

## Sonrisas Board of Directors Retreat

October 2, 2021, 10:00am - 4:00pm

Oceano Hotel and Spa

### MINUTES

1. **Roll Call and Call to Order**—Chair Taverner called the meeting to order at **10:04am**.

- **Present:** Board Chair Nigel Taverner, Vice Chair Helen Galligan, CFO Cheryl Fama, Board Members: Larissa Cutler, Clyde Hinshelwood, Steve Stielstra.
- **Also Present:** CEO Tracey Fecher, Dental Director Torrey Rothstein, Executive Assistant Elijah Barnard, Gary Kalbach, Eric Ryan.
- **Absent:** Larry Cappel, Sheryl Young, Rick Navarro

2. **Public Comments—No Public in Attendance**

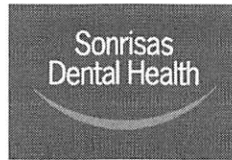
3. **Board Governance Discussion**

**The Brown Act**—Gary Kalbach gave a brief overview of this act, passed in the 1950's. He suggested that the summary provided gave a very good overview of the act's requirements. In response to questions, we established:

- No gatherings of board members which make up a quorum (i.e. a majority in our case) to discuss Sonrisas matters without Notice and Agendas
- No Board members may communicate directly to a quorum of members, not even serially
- Board members may not use staff to communicate to Board members, even asking for feedback
- Social gatherings of board members are allowed but board members are not allowed to talk about business related to Sonrisas
- Standing committees which have board members as participants must have notice and agendas; ad hoc or task force meetings without a quorum do not have such requirements
- Sonrisas should include Brown Act instructions in the board briefing pack to new members
- Sonrisas should have a repository of Brown Act guidance which is kept up to date.

**ACTION POINT:** To review our existing Board Briefing pack and other guidance and set up a suitable repository with access provided to Board members and relevant staff.

- **Board Role and Responsibilities**—The board's discussion revolved around the preferred balance between board and staff on developing strategy, key initiatives and monitoring of key activities. The duty of the board in terms of governance were accepted. The board looked at the matrix of topics and roles provided but did not examine in detail. Specific comments included:
  - Staff should feel empowered
  - Sonrisas has hired competent people, so the board does not need to micro-manage
  - The organization has been through a major disruption in 2017, two years of survival and a pandemic. Now we have confidence in the team so we should let them get on with it
  - The board would like information needed for decisions well in advance rather than just before or during the meeting
  - Reports to the board should be in relation to the strategic vision



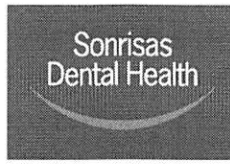
- Mix of discussion at board meetings should aim for 10% operations and 90% strategy. It is the duty of the board chair and CEO to manage the mix of agenda items.

IN SUMMARY: The board should, in addition to governance, focus on setting the vision for Sonrisas, the strategy and initiatives for delivering that vision including major projects. Developing the strategy and initiatives should be jointly with the CEO (and staff) with ideas being brought to the board and ideas being generated by the board.

ACTION POINTS: Relevant information to be provided in plenty of time; reports to the board to be in the context of the strategy and initiatives. Board chair and CEO to review agendas to ensure the correct mix of time spent on operations vs strategic items at the board meetings.

#### 4. **Presentation: Successes and Challenges of the Last Twelve Months Discussion**

- **CEO Fecher** reviewed the topics from the last board retreat and corresponding action items completed. These include working with a DEI consultant, regularly meeting to determine and proactively address Sonrisas cybersecurity risks and receiving aid through the CARES Act. Since the last board retreat, the board determined that Sonrisas is not yet ready for a capital campaign and will focus on building a major donor program so that the organization can be prepared for any future capital campaign opportunities.
  - Sonrisas' team is planning on 14,000-15,000 visits with the payer mix being 70% Access to Care. The clinics are at full visit capacity from 8-5, Monday to Friday, with limited opportunity for additional visits at the current clinic locations, days, and hours. Sonrisas could provide additional access to dental care with a newer, larger HMB clinic and/or new clinic locations, if an opportunity is a good fit. In Sonrisas' outreach programs, Dr. Bonnie Jue and her team is planning on screening 800 children. She will also pilot a senior dental program with community input and 50 visits.
  - Sonrisas has a strong cash position, due to Covid relief funding and continued support from grants and individual donors. CEO Fecher is working with the leadership team to improve Sonrisas' key performance indicators and dashboards. Fundraising goals this year include establishing a major donor program and a fundraising strategic plan. Both clinics have undergone significant capital improvements to maximize space and keep equipment up to date.
  - **CEO Fecher** presented the following three questions for the board consideration:
    - Should Sonrisas expand through more clinics?
    - What should the organization's target patient mix be?
    - To what level should Sonrisas rely on Healthcare Districts' support?
5. Board members discussed the position of the board on the growth of Sonrisas Dental Health.
- **Director Galligan** expressed that some Peninsula Health Care District residents still need access to dental care and that Sonrisas should focus on those residents before exploring other expansion opportunities.
  - **CFO Fama** advised caution when considering new clinics and asked whether Sonrisas is doing everything to maximize the utility of existing facilities. She expressed that she loves Sonrisas' current business model but is curious whether it is the best model. She also recommended considering the things that are shifting in San Mateo County and how Sonrisas would be positioned to participate in those opportunities. For example, Health Plan of San Mateo is now merging its adult dental program with their medical program.
  - **Director Stielstra** suggested that the strategy of the organization should inform the vision, instead of the other way around.
  - **CFO Fama** asked the board to discuss the language of Sonrisas' mission, specifically, who is included in the mission to "increase access to care in our community." The board then reviewed Sonrisas' mission



statement. The board and staff at the retreat agreed that Sonrisas' mission is to provide access to dental care to all populations who do not have access, not just those with limited income. For example, seniors and individuals with special needs struggle to find dental care in San Mateo County.

- **CFO Fama** asked if the board wants to provide more access though expanding Sonrisas' facilities around the county? **Director Stielstra** suggested that if there is a need in the community, Sonrisas' fundamental mission is to expand and meet that need and it should be done with fiscal responsibility.
- **Director Hinshelwood** asked whether following the measurable outcomes from the Strategic Oral Health Plan of San Mateo County could guide the populations Sonrisas focuses on providing access to dental care. **Vice Chair Galligan** commented that the Peninsula Health Care District is not a department of San Mateo County government services and serves the interest of all residents in its district, not just low-income children and adults. The district's priority is any resident that does not have a dental home.
- **Director Cutler** asked for information on who Sonrisas is currently serving. **Mx. Barnard** and **CEO Fecher** will prepare and present a full demographic data report at the November regular board meeting. The board discussed Sonrisas' current brand awareness, agreeing that the organization's visibility in the community is low. **CEO Fecher** commented that Sonrisas' marketing strategy was in its adolescence.
- **Chair Taverner** asked Dr. Rothstein, whether the board was on the right track, based on his experience during his tenure at Sonrisas. Dr. Rothstein acknowledged that the original mission of Sonrisas was to serve low-income individuals, who could not find care elsewhere, such as undocumented immigrants and farmworkers. Many staff have joined Sonrisas, under the impression that Sonrisas served mostly low and no-income individuals. He recommended that staff are brought up to speed on how this mission has shifted. **CEO Fecher** commented that the thing that makes Sonrisas unique is that the organization can do things that other private practices cannot. **Director Hinshelwood** added that "access to care" is more than just income. **Director Stielstra** recommended that whatever comes out of the board retreat should be clearly communicate to the staff. **Dr. Rothstein** recommended finding a way to measure the success of the efforts to expand Sonrisas' mission and to remove barriers to access to care.

[BREAK 2:01-2:20 PM]

- Following feedback from Mx. Barnard and Dr. Rothstein, Mr. Ryan suggested that Sonrisas' staff take some time to discuss Sonrisas' mission and values, with the goal of bringing clarity around who the organization serves.

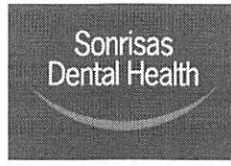
IN SUMMARY: Sonrisas has a clear mission and is currently serving those identified in the mission. The board is aligned on this and that there is still a high need in San Mateo County for access to dental care for various underserved groups, which means that if Sonrisas can grow sustainably it should do so to provide additional access to care. The key questions for consideration are: Which underserved groups should Sonrisas focus on? What is the appropriate patient payer mix, consistent with the mission of the organization? With an overall commitment to increasing capacity, how shall the board address Sonrisas next steps and core strategy?

## 6. Clarifying the Board's Long-term Vision

- **CEO Fecher** presented to the board a vision for clinic services and what potential two growth opportunities could add in capacity. The patient mix may well be different for each clinic location. Possible barriers to clinic growth include availability of resources to assess expansion opportunities, the growth of leadership within the organization, and the fundraising to support this expansion year over year.



- In Outreach, the Sonrisas team believes they will be able to grow to provide 2,000 grant-funded oral health and education screenings per year by FY 25. Dr. Bonnie Jue envisions building a Senior Dental program through on-site dental visits and education for seniors, and their families and caretakers. Potential barriers to this vision for outreach include staffing, availability of long-term grants to support growth, and the future of senior dental insurance benefits.
  - **CFO Fama** commented that there is enthusiasm for school screenings from the Oral Health Coalition but there are some logistics to be worked out. Speaking to the Senior Dental Program, she recommended starting to build relationships with senior facilities so that Sonrisas is ready when there is funding available. She added that Sonrisas should continue to look for new partnerships with other organizations, such as the San Mateo Pride Center.
  - **Director Stielstra** asked whether Sonrisas currently tracks its Outreach data. **Mx. Barnard** will send the FY20-21 report to Director Stielstra and Director Cutler.
- The primary focus for Sonrisas' staffing vision is to maintain and replicate Sonrisas' culture. To support this, the leadership team has explored ways for both clinical and administrative staff to develop professionally. Human Resources continues to be an area of needed growth for Sonrisas and will need additional maturation over the next 1-3 years. Meaningful team building often comes at the expense of the clinical visits and Sonrisas is challenged to balance the two. Adding new clinics could grow the Sonrisas staff by 15 FTE in the next 3-5 years. Staffing barriers include hiring clinical staff and replicating Sonrisas' patient-first culture with continued visit volume, administrative and other efficiencies.
  - **Director Stielstra** commented that investment in staff in form of team-building and professional development is essential to the organization.
  - **Director Hinshelwood** recommended that the leadership team address staff satisfaction as a fundamental matter, so that as Sonrisas adds more staff, it does not generate issues.
  - **CFO Fama** asked what role the board plays in staff issues and team building. **Chair Taverner and Vice Chair Galligan** responded that it is the CEO's role to present the vision and ask for direction from the board. **CEO Fecher** commented that she is sharing the staffing vision to inform the board that investment in Sonrisas' culture will be required with current year planned growth and any additional growth planned.
  - **Director Stielstra** asked whether there are words that describe Sonrisas culture. Sonrisas core values were created in 2020, but this list needs to be brought to the board for input. **CEO Fecher** commented that the team needs to look at ways to embed these core values in the things they do things. **Director Hinshelwood** recommended making these core values part of the performance review process.
- The vision for Sonrisas' Board of Directors is moving from an operational board to one focused on strategic planning, fundraising, committee work, building community awareness of the organization, and fiscal and strategic oversight. Some barriers for this vision are growing the board for fundraising, working within the Brown Act, and participation on board committees. There was discussion about expanding committees to include community members.
  - **Mr. Ryan** asked whether the board has discussed expanding the board and its demographic representation further. Sonrisas' board has increased from 7 to 9 members. Sonrisas is considering another increase from 9 to 11 board members in the next 2-3 years. **Mr. Ryan** suggested exploring other models, such as adding an auxiliary board.
  - **CFO Fama** asked how many standing committees Sonrisas has. **CEO Fecher** responded that Sonrisas only has ad hoc committees. **CFO Fama** suggested exploring the possibility of having a community



advisory board that could be occupied by people from partner organizations, patients, representatives from the county, in addition to the governance board

- Sonrisas' fundraising vision through FY25 focuses on growth in individual donations, including the launch of a Major Donor Program. Event revenue has the capacity to increase, with two annual major events and several smaller donor cultivation events. Sonrisas' goal is to have less reliance on funding from Peninsula Health Care District and a deeper relationship with Sequoia Healthcare District. The team anticipates a minimal increase in grant funding. **CEO Fecher** mentioned a capital campaign will be launched if warranted.
    - **CFO Fama** suggested that the development team also include a vision for funding from other partner entities like San Mateo County.
    - Several board members echoed that they would like any growth plans to take fiscal sustainability into consideration as well as the shifts that will take place in San Mateo County. They would like to see growth plans and the decisions that would need to be made to get there. They also agreed that they would like a report on who Sonrisas is currently serving to help guide Sonrisas' future patient mix.
7. Debrief and Next Steps:
- The group reviewed the action items from the day. See below for list of action items from the retreat.
  - Next Step is to clarify the Vision for the Board's input

The Meeting was adjourned at **4:10pm**.

## **DRAFT Vision and Decision Points Made by Board During Retreat**

Sonrisas Dental Health's vision is to be a growing community partner which, building on its current success, is actively looking to expand the dental health services and education currently provided to San Mateo County residents, who are currently unable to access this essential healthcare service.

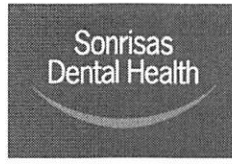
This based on the conclusions reached at the retreat:

1. Access to care is not just determined by income but by other factors as well including ability, gender, race, age.
2. Sonrisas is ready for growing its mission to increase access to care for all in the San Mateo County community.
3. Sonrisas' culture is important to preserve amidst growth and the impact of Covid-19.
4. Sonrisas needs to set sustainable goals and priorities.



## Action Items from Sonrisas Board Retreat

5. Elijah: Create a practical document (checklist?) that summarizes the implications of the Brown Act for the board and any standing committees. (Cheryl Fama and Gary Kalbach can provide a review of the document.)
6. Elijah: Create a virtual repository for these and other important documents for the Board.
7. Tracey/Elijah: Board members would like to receive board meeting materials, especially supplemental data on action items sooner than they are currently getting them. (Tracey is working with Tina to get financials earlier. Goal is to have packet to board members on the Friday before a board meeting.)
8. Tracey: Clyde will set up a meeting among Maura, Tracey, himself, and John Ettinger to cultivate a fundraising relationship.
9. Tracey/Elijah: Elijah and Tracey will provide a full demographic report to the board.
10. Elijah: Elijah will send FY 20-21 Outreach Outcomes Report to Steve and Larissa
11. Tracey: Explore possibility of expanding hours at both clinics to allow for more visit volume without a new brick and mortar clinic
12. Tracey: Discuss access to dental care with Leadership team and come back to board with feedback on the following questions:
  - a. Do we receive referrals from dentists when they can't serve a patient? (for example: special needs, wheelchair)
  - b. What are the barriers to dental care in San Mateo County?
    - i. Anything missing?: Seniors, Pediatric, Hospital Dentistry for children and adults, Public Dental Insurance, Undocumented/Uninsured, Language, Special Needs, Pregnant women, Adults in Skilled Nursing Facilities (Institutionalized adults),
    - ii. Helen mentioned PHCD residents who don't have a dental home who've just moved into the area.



- c. Do we need to do an awareness campaign with dentists in San Mateo County? A general marketing/brand awareness campaign would be helpful. Why more visibility when we have a waitlist?
- 13. Dr. Torrey/Tracey: Train Sonrisas' staff to understand our mission and who we serve.
- 14. Tracey/Board of Directors: How do we define success in providing access to care before we choose to grow?
- 15. Tracey/Elijah: Present Sonrisas' values to board of directors to get feedback and input.
- 16. Tracey: Define deficits in staffing/training/teamwork and what is needed.
- 17. Board Nominating Committee: Consider increasing board to 11 seats by 2023

Written and Submitted by  
**Elijah Barnard**

Approved by

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**Nigel Taverner**