



Formerly Dominguez Business Air Aquatic Care Dental, CF, Inc.

**BOARD OF DIRECTORS
OPEN SESSION
SEPTEMBER 21, 2017
MINUTES**

- 1) **CALL TO ORDER:** The meeting was called to order at 18:45 hours by **Chair Taverner**.
PRESENT: Directors Taverner, Cappel, Galligan, Hinshelwood, and Macias. Absent: Directors Navarro and Zell
- 2) **PUBLIC COMMENTS:** There were no members of the public present.
- 3) **APPROVAL OF AGENDA:** At the request of the Chair and with approval of the Directors, guest presenter Dr. Ricci Chan was moved up to first on the agenda.
- 4) **MARKETING TO SENIOR CARE PROVIDERS AND CONSCIOUS SEDATION:** **Dr. Chan** is providing targeted marketing and program development services for SDH with a focus on the Bay side of San Mateo County. He presented his first month progress report. His activities have included speaking to local providers and referral sources, touring local dentists at the Center to see the level of technology and ambiance of the Center, assessing the senior market, and exploring next steps to setting up conscious sedation at the SM Center. He reported a high level of interest among the dentists, especially if conscious sedation can be added, and low level of general understanding about the services; bringing conscious sedation to a community clinic is more complicated than private dental offices due to licensing requirements. More research needs to be done to determine exactly what must happen at SM to start up the program. **Director Cappel** asked, if there really is a market, he'd like to see what that market is and who will it serve.
- 5) **Chair Taverner** summarized the discussion noting next steps:
 - Need for conscious sedation appears to be confirmed,
 - Community dentists need to be educated about the programs and services of Sonrisas Dental Health,
 - **COO Jue** mentioned that the SM Center has the hook ups ready to set up conscious sedation and she has discussed other equipment needs with Patterson Dental (the costs should, in major part, be covered by the Bothin grant),
 - Licensing issues must be resolved to proceed.
- 6) **RATIFICATION OF NEW CORPORATE NAME:** **Chair Taverner** noted that at the previous Board meeting, the unanimous decision was to call the organization Sonrisas Dental Centers Inc.; however, this name could be challenged per Counsel and it was proposed to change to Sonrisas Dental Health, Inc. An email notification went out to all Directors and all responded back to CFO Fama that the proposed change was acceptable; therefore,



Formerly Doing Business as Apple Tree Dental, Ct. Inc.

Sonrisas Dental Health Board of Directors
Public Session Minutes
September 21, 2017

It was moved by Chair Taverner, seconded by Director Cappel and approved 5/0/0 to change the corporate name to Sonrisas Dental Health, Inc.

7) APPROVAL OF THE MINUTES FROM AUGUST 29, 2017:

It was moved by Director Galligan, seconded by Director Macias, and approved 5/0/0 to approve the minutes as written.

MATTERS ARISING FROM THE MINUTES:

FQHC UPDATE:

Ravenswood: CFO Fama met with Dental Director Yogita Butani. While they are not prepared to have SDH as a subcontractor, they may refer some patients to us. An MOU is expected. It was noted that Sonrisas Coastside has been collaborating with Ravenswood on the video dentistry trial for several years. This program relationship has been discontinued due to changes at Ravenswood.

San Mateo County: There have been positive discussions but “there may be a glitch” in that the legal status may prevent any partnership. Discussions will resume when Steve Rousso returns.

The SMCCounty Oral Health Coalition – on which SDH has been active and visible – appears to be keen on the idea of such a partnership.

Mayview: COO Jue is working with their grant writer.

Gardner: COO Jue has had a conversation with the Dental Director. He needs a Letter of Intent to take to his CEO. Chair Taverner agreed to write it if given the contact details.

Chair Cappel has reached out to *San Diego* and *Hollister*; we are waiting for feedback. According to Steve Rousso, there should be no political hurdles if they want to do something radical in their planning.

8) PROPOSED BYLAWS REVISION: Deferred in the interest of time and priorities.

9) REVIEW OF FINANCIALS FOR JUNE, JULY AND AUGUST 2017: CFO Fama introduced Krishna Desai, from Account Temps, who was brought in to catch up on the bookkeeping, set up the Quick Books and accounting work station at the San Mateo Center and make recommendations on operating procedures going forward. Ms. Desai then went over the financial reports that had been updated since those sent out in the meeting packet. A break out between Centers was provided. From the consolidated statements, the following is of note on the P&L:

- Net revenues down \$16 K June to July and \$18K July to August; August due to staff PTO.
- Ratio of Denti-Cal to insured remains constant; 55/45.



Formerly Doing Business as Apple Tree Dental, CA, Inc.

Sonrisas Dental Health Board of Directors
Public Session Minutes
September 21, 2017

- August 'Grants' reflects NAF Bridge Loan pay off and \$67K remaining from the PHCD grant made in April 2017.
- Direct Program costs down \$44K from June to August.
- Indirect costs down \$1,000 June to August.
- Net income in July (\$93,500) – a \$40K improvement in the loss over June.
- Net income in August confounded by a \$1,054,350 entry noted as "settlement". This was done at the direction of ATD's CFO. More research needed to understand what it is where it should be booked to prevent confusion about operating performance.

Due to the number of questions about Notes Payable, Retained Earnings and Accounts Receivable, back up documentation for fee reductions and write offs, the settlement number, and other areas needing more research, approval of the financials was deferred. The Board is determined to have financial reports which clearly report the net revenues for both clinics monthly and the items driving them.

10) APPOINTMENT OF BOARD SECRETARY: Chair Taverner noted that a Secretary is needed to sign State papers and, after conferring with Director Hinshelwood, he made the following motion:

It was moved by Chair Taverner, seconded by Director Cappel, and moved 5/0/0 to appoint Director Hinshelwood the Secretary of the Board.

11) TRANSITION REPORT:

- Open Dental Billing** – CFO Fama reported go live is targeted for September 25. Phone report from Consultant Gwynn Smith had to be tabled due to the lateness of the hour.
- IT:** Well-Connected Office lead, Steve Almes' report was included in meeting packet.
- Focused Marketing:** Dr. Chan presented earlier.
- Branding and Visibility:** Visibility team report deferred due to time. Center names – it was proposed that the corporate name be used for both locations i.e. Sonrisas Dental Health San Mateo and Sonrisas Dental Health Coastside (vs. Half Moon Bay per staff recommendation.)
It was moved by AG, seconded by LC and approved 5/0/0 to accept recommended names for the Centers.
- HR Services:** CFO Fama reported that four firms are under consideration: Choice Builder, ADP, Paychex and Insperty. A decision is to be made within the next couple of weeks.

12) FUNDRAISING REPORT: Director Hinshelwood reported that he plans to reactivate the Fundraising Committee with the same Monday meeting schedule. He sees the priorities to be developing a plan for new donors, a conscious sedation funding campaign, and Cooking for a Cause. A meeting between Director Cappel and himself is scheduled for Wednesday October 18 – in time to report back at the next Board meeting.

12. ADJOURNMENT: The meeting was adjourned by Chair Taverner at 20:30 hours.



Formerly Doing Business as Apple Tree Dental, CA, Inc.

Sonrisas Dental Health Board of Directors
Public Session Minutes
September 21, 2017

Written and Submitted by:

Cheryl A. Fama, CFO _____

APPROVED by: _____

Clyde Hinshelwood, Secretary _____

Nigel Taverner, Board Chair _____

A handwritten signature in blue ink, appearing to read "Nigel Taverner", is written over the signature line.
