

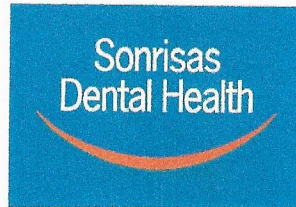
Meeting of the Board of Directors of Sonrisas Dental Health

November 16, 2017

SDH San Mateo Center Board Room

MINUTES

1. **CALL TO ORDER:** Chair Taverner called the meeting to order at 18:35 hours.
2. **ROLL CALL:** **Present:** Directors Taverner, Cappel, Hinshelwood, Galligan, and Young.
Absent: Directors Machias and Navarro.
Staff: Dr Bonnie Jue, Cheryl Fama, Dirk Alvarado
3. **PUBLIC COMMENT:** Laurie Kretchmar, Content Marketing Place, and San Mateo resident shared that Dr. Jue will be introducing Mary Otto, author of *“Teeth: The Story of Beauty, Inequity, and the Struggle for Oral Health in America”* at Kepler’s Book Store in Menlo Park on November 28th at 7:30 pm. This connection and visibility in Silicon Valley will be positive.
4. **WELCOME AND INTRODUCTION:** Chair Taverner welcomed Dirk Alvarado back to the team as SDH’s Director of Development and Special Projects.
5. **APPROVAL of AGENDA:** *It was moved by Director Cappel, seconded by Director Galligan, and approved unanimously to approve the agenda as presented. 5/0/0*
6. **WEBSITE DEVELOPMENT PRESENTATION:** Chair Taverner introduced Bill Hunt and Caleb Zeringue who were engaged to develop Sonrisas’ new website. They presented their research at the October Board meeting and tonight shared the design that went live November 1st. The site will be maintained internally by Mr. Alvarado.
7. **APPROVAL of MINUTES:** *It was moved by Director Galligan, seconded by Director Cappel, and unanimously approved to accept the October 19, 2017 minutes as written.*
8. **OLD BUSINESS:**
 - a. **IV Sedation Licensing Requirements:** Dr. Jue reported on her conversation with Jay Wong at State Licensing who clarified that it is a three-step process – 1) Submit application online to Licensing via the Central Application Unit; 2) OSHPD and Fire Marshall make site visit; 3) Public Health makes site visit. This could take a while. Mr. Casey of the Bothin Foundation that gave a \$40K grant to start



this service was informed about the delayed start up. He expressed his understanding of the protracted licensing procedure and asked we keep him updated.

- b. FQHC Outreach: Dr. Jue** reported on her recent participation in a Statewide DentiCal summit which provided productive networking opportunities with representatives from California Wellness and the Gary & Mary West Foundation clinic in La Jolla; the latter already has a Conscious Sedation practice. Dr. Jue also confirmed that the change in DentiCal coverage, effective 1/1/18, is primarily the inclusion of more lab constructed services. She cautioned the potential is there for even greater losses from non-reimbursement and that SDH must proceed carefully with potential FQHC partners to ensure an even distribution of patients and protect against taking on too many of more complex procedures that will soon be allowed by DentiCal. CFO Cheryl Fama made two calls to San Mateo County in the preceding week but did not manage to connect with anybody to give an update.
- c. Marketing Update: Dr. Jue and Director Alvarado** presented plans for the upcoming First Giving and Fall Appeal campaigns. The current donor list is will be targeted and consists primarily of Coastside contacts. CFO Cheryl Fama directed them to access the 300 Friends of the PHCD; Ashley has the names. A further initiative is to carry out a local mailing; CFO Cheryl Fama volunteered to ask Lee Michaelson of Sequoia HCD if they had a similar list. The plan is to “go big” on Get a Smile, Give a Smile by launching it at the book signing at Kepler’s on November 28.
- d. Proposed Bylaws Revisions: Chair Taverner** called attention to the red-lined version in the meeting materials. The proposed changes incorporate the new name and meeting notice compliance with Brown Act requirements and transparency.
- e. Status of Transition to Independence from MN: Dr. Jue** reported that all systems have been transitioned and further support from the Apple Tree Dental MN team has been terminated. There are still considerable training and stabilization issues that will go on for the few months with managing the Open Dental billing system, ADP payroll and 401K plan, and accounting/bookkeeping.



She acknowledged the hard work of her team in accomplishing independence by the 10/31/17 target date.

9. NEW BUSINESS:

- a. **Unaudited October 31, 2017 financials:** CFO Fama reported that the October close could not be finalized by this meeting date and therefore, these financials will be provided at the next meeting. She noted that visit volumes were up October over September primarily for Denti-Cal so revenues were down 8%. However, direct costs were down 7% and total expenses were down 9% over September.

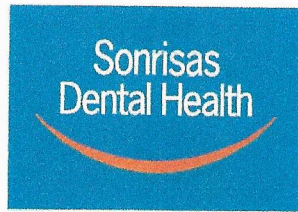
CFO Cheryl Fama suggested that we develop a Report Card highlighting 3-4 key measurements along with the comparative figures from last year. She will revert with a proposal.

- b. **Grant Writer Contract Renewal and New Hire:** Dr. Jue reported she plans to renew the contract with Coastside's current grant writer, Brittany Jarabek and to hire the team of Heidi and Ming to focus on funding for San Mateo. Their first task will be to prepare the report for the impending meeting with Sequoia HCD. The expected costs of the grant writers were included in the FY 2018 operating budget approved last meeting.

10. FUNDRAISING COMMITTEE REPORT: Chair Hinshelwood presented a brief power point presentation on his vision for a "Fundraising Strategy 2.0" that included the purpose, refocus of the committee, pillars to explore for the revenue plan and the newly recruited external committee members who represent Silicon Valley, major campaigns, investment managers, and other business leaders. [Presentation is appended to and made part of these minutes.] The Directors received his proposed restructuring and focus favorably and encouraged him to proceed with the first meeting he planned for December.

11. OTHER BUSINESS:

- a. **Proposed Board meeting Schedule for 2018:** Chair Taverner called attention to the draft calendar in the meeting packet. It was agreed to continue monthly meetings. Given Director Hinshelwood's plan for a Fundraising Committee in December and the 3rd Thursday is close to the vacation week, it was unanimously agreed to cancel the December regular board meeting.



b. **Board Officers:** Director Galligan reflected on the many transition activities that occurred in a short period of time around the August 1 separation date from ATD Minnesota. At that time, she was asked to be the CEO which she accepted. Sonrisas Dental Health is now stabilizing and she recommends that she step down and that Dr. Jue, who is directly leading the Centers, be given the title that reflects the work she is doing.

It was moved by Director Galligan, seconded by Director Hinshelwood, and unanimously approved to accept CEO Galligan's resignation and appoint Dr. Jue as the CEO. 5/0/0.

Chair Taverner pointed out that there is a vacancy for Vice Chair and proposed Director Galligan for the position. Also approved.

To the question, do we need to appoint a COO, it was noted that the bylaws do not call out a COO position and no action was taken.

12. ADJOURNMENT: There being no further business, the meeting was adjourned by Chair Taverner at 20:30 hours.

Written by Cheryl A. Fama, CFO

A handwritten signature in black ink, appearing to read "C. Hinshelwood", is written over a horizontal line.

Approved: Clyde Hinshelwood, Secretary

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

Approved: Nigel Taverner, Board Chair