.3 FINANCIAL CONDITION AND ACTIVITIES, 3.5 FINANCIAL PLANNING AND BUDGETING and 3.6 Compensation and Benefits with no edits, questions or changes. Stephanie Garris seconded the motion and the motion carried unanimously.

### **BOARD COMMITTEE APPOINTMENT (POLICY 2.9) (ATTACHMENT E1)**

Larry Robins reported that the nominating committee interviewed all of the 2019 candidates and that a nominee packet was included in Board materials. In addition to the nominees attending the clinic tour, there will be a table set aside at lunch for the Board to meet with the candidates. The nominating committee will convene after the Symposium to go through and make recommendations to the board. The board will then approve candidates for full membership to approve by electronic ballot, per the bylaws.

Given there are changes among current sitting Board members from their positions at their clinics, there is a need for the section 7.2 of the NAFC Bylaws Board Size and Composition to be modified.

Currently the bylaws state: Section 7.2. Size and Composition. The Board of Directors shall consist of no fewer than nine (9) and no more than thirteen (13) voting members.

- (a) If there are nine (9) directors, a minimum of six (6) shall be elected by the members from the clinic membership category. If there are ten (10) or eleven (11) directors, the minimum shall be seven (7), and if twelve (12) or thirteen (13) directors, the minimum shall be eight (8) elected from the clinic membership category.

A Bylaw review committee will be established to review this section and make recommendations during the March Meeting of the NAFC Board.

Stephanie Garris discussed the opportunity for the NAFC to develop a document about Board culture, Stephanie discussed the NAFC Board culture and expectations. There was an agreement that a working group should be established for this.

## **REVIEW OF FINANCIAL REPORTS (POLICY 3.5) (ATTACHMENTS F1-4)**

Shannon Watson reviewed the treasurer's report as submitted to the board. There will be an announcement of an additional \$150,000 in grant funding from Direct Relief for our member organizations. Staff continues to reach out to those member organizations that have not paid their dues.

Angie McLaughlin makes the motion to approve the treasurer's report and Stephanie Garris seconds the motions. The motion carries unanimously.

## **2017 AUDIT**

Shannon Watson reported that the audit committee reviewed the NAFC audit with the auditor present at their meeting. The auditor was very complimentary on the NAFC staff and how well the audit process and our finances look. Isi Green motioned to approve the audit. Nancy Hudson seconded the motion. The motion to approve the audit approval carries unanimously.

## **2019 BUDGET**

Shannon Watson and the staff discussed the draft 2019 Budget with specific attention given to the following items:

- The decrease in rent and operational expenses from 2018 given the move into the new space.
- The increase in the staff line item to provide a much-needed increase for the Director of Operations and an additional staff member focused on communications.
- The Symposium registration fees.

Staff will update the 2019 budget based on the board feedback and will submit at December meeting for final approval.

There was also a conversation about Board giving and the staff will develop a pledge form for the Board use in 2019.

## **DISCUSS ENDS PRIORITY (POLICY 1.3) (ATTACHMENT G1)**

The Board discussed Ends Priority 1.3 - Free and Charitable Clinics have resources that increase their capacity to serve those with unmet healthcare needs. At this time, there are no changes or edits needed to this Ends Priority.

## **DISCUSS ENDS PRIORITY (POLICY 1.4) (ATTACHMENT H1)**

The Board discussed Ends Priority 1.4 - There is growth in public awareness and support of the medically underserved, and the critical role of Free and Charitable Clinics. At this time, there are no changes or edits needed to this Ends Priority.

## **MOTION TO ADJOURN**

The motion to adjourn was made by Maureen Tomoschuk and seconded by Stephanie Garris. The motion

carries unanimously.

**Meeting adjourned at 3:16p.**

**EXECUTIVE SESSION 3:17P – CEO EVALUATION (POLICY 2.8.3)**

The Executive Session was called to order by Bobby Kapur. Larry Robins reported that the CEO completed a self-evaluation and submitted it to the Compensation Committee. The Compensation committee has not yet met to discuss the review.

Larry Robin made a motion to add in \$5,000 for professional development in the 2019 budget. The motion was seconded by Stephanie Garris.

Stephanie Garris motioned to provide the CEO with an additional day of PTO. The motion was seconded by Nancy Hudson. The motion carries unanimously.

The motion to adjourn the Executive Session was made by Isi Green and seconded by Maureen Tomoschuk. The motion carries unanimously.

Meeting adjourned at 3:25pm.