

NAFC BOARD MINUTES

Date: September 11, 2016

Time: 10:30 A.M. – 3:30 P.M. EDT

Location: Face to face

Meeting called by:	Board Chair	Type of meeting:	Regular
Facilitator:	Board Chair	Note taker:	Board Secretary

Attendees: NAFC Staff, F. Bauermeister, S. Foley, S. Garris, K. Gottlieb, J. Henz, N. Hudson, A. McLaughlin, L. Robins, S. Watson, L. Wilkinson, S. Wood

Minutes

Board Chair Remarks

Meeting was called to order by Larry Robins at 10:44 A.M.
Welcome everyone. Thank you NAFC staff for bringing us all together!!!

Approval of Board Minutes

A motion was made by Stephanie Garris to approve the June 2, 2016 board minutes. Motion was seconded by Angie McLaughlin. **The motion passed unanimously with no abstentions.**

CEO Update

Larry asked for questions, comments of the CEO report.

The process as it relates to NAFC financial policies was questioned by Linda regarding the \$250,000 withdrawal from reserves with the approval made by the Treasurer. CEO report indicates "After discussions with the Treasurer and the Board Chair, staff received approval to withdraw \$250,000 from the medium and long-term reserve accounts."

The question was considered: Does there need to be consent by the full board for a large withdrawal from the reserve accounts?

Discussion followed. Johanna commented that there was discussion about bringing the decision before the entire board. It was taken into consideration that the board would be meeting in 2 weeks. Larry apologized that he did not refer to the policy outlining the procedure in making the decision. He suggested that the withdrawal was not made as an expenditure; funds were moved into the account in the event they would need to be utilized. Policy 3.3 and 3.9 read "inform the board" - Nicole indicated that changing the wording of the policy might be helpful; specifically, the "inform the board" section. Linda commented that the report should reference the Policy number rather than the person who provided approval. Stephanie suggested clarification with wording such as: financial action made "pursuant to board action."

Larry suggests the board review Policy 3.3, #3 and consider revisions that will bring clarity to the process.

Nancy Hudson made the recommendation to create an ad hoc committee to address the transfer of funds out of our reserve accounts. The motion was made by Nancy Hudson, seconded by Stephanie Garris. No further discussion. **The motion passed unanimously with no abstentions.**

Larry asked the general question on legislative items in the CEO report. The House of Representatives is not funding health initiatives at this time. Next year is going to be the "Year of Health." This will affect funding decisions.

Larry asked for modification of the report regarding the 2017 symposium date that has been revised to October 1-3rd. It was noted that going forward the NAFC Symposium will be scheduled in the month of October and that notification would be made to the state associations.

Motion to accept the CEO report was made by Angie McLaughlin, seconded by Johanna Henz. Nicole noted the accomplishments: 2 congressional records acknowledging the work of the Free and Charitable Clinics! **The motion to accept the CEO report passed unanimously with no abstentions.**

Monitoring CEO Performance (Policy 4.4)

The following monitoring reports were submitted to the Board for discussion and approval:

- Policy 3.6 Compensation and Benefits
- Policy 3.8 Board Awareness and Support

Linda Wilkinson moved to accept the monitoring reports with a second from Sheri Wood. No Discussion or questions re: 3.6 or 3.8. **The motion passed unanimously with no abstentions.**

Review of Financial Reports (3.5)

Board Treasurer Johanna Henz reviewed the financial reports.

Discussion followed regarding the inclusion of interest into earned income/balance sheet inclusion and not Operating Budget. Board members discussed that this topic should be included on the agenda for the committee formed to discuss financial policy 3.3.

Shannon Watson moved to accept the Audit and 990 as presented. Nancy Hudson seconded. **The motion passed unanimously with no abstentions.**

Sheri Wood moved to accept the financial reports as presented. Stephanie Garris seconded. **The motion passed unanimously with no abstentions.**

2017 Budget: Nicole presented the draft 2017 NAFC Budget in detail. Discussed Direct Relief funding, CVS funding and Americares intentions to fund clinics as well as support from each to the NAFC.

Board discussed the budget **in detail.**

Larry asked each board member to indicate if they are comfortable with no CARE Clinic in the 2017 budget. Unanimously the answer was yes.

Larry asked board members to indicate if they are comfortable with a budget that does not increase memberships fees. Linda commented that as this topic is reviewed, membership cost vs. value should be considered.

Stephanie Garris made the motion that the board set a strategic goal that 25% of total operating revenue be represented by membership dues to increase up to 30% in 2018. Seconded by Linda Wilkinson. **The motion passed unanimously with no abstentions.** Note that board members verbally committed to actively participate to achieve this goal.

After an extremely lengthy discussion there was a consensus of support from the board that the staff and operating committee would be making a decision to increase the Symposium fees next year.

Larry asked for a motion to approve the budget as proposed, noting that the board acknowledges staff will come back with revisions based on the Direct Relief Award and Grants to clinics and to include the BOD Symposium increases and willingness to help increase membership. Moved by Fred Bauermeister, Seconded by Angie McLaughlin. **The motion passed unanimously with no abstentions.**

Give and Get Policy: Nicole commented that there are several ways to participate in a Give and Get policy; contributions financially, participation in bringing in new or lapsed members, sponsors etc.

Nominations Committee

Based on the review of the Nominations committee, Sheri W. presented the committee's recommendation of the following candidates for election for the 2017 NAFC Board of Directors: Stephanie Garris, Nancy Hudson, Bobby Kapur, Shannon Watson, Linda Wilkinson

Sheri Wood proposed to bring forward to the membership for reelection to the 2017 NAFC Board of Directors: Stephanie Garris, Nancy Hudson, Shannon Watson, Linda Wilkinson and to elect Bobby Kapur to the 2017 NAFC Board of Directors. Motion seconded by Angie McLaughlin. **The motion passed unanimously with no abstentions.**

2017 Public Policy Recommendations

Nicole reviewed in detail the policy recommendations as presented in the board materials. Nancy Hudson moved to approve the recommendations as presented, Fred Bauermeister seconded. **The motion passed unanimously with no abstentions.**

The 2016 and 2017 Symposium review as listed on the meeting agenda was discussed in earlier conversations during the meeting.

Discussion: 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.

No discussion.

Discussion: Ends Priority (1.5)

There is a recognized standard of excellence for Free and Charitable Clinics.

Nicole provided information regarding her meeting with the State Representatives Council.

Nicole proposed the board consider some sort of "grandfathering" of states who have developed their own accrediting/licensing standards currently and have an official list of those clinics that have met the standards. This would also be offered to those clinics that meet the NCQA standards, accepting them as meeting the NAFC's standards of excellence for certification.

The board concurred that they agreed to Nicole's proposal. Nicole listed the number of states that currently have accrediting or licensing standards.

The board discussed the process of providing the agreed upon standards to all clinics/states, providing them a specific amount of time to adhere to the standards in order to receive the NAFC certification for standards of excellence.

Discussion: Ends Priority (1.0)

NAFC Mission: The medically underserved have access to affordable quality healthcare.

Larry asked the question, "does the board believe that the existing mission statement meets the parameters that we believe our mission statement should be." The full board responded, "Yes".

Executive Session – CEO Evaluation (2.8.3)

Larry shared that he has Nicole's self evaluation and that he would send it out to the full board for review. Larry commented that Nicole and the other 2 staff members have all suggested that they do not feel that an increase is needed in lieu of the current NAFC financial status.

Board Meeting Evaluation (2.1.8)

Discussion regarding the flow of the meeting under the policy governance model.

The meeting adjourned at 4:10 PM.