

**Twin Falls Health Initiatives Trust  
Board Meeting 05/21/09**

**Location:** Administrative Offices of Family Health Services, Twin Falls, ID

**Present:** Curtis Eaton, Jamie Kelley-Kinyon, Robert Valentine, Terry McCurdy, Jeff Blick, Priscilla Martens, Jay Dodds, Tom Mikesell, Rene LeBlanc, and Patty Kleinkopf

**Absent:** John Hathaway

**Staff:** Misti Lockie

**Guests:** Tom Robertson

Mr. Eaton called the open meeting to order at 4:10 pm.

Roll call was performed and a quorum was declared.

Mr. Eaton introduced Tom Robertson, attorney for TFHIT, and explained that he was in attendance to give an overview of and guidance on legal restrictions on investments for new members as well as a refresher for other members. In addition, changes had been made to the Public Meeting Law by the legislature, and he would provide an overview of these changes as well.

Mr. Robertson began his explanation with some handouts for the group, and provided some background on how the TFHIT's funds were designated as public monies. Mr. Robertson reviewed the restrictions on investments, explaining that the basic premise is that investments must be very conservative to minimize risk. The investments must fall within the criteria of Idaho Code Public Depository Law in Title 57 I. C. and investment requirements of Title 67 Chapter 12, I. C. Mr. Robertson stated that he would send out a guidance letter that he drafted previously, and Ms. Lockie will send out the web links for the Idaho Code references.

Mr. Robertson then reviewed his handout on the Public Meeting Law. Several changes have been made to these guidelines. The amendments were mostly restricted to the following areas:

- Rules for posting agendas and amending agendas
- Rules for when an executive session can be held
- Rules for what minutes of executive sessions must contain
- Rules for penalties for violation of open meeting rules

The Board discussed these changes in rules, asking for clarification on 2/3 vote to enter executive session and what could be included in executive sessions. Mr. Eaton stated that some of these changes might trigger some changes that should be made to the TFHIT By-Laws, and that should be discussed at a later date.

Mr. Eaton thanked Mr. Robertson for his time and he left the meeting.

At this time the minutes from the April 2009 meeting were reviewed. Mr. Valentine moved to accept minutes as written. Mr. McCurdy seconded the motion. All were in favor. The motion carried.

### **BOARD APPOINTMENTS**

Mr. Eaton explained that he, Mr. McCurdy and Mr. Mikesell had met prior to the meeting to discuss a procedure for Board Appointments. Mr. McCurdy had drafted a procedure, and shared it with the Board. Ms. Lockie would email this document to all members. Mr. Eaton explained that this procedure would help the Board to move forward, and would not be a retroactive process. The Board discussed the item and how board recruitment could be advertised in the media and through current Board members. Mr. Eaton asked the Programs and Grants Committee to refine this process and return back to the Board at the June meeting with a recommendation.

### **FINANCE COMMITTEE**

Mr. Valentine presented the disbursements list for Board approval and noted that these items had already been reviewed and approved by the Finance Committee. Mr. Dodds moved to approve the disbursements. Mr. Mikesell seconded the motion. All were in favor. The motion carried.

Mr. Valentine then presented the financials for April and the Board reviewed them. Mr. Dodds moved to approve the financials. Ms. Kelley-Kinyon seconded the motion. All were in favor. The motion carried.

Mr. Valentine explained that although the Board had asked for a footnote to be added that referred to the corpus and receivables from St. Luke's, that adding this footnote would not be possible. Adding just a portion of the total footnotes on financial statements is not allowed, and therefore could not be performed.

Mr. Valentine then moved on to the Committee's recommendation for this year's grant funding amount. Mr. Mikesell moved that \$439,000 be used for this year's amount, and that it was reached by using the following formula: 2008 earnings - minus 10% - expenses = \$439,000. Mr. Valentine seconded the motion. All were in favor. The motion carried.

The Board then discussed the additional amount of unrestricted earnings that could be used. These earnings are leftovers from 2006 and 2007. The Board considered all sides of this matter, including whether or not to make a set amount of these funds to be available for use this cycle, or whether or not they should be saved for years when earnings will be lower. The Board determined that this decision could be made at a later date, and that the \$439,000 should be the published amount for this current year.

Mr. Valentine moved on to the RFP for investments document that had been revised by the Committee and other Board member's input. Mr. Mikesell moved to send out the

RFP as soon as possible with minor revisions for typos. In addition, his motion would include that the following timeline should be followed:

- Immediately: send out advertisements for RFP
- Require a deadline of 7/31/09
- Finance Committee review and provide top 3-4 by September Board meeting
- Interviews by full Board should be completed by October

Ms. Kleinkopf seconded the motion. There was further discussion prior to a vote. Ms. Martens stated that she believed there was some urgency on this item, and that there may be a need for expediting this process. The Board discussed that with current commitments and the upcoming grant cycle, expediting this timeline in any way might be very difficult. The Board agreed that it would be very important to be diligent in this process, and choose the right advisor. In addition, the Board agreed it would be important to exercise flexibility with the timeline after the RFP deadline of 6/30/09.

Mr. Eaton had to leave the meeting at this point, which was 6 pm.

Mr. Mikesell amended his motion to update the timeline to the following:

- Immediately: send out advertisements for RFP
- Require a deadline of 6/30/09
- Finance Committee review and provide top 3-4 by August Board meeting
- Interviews by full Board should be completed by September

Ms. Kleinkopf withdrew her second to this amended motion. Mr. McCurdy seconded the amended motion. Seven were in favor, and 2 opposed. The motion carried.

### **PROGRAMS and GRANTS COMMITTEE**

Ms. Kelley-Kinyon began Programs and Grants Committee discussion with a review of materials that had been distributed. The first items were the press release and advertisement for the release of the Grant Application. The Board discussed these items and suggested a few changes for clarity, but otherwise the documents are acceptable. Ms. Lockie will make these changes and sound out per the suggested timeline.

The press release needed to have the maximum grant amount for the current grant cycle added, and the Board discussed this item. Using the \$439,000 grant cycle amount, the Board determined that \$88,000 should be the maximum grant amount for this cycle. Ms. Martens moved to use \$88,000 as the maximum grant amount for this cycle, and Ms. Kelley-Kinyon seconded the motion. All were in favor. The motion carried.

Ms. Kelley Kinyon reviewed the Grant Application, and stated that it was completed except for a few minor typos. Mr. Dodds commented that the P&G Committee had done a great job drafting this document. Mr. McCurdy moved to accept this document with a few minor revisions for typos. Mr. Valentine seconded the motion. All were in favor. The motion carried.

Ms. Kelley-Kinyon reviewed the timeline flowchart for the grant review process with the group. Ms. Kleinkopf asked if the details of the review panel had been finalized yet, and Ms. Kelley-Kinyon confirmed that they had not. Those details on selection, approval and the process of their review would be decided later.

Ms. Martens moved to adopt this timeline flowchart and process for this grant cycle. Ms. Kleinkopf seconded the motion. All were in favor. The motion carried.

Ms. Kelley-Kinyon then reviewed the two submissions for changes in expenditures from last year's grant cycle. Mr. Eaton had asked the Programs and Grants Committee to perform an initial review of these items. The first is from Southern Idaho Partners Against Drugs. The Committee has asked SIPAD to provide more information on this requested change. So far it has not been received.

The second is from Family Health Services. The recommendation from the Programs and Grants Committee on this item is to reject the request. The items were previously rejected by line item during the initial granting process; therefore it would be difficult to approve them now. The Board discussed this item.

Mr. Dodds moved to reject the Family Health Services request for change in expenditures because the items were not allowed in the original agreement and cannot be added now, and to inform FHS that if the funds cannot be used for the intended purpose as stated in the Grant Recipient Agreement then they should be returned to TFHIT. Mr. Valentine seconded the motion. All were in favor. The motion carried. The Programs and Grants Committee would work on drafting a letter to inform FHS of the decision.

The Board discussed that in future grant cycles it could be considered to allow for a certain percentage in variance of expenditures without TFHIT approval.

The Board also discussed whether or not to specify certain items that would not be approved in the granting process, and concluded that it was not needed at this time.

Board business was concluded at that time, and the meeting was adjourned at 7:05 pm.