



**Board Meeting**  
**July 15th, 2021**  
**6:30 PM**  
**Teleconference Via Zoom**

**MINUTES**

1. **CALL TO ORDER AND ROLL CALL – Chair Taverner** called the meeting to order at **6:33pm**.
  - **Present:** Board Chair Nigel Taverner, CFO Cheryl Fama, Board Members: Larry Cappel, Larissa Cutler, Rick Navarro, Sheryl Young.
  - **Also Present:** CEO Tracey Fecher, Dental Director Torrey Rothstein, Center Director Pat Kinniburgh, Community Engagement Director Dr. Bonnie Jue, Sr. Accountant Tina Wang, Executive Assistant Libby Barnard.
  - **Absent:** Secretary Clyde Hinshelwood, Vice Chair Helen Galligan.
  
2. **MISSION MOMENT –** Sonrisas partners with other community-based organizations, like Bay Area Border Relief (BABR), to help ensure that immigrants receive the services they need. One patient, who came to Sonrisas through this organization, was able to receive critical, emergency services through Sonrisas' affordable scale plan. Through conversation with Lilli Rey, a friend of Sonrisas and advocate for asylum seekers, **CEO Fecher** anticipates that there is further potential for Sonrisas to partner with BABR to serve individuals who have just arrived in San Mateo County. **CEO Fecher** shared that it touched her personally that Sonrisas was able to help this patient, who lived in a tent camp for some time before coming to San Mateo County. She also shared that it was heartwarming to have someone like Lilli Rey, who cares deeply about low-income residents in San Mateo County, take an interest in Sonrisas' system and begin to explore a deeper partnership to serve this population.
  
3. **PUBLIC COMMENTS –** No public in attendance.
  
4. **APPROVAL OF BOARD MINUTES – Board Chair Taverner** noted that the spelling of Larissa Cutler's name should be corrected. The minutes will be updated to reflect this. **Director Cappel** *motioned to approve the minutes for the board meeting on June 17<sup>th</sup>, 2021. The motion was seconded by Director Young and approved by roll call. Ayes: Nigel Taverner, Larry Cappel, Larissa Cutler, Cheryl Fama, Sheryl Young. Director Navarro abstained from the vote due to his absence at the last board meeting.*
  
5. **REPORTS**
  - **CEO Report – CEO Fecher** reported that Sonrisas has hired 2.4 FTE Hygienists - the lack of available hygienists was one of the risks to meeting the FY21-22 budgeted visit volume due to a competitive job market. Sonrisas should be fully staffed by mid-September. All staff reviews have been completed. **Chair Taverner** noted that the Board's evaluation of the CEO, is next, to be completed by the next board meeting in September.
  - **CFO Report – CFO Fama** reported that performance continues to be strong. She noted that after analyzing cash flows and projected cash needs, \$1M was transferred from the checking account into CD's at staged levels of maturity (See board packet, pg. 12). She will have more information on this at the next board meeting.
  - **Fundraising Report – Director Cappel** commended Ms. LeBaron-Hsieh and the development team for impressive "very gratifying" results in FY21.



- **Outreach Report – Chair Taverner** noted that delivering oral health kits have allowed the team to begin or reestablish relationships with community-based organizations. **Community Outreach Director Dr Bonnie Jue** mentioned that she had some wonderful volunteers – High School and College kids who were happy to have some volunteering they could do during the pandemic. Some previous volunteers from the dental school are coming back to help with school screenings.
- **Board Nomination Committee – Director Young** reported that the board approved two new board seats and have filled the expanded board vacancies. She expressed her sadness that the board lost Liz Dodge as a board member, due to a move to Canada. The committee is in conversation with two potential board members and hopes to bring a recommendation to the next board meeting.

## 6. NEW BUSINESS

- **Financial Review**
  - **Unaudited financials for May '21 – Sr. Accountant Tina Wang** reported that Sonrisas had a strong month financially.
  - **Financial Projection Model** – Annual pay increases will be effective July 1<sup>st</sup>. Restricted grants received in July totaled \$60K. **Chair Taverner** noted that Sonrisas cash is forecasted to decrease by \$130K month over month. He asked whether Sonrisas expects to see new grants coming in. **CEO Fecher** responded that August and September are big months for grant applications, but not necessarily for grant awards. **Director Cappel** asked whether there were any schedule increases in Medicare reimbursements from the state. **CEO Fecher** responded that the tobacco tax would continue to be in effect and cover costs like silver diamond fluoride for pediatric patients, in addition to 19 preventative service codes through CalAIM. **Director Cappel** asked if there were any ongoing negotiations to increase rates with insurers. **Center Director Pat Kinniburgh** asked in January but the response was “No” apart from Delta Dental who promised to revert in July; nothing has been heard from them yet.
- **Board Retreat Topics** – The board nominating committee proposed that the board spend a social dinner the evening before the retreat at the CEO’s home. The next day, the board would discuss the future and strategy for Sonrisas and, in a closed session, its role and effectiveness. The focus of the strategy session will be to develop a vision of what Sonrisas will look like in 3-5 years. The last session could focus on using a business modelling plan that would help the board understand the most pressing issues for Sonrisas. The committee is considering adding a facilitator so that Chair Taverner could participate as a board member. **Director Young** asked for input from the board about the board retreat and topics.
  - **Director Cappel** cautioned against scheduling too many topics so that board members can have a meaningful conversation. He added that it would be meaningful to discuss how Sonrisas can continue to treat low-income patients sustainably. **Director Fama** also recommended discussing Sonrisas’ short-term goals and their long-term impact and the tactic that Sonrisas is employing to get there. **Director Navarro** also suggested discussing how to build Sonrisas’ long-term sustainability. **Chair Taverner** added that the board retreat should start by discussing the vision for Sonrisas and form a list of priorities that would help measure its success.
- **Board Meeting Discussion**
  - **August Board Meeting, Summer Recess, ACTION Requested** – Following the request from Director Cappel in the June board meeting, **Chair Taverner** proposed that the board cancel the August board meeting. **CEO Fecher** recommended that the board cancel the October board meeting, since the board will be having its annual retreat at the beginning of the month. **Director Young** suggested that the board retreat be focused on strategy instead of operations.
    - **Director Cappel** moved to approve that the board cancel the August and October board



*meetings, understanding that reports be provided in lieu of the meetings. The motion was seconded by **Director Navarro** and approved by roll call. Ayes: **Nigel Taverner, Larry Cappel, Larissa Cutler, Cheryl Fama, Rick Navarro, Sheryl Young.***

- Meeting Format – **Chair Taverner** asked for input on whether and when the Sonrisas board should return to in-person meetings. **Director Fama** commented that local cities are looking at returning to in-person meetings no earlier than October. If Assembly Bill 339 passes, Zoom and hybrid meetings can persist through December 2023. Board members agreed that it is too early to decide. The board nominating committee will prepare a back-up plan if it is deemed unsafe to hold an in-person board retreat.

**7. OLD BUSINESS**

- **HMB Lease and Renovations Update** – **CEO Fecher** reported that Sonrisas is negotiating a three-year lease with a three-year option. It includes a 3% rent increase, but the terms include a clause for a \$10K credit to install an HVAC system. If, for some reason the HVAC system is not installed, the landlord will be responsible for repairing or replacing the furnace. This will be outlined in the lease terms, according to the conversation **CEO Fecher** has been having with the property manager. Sonrisas will review the lease with our attorney.
- **FQHC Contract Update** – The team now has a VPN tunnel which is being tested for sharing X-Rays between the San Mateo clinic and SMMC’s main site. The goal is to be able to use Sonrisas’ own computers (rather than SMMC laptops) with the VPN before extending the contract. Sonrisas is projecting to hit the \$500K contract maximum in early Fall. The contract renewal conversation will take place in six months. Sonrisas has removed more than 250 patients from SMMC’s waitlist since the contract began. In addition, Sonrisas staff are starting to track our patients’ primary care providers and persuade those without one to sign up with SMMC.

**8. SUGGESTED AGENDA ITEMS FOR NEXT MEETING** – Chair Taverner

- Closed Session to discuss the CEO evaluation.
- An update and further details on the board retreat.
- An update on the Diversity, Equity, and Inclusion initiative.

9. Board Meeting was adjourned at **7:44pm**.

Written and Submitted by  
**Elijah Barnard**

Approved by  
  
**Nigel Taverner**