

RAINBOW HEALTH – monthly board meeting: October 12, 2023

**attendees:*

Ryan Langem, Jeremy Willis, Fuzz Hussein, Jeff Cross, Angela Goepferd, Pritka Kumar, Cyrus Malbari, Shane Pugh, Sue Abderholden, William Fehrenbach, Kario Brooks, Jess Daly

**absent: Mitch Mudra, Tyler Curry-McGrath, Trenda Boyum, Maritza Steele, Tamra Moore*

**guests: Felicia Ring, AJ Lazama*

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Meeting called to order: 6:00pm

1. SEPT meeting agenda / minutes discussion
 - a. AGENDA & Minutes: 1st – Sue Abderholden, 2nd – Jeff Cross
2. Guest speaker, AJ Lezama – Board education: “Telehealth at Rainbow Health” – overview of Qcare *owned by Avita (HIV / STI prevention services for PrEP, PEP, DoxyPEP), HIV care services, Plan for program growth (events, social media, partnerships, internal coordination)
 - a. How long will 340b be around?
 - b. Can we amp up our Qcare partnership in terms of marketing?
 - c. Can we / will we add hormone therapy?
 - i. In very early discussions with Family Tree
 - d. Adding 1 staff
3. Internal Affairs
 - a. Audit is in draft status – Redpath spoke with IAC at last meeting. Very clean audit.
 - i. Remediation points have a plan in place.
 1. Manual journal entries a repeated finding; will automate as much as possible and create a review process with IAC.
 - a. Is that the role of the board? (Cyrus)
 - ii. 86% of incoming went to programs, high due to pass-throughs.
 - iii. Motion out of committee to approve Audit: Unanimous, motion carries
 - iv. Searching for new audit firm based on timeliness and responsiveness
 - b. Review of financials – reasonable explanation for loss based on 340b pause, Mainline lack of funding, advancement / admin exceeding GenOp rev, office move expenses, clinic appointments deficient.
 - i. Watch clinic trend over next 90 days; excluding youth appointments
 - ii. Will we end the year at a loss? Yes, somewhere in the \$85-125k range. Depends on Mainline grant receipt, GenOp grant, 340b ramping back up, and development efforts through year-end.
 - iii. On track to meet approved budget.
 - iv. Motion from committee to approve AUG financials: Unanimous, motion carries
 - c. Capital loan – 7.25% from Propel, 150k for 5yrs. Loan against investment account, not a draw down from the account.
 - d. Did have to move 100k funds from the investment account due to cash shortage which was a timing issue of pass throughs. Short term treasuries, not stocks.

- i. Schwab did not inform them that the investment dollars were not available on short notice.
- ii. Will put loan funds here and open cash sweep account so that funds are available.
- iii. MOTION to complete loan, Ryan, 2nd - William, all AYES – motion carries.

4. Governance

- a. New membership: Roger and Donna resignations, goal to keep total board count at ~20
 - i. Erin Flicker (they/them) – applied in Spring but just missed the deadline, they reached back out. Has finance background at DHS and has been at United Way.
 - 1. Motion from committee to appoint: unanimous, motion carries
 - 2. Erin would likely join IAC.
- b. Succession planning
 - i. Mitch, Cyrus, Shane roll off in APR 2024
 - 1. This means Chair and Vice Chair both roll off.
 - 2. IF Kathleen takes Chair role, we then need a Vice Chair and Secretary
 - ii. Board should take time to think it over (exec roles and chair committee leads) – please respond to Jess or other members of the governance committee by end of November

5. External Affairs

- a. Rainbow after dark – raised 10k, lessons learned meeting is next week.
- b. Legacy event – space secured at Humphries Room (U of M), looking to hire event coordinator for this event (due to an employee being out on long term leave) focusing on corporate sponsorships
- c. Grant update: received - violet directory, mainline, BCBS, MN medical assoc sponsoring gender health conference (could be the beginning of long-term partnership), 1M out in open grants with Hennepin and DHC and Metro transit.

~~6. Chair report~~

7. CEO report

- a. Strategy update – the “UNITY STRATEGY”: identified action items and timing, setting goals, developing tools, etc.
 - i. Includes board / staff meetings and events
- b. Union / board meeting: Wendy is leading scheduling.

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Motion to Adjourn: 1st - Jeff , 2nd - Shane

Meeting adjourned: 7:55pm