



Santa Clara
Family Health Foundation

SANTA CLARA FAMILY HEALTH FOUNDATION
MINUTES OF THE BOARD OF DIRECTORS MEETING

Tuesday, November 18, 2008, 9:00 am
Santa Clara Family Health Plan
210 E. Hacienda Avenue
Campbell, CA 95008

BOARD MEMBERS AND OFFICERS PRESENT:

Mr. Ron Cohn, Chair
Ms. Teresa Alvarado
Ms. Leona Butler, Secretary
Mr. Dana Ditmore
Ms. Sandra Wheatley
Mr. Chris Wilder
Ms. Susie Wilson

BOARD MEMBERS NOT PRESENT:

Honorable Jim Beall, Jr.
Ms. Phaedra Ellis-Lamkins
Mr. Mike Fox, Sr.
Mr. Christopher Giordano, Treasurer
Mr. Carl Guardino
Dr. Ngai X. Nguyen

STAFF PRESENT:

Honorable Kathleen King, Executive Director and Board Member
Ms. Emily Hennessy, Finance Director
Ms. Mayra Koenig, Development Coordinator

VISITORS PRESENT:

Sunshine Borelli, Office of Assemblymember James T. Beall, Jr.

1. Roll Call

Chair Ron Cohn called the meeting to order at 9:10 a.m.

2. Approval of Minutes

Dana Ditmore moved to accept the minutes and Susie Wilson seconded the motion with no changes. The vote was unanimous. A recommendation was made to try and get the minutes out within a week of the Board meeting.

3. Chair Report

Ron Cohn discussed the need for a Santa Clara Family Health Plan Board Resolution absolving SCFHF of the premium, hardship, and administrative debt on its financial

statements. Ron reported that SCFHP has agreed to vote on this resolution, but it may not occur until their first meeting in January.

4. Executive Director's Report

Kathleen King presented an update on funding expectations. Leona Butler reported that California HealthCare Foundation has lost 25% of its assets during the last few months. Sandra Wheatley reported that Cisco Systems has placed an order of hardware to be donated to the Health Plan.

5. Bylaws Committee Report

Susie Wilson, Chair, summarized the outcome of a meeting of the Bylaws Committee. Each board member was given a copy of the marked up original bylaws during the board meeting. The following items were discussed and recommended for further review:

1. Have an immediate past chair.
2. Include a Vice Chair, which would be in position to be become the Chair.
3. Include a two-year term limit for the Chair, unless the Board votes to extend the term.
4. Increase the board member maximum to 20, but wait to increase the size of the Board until after the strategic planning process is completed.
5. Change the quorum requirement to 50% of the Board of Directors and remove "authorized number" from the first sentence.
6. Clearly state that in the "action without a meeting" section that a vote by email requires a 100% response. This should be further discussed with Sheila Maloney, General Counsel for the Health Plan.
7. Eliminate the Allocation Committee as it not necessary.
8. In section 8.5, remove the first sentence. The Chair should not be the CEO; the Executive Director should be the CEO. The language should be worked out with Sheila Maloney.
9. In section 9, remove the first sentence regarding the role of the Executive Director.

6. Update on Strategic Plan

The Strategic Planning Committee met and selected a consultant, Michele Bolton, principal with ExecutivEdge in Los Gatos. The Packard Foundation has run out of funds for this year, but is confident it will release the funds early next year. ExecutivEdge is willing to begin the interviews in December given it receives a first payment, and will return any funds not spent if the Packard Foundation is not able to follow through on their commitment to fund the strategic planning process. Leona Butler suggested that Kathleen King confirm with the Packard Foundation that it will reimburse the Foundation for funds expended. Kathleen King confirmed with Linda Baker, program officer for the Packard Foundation, and there is no problem with reimbursing the Foundation for funds expended. Leona Butler motioned and Dana Ditmore seconded the motion to move ahead with the Foundation's plans to begin the strategic planning process in December. The vote was unanimous.

7. 2008 Wine Tasting Benefit for Healthy Kids

Emily Hennessy summarized the current results for the 2008 Wine Tasting Benefit.

8. September 2008 Financial Results

Emily Hennessy presented the September financials. The Hardship Fund was discussed.

**Santa Clara Family Health Foundation
Minutes of the Board of Directors Meeting
November 18, 2008**

9. Fundraising Report

Kathleen King provided an update on fundraising.

10. Appointment of Phaedra Ellis-Lamkins to the Audit Committee

Chris Wilder made a motion, Leona Butler seconded it, and the vote was unanimous to appoint Phaedra Ellis-Lamkins to the Audit Committee.

11. Discussion of Logo

Preference was for the last logo on the first page, the purple family logo using the font for the third logo on the same page. Teresa Alvarado, Sandra Wheatley, Chris Wilder, Leona Butler, and Dana Ditmore all preferred this logo.

12. Adjournment

Chair Ron Cohn adjourned the meeting at 11:15 a.m.