

**Twin Falls Health Initiatives Trust
Board Meeting 5/15/08**

Location: Family Health Services Office, Twin Falls

Present: Curtis Eaton, Jamie Kelley-Kinyon, Robert Valentine, Janet Holcomb, Patty Kleinkopf, James Schroeder, Tom Mikesell, and Monica Castaneda-Kessel

Absent: none

Staff: Misti Lockie

Guests: Nate Poppino, Times-News; Tom Robertson, Attorney for TFHIT

Mr. Eaton called the Board into Executive Session pursuant to Section 67-2345F of Idaho Code at 4:00 pm. Roll call is performed.

At 4:48 pm, Mr. Schroeder moves that the Board end Executive Session and proceed into public session beginning at 5 pm, and Mr. Mikesell seconds the motion.

Mr. Eaton called the meeting to order at 5:00 pm. Roll call is performed and a quorum was declared.

The first agenda item was to review minutes from previous meeting of April 9, 2008. Ms. Lockie presented the minutes and the Board reviewed them.

Upon review Ms. Castaneda-Kessel requested that a statement regarding the amount of comments received be stricken from the record as incorrect. It was also established that Ms. Lockie be listed separately on the minutes as staff. Mr. Eaton asked for a Board decision on minutes.

Mr. Schroeder then moved that the minutes be accepted with corrections, and Mr. Mikesell seconds the motion.

Mr. Eaton moved the discussion on to the recent Strategic Planning Session. He provided a bit of background information to our guest, Nate Poppino of the Times-News. Mr. Eaton explained that it was an informative planning session where no formal decisions were made.

Mr. Eaton stated that we should discuss items that have been under advisement from our attorney, Mr. Robertson, at this time.

Mr. Robertson explained that the Board has had questions about how it can operate as an entity in support of health and wellness within the county. To determine this guideline, the Board sought advice from legal counsel. Mr. Robertson was hired for this purpose.

Mr. Robertson then presented his proposed resolution concerning these issues. His review and recommendation, as stated in the resolution, was as follows:

- TFHIT is a public corporation and funds should be deemed public monies under the meaning of the Idaho Public Depository Law.
- Those funds dedicated to the corporation are for public purposes specified in the Articles of Incorporation of TFHIT, and relate to health and wellness of Twin Falls County.

Mr. Robertson stated that the resolution before the Board for its consideration states TFHIT would invest its funds in accordance with the Idaho Public Depository Law. Until the Board decides to otherwise invest funds directly in securities authorized by the Idaho Public Depository Law, it shall leave them on deposit with the LGIP. The resolution further includes a statement of intent by the Board that by depositing these monies with LGIP and investing according to the Idaho Public Depository Law, it concludes that said funds should only be used for purposes specified in the Articles of Incorporation. This resolution and statement shall in no way alter, modify or redirect the purposes of this corporation.

Mr. Eaton stated that as public money, it must be invested conservatively, and therefore will be as according to the Idaho Public Depository Law. Mr. Robertson commented that public monies are best invested in this manner to protect them. Mr. Eaton went on to say that the obligation of this Board is to ensure that the funds are used for health, wellness and education in this County.

Mr. Mikesell commented that this resolution and advice from counsel would answer many questions that have previously arisen, and will move the Board and TFHIT forward to reach its goals.

Mr. Schroeder motioned that the Board accept the resolution as presented by counsel, and Mr. Valentine seconded the motion. All were in favor, none opposed. It was so moved.

Mr. Eaton then moved back to discussion regarding the Strategic Planning session. Items covered in that session included structural and organizational items in regard to the executive, finance and program/grants committees. In addition, the outcome of the topics covered allowed the Board to create a Draft Community Plan.

Mr. Mikesell stated that he believes it is time to move forward with the committees written policies and procedures. The Draft Community Plan looks good.

Mr. Eaton stated that in the strategic planning session the Board members covered items pertaining to the Finance Committee such as distribution of funds and how they would be distributed. Mr. Valentine said that the Finance Committee had met earlier in the day, and had discussed whether or not TFHIT is to operate on calendar year or fiscal year.

TFHIT is operating on calendar year. He also said that decision needed to be made in regard to grant cycle though.

Mr. Schroeder asked how that would be portrayed on the Grant Application, and that the Programs and Grants Committee would have to know that in advance to develop it properly.

Mr. Valentine stated that cumulatively from day one, which includes 15 months, there is \$986,000 income available. Mr. Mikesell commented that grant award funds would not be counted as income from day one, however, only from the previous 12 months of 2007. Therefore, the income from 2007 would be approximately \$750,000, and only 90% of that amount could be used for the first grant cycle. 10% is set aside off the top as restricted funds. Grant money should equal 90% or less of cumulative earnings from prior year.

Ms. Kleinkopf asked for a clarification on whether expenditures from the budget would be included in the 90% of income from previous year. The Board discussed that item. Mr. Eaton commented that to date expenditures have been minimal, but those would go up as operations increase.

Mr. Eaton moved back to discussion of the Strategic Planning session, and brought up that the Board had covered the topic of supplanting services. TFHIT would not provide funds that an organization can budget from other sources, and would not supplant in any way.

Mr. Schroeder then began discussion of the Programs and Grants Committee portion of the Strategic Planning session, and of their progress. Their plan is to meet June 17, prior to the next full Board meeting to work on a draft of the grant application and guidance materials. They hope to finalize by June or July. Mr. Schroeder commented it will be very important to have the website in place prior to the grant process opening. Mr. Schroeder asked that the Executive Committee work on items of content to be placed on the website for Ms. Lockie to build. Mr. Schroeder also stated that he felt that the Executive Committee should also help to direct Ms. Lockie on dates and content of the upcoming Open House. This is to get additional community input on the Community Plan and to create some publicity and public relations connections.

Mr. Mikesell said that the Strategic Planning session was excellent, and that the Board members were able to accomplish a large amount of work. The information from that meeting will help the Trust to positively move forward. He also stated that he is very excited about the opportunity the Trust has to help the community, and that the Strategic Planning session will help make that happen.

Mr. Eaton stated that a summary of needs and assessments conclusions were made at the session, after the Board had reviewed its surveys from residents and providers. Discussion at the planning session concluded with an itemized list based on the surveys, personal knowledge and other information.

From that itemization, the items were categorized and then shown in summary as a prioritized list. Based on these items, the Board was able to come up with a manageable number of items to be covered in the grant process. Mr. Eaton went on to say that the Board tried to look at any and all data that was available to come to these conclusions.

Ms. Kelley-Kinyon asked for clarification on whether these items were priority areas.

Mr. Eaton stated that they are strategic areas or strategic needs within the County. The Board may decide to address them one by one or over time, however is most helpful. Mr. Schroeder commented that the final funding priorities and scoring categories should be approved by the Board.

Mr. Mikesell made a motion that the grant funding priorities as presented should be used for this funding year. Ms. Kleinkopf seconded the motion. All were in favor, none opposed. It was so moved.

Mr. Schroeder stated that we should be careful in calling these scoring categories, and it might be better stated that these are priorities for our funding matrix. These items are more for guidance for developing the scoring matrix.

Mr. Eaton stated that the Programs and Grants committee has established an ambitious goal of wanting to disburse money by the 1st of 2009.

Mr. Schroeder replied that his committee believes it is possible to finish drafting the grant process by adapting others already in use, then to get it out to the public. The committee is meeting before the Board meets again to try to get this process rolling.

Mr. Valentine gave a summary of what the Finance Committee discussed in their meeting just prior to the Board meeting. They had discussed year to date net income and approved accounts payable for the month, and a bit about investment advice. He stated that the committee would be drafting a budget for the last 6 months of 2008, and then would also prepare a preliminary budget for 2009 to be presented to the Board sometime in September or October of 2008.

Mr. Valentine stated that checks approved by the Finance Committee for payment included payroll checks for the Executive Assistant, a payment to Obenchain Insurance, and payment for the location of the Strategic Planning session.

Mr. Valentine also reported that he would be filing a Form 990 extension that day for the Trust due to some documentation delays. He recently held a discussion with the County Treasurer regarding the ability of the Treasurer of the Trust to draw directly from the Pool Fund, and that he would confirm this in the near future.

Mr. Eaton then presented the Board with the bill for legal counsel for services rendered in April and May, totaling \$5800. He asked that the bill be taken care of as soon as possible.

Ms. Kleinkopf asked how bills should be addressed, especially in regard to the conversation held in Finance Committee about the subject. Mr. Mikesell reported that the Finance Committee plans to write some policy and procedures on this subject. Mr. Eaton stated the Board would delegate the bill to the Finance Committee for payment.

Mr. Eaton also stated that he had obtained a copy of the insurance binder, and could provide copies to anyone who wanted one. Mr. Eaton said that the deadline for the Secretary of State form had come up, and he had requested that Mr. Robertson (legal counsel) place his name as the registered agent. That would ensure that any follow up or other filing would happen in a timely manner.

Mr. Eaton explained that the registered agent is the person listed on the form and on file at the Secretary of State's office, and it can be changed at any time. This person would be the contact person to receive service of process, or can be the contact for the corporation. Mr. Robertson would refer any contacts to us.

Mr. Eaton then discussed that the Board has a potential new member, and that the Executive Committee is pursuing the matter and will formally address it with the Board at a later date.

Ms. Kleinkopf asked if this person has submitted a formal letter requesting membership. Mr. Eaton stated that the individual has not yet submitted a letter, and so the Executive Committee is giving him some time to do that in proper form. Ms. Kleinkopf stated that it is helpful to have that process as we move forward and look for new members.

Board business was concluded at that time, and the meeting was adjourned at 5:55 pm.