



Board Meeting August 20nd 6:30 PM

Location
Sonrisas San Mateo Conference Room
Zoom Meeting Teleconference

MINUTES

1. **CALL TO ORDER AND ROLL CALL** – **Chair Taverner** called the meeting to order at 6:48 pm.
 - A. **Present:** Chair Nigel Taverner, Vice Chair Henry Sanchez, Secretary Clyde Hinshelwood, Board Members: Larry Cappel, Larissa Cutler, Dennis Kneoppel, Rick Navarro, Paramita Roy, Steve Stielstra
 - B. **Also Present:** CEO Tracey Fecher, CFO Vickie Yee, Community Resources Director Spandan Chakrabarti, Administrative Assistant Veronica Le
2. **MISSION MOMENT** – **CEO Fecher** shared the success of implementing leadership coaching with the Leadership team and Supervisors. With the positive outcomes and feedback from the team about the coaching, work with the consultant will continue in January with a different format.
3. **PUBLIC COMMENTS** - No public in attendance.
4. **APPROVAL OF JUNE BOARD MINUTES**

Director Rick Navarro moved to approve the minutes of the June 25th's meeting with the correction of adding Vice Chair Henry Sanchez as "Absent" in the Approval of the May Board Minutes vote. Director Larry Cappel seconded the motion and was approved by roll call. Ayes: Nigel Taverner, Clyde Hinshelwood, Larry Cappel, Larissa Cutler, Dennis Kneoppel, Rick Navarro, Steve Stielstra. Abstained: Henry Sanchez, Paramita Roy.
5. **STRATEGIC PLAN FY23-FY25**
 - A. **Sonrisas Culture**
 - a. **Board Member Terms, Officers and Officer Elections** – **Director Hinshelwood** updated the Board on the Succession Planning for the Board Chair. The job descriptions for the Vice Chair and Secretary are being drafted and will be reviewed by the Board Nominating Committee (BNC) at their next meeting.
 1. Currently, all Board members have 3-year terms with no term limit. After some best practices research, it may be a good idea to implement term limits for all board positions. The BNC will focus on Board Officer rotation and officer terms initially. In a year, the BNC will review term limits for all board positions. The BNC is considering a recommendation for officer rotation with the expectation that the Vice Chair will become the Chair after the Chair's term ends.
 - The Board Chair could become the Chair Emeritus to guide its successor.
 2. The slate process for electing officers will remain in place.
 - **CEO Fecher** elaborated the responsibilities of the three officers of the Board of Directors
 - **Director Kneoppel** suggested that being an officer would not reduce your Board member tenure i.e. Officer terms do not count as Board member terms
 - **Director Roy** asked if the Board would have to be smaller if

we become an FQHC (not necessarily but the composition would probably have to change to match the patient profile).

3. The next steps will be to draft language for the bylaws for review at the October board meeting.
4. The board had a conversation on the term limits and succession planning used in other Boards.
5. The Board Nominating Committee is interested in having additional members join. **CEO Fecher** will be reaching out to Board members to inquire if they would like to join the BNC.

B. Sustainable Growth

a. FQHC Pathways Project Update

1. 200 SMMC visits were budgeted in July. The actual was over 300 visits.
2. Reached out to Ravenswood in July but still waiting for their response.
3. **CEO Fecher** had a meeting with the CEO of Samaritan House. They are currently planning on converting one of their medical clinics to a fee-for-service Medi-Cal clinic. There remains potential to partner with Samaritan House.
4. **Chair Taverner** reflected on the development of this project and how the status of partnerships has shifted and changed as the project moves forward. **Vice-Chair Sanchez** suggested that the changes could be (partly) due to our work; it opens doors if there's a partner they can trust.

b. Cooking for a Cause Update – Mr. Chakrabarti was immensely thankful to the Board for actively promoting the event, from looking for sponsorships to gathering auction items to talking with donors.

1. The fundraising goals are close to being met (provisionally \$105,650 committed, \$65k from sponsorships to date) and are ahead of last year's financial outcomes.
2. Mr. Chakrabarti updated the Board on the ticket sales, donations, the patient story for the event and auction packages.
3. **Vice Chair Sanchez** inquired about the Fund-a-Need menu; Mr. Chakrabarti will send the finalized menu to all board members.

C. Community and Patient Engagement - Nothing to report.

6. FY24 Unaudited Year End Financials ACTION REQUESTED - CFO Yee updated the Board on the FY24 Unaudited Year End Financials.

- A.** The overall numbers from last year were good. Visits were 15% below but the direct costs were 14% below, causing a positive variance.
- B.** Incentive income was lower than budget due to various reasons: low number of visits, number of patients converted to either FQHC or Medi-Cal and it was the first year estimating the incentive checks. The team hopes this year's estimated numbers will be more accurate.
- C.** **Chair Taverner** was delighted to see that the cost of Dental Supplies was lower than budgeted
- D.** Total direct and indirect expenses both had a positive variance.
- E.** Grants, donations and other income exceeded the budget.
 - a.** **Chair Taverner** expressed his appreciation towards the Fundraising team.
- F.** The organization's cash flow, along with investment accounts, are in good standing.
 - a.** Sonrisas follows PHCD's investment strategy.
- G.** There were discussions regarding the numbers budgeted for public dental insurance, visit volumes, expenses and revenue.

Vice Chair Henry Sanchez** moved to approve the FY24 Unaudited Year End Financials. **Director Rick Navarro** seconded the motion and was approved by roll call. Ayes: **Nigel Taverner, Henry Sanchez, Clyde Hinshelwood, Larry Cappel, Larissa Cutler, Dennis Kneepel, Rick Navarro, Paramita Roy, Steve Stielstra.

7. FY 25 Board Cash Reserve - ACTION REQUESTED – CFO Yee updated the Board on the latest cash reserve calculation - \$1.2M. **CEO Fecher** added that she and CFO Yee will review the policy in the new year and will come back with a recommendation on changes to make the

policy meet Sonrisas' needs more closely.

- A. The calculation shown on page 20 of the Board report uses the estimated difference between revenues and limited operational expenses over six months. The three months calculation uses estimated direct and indirect expense for full operations.
 - a. The six-month model mirrors what happened during the pandemic. The expenses include staffing required to treat patients' dental emergencies and required administrative duties, occupancy and office costs.

Vice Chair Henry Sanchez moved to approve the FY25 Board Cash Reserve. ***Director Steve Stielstra*** seconded the motion and was approved by roll call. Ayes: ***Nigel Taverner, Henry Sanchez, Clyde Hinshelwood, Larry Cappel, Larissa Cutler, Dennis Kneappel, Rick Navarro, Paramita Roy, Steve Stielstra***

8. November Board Retreat – Chair Taverner briefly reflected on what was done historically at previous board retreats before opening the floor to discuss the agenda items and focus of the retreat.

A. Agenda

- a. The current strategic plan is a 3-year plan but could potentially be extended because of its success.
 - 1. Progress on focus area's vision
 - 2. What has worked well/not worked well
 - 3. Reconsiderations
 - b. FQHC Pathways Project
 - 1. History and progress—timeline
 - 2. Current status
 - 3. Potential future possibilities
 - c. Discussion
 - 1. Brainstorming new ideas
 - 2. Pros and cons of different pathways
- B. Location** - It was decided the board retreat will be held on the coast.
- C. Board Retreat Dinner** is held the night before the retreat. **CEO Fecher** asked if any of the Board members would like to host dinner. If not, dinner can be held at a restaurant.

9. REPORTS

- A. CEO Report – Chair Taverner** was delighted the budgeted visit volumes and forecast exceeded the budget and praised **CEO Fecher's** success in filling different clinical positions. The question was raised as to why dentists work at more than one office. **Director Roy** explained.
- B. Fundraising Report – Mr. Chakrabarti** is mainly focusing on Cooking for a Cause. The new Development Associate is settling in well.
- C. Outreach Report – Chair Taverner** commented that every month, Dr. Bonnie's accomplishments surpass his expectations.
 - a. Fellows in the Outreach team help with capacity and morale.
 - b. It was agreed that Dr. Bonnie and the Outreach team have done phenomenal work.
- D. Quality Committee Report – Director Kneappel** shared that the Quality Committee continues to meet as a small group to develop the foundation of the committee. They are anticipating the start of the COO, who will have accountability for the Committee from an operational perspective.
 - a. A meeting with the COO will be scheduled once she is onboard.
 - b. Membership and priorities for the Committee are drafted and after the COO is familiarized with the Quality Committee, final decisions will be made around clinical indicators that should be pursued, in addition to what the Quality Committee is focused on.
- E. Board Nomination Committee –** No comments or questions.

10. SUGGESTED AGENDA ITEMS FOR NEXT MEETING

- A.** The September meeting was merged with the October meeting, so the next meeting will be on October 1st.
- B.** Full Agenda for Board Retreat
- C.** Debrief on Cooking for a Cause
- D.** Quality Committee

E. Possible COO Introduction

11. **ADJOURN** - The meeting was adjourned at 8:17 pm.

Written by
Veronica Le

Approved by


Nigel Taverner, Board Chair