

Michigan Health Endowment Fund Board

Meeting Minutes

Tuesday, January 14, 2014

Kellogg Center, East Lansing, Michigan

Call to Order

The first organizational meeting of the Michigan Health Endowment Fund Board was called to order at 9:15 a.m. by James Haveman, Michigan Department of Community Health Director.

James Haveman introduces Rob Collier of the Council of Michigan Foundations and Deanna Deldin of Clark Hill PLC.

Rob Collier and Deanna Deldin explain the purpose of the meeting and overview the necessary procedures to organize a new unit.

Quorum established based on the presence of the following Board Members:

Members Present:

Timothy Damschroder

James Murray

Lynn Alexander

Robert Fowler

Susan Jandernoa

Michael Williams

Keith Pretty

Members Participating by Phone:

Margaret Robinson

Cynthia Estrada

Approval of Agenda

On behalf of the Health Endowment Fund Board, James Haveman moves to approve the agenda. Agenda approved without objection.

Discussion and Adoption of Articles of Incorporation

Deanna Deldin of Clark Hill PLC briefs members on the language of the Articles of Incorporation. Ms. Deldin tells the Board that the Articles of Incorporation have been filed with the state in order for the Michigan Health Endowment Fund Board to begin its operations.

Board Member Damschroder moves to approve the Articles of Incorporation. Board Member Alexander seconds the motion. Michigan Health Endowment Fund Board approves Articles of Incorporation without objection.

Election of Officers

Board Member Alexander moves to nominate Board Member Fowler to Chairman of the Board. Board Member Murray seconds the motion. Board Member Fowler elected Chairman of the Board without objection.

Board Member Fowler moves to nominate Board Member Alexander to Vice Chairman of the Board. Board Member Jandernoa seconds the motion. Board Member Alexander elected Vice Chairman of the Board without objection.

Board Member Fowler moves to nominate Board Member Damschroder to Treasurer. Board Member Williams seconds the motion. Board Member Damschroder elected Treasurer without objection.

Board Member Fowler moves to nominate Board Member Estrada to Secretary. Board Member Alexander seconds the motion. Board Member Estrada elected Secretary without objection.

The slate of officers approved without objection:

<u>Name</u>	<u>Office</u>
Robert Fowler	Chairman of the Board
Lynn Alexander	Vice Chairman of the Board
Timothy Damschroder	Treasurer
Cynthia Estrada	Secretary

From this point forward, Chairman Fowler presides over the meeting on behalf of the Board.

Discussion and Adoption of Bylaws

Deanna Deldin presents Bylaws to the Board and provides legal overview. Subject to modifying the name of the Executive Committee to “Executive and Compensation Committee” and amending its description to include review and consideration of salary matters, and subject to adding a Governance Committee, Board Member Damschroder moves to approve the Bylaws. Board Member Williams seconds the motion. Bylaws approved subject to those modifications.

Discussion and Adoption of Conflict of Interest

Deanna Deldin presents Conflicts of Interest policy to the Board. Board Member Pretty moves to approve the policy. Board Member Jandernoa seconds the motion. Conflicts of Interest policy approved without objection.

Discussion and Adoption of Banking/Financial Issues

Deanna Deldin reads proposed resolutions to the Board:

- I. The appropriate officers of the Fund by, and they hereby are, authorized to execute and deliver to the Internal Revenue Service Form 1023, Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code, and to pay the filing fees in connection therewith.

Resolution moved and passed without objection.

- II. The appropriate officers of the Fund be, and they hereby are, authorized to execute and deliver on behalf of the Fund such printed resolutions as they shall determine to be necessary or desirable to establish banking relations with such financial institutions as they deem appropriate and such resolutions, when executed and delivered, will be deemed to be adopted by the Board of Directors of the Fund as if set forth herein.

Resolution tabled until the next meeting of the Board.

- III. The appropriate officers of the Fund be, and they hereby are, authorized to take such other actions and execute and deliver such other documents as they determine to be necessary or desirable to carry out the foregoing resolutions.

Resolution moved and passed without objection.

Public Comment

Chairman Fowler opens up the meeting to public comment. Jackie Berg of Real Times Media inquires about the media policy. Noted by the Board.

Board Discussion

Board discusses next steps and future action items, including:

1. Offsite public meeting or planning session to establish purpose, develop understanding, and promote policy and issue education. In preparation, board members will circulate ideas to GERALYN Lasher who will in turn develop and disperse briefing documents for the Board.
2. Staffing and administrative issues
3. February meeting dates Lansing area – Chairman Fowler and GERALYN Lasher will coordinate
4. Board will clarify and get guidance on open meeting policy

Adjournment

Board Member Murray moves to adjourn meeting. Board Member Williams seconds the motion. Chairman Fowler adjourns the meeting at 10:42 a.m.