



Sonrisas Board of Directors Retreat

October 2, 2021

9:30 am – 4:00 pm In Person and Remote

Address: Oceano Hotel, 280 Capistrano Rd, Half Moon Bay; In the Montara Room.

Join Zoom Meeting

<https://us02web.zoom.us/j/83448161846>

Meeting ID: 834 4816 1846

One tap mobile

+16699009128,,83448161846# US (San Jose)

Desired Retreat Outcomes

- Board Governance
 - The board's roles and responsibilities will have been further clarified
 - Clarity regarding how the board can collaborate within the Brown Act
- Strategy
 - The board will have a greater understanding of the successes and challenges of the last twelve months
 - The board will have clarified:
 - It's position on additional growth to expand the impact of the mission
 - Any growth parameters (e.g., service area (geography), payer mix, funding sources)
 - Some criteria that make an opportunity a good fit for Sonrisas

Agenda

9:30 – 10:00	Arrive Breakfast
10:00 – 10:10	Roll Call and Call to Order
	Introductions and Overview of the Day
10:10 – 10:15	Public Comments
10:15 – 11:30	Board Governance Discussion <ul style="list-style-type: none">- Board and CEO Key Roles and Responsibilities- Collaboration Between Board Members and Staff, Following Brown Act Requirements



11:30 – 12:15	Lunch
12:15 – 1:00 Discussion	Presentation: Successes and Challenges of the Last Twelve Months
1:00 – 2:00	Clarifying the Board's Long-term Vision
	- Board's Vision for Additional Growth to Expand Impact of Mission
	- Growth Regarding Payer Mix, Service Region (Geography), and Funding Sources
2:00 – 2:15	Break
2:15 – 3:30	Board Vision Discussion, continued
3:30 – 4:00	Debrief and Next Steps
4:00	Adjourn

CEO, Board Chair, and Board Responsibility Chart



CEO, Board Chair, and Board and Responsibility Chart

EXAMPLE

“Sonrisas Dental Health’s board provides oversight and guidance to the CEO and organization.”

Definitions of Responsibilities

Lead: Overall accountability and responsibility for ensuring activity is completed.
Support: Provide Lead with support as requested by Lead.
Co-lead: Mutual responsibility and accountability.

Activity		CEO	Board Chair	Board
1. Programs / Services	A. Plans, develops, and ensures delivery of programs	Lead	Support	Support
	B. Maintains records and reports regarding programs and services	Lead		
	C. Evaluates programs improvements and makes recommendations to Board	Lead		
	D. Acts as primary liaison with various governmental entities, legislative bodies, and other organizations	Lead	Support	Support
2. Planning	A. Serves as the primary planner; develops organizational goals, objectives, and projections of needs and funding consistent with the mission and vision	Lead	Support	Support
	B. Establishes strategic direction of the organization	Co-Lead	Co-Lead	Lead
	C. Clarifies organizational mission and vision	Support	Support	Lead
3. Board	A. Attends all regular and special meetings of the entire Board	Co-Lead	Co-Lead	Support
	B. Reviews all Board reports provided by staff;	Lead	Support	Support
	C. Plans Board meeting agendas	Support	Lead	
	D. Ensures effective and efficient Board committee structure	Support	Lead	Co-Lead
	E. Recommends composition and commission of Board committees	Support	Lead	Support
	F. Chairs Board meetings		Lead	
	G. Creates Board meeting reports and financials	Lead		
	H. Facilitates orientation of new Board members	Lead	Co-Lead	

4. Staffing	A. Provides overall staffing guidelines and policies	Lead		
	B. Hires, assesses, develops, disciplines, and removes staff and volunteers (except CEO)	Lead		
	C. Hires, assesses, develops, disciplines, and removes CEO		Lead	Support
	D. Approves CEO employment agreement		Lead	Support
	E. Establishes and maintains personnel records system	Lead		
	F. Maintains job descriptions on all positions. Advises the executive committee about preparing for transition while ensuring organizational stability.	Lead		
	G. Maintains a climate that attracts, retains, and motivates staff and volunteers	Lead		
5. Public Relations	A. "Spokesperson" for the organization	Co-Lead	Co-Lead	Support
	B. Appoint representatives to related organizations	Lead	Support	
6. Funding /Financials	A. Seeks funding and resources	Lead	Support	Support
	B. Formulates budgets and maintains an accounting system that meets federal, state, and local compliance standards	Lead		
	C. Ensures compliance with funding sources	Lead		
	D. Ensures effective audit trails and obtains independent annual financial audit	Lead		
	E. Prepares and submits regular budget reports to the Board	Lead		
	F. Monitors overall budget and finances	Lead	Support	Support
7. Overall	A. Promote organizational mission	Co-Lead	Co-Lead	Co-Lead
	B. Ensure organization is well-equipped to fulfill its mission in terms of finances, staffing, and reputation	Lead		
	C. Maintain legal and ethical duties	Lead	Support	Support

Brown Act: Guidelines for New Board Members





DATE: September 24, 2021

TO: SDH Board of Directors

FROM: Tracey Fecher, CEO

RE: Brown Act Guidelines for New Board Members

History of Brown Act: The Ralph M. Brown Act, located at California Government Code 54950 et seq., is an act of the California State Legislature, passed in 1953, that guarantees the public's right to attend and participate in meetings of local legislative bodies. The Brown Act was enacted in response to mounting public concerns over informal, undisclosed meetings held by local elected officials. City councils, county boards, and other local government bodies were avoiding public scrutiny by holding secret "workshops" and "study sessions." The Brown Act solely applies to California city and county government agencies, boards, and councils. The Act has been interpreted to apply to email communication as well, leading to restrictions on the number of parties that can be copied on electronic messages.

Why is a non-government organization, like Sonrisas, held to the Brown Act? From the Brown Act regarding private organizations:

"The board or other governing body of a private organization, such as a nonprofit corporation, is subject to the Brown Act, if

- (a) a district legislative body created or was involved in bringing the organization into existence to exercise lawfully delegated authority, or
- (b) if both of the following requirements are met,
 - (i) the organization receives funds from the district and
 - (ii) a member has been appointed as a full voting member of such board by the district's legislative body."

How does this affect Sonrisas Board and Staff members? Since Sonrisas receives funding from PHCD and appoints board members, Sonrisas is required to follow the Brown Act by law. Attached is a handout that outlines the basic requirements for meetings of an organization required to follow the Brown Act. Several highlights include:

- Any meeting with a quorum (5 or more) board members where Sonrisas business is discussed must be follow required notices and agendas.
- Any standing committees must also follow required notices and agenda.
- Board members cannot email more than a quorum of board members, nor can emails be sent serially to discuss Sonrisas business.
- Staff can share information with and request feedback from all board members in email. Board members should respond directly to staff and not CC their board peers.

If you have any questions, please let me know.

SUMMARY OF BROWN ACT

	SECTION	CHAPTER
COVERAGE		
GOVERNING BODIES:		
Includes city councils, boards of supervisors, and district boards. Also covered are other legislative bodies of local government agencies created by state or federal law.	54952(a)	I & II
SUBSIDIARY BODIES:		
Includes boards or commissions of a local government agency as well as standing committees of a legislative body. A standing committee has continuing subject matter jurisdiction or a meeting schedule set by its parent body. Less-than-a-quorum advisory committees, other than standing committees, are exempt.	54952(b)	II
PRIVATE CORPORATIONS OR ENTITIES:		
Covered only if:		
(1) A legislative body delegates some of its functions to a private corporation or entity; or	54952(c)(1)	II
(2) If a legislative body provides some funding to a private corporation or entity and appoints one of its members to serve in official capacity on entity's board of directors.	54952(c)(2)	
MEETING DEFINED		
INCLUDES:		
Any gathering of a quorum of a legislative body to discuss or transact business under the body's jurisdiction; serial meetings are prohibited. Page vi.	54952.2	III
EXEMPTS:		
(1) Individual contacts between board members and others which do not constitute serial meetings;	54952.2(c)(1)	III
(2) Attendance at conferences and meetings which are open to public so long as members of legislative bodies do not discuss amongst themselves business of a specific nature under the body's jurisdiction;	54952.2(c)(2) (3) and (4)	
(3) Attendance at social or ceremonial events where no business of the body is discussed.	54952.2(c)(5)	
LOCATIONS OF MEETINGS:		
A body must conduct its meetings within the boundaries of its jurisdiction unless it qualifies for a specific exemption.	54954	IV
PUBLIC RIGHTS		
PUBLIC TESTIMONY:		
Public may comment on agenda items before or during consideration by legislative body. Time must be set aside for public to comment on any other matters under the body's jurisdiction.	54954.3	IV & V
TAPING OR BROADCASTING:		
Meetings may be broadcast, audio-recorded or video-recorded so long as the activity does not constitute a disruption of the proceeding.	54953.5; 54953.6	V
CONDITIONS TO ATTENDANCE:		
Public may not be asked to register or identify themselves or to pay fees in order to attend public meetings. Page vii.	54953.3; 54961	V
PUBLIC RECORDS:		
Materials provided to a majority of a body which are not exempt from disclosure under the Public Records Act must be provided, upon request, to members of the public without delay.	54957.5	V

SUMMARY OF BROWN ACT

	SECTION	CHAPTER
REQUIRED NOTICES AND AGENDAS		
REGULAR MEETINGS:		
Agenda containing brief general description (approximately twenty words in length) of each matter to be considered or discussed must be posted at least 72 hours prior to meeting.	54954.2	IV
SPECIAL MEETINGS:		
Twenty-four hour notice must be provided to members of legislative body and media outlets including brief general description of matters to be considered or discussed.	54956	IV
EMERGENCY MEETINGS:		
One hour notice in case of work stoppage or crippling disaster.	54956.5	IV
CLOSED SESSION AGENDAS:		
All items to be considered in closed session must be described in the notice or agenda for the meeting. A model format for closed-session agendas appears in section 54954.5.	4954.2;	IV
Prior to each closed session, the body must orally announce the subject matter of the closed session. If final action is taken in closed session, the body generally must report the action at the conclusion of the closed session.	54954.5;	
Page viii.	54957.1; and	
	54957.7	
AGENDA EXCEPTION:		
Special procedures permit a body to proceed without an agenda in the case of emergency circumstances, or where a need for immediate action came to the attention of the body after posting of the agenda.	54954.2(b)	IV
CLOSED-SESSION MEETINGS		
PERSONNEL EXEMPTION:		
The body may conduct a closed session to consider appointment, employment, evaluation of performance, discipline or dismissal of an employee. With respect to complaints or charges against an employee, the employee must be notified, at least 24 hours in advance, of his or her right to have the hearing conducted in public.	54957	VI
PENDING LITIGATION:		
A body may meet in closed session to receive advice from its legal counsel concerning existing litigation, initiating litigation, or situations involving a significant exposure to litigation. The circumstances which constitute significant exposure to litigation are expressly defined in section 54956.9(b)(3).	54956.9	VI
LABOR NEGOTIATIONS:		
A body may meet in closed session with its negotiator to consider labor negotiations with represented and unrepresented employees. Issues related to budgets and available funds may be considered in closed session, although final decisions concerning salaries of unrepresented employees must be made in public.	54957.6	VI
Page ix.		
REAL ESTATE NEGOTIATIONS:		
A body may meet in closed session to consider price and terms of payment in connection with the purchase, sale, exchange or lease of real property.	54956.8	VI
REMEDIES AND SANCTIONS		
CIVIL REMEDIES:		
Individuals or the district attorney may file civil lawsuits for injunctive, mandatory or declaratory relief, or to void action taken in violation of the Act.	54960;	VII
Attorneys' fees are available to prevailing plaintiffs.	54960.1	
	54960.5	
CRIMINAL SANCTIONS:		
The district attorney may seek misdemeanor penalties against a member of a body who attends a meeting where action is taken in violation of the Act, and where the member intended to deprive the public of information which the member knew or has reason to know the public was entitled to receive.	54959	VII

FY 22-25: Opportunities and Challenges



Sonrisas Dental Health

Possible FY22 – FY25 Opportunities and Challenges

Mission: We are a non-profit dental center dedicated to providing access to quality dental care and oral health education to our community. We provide these services with dignity, respect and compassion.



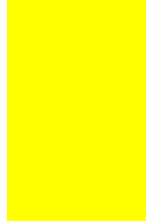
Area	Opportunities	Risks/Challenges
Societal Factors <ul style="list-style-type: none"> • Racial Equality • Economic Disparity • Societal Unrest • Natural Disasters 	<ul style="list-style-type: none"> • SDH is part of the solution • More patients due to economic conditions • Oral Health Kits for the community 	<ul style="list-style-type: none"> • Low-income population moves out of San Mateo County due to cost of living • SDH communicating the impact of our work in these frames • No diversity in SDH's board or leadership team • Unrest causing clinic closure or safety concerns • Unplanned clinic closure days
Funding <ul style="list-style-type: none"> • Government • Donors & Foundations • Patient Revenue 	<ul style="list-style-type: none"> • Relationships with healthcare districts. • HPSM Dental Integration Pilot • Donor trends <ul style="list-style-type: none"> ○ Increased interest in “closeness” to impact of gifts ○ Increased awareness of socioeconomic disparities in health care access • Payer Mix <ul style="list-style-type: none"> ○ More FQHC Patients ○ Improved CO clinic could bring in more private patients 	<ul style="list-style-type: none"> • Healthcare districts are SDH's primary funders and are public agencies. • Tobacco taxes expires Dec 31, 2021 • State may cut Medi-Cal Dental services for adults to balance budget • Lack of SMMC referrals • Growing major donor base • Capital campaign • Having enough appointments for current Medi-Cal fee for service patients • No space for new Medi-Cal adult patients. Close our waitlist? • No funding sources for senior dentistry. • Seniors/their families not prioritizing dental care

		<ul style="list-style-type: none"> • How many non-Jue practice private patients do we have? May need to identify more private insurance patients • Case acceptance and insurance annual limits
Dentistry and Clinic Operations <ul style="list-style-type: none"> • Physical Facilities • Staffing • Equipment and Supply Costs • Pandemic – variants, new virus • Dentistry Trends 	<ul style="list-style-type: none"> • Larger HMB Clinic • 2 new San Mateo operatories allow more patient visits • FQHC patients at HMB clinic • Possible partnership for south county clinic location • Dental Service Organizations becoming more attractive to new grads • Fewer grads opening new offices • Pediatric dentistry – some private dentists prioritizing adult care 	<ul style="list-style-type: none"> • New HMB Clinic <ul style="list-style-type: none"> ○ Relocation and build out process ○ Hiring for expanded HMB clinic • Hiring hygienists • SMMC contract requires dual EMR and computers • SDH dental equipment aging and lack of backup equipment • Infection control <ul style="list-style-type: none"> ○ PPE, new requirements, and costs ○ Staffing fatigue due to PPE • New variants make vaccines ineffective • Patients no longer comfortable going to dentist for non-emergency care • Dental anxiety and fears cause patients to not come in • New providers do not have the same level of clinical experience. (Resident Program)
Outreach Programs <ul style="list-style-type: none"> • School Screenings • Senior Dentistry 	<ul style="list-style-type: none"> • If schools allow on-site screenings, easier to screen with captive audience. Less expensive. • Need for oral health care access well recognized in SMC, which includes screenings 	<ul style="list-style-type: none"> • Being allowed on school campuses • Drive up screenings have great impact but see less kids for same/more resources. • Building Outreach team capacity • Clinical knowledge to serve seniors • Will seniors make appointments?

Question: How do we map this back to our mission and associated strategy? How can the board help us?

Board Retreat 2021

PPT Slides



Sonrisas Dental Health

A large, thick blue curved line that forms a wide smile, positioned below the main title.

Board Meeting September 2021

7A. Sonrisas Baseline Projection

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	Sonrisas Estimated Cash Position FY22 – FY26				
	FY 22	FY 23	FY 24	FY25	FY 26
Beginning Cash Position	\$ 1,910,217	\$1,572,935	\$1,464,183	\$1,346,375	\$995,613
Net Patient Income	(\$1,108,861)	(\$1,116,164)	(\$1,142,336)	(\$1,226,739)	(\$1,313,717)
Fundraising Program	\$1,395,787	\$1,426,195	\$1,343,730	\$1,289,337	\$1,238,255
Outreach Program Cost	(\$220,851)	(\$294,767)	(\$303,428)	(\$312,344)	(\$321,525)
Other Income	\$237,168	\$36,184	\$36,203	\$36,223	\$36,245
Net Income	\$303,242	\$51,447	(\$65,829)	(\$213,522)	(\$360,741)
Estimated Capital purchases	(\$397,524)	(\$118,200)	(\$51,977)	(\$137,240)	(\$159,745)
CARES ACT Cash Adjustment	(\$243,000)	(\$42,000)			
Ending Cash Position	\$1,572,935	\$1,464,183	\$1,346,375	\$995,613	\$475,126

Assumptions

Net Patient Income:

- **Flat Visit Number**
- No Payer Increases after HPSM increases end in FY24

Fundraising Income:

- **PHCD Grant: \$800K FY24, \$700K FY25, \$600K FY26**
- SHD: \$240K Annually
- Part time coordinator in FY24

Outreach Income:

- Remains grant funded
- **No additional staff that are not funded by grants**

Salary Increases 3% annually, all other expenses 2% annually

7A. Financial Impact of Different Growth Scenarios

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Sonrisas Current Payer Mix		
	HMB	SM
Com. Insurance	2%	5%
PPO	10%	27%
Public Dental	72%	49%
Private Pay	1%	3%
FQHC	0%	14%
Affordable Scale	15%	3%
Access To Care %	87%	65%
Avg Visit Loss / Visit	(\$200)	(\$75)

New, Larger HMB Clinic

- 3 chairs -> 5 chairs
- 2,900 visits -> 4,400 visits
- Same payer mix: **(\$300K)** additional loss annually

New Clinic with Sequoia Health Care District

- 5 chairs
- 4,400 visits
- Same payer mix as San Mateo: **(\$324K)** loss annually
- Same Payer Mix as HMB: **(\$880K)** loss annually.
 - 10% FQHC, loss reduced to **(\$800K)**

Changes in Payer Mix

- 1,000 Public Dental Insurance visits -> **(\$200K)**
- 1,000 FQHC visits -> \$11K
- 1,000 PPO visits -> **(\$2K)**
- Commitment to Current Patients

