



Board Meeting August 18, 2022

7:00 PM

MINUTES

- **CALL TO ORDER AND ROLL CALL – Vice Chair Galligan** called the meeting order at 7:18 pm.
 - **Present:** Vice Chair Helen Galligan, Secretary Clyde Hinshelwood, Board Members: Larissa Cutler, Dennis Kneoppel, Rick Navarro, Steve Stielstra, Sheryl Young
 - **Also Present:** CEO Tracey Fecher, CFO Cheryl Fama, Administrative Assistant Veronica Le
 - **Absent:** Board Chair Nigel Taverner, Larry Cappel

- **MISSION MOMENT – CEO Fecher** shared that the team enjoyed the company picnic in July. Staff who attended played rented lawn games, such as giant Connect 4, corn hole, and giant Jenga. It was wonderful seeing everyone’s faces without masks, staff members engaging in warm conversations, and appreciating the chance to sit down and enjoy a meal together.

- **PUBLIC COMMENTS—**No public in attendance.

- **REPORT OUT FROM CLOSED SESSION ON AUGUST 18TH** – The Board discussed CEO Fecher’s annual review. CEO Fecher graciously accepted the offer, expressing her appreciation to the Board, who in return, thanked her for work.

- **APPROVAL OF JUNE and JULY 20TH SPECIAL MEETING BOARD MINUTES**
 - **Director Young** moved to approve the minutes for the board meeting on June 16th, 2022. The motion was seconded by **Director Kneoppel** and approved by roll call. Ayes: **Helen Galligan, Clyde Hinshelwood, Dennis Kneoppel, Rick Navarro, Steve Stielstra, Sheryl Young. Abstained: Larissa Cutler**
 - **Secretary Hinshelwood** moved to approve the minutes for the special board meeting on July 20th, 2022. The motion was seconded by **Director Stielstra** and approved by roll call. Ayes: **Helen Galligan, Clyde Hinshelwood, Larissa Cutler, Rick Navarro, Steve Stielstra. Abstained: Dennis Kneoppel, Sheryl Young.**

- **NEW BUSINESS**
 - **CEO Annual Performance Review and Proposed Salary Adjustment ACTION REQUESTED** – The Board offered CEO Fecher a salary raise and a bonus, which CEO Fecher happily accepted.
 - **Vice Chair Galligan** moved to approve CEO Fecher’s Proposed Salary Adjustment. The motion was seconded by **Director Kneoppel** and approved by roll call. Ayes: **Helen Galligan, Clyde Hinshelwood, Larissa Cutler, Dennis Kneoppel, Rick Navarro, Steve Stielstra, Sheryl Young.**

- **FY22 Financial Year End Review ACTION Requested– CFO Fama** discussed FY22’s Financial Year End Review unaudited year-end report as a successful fiscal year for Sonrisas, acknowledging CEO Fecher and Senior Accountant Tina Wang’s dedication to working with the team to close the year cleanly. The finance memo highlighted extra revenue from COVID federal programs. The year closed with a positive bottom line and close to budgeted visit volume.
 - **Secretary Hinshelwood** moved to approve the FY22 Financial Year End Review. The motion was seconded by **Director Stielstra** and approved by roll call. Ayes: **Helen Galligan, Clyde Hinshelwood, Larissa Cutler, Dennis Kneoppel, Rick Navarro, Steve Stielstra, Sheryl Young.**
- **Board Resolutions for Heritage Commerce Bank Account ACTION REQUESTED –** With the recommendation and research done by the Finance Committee at Peninsula Health Care District, Sonrisas decided to move from Boston Private to Heritage Bank of Commerce. The Board must provide three resolutions to open the account: Cash Management Services Resolution and Agreement, Deposit Account and Agreement, and Facsimile/Electronic Signature Agreement.
 - **Vice Chair Galligan** asked if the CDs in Boston Private needed to mature, and **CEO Fecher** confirmed they do. **Vice Chair Galligan** also inquired about a timeline of when most of the cash will be transferred to the new account. **CEO Fecher** responded the transfer would potentially take two months, depending on the number of outstanding checks issued out. Once new remote deposit machines from Heritage come in and the account is officially open, we will begin depositing in the Heritage account as well as ensuring all checks are cleared before closing the Boston Private account. Due to the complex process of changing banks, CEO Fecher and Senior Accountant Wang pushed back the change until the end of the fiscal year.
 - **CFO Fama** added that there is no rush in closing the account with Boston Private as we need to ensure proper ACH/EFT transfers and avoid bounced checks.
 - **Secretary Hinshelwood** inquired about a fee comparison between Boston Private and Heritage Bank. **CEO Fecher** responded that there are no fees at Heritage if the account balance is kept over \$700,000.
 - **Director Young** asked if anything in the three resolutions negatively stood out as she reviewed them, which **CEO Fecher** responded no.
 - **Director Navarro** asked how many signatures are needed to move funds out of the bank. **CEO Fecher** replied two signatures are needed for checks over \$25,000. Chair Taverner, CEO Fecher, and CFO Fama signed the signature card. Signatures are not required for wire transfers as they do not have the same limits. With the move to Heritage, Sonrisas will begin implementing Positive Pay, meaning the bank will match our ledger of checks to avoid paying stolen or forged checks.
 - **Director Kneoppel** moved to approve the Cash Management Services Resolution and Agreement, Deposit Account and Agreement, and Facsimile/Electronic Signature Agreement. The motion was seconded by **Secretary Hinshelwood** and approved by roll call. Ayes: **Helen Galligan, Clyde Hinshelwood, Larissa Cutler, Dennis Kneoppel, Rick Navarro, Steve Stielstra, Sheryl Young.**
- **Partnership Update**
 - **Sequoia Healthcare District** increased our grant substantially up to \$357,000, including school screenings in Redwood City. The Sequoia Healthcare District is considering converting their office on Veterans Boulevard to a dental office, doing research to understand the dental needs of their employees.

- Dr. Bonnie is working with the Redwood City School District in coordinating more school screening programs for children who arrived from different countries, including programs for homeless children.
 - **Farmworker Contract:** Puente and Sonrisas are discussing the extension of the farmworker contract beyond January 1, 2023 with SMMC. Executive Director, Rita Mancera and CEO Fecher are exploring different approaches to opening a dental clinic in a permanent location in Pescadero.
 - Secretary Hinshelwood asked for the number of visits done in Puente. CEO Fecher replied the clinic occurs once a week but believes there is enough demand to see patients twice a week, including the possibility of accepting private insurance.
 - Puente is hosting an upcoming Fall Harvest event on September 24th, featuring Sonrisas as their Institutional Partner, which Director Cutler agreed to attend as Sonrisas' representative.
 - Once thorough research is conducted, CEO Fecher will present to the Board the idea of opening a dental RV mobile clinic.
 - **SMMC FQHC Contract:** The Board of Supervisors approved the FQHC contract with the new rate effective September 1st, meaning the price per visit increases from \$290 to \$310. As preparations for SMMC patients to be seen in Half Moon Bay are underway.
 - **Panel Truck Donation**
 - CEO Fecher reached out to the Samaritan House about donating the panel truck or possibly figuring out an opportunity of utilizing the truck together.
 - Secretary Hinshelwood added Coastside Hope is also interested in a new truck.
 - **Board Resolution to Continue Virtual Meetings ACTION Requested**
 - *Director Navarro proposed that the September 15th board meeting take place virtually. The motion was seconded by Director Kneepfel and approved by majority vote. Ayes: Helen Galligan, Clyde Hinshelwood, Larissa Cutler, Dennis Kneepfel, Rick Navarro, Sheryl Young. Abstained: Steve Stielstra*
- **OLD BUSINESS**
 - **Cooking for a Cause September 2022 Event Details:** On behalf of the Development Committee, CEO Fecher expressed her gratitude to the Board for significantly contributing to Cooking for a Cause from sponsoring a table to donating to Sonrisas' Fund a Need as well as inviting friends and potential new donors to spread awareness of Sonrisas' event. Director Kneepfel agreed to emcee the event, the filming of an impact video was made and set to play during the event, and CEO Fecher thanked Chair Taverner, Secretary Hinshelwood, Director Cutler, and Director Stielstra for being on the event committee.
 - Secretary Hinshelwood wondered where overall ticket sales for Cooking for a Cause currently stands and if the goal of 150 guests will be met. CEO Fecher responded that it looks like ticket sales are on track.
 - **Strategic Plan Update – CEO Fecher** is working with the focus area leads to create measurements for the set goals. She is in communication with Facilitator Eric Ryan for support on moving the process forward.

- **REPORTS**

- **CEO Report** – No comments or questions.
 - **CFO Report** – **CFO Fama** highlighted the summary of the year end, emphasizing a good performance from CEO Fecher and her team. The visit volume was 2% behind budget while gross revenues were under 4%. Uncompensated care was sufficient due to the lower visit volume, but the direct costs were under budget while indirect costs were over 1%.
 - **Fundraising Report** – No comments or questions.
 - **Outreach Report**– No report
 - **Board Nomination Committee** – No report
 - **Vice Chair Galligan** shared with the Board that she did not run for re-election at the Peninsula Health Care District.
 - **CFO Fama** also shared that PHCD's new board member, Dr. Sanchez, who lives in San Bruno and works as a UCSF Pathologist and Professor of Medicine, will replace Helen in December.
-
- **SUGGESTED AGENDA ITEMS FOR NEXT MEETING**
 - Plans for the Sonrisas Panel Truck
 - Board Retreat plans
 - April or May timeline
 - If no Board Retreat, conduct a Board and Leadership Staff Social
-
- **ADJOURN**—Meeting was adjourned at **8:05 pm**.

Written by
Veronica Le

Approved by

Helen Galligan, Vice Chair