



Board of Trustees Guidebook and Manual 2023-24



 **Health Foundation**
for Western & Central New York

CELEBRATING
20 Years
on the Path Toward
HEALTH EQUITY

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About the Health Foundation

Mission

To improve the health and health care of the people and communities of western and central New York.

Vision

A healthy central and western New York where racial and socioeconomic equity are prioritized so all people can reach their full potential and achieve equitable health outcomes.

Guiding Principles

Eight principles guide the Health Foundation's work:

- Health is a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity*
- Our commitment is to the most vulnerable and to those in poverty, with an emphasis on children and older adults
- Our work is focused on interventions that target the individuals and communities in need throughout the 16 counties in western and central New York
- We are part of a community, contributing our efforts in partnership with others, responding to urgent community needs as they arise and disseminating what we've learned to others
- We utilize innovative and creative approaches to optimize outcomes
- We emphasize a rigorous, data-driven approach that ensures we thoroughly explore opportunities before investing deeply in them, and that we continue to measure the impact of those investments
- We invest in practical progress through continuous learning, quality improvement and fostering sustainability
- We support strong and effective advocacy and policy change that benefit our target populations

Our theory of change describes how we plan to pursue our vision and goals and make an impact on the communities we serve through various strategic approaches. The Health Foundation's key focus areas will continue to be young children impacted by poverty, older adults, and community health capacity.

Vision

A healthy central and western New York where racial and socioeconomic equity are prioritized so all people can reach their full potential and achieve equitable health outcomes.

Strategic Approaches

- Build on existing work in social-emotional learning and trauma-informed care for children
- Develop and support new efforts to promote trauma-informed care for older adults
- Support existing and new initiatives in understanding and preventing adverse childhood experiences
- Explore and expand efforts to reduce social isolation and depression in older adults and their caregivers

Mid-Term Goals

- Communities are equipped to deliver trauma-informed practices and invested in preventing trauma
- Children have access to high-quality, social emotional learning support
- Social isolation and related behavioral health issues among older adults and caregivers are addressed

Long-Term Goals

Individual well-being is promoted and addressed for both children and older adults

Strategic Approaches

- Support cross-sector collaboration and convenings that help health systems recognize the value of CBO partnerships and social needs integration
- Continue and expand efforts to improve capacity and sustainability of CBOs
- Advocate for and continue partnering on initiatives to make communities livable and age-friendly at the state and local levels

Mid-Term Goals

- Community-based organizations are financially sustainable, strong and working collaboratively with health and other systems
- Communities and health systems are working collaboratively to become age-friendly

Long-Term Goals

Community-based organizations and health systems are collaborative and sustainable

Strategic Approaches

- Continue to advocate for universal health care and access to quality health care
- Support and explore deeper role in addressing health system implicit bias, racial discrimination and knowledge gaps that lead to inequitable health outcomes, especially for mothers of color
- Build capacity for and expand access to support for family caregivers

Mid-Term Goals

- Equitable care and insurance are available and accessible for all people
- All mothers are served by trusted, unbiased, high-quality infant and maternal health care
- Family caregivers of older adults are valued and supported

Long-Term Goals

Racial and socioeconomic equity are prioritized and all people are served by trusted, unbiased, high-quality care

History of the Health Foundation

The Health Foundation for Western & Central New York is a health conversion foundation formed after the merger of health plans Univera and Excellus. Founded in 2002 as the Community Health Foundation of Western and Central New York, we awarded our first grants in April 2004. Since that time, the Health Foundation has awarded more than 500 grants totaling more than \$50 million to fund programs in 16 counties in western and central New York. From our inception, we have focused our funding on programs that improve health outcomes for two underserved populations in our regions – older adults and children birth to age five who are impacted by poverty.

Over the course of our history, that focus evolved to include community health capacity – the ability of our region’s health systems and community-based organizations to meet the needs of the people we serve.

In 2020, we re-affirmed our commitment to these focus areas by announcing a new organizational vision of racial and socioeconomic health equity. This new strategic focal point includes a commitment to the principles of trust-based philanthropy in order to support healthy, equitable grantee relationships.

Understanding our history is key to the success of our future work, and important background information for trustees and staff.

Visit our website here to read a detailed timeline of the Health Foundation's history.

Click here to read a full history of the Health Foundation, published originally in 2016.



building trust through action



LESSONS FROM OUR JOURNEY PURSUING HEALTH EQUITY

In recent years, the Health Foundation team, like many of our philanthropic partners, has had the opportunity to ask ourselves serious, challenging questions about the role we play in advancing equity in the communities we serve. After committing to a new vision of racial and socioeconomic health equity in 2020, we dug in to do the work—and quickly realized that this was a long-term commitment to growth.

Here are just a few of the lessons we've learned on this journey—a journey that requires learning and improvement every day.



1 START FROM WITHIN One of the first questions we asked ourselves is: What role do we play in upholding inequitable systems? What do we have the power to change within our own policies and processes to help community organizations and other partners move toward greater equity? We're thoughtfully updating our practices within this lens—from first encounter with a grantee to final reporting. This learning is ongoing, but we're grateful to say we continue to see the impact of these changes in our day-to-day interactions with grantee partners.

2 LISTEN MORE THAN YOU SPEAK The people at the center of health equity issues need to be at the center of finding solutions. Our programs that are driven by human-centered design concepts have illuminated again and again that when we lift up the voices of the people we serve, we learn more than we ever could on our own.

3 FRAMING IS EVERYTHING How do we talk about the issues we care about? How can we use our platform to influence real change? We're committed to using our voice to not only point out problems, but identify the institutional drivers of those problems—and then push for solutions on the same system-level scale.

4 THIS WORK DOESN'T START OR END WITH PHILANTHROPY Grantmakers cannot solve systemic issues like health inequity alone. In fact, there have been many times historically where philanthropy has served as a short-term "bandage" to prolong those issues. When we start to see ourselves as part of a larger system, with dynamic power structures at play, we can start to undo some of that harm.

The most important lesson we've learned? It's going to take all of us—funders, community organizations, policy makers, health care leaders, trusted messengers, and most important, the people we all serve—building trust and working together to dismantle barriers to good health.



Trust-Based Philanthropy: An Approach

Philanthropy has a power problem. Too often, foundations get in the way of nonprofits doing the work they know best. This can slow down progress, perpetuate inefficiency, and obstruct nonprofit growth and innovation. Trust-Based Philanthropy reimagines that dynamic. **Infused by core values of power-sharing, equity, humility, transparency, curiosity, and collaboration**, Trust-Based Philanthropy believes our work will be more successful and rewarding if we approach grantee relationships as an ongoing partnership rather than a one-time transaction. A trust-based approach relies on six interrelated principles which, when practiced together, can help alleviate power imbalances:

- 1 Provide Multi-Year, Unrestricted Funding
- 2 Do the Homework
- 3 Simplify & Streamline Paperwork
- 4 Be Transparent & Responsive
- 5 Solicit & Act on Feedback
- 6 Offer Support Beyond the Check

1 Provide Multi-Year, Unrestricted Funding

Unrestricted funding over time is essential for creating healthy, adaptive, effective organizations.

Steps You Can Take

- Make commitments for more than one year
- Trust that nonprofits know best how to spend grant money

The Difference It Will Make

- Supports the stability of grantee organizations and reduces stress on EDs
- Encourages risk taking, creativity, innovation, and emergent action instead of sticking to proposal outcomes that may become outdated
- Supports grantees' long-term planning by allowing them to project resources and make strategic investments to meet emerging needs

2 Do the Homework

It's the funder's responsibility to get to know prospective grantees, not the other way around.

Steps You Can Take

- Reduce pre-proposal requirements for grant applicants
- Be proactive in getting to know prospective grantees through research and asking for recommendations
- Use available public records to understand prospective grantees' purpose, programs, leadership, and financial standing
- Look beyond your usual circles to identify organizations that are aligned with your foundation's values and vision, but may be overlooked due to implicit bias

The Difference It Will Make

- Alleviates power imbalance by putting the onus of due diligence on the grantmaker
- Saves grantees from wasting time on unnecessary paperwork in early vetting stages
- Paves the way for more trusting and rewarding relationships in the long run

Continued on next page

3 Simplify & Streamline Paperwork

Nonprofit staff spend an inordinate amount of time on funder-driven paperwork; they will be more effective if they are freed up to concentrate on mission.

Steps You Can Take

- Accept proposals and reports written for other funders
- Before inviting a full proposal, use a screening process (such as a short LOI) that can help determine whether funding is likely
- Consider taking a conversational approach to learning about grantees' work, via phone calls or in-person meetings

The Difference It Will Make

- Less time spent on paperwork, and more time for genuine learning and conversation with grantees
- Allows for deeper, more interactive relationships with grantees

4 Be Transparent & Responsive

Open, honest, and transparent communication minimizes power imbalances and helps move the work forward.

Steps You Can Take

- Be clear up front about what you do and don't fund, and let potential applicants know if meeting is not a good use of their time
- Give grantees ample notice if you are making any changes that will affect their funding
- Invite grantees to share their challenges
- Be open and honest about your own organizational struggles, questions, and thought processes
- Respond to emails and calls in a timely manner

The Difference It Will Make

- Creates conditions for a more honest funder-grantee relationship
- Acknowledges power dynamics with the intention of creating a more balanced relationship
- Fosters a better understanding of grantees, their work, and their challenges
- Offers insight that can help funders be more effective in supporting grantees

5 Solicit & Act on Feedback

Grantees provide valuable perspective that can help inform a funder's support and services.

Steps You Can Take

- Anonymously survey grantees (or find ways to ask them conversationally) about your practices as a funder
- Before making major changes or updates, glean grantee feedback to inform those changes
- Inform grantees on how their input was used (or not) to inform your decision(s), and why

The Difference It Will Make

- Offers insight that can help funders better serve grantees
- Encourages mutual trust and authenticity
- Improves funder practices and policies, with the potential to provide learning for the field of philanthropy

6 Offer Support Beyond the Check

Responsive, adaptive, non-monetary support helps foster healthier organizations by bolstering leadership and capacity.

Steps You Can Take

- Introduce grantees to other funders and like-minded organizations (especially important if grantees are cycling off of funding)
- Serve as a sounding board or provide counsel to grantee partners, as requested
- Highlight grantees' work in your newsletter, on your website, on webinars, and/or during conference presentations
- Provide spaces for reflection, learning, and connection
- Build and nurture peer learning networks
- Host restorative retreats geared toward inspiration and renewal

The Difference It Will Make

- Helps build the capacity and strength of leaders and organizations over time
- Fosters a deeper sense of connection to grantees and their work
- Offers funders a chance to learn more deeply about grantees' work and organizational context

An Overview of Philanthropic Terms

What is a foundation?

The Council on Foundations defines a foundation as an entity that supports charitable activities by making grants to unrelated organizations or institutions or to individuals for scientific, educational, cultural, religious, or other charitable purposes. While foundations are often primarily engaged in grantmaking activities, some may engage in their own direct charitable activities or programs. The IRS classifies all 501(c)(3) organizations into two distinct types: private foundations and public charities.

What is a private foundation?

Private foundations are generally financially supported by one or a small handful of sources—an individual, a family, or a corporation. There are a few different kinds of private foundations: independent, family, and corporate. These categories are not legally defined. Rather, they are commonly used in the field of philanthropy to distinguish the different kinds of private foundations.

Private foundations are **required** by the IRS to make charitable distributions of 5 percent of their asset base annually, and may spend at slightly higher levels in some years.

What is a health conversion foundation?

The Health Foundation for Western & Central New York is an example of a private health conversion foundation. Health conversion foundations are formed when a nonprofit hospital, health care system or health plan is either acquired by a for-profit firm or converted to for-profit status.

The proceeds from these transactions are transferred into the endowment of a foundation that maintains the general mission of the entity which was sold (that is, improving or advancing the health of the population served by the entity).

Where can I learn more?

In 2021, Grantmakers in Health released a comprehensive report on the state of health conversion foundations in the U.S. [You can read an overview of the report here.](#)

Important Trustee Information

Before Your First Meeting: What New Trustees Should Know

The Board of Trustees of the Health Foundation for Western & Central New York is made up of passionate, dedicated individuals with vast experience in the areas related to the Health Foundation's mission. Thank you for contributing your time and efforts.

Here's a few things every trustee should know:

- Trustees are expected to attend all assigned meetings. Our meetings are where the core of our strategic work happens, and where trustees vote to advance key grantmaking priorities. Trustees should expect to be present and actively participate as much as possible.
- Pre-meeting board books are full of helpful information that inform our discussions and strategic decision-making. You will receive board packets a week before each meeting; please be sure to thoroughly review all the included information.
- Stewardship of robust, respectful discussions where all trustees have the chance to be heard is essential to our effectiveness as an organization. Our meetings follow Robert's Rules of Order and we ask that all participants respect that process and make room for other voices.
- Disagreements are encouraged as part of healthy discussions, but please engage in a respectful manner. "Offline" or side conversations are discouraged; sharing your thoughts with the entire group is the most effective and equitable way of informing the board's decision making.
- The Grant Allocation Report by Region (GARR) is a vitally important tool for our staff and a useful way of keeping abreast of the Health Foundation's current, recent, and future grant commitments. An updated version of the GARR is included in the pre-meeting materials for every committee and board meeting. Please take time to acquaint yourself with this document, and review it before each meeting.
- Ask questions! Our work is complex and it is natural to have questions or need clarification. Raising questions during meetings is strongly encouraged, and you may also reach out to your board chair via email for any assistance outside of meetings.



What Makes a GOOD BOARD MEMBER?

While all effective board members understand and meet their basic responsibilities, truly exceptional board members do more. They go beyond the basics and pay attention to *how* they approach board service. These six characteristics build on straightforward board duties and focus on key traits of exceptional board members.



BOARD CHAIRS: CREATE A PARTNERSHIP WITH THE EXECUTIVE DIRECTOR OR CEO.

The partnership between a nonprofit's board chair and CEO is one of the most important elements of a strong board and a successful organization. However, developing this relationship takes work and commitment from both individuals.

The role of chief executive can be lonely, so having a trusted colleague in the board chair is invaluable. A good board chair ensures lines of communication are open and serves as a much-needed sounding board for the CEO.



Don't Do: Board chairs shouldn't shy away from, or overreact to, bad news. A strong board chair-CEO relationship is built on trust. The CEO should be just as comfortable sharing bad news as good.



FOCUS ON LISTENING, NOT JUST PARTICIPATING.

To encourage robust discussion during board meetings, board members must be prepared to listen as well as engage. Exceptional board members are careful not to dominate discussions and ensure that everyone, including quieter board members, have a chance to share their opinions. Additionally, it is important to understand the reasoning behind individuals' comments, even when board members do not agree. After listening carefully to others' views, the board can work together to build consensus.



Don't Do: Avoid creating a homogenous board in which consensus is based solely on similar experiences and opinions. Diversity enhances decision making, so incorporating a number of different perspectives in discussions helps the board arrive at the best result.



UNDERSTAND THE BALANCE BETWEEN GIVING THE CEO AMPLE ROOM TO MANAGE THE ORGANIZATION AND ENSURING THAT ETHICAL STANDARDS ARE MET.

Board members are overseers, not implementers. The chief executive is in charge of managing the day-to-day activities of the organization, and the board should be careful not to [micromanage](#). Instead, board members are responsible for bringing complex, big-picture questions and opportunities to the organization.

However, the board must also ensure adherence to legal standards and ethical norms. Adopting a “hands-off” management approach does not mean that board members can turn a blind eye to ethical improprieties. All board members should be familiar with the organization’s bylaws and understand how best to respond to any ethical issues that might arise.



Don't Do:

When introducing issues or programs for the board to consider, board members should be careful not to push their personal agendas. The needs of the organization should always come before personal connections and pet projects.



ASK “NAÏVE” QUESTIONS THAT OTHERS WANT TO ASK BUT MAY SHY AWAY FROM.

One of the most important roles of nonprofit board members is to ask questions. The board should constantly assess current and proposed projects to ensure they serve the organization’s mission and are setting the organization up for success.

In addition to bigger picture questions, exceptional board members are not afraid to ask what may seem to some as simple, more straightforward questions as well. Oftentimes, a more nuanced organizational business practice can take time to understand, or a new board member might not be familiar with the organization’s history. Good board members are not afraid to ask naïve questions because they trust their own instincts and want to improve their knowledge of the organization.



Don't Do: While asking questions is beneficial, board members must be prepared for rigorous discourse by reading all the materials provided to them during new board member orientation and in advance of a board meeting. Posing a question that has been answered in the materials provided may show a lack of attention or interest.



SERVE AS AMBASSADORS FOR THEIR ORGANIZATIONS AND UNDERSTAND THE RESPONSIBILITY THAT COMES WITH THAT ROLE.

As ambassadors, board members represent the board outside the boardroom. This can range from talking with colleagues and friends about the good work the organization does to attending meetings with legislators. Board members serve as a link between the organization and its members, stakeholders, constituents, and clients and are responsible for educating influencers and the community about the importance of the organization's work. For more information on board members' roles as advocates, visit [the Stand for Your Mission campaign](#).



Don't Do: While it is important to discuss the organization's work outside of the boardroom, board members must be careful not to gossip about confidential matters. No matter how informal the situation might seem, internal matters of the organization should remain just that — internal.



REMAIN ENERGETIC IN LEARNING ABOUT AND HELPING THE ORGANIZATION.

Above all else, good board members enjoy their role. They are passionate about the work of the organization and interested in learning more about its mission and the community served. Board meetings should not be seen as a chore; instead, they can help board members connect with their peers and maintain enthusiasm for their important responsibilities.



Don't Do: Be wary of board members who have lost their excitement for board service. Occasionally, fatigued or irritable board members are a sign of problems with the staff or board processes, but a lack of enthusiasm might also mean it is time for certain members to roll off the board.

Adapted from a featured speech at the 2007 BoardSource Leadership Forum by Susan V. Berresford, then president and CEO, Ford Foundation.



HELPFUL RESOURCES



[Board Fundamentals](#)



[Culture of Inquiry](#)



[Ten Basic Responsibilities of Nonprofit Boards](#)



[The Board Chair Handbook](#)

HFWCNY 2023 Meeting Dates

January						
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Committees:

CNY Regional: 2:30pm – 5:30pm @ TBD
WNY Regional: 2:30pm – 5:30pm @ TBD
Board of Trustees: 1:30pm – 5pm @ TBD (Annual Mtg)*
New Trustee Orientation: 11am – 1pm via Zoom
Investment/Fin & Ops/Audit: 11am – 3pm @ TBD
Board of Trustees Retreats: 6/28 and 11/29 8am – 5pm @ TBD
Community Impact: 2:30pm – 4:30pm via Zoom

*Meeting information subject to change. Please **always** refer to meeting reminder, which is sent out two weeks prior to the meeting

Holidays:

<https://www.timeanddate.com/holidays/us/2023>

*June 14th Annual Mtg start time is 11:30 with lunch prior to the mtg

Trustee Responsibilities and Policies

ROLES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES

The Board of the Health Foundation for Western & Central New York (HFWCNY) is responsible for overseeing all aspects of the Foundation. In doing so, the Board represents the interests of the various stakeholders in the communities it serves. We define those stakeholders or interested parties as:

- The people living in and making up the communities served over the years by Univera components and antecedents.
- Those people who are uninsured and in greatest need of health related services in these communities.

We view our responsibility to these people and communities as a social contract and hold ourselves accountable for insuring that community presence is adequately and equitably represented in our work. This is reflected in the qualifications for Board membership, the selection of strategic program priorities, and in performance evaluation.

The Boards' role and responsibilities include the following:

1. To set organizational direction

The Board must be the guardian of the vision for the Foundation. This includes development and regular reinforcement of a mission, vision, goals, principles and objectives. The Board is responsible for adopting a strategic plan, with guideposts and measurable outcomes consistent with the mission and vision, reviewed and updated or revised on a regular basis.

2. To clearly define expectations of management

The Board determines the "ends" or results to be achieved, defines the role of the President and selects the appropriate candidate. The Board charges the President with the responsibility for achieving the Foundation's goals and objectives, working within the guidelines and boundaries established by the board. The Board is also responsible for evaluating the executive's performance on a regular basis.

3. To ensure adequate funding and financial oversight

The Board of Trustees is responsible for the stewardship of the fund, ensuring that there are adequate budgetary and investment guidelines for the board and staff to follow. Beyond investment management guidance and supervision and annual budget review and approval, fiscal management policies generally reflect the mission and values of the Foundation.

Asset management includes three major functions: finance, investment, and audit. Audit and Investment functions are primarily done by outside contractors. Finance has two aspects: the administrative budget and the grant-making budget, the amounts of which are determined by the Board. The President is responsible for developing the actual budget for the Board to approve or, if needed, modify.

4. To assure presence and voice of the stakeholders

The Board is responsible for maintaining an adequate and up-to-date understanding of community health needs and priorities. This will be reflected in the approach to Board development, the profile of Board membership, and in both the selection process and the outcome of the Foundation's strategic focus.

5. To assure quality in governance

The Board will meet a minimum of four times a year, or as frequently as is needed to fully conduct the business of the Foundation. Board members are also expected to attend regular and/or ad hoc committee meetings and to be available for consultation by phone, e-mail and written correspondence. Written minutes of all board and board-sanctioned committee meetings will be available to board members.

The Board is responsible for its own operations and effectiveness, including the orientation, education, training and development of members, annual evaluation of its overall performance as well as self-evaluation by individual trustees. When appropriate, they will also select new board members.

6. To adhere to operating policies and procedures

Board members are responsible for familiarizing themselves with Foundation policies and procedures and adhering to them at all times. These policies and procedures guide the operation of the Foundation, its fiscal management and the respective roles of staff and trustees.

7. To work as a team and speak with one voice

The Board should speak with a single voice to establish a cohesive and effective Foundation presence within the community. While board strength comes from the diversity of people and viewpoints represented, teamwork is expected from each member of the board and is essential to the Foundation's effectiveness. Teamwork will be part of the evaluation process of individual Board members and officers.

Adopted by the Board of Trustees on September 18, 2002

Endorsed by the Board of Trustees on May 14, 2005

TRUSTEE MEETING ATTENDANCE POLICY

Service with the Board of Trustees of the Health Foundation is a major responsibility. Trustees are fully accountable for the management and allocation of foundation resources and, directly or indirectly, for all aspects of the Foundation's performance. Board members must be able to attend meetings as deliberation and participation are integral elements of board service.

Full attendance is anticipated at all regularly scheduled meetings of the Board and its Committees. It is the responsibility of individual Trustees to inform the Chair, as far in advance as possible, when attendance in person or electronically is not possible. Except in unavoidable circumstances, inability of a Trustee to attend three fourths (75%) or more of meetings may disqualify that Trustee for appointment renewal. It will be the duty of the Chair to notify any Trustee when his/her attendance approaches this threshold to discuss the circumstances and to report the results to the Governance Committee for possible action.

(ED note: At least one federal district court has stated that "[a] director who fails to acquire the information necessary to supervise the [company] policy or consistently fails even to attend meetings at which such policies are considered has violated his fiduciary duty to the corporation.")

Adopted by the Board of Trustees on January 19, 2005

TRUSTEE COMPENSATION POLICY

Policy: Trustees shall serve without compensation other than reimbursement of reasonable and necessary expenses incurred in the conduct of regular or otherwise designated Board activities. This policy may be reviewed from time to time at the request of a majority of Trustees.

This policy is based on research indicating that Board compensation for similar foundations is unusual if not rare. Information was gathered from the Grantmakers in Health (GIH) and the Council on Foundations. Foundation staff has additional background on this topic and the research which led to the development of the policy.

Adopted by the Board of Trustees on December 21, 2001
Endorsed by the Board of Trustees on May 14, 2005

TRUSTEE RECRUITMENT AND NOMINATION POLICY

Background

Effective Foundation governance depends on the efforts of a committed, knowledgeable and diverse Board of Directors. Board development must be a thoughtful, deliberate and long-term process for the continual identification and selection of new trustee candidates.

A. Objectives

1. To “speak with one voice” on the recruitment, nomination and the appointment of individual trustees.
2. To target specific strengths and capabilities that the Foundation requires for long-term success.
3. To maximize the number of trustees whose interests are closely connected with the Foundation’s mission and who actively contribute to the work of foundation governance.
4. To identify potential new trustees as an ongoing, year round process (rather than a once-a-year rush to fill vacancies).
5. To assure that the expectations of candidates for nomination are explicit and have been thoroughly explored before appointments are made.
6. To consider the use of committee appointments for potential trustee candidates as a board development mechanism when and where appropriate.
7. To include in the nomination process, while not being limited by, the personal recommendations of current board members.

B. The Process

1. **What** to look for:

- 1.1 Develop and maintain a profile of the 'ideal' board (demographics, expertise, availability, way of working, board members' motivations/contributions, contacts/networks, regional representation, no conflicts of interest etc.)
- 1.2 Periodically review this profile with important 'stakeholders'
- 1.3 Periodically assess the current board against this template
- 1.4 Identify 'gaps' and priorities for recruitment

2. **How** to recruit:

- 2.1 Set up a databank of potential board members – this avoids the potential problem of invitation/rejection
- 2.2 Invite people who are interested in becoming board members to submit an 'application' (preferably by completing a standard form) – with the understanding that they will be added to the databank
- 2.3 When openings occur, use the databank to identify potential trustees and potential committee members/advisors. Criteria will include:
 - i. the extent to which the individual contributes to the 'ideal' board profile
 - ii. advocacy by a current board member
 - iii. other references
- 2.4 Chair and designated board representatives interview potential nominees to ensure that mutual expectations are clear and appropriate
- 2.5 Board and members agree on recommended additions to the board/'farm system'
- 2.6 'Offer' made to the individual
- 2.7 Orientation program conducted (some elements common, some tailored to the individual and their potential contribution)

3. **Whom** to recruit

- 3.1 Recommendations from current trustees
- 3.2 Recommendations from other important stakeholders such as community leaders and anticipated collaborators.
- 3.3 Candidates identified by 'search' (for specific expertise)

Adopted by the Board of Trustees on January 22, 2003
Endorsed by the Board of Trustees on May 14, 2005

EXPENSE REIMBURSEMENT POLICY

Travel expenses of board members, staff and others as may be specified from time to time may be paid or reimbursed for attending meetings or in the conduct of approved Foundation business or other functions.

The Foundation Expense Statement is to be used for requesting reimbursement and should be submitted each month. Explain in full all unusual items or amounts. Receipts are required for all expenditures including credit card charges, airfare purchased and applicable hotel charges. Receipts are required for any expenditure paid by the traveler that exceeds \$25.00.

Allow at least two (2) weeks after receipt at the Foundation for reimbursement, which will be by check.

Policies:

1. Reimbursement is allowed for reasonable, ordinary and necessary expenses incurred in connection with approved expenses or travel on behalf of the Foundation.
2. The Foundation will reimburse members traveling on official business the cost of the round-trip coach class airfare, actual housing cost and meals. Guest travel, housing and meals are not generally reimbursable.
3. The Foundation's travel mileage reimbursement shall be the current IRS reimbursement amount.

Reimbursable Expenses:

Transportation:

- a) **Airfare:** The least expensive commercial airfare in coach class will be reimbursable from the airport nearest the traveler's home or office to the airport nearest the destination. Mileage earned and compensation for denied boarding awarded to the traveler while on Foundation business is the property of the traveler and may be used at the traveler's discretion.
- b) **Automobile, Train or Bus:** Total reimbursable expenses including expenses incurred en-route shall not exceed the cost of airfare. Automobile expenses shall be reimbursed the then current IRS mileage rate. Shuttle, taxi, personal automobile, or other similar-cost means to and from the airport at the point of origin and destination. Taxi fare if essential for business purposes. Parking at the airport of origin, if personal automobile is used. Parking at the meeting site if travel by automobile is required.

- c) **Lodging:** Lodging at the single-room rate for days of meetings, including night before and night after, if flight schedules make necessary such stays.
- d) **Meals:** The reasonable cost of meals while attending meetings and while in transit to and from the meeting site. If, in addition, meals are purchased for others, the individual must be identified as one for whom the Foundation has responsibility for such expenses.
- e) **Saturday Night Stay:** If the airfare saving for the Saturday night stay is greater than or equal to the lodging, meals and other reimbursable expense(s) for the additional day(s) stay, the traveler has the option to stay and be reimbursed for expenses (up to the saved amount) for the additional day(s).
- f) **Other Expenses:** Reasonable telephone and fax charges due to absence of traveler from the individual's domicile. Reasonable and necessary gratuities.

Non-Reimbursable Expenditures:

First Class upgrades in airfare.

When lodging accommodations have been arranged by the Foundation, and the traveler elects to stay elsewhere, reimbursement is made at an amount no higher than the rate negotiated by the Foundation, and reimbursement is not made for transportation between the alternate lodging and the meeting site.

If an individual accompanies the traveler, it is the responsibility of the traveler to determine the added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.

Entertainment costs, including movies, or room refreshment center expenditures.

Exceptions:

Exceptions to this policy may be made by the Foundation Board Chair, or designee, when judged to be fair, reasonable and of benefit to the Foundation. In such cases, the request for exception and the reasons for approval should be in written form.

Adopted by Board of Trustees on August 21, 2002
Endorsed by the Board of Trustees on May 14, 2005

Committee Role Descriptions

Role Description: Committee Chair

Responsibilities/Duties:

1. Understand and clarify for all members the purposes and the expected work of the group, the staff and other resources available for the work, the end points of success and the time line to achieve them.
2. Plan, schedule and lead group/committee meetings.
3. Assure that appropriate notice of meetings, clear and adequate agenda and preparation materials are provided to members in a timely manner.
4. Assign tasks to committee members.
5. Monitor the group's progress and communicate with staff members assigned to the committee, if any.
6. Resolve conflicts among committee members.
7. Arrange for the committee to evaluate its work regularly and at the completion of its task, to determine whether it did what it set out to do, what worked, and what didn't.
8. Assure that adequate written records of all meetings are kept and shared in a timely manner with other members shortly after the meetings are held.

Communications:

- Serve as the liaison between the committee and the President, the Board Chair, and the entire Board of Trustees.
- Ensure that appropriate written and oral reports are submitted to the Board of Directors on a timely and regular basis, and keep the Board Chair and the President informed about the committee's progress.

Adopted by the Board of Trustees on November 20th, 2002

Role Description: Executive Committee

Executive Committee

By resolution adopted by a majority of the entire Board of Trustees, the Board may appoint from among its Trustees an Executive Committee, consisting of the Chair, the Vice-Chair, the Secretary, the Treasurer, and one additional Trustee designated by the Board, provided that a majority of the Committee shall be residents of Western New York. If necessary to provide such a majority the Board shall designate more than one such additional Trustee from Western New York. Between meetings of the Board of Trustees, the Executive Committee may act on behalf of the Board upon any matter for which the Board of Trustees has established the policy of the Corporation or upon any matter requiring immediate action. The Executive Committee shall not take any action inconsistent with action taken by the Board. A quorum of the Executive Committee shall be a majority of the entire Committee. The Executive Committee shall keep a record of its proceedings and report the same to the Board of Trustees at the next meeting thereof.

The Executive Committee shall have all of the authority of the Board, except that no such committee shall have authority as to the following matters: 1) removal of a Trustee; 2) the filling of vacancies in the Board of Trustees or in any committee; 3) the fixing of compensation of the Trustees, if any, for serving on the Board or any committee; 4) the amendment or repeal of the By-laws or the adoption of new By-laws; and 5) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Each year, the Executive Committee, after consultation with the Board, shall consider and submit for approval by the Board an evaluation of the performance of the President during the past year and its recommendation for the compensation of the President for the next year.

Role Description: Finance and Operations Committee

Responsibilities/Duties:

1. Oversee budget and financial management.
 - 1.1 Review budget prepared by the President against the Foundation's goals and board policy, and, after making any necessary changes, propose an annual operating budget for Board approval.
 - 1.2 Review monthly expenditure reports against the budget, highlight any concerns and review correction plan as proposed by the President.
 - 1.3 Periodically require a review the financial record-keeping process and use of outside financial and operational consultants. Initiate competitive process for those services when appropriate.
 - 1.4 Review the investment balances and projected cash requirements to assure sufficient cash flow through the budget period to support qualified distributions and the operating budget.
2. Ensure that complete and accurate financial records are maintained.
 - 2.1 Review and recommend financial policies to the Board of Trustees, including adequate internal controls and the maintenance of financial records in accordance with standard accounting practices. Policies to include expenditure authorization limits.
 - 2.2 Monitor operational expenditures through regular review of monthly financials. .
 - 2.3 Initiate the development of relevant policies to address new financial requirements for record-keeping and monitoring.
3. Oversee business operations within the Foundation
 - 3.1 Review and recommend any long-term contracts or leases for foundation space and equipment which obligate the foundation for multiple years.
 - 3.2 Review and recommend any appropriate changes in employee benefits and cost-sharing arrangements.
 - 3.3 Ensure the Foundation maintains adequate insurance coverage.
 - 3.4 Oversee financial and legal compliance with any Program Related Investments the Foundation may award.
4. Support the Board of Trustees in discharging its fiduciary responsibility.
 - 4.1 When appropriate, work with Investment and Audit Committees to design and provide periodic education to the Board on financial matters.
 - 4.2 Through Committee reports at each Board meeting, keep the Board informed about important aspects of the Foundation's finances.

5. Establish a mechanism and reporting process to monitor compliance with federal, state and other requirements related to the Foundation's finances and operations.
 - 5.1 Periodically review the Foundation's maintenance of adequate insurance coverage.
 - 5.2 Periodically review that IRS Form 990, other forms and employment and other taxes required by the government are filed completely, correctly and on time.
 - 5.3 Periodically review the Foundation's full compliance with relevant employment laws and regulations.

Frequency of Meetings: Quarterly or more often, as needed, with one meeting to be a joint meeting with the Investment Committee.

Members:

The Treasurer will serve as Committee Chair

At least one member of the committee should also be a member of the Investment Committee and one who is also a member of the Audit Committee.

Committee is to have at least three members with financial expertise.

Adopted by the Board of Trustees on March 19, 2008
Amended by the Board of Trustees on September 17, 2008
Amended by the Board of Trustees on September 16, 2009
Amended by the Board of Trustees on May 18, 2011
Amended by the Board of Trustees on March 28, 2012

Role Description: Investment Committee

Responsibilities/Duties:

1. Safeguard the Foundation's assets through active, ongoing oversight and monitoring of Foundation's endowment.
 - 1.1. Ensure that the Foundation receives top quality investment advice by hiring and managing the relationship with an external advisor. Periodically review this relationship and negotiate appropriate compensation amounts and mechanisms. Seek proposals from others if appropriate.
 - 1.2. In conjunction with the external advisor, develop and implement a portfolio investment strategy, philosophy and objectives.
 - 1.3. Review investment performance no less than quarterly, making adjustments as necessary.
 - 1.4. Oversee compliance with the Asset Allocation policy adopted by the Board
 - 1.5. As appropriate, request special reports from or meet with individual fund managers representing foundation investments.
 - 1.6. Periodically, review the overall costs to the Foundation of its investment strategy and recommend appropriate changes.
 - 1.7. Understand the options and requirements for utilizing the Foundation's endowment directly in advancing the Foundation's mission. Review any such proposal for appropriateness and compliance with the Foundation's investment guidelines and oversee implementation of any such proposal.

2. Ensure that complete and accurate investment records are maintained.
 - 2.1. Review and implement mechanisms for tracking investments, assuring consistency of reporting and currency of information.
 - 2.2. Select and monitor the Foundation's custodian of record.
 - 2.3. Track implementation of investment decisions, assuring timely and accurate execution of Committee decisions. Maintain a complete implementation log as a way to document execution.

3. Support the Board of Trustees in discharging its fiduciary responsibility.
 - 3.1. Periodically review the statement of objectives and investment and spending guidelines recommending amendments as appropriate for approval by the board of trustees.
 - 3.2. When appropriate, work with Finance and Operations Committee and Audit Committee to design and provide periodic education to the Board on investment matters.
 - 3.3. Ensure that the Board is well informed about all aspects of the Foundation's investments, e.g. through the provision and presentation of up-dates on investment performance at least quarterly and more often if circumstances dictate

- 3.4. Work closely with the Audit Committee to ensure that our investment practices and policies are consistent with the most current audit guidelines relevant to our organization
4. Ensure compliance with federal, state and other requirements related to the Foundation's investments
 - 4.1. Obtain and provide investment information to ensure that IRS Form 990 and other relevant forms and taxes required by the government are filed completely, correctly and within government-approved timeframes.

Frequency of Meetings: Quarterly or more often, as needed, with one meeting to be a joint meeting with the Finance & Operations Committee.

Members:

- The Committee Chair will be a trustee with investment knowledge and expertise.
- The Committee is to have at least one member who is also on the Finance and Operations Committee and the Audit Committee
- Committee is to have at least three members with investment knowledge and expertise.
- Non-Board members may be added as particular expertise is required.

Adopted by the Board of Trustees on March 21, 2008
Amended by the Board of Trustees November 18, 2009
Amended by the Board of Trustees March 28, 2012

Role Description: Audit Committee

Responsibilities/ Duties:

1. Assure the Foundation's compliance with all recommended Audit Standards
 - 1.1. Recommend an external auditor for Board approval and manage the relationship with that auditor. Periodically reassess the relationship and seek other proposals, if appropriate.
 - 1.2 Meet with the auditor prior to the audit to agree on the scope of the audit
 - 1.3 After the audit is complete review the audit fieldwork process with the auditors. Obtain an understanding of their evaluation of management and whether they encountered any difficulties or had any disagreements with management during their audit. Review all journal entries proposed by the auditors. Meet in Executive session without staff or advisors for at least part of that meeting.
 - 1.4 Review with the auditor the Foundation's annual financial statements and reports. Consider whether they are complete and accurate with information understood by the committee members. After this review make a recommendation to the Board concerning whether the Auditor's report on the Foundations financial statements is acceptable.
 - 1.5 Make recommendations to the Board for new or modified policies and procedures in light of the audit report and auditor's recommendations.
 - 1.6 Review management's procedures to ensure that proper federal and state tax filings are completed timely, including payroll taxes, sales taxes and unrelated business income taxes.

2. Oversee compliance with Board policies which relate to implementation and execution of audit-recommended processes.
 - 2.1 Identify and monitor related party transactions and periodically review compliance with Foundation's conflict of interest and ethics policies and bylaws. Propose improvements or actions as necessary.
 - 2.2 Act promptly, fairly, and in accordance with the Foundation's Whistleblower policy, if someone invokes it.

3. Support the Board of Trustees in discharging its legal, ethical and fiduciary responsibility.
 - 3.1 When appropriate, work with Finance and Operations Committee and Investment Committee to design and provide periodic education to the Board on governance and ethics matters.
 - 3.2 Inform the Board regarding any laws and regulations that come to the committee's attention and make recommendations considered appropriate.
 - 3.3 Work closely with the other committees to ensure that our practices and policies are consistent with the most current internal control guidelines relevant to our organization.

Frequency of Meetings: At least twice annually and more frequently as needed.

Members:

Chair is Trustee with business and governance expertise

Committee is to have at least one member who also sits on the Finance Committee and at least one who also sits on the Investment Committee.

Committee to have at least three members

Adopted by Board of Trustees on September 21, 2005

Adopted by Board of Trustees on March 19, 2008

Adopted by Board of Trustees on March 19, 2014

Role Description: Community Impact Committee

Responsibilities/Duties:

This ad-hoc Committee created by the Board in November 2009, and made a formal committee in 2015, has several responsibilities related to the Foundation's impact on the programs and people of Western and Central New York.

These responsibilities include:

1. Support the board's decision making and strategic development activities by guiding staff's planning processes, strategic proposals, goals and objectives.
2. At the request of staff or the Board, conduct in-depth, focused programmatic review to provide input to strategic or annual plans or individual projects.
3. Provide guidance to both Board and staff on matters of assessing/evaluating the effectiveness of initiatives and projects undertaken by the foundation. This includes design of the assessment/evaluation as part of the project development process, interim assessment of progress and review of final results.
4. Where appropriate, based on review of evaluations, recommend changes or enhancements to projects to achieve greater impact, both for the people served by the project and the larger community.
5. Make recommendations on dissemination that effectively spreads the work of the Foundation beyond its immediate audiences.
6. Promote the development of ongoing comprehensive reporting on the impact of the Foundation's programs and projects, and the development of an infrastructure within the Foundation for this work.
7. Guide the activities of the Foundation's Advocacy efforts consistent with the Goals of the Foundation. Oversee the compliance with Federal and State legal requirements while effectively forwarding important issues that support the health needs of our Community.
8. Report progress, findings and challenges to the Board at regular Board meetings.

Membership:

The Board of Trustees shall appoint from among its members at least four trustees, two from each region, with experience and familiarity with strategic development, evaluation and dissemination to serve on this Committee.

Meeting Schedule:

The Committee will meet at least quarterly.

Adopted by Board of Trustees on January 20, 2010
Amended by Board of Trustees on March 23, 2016
Amended by Board of Trustees on December 12, 2018

Health Foundation for Western & Central New York

Role Description: Governance Committee

Governance Committee. The Chair shall recommend and the Board of Trustees shall each year appoint from among its Trustees a Governance Committee consisting of five or more Trustees. The Committee shall:

- (a) conduct an annual Board self-assessment of structure, diversity, balance of skills, and performance of the Board;
- (b) review the By-Laws each year and recommend such changes as it shall consider appropriate;
- (c) after solicitation of tentative nominations and consultation with the board, nominate Trustees for election by the Board to fill vacancies as they occur;
- (d) nominate a slate of officers each year.

Role Description: President

The Foundation:

The Health Foundation for Western & Central New York, a conversion-type foundation, is dedicated to improving the health and healthcare of the people and communities of Western and Central New York.

Dimensions:

Grants awarded by Foundation annually: (TBD approx. 1.5M)
Annual office operating budget: (TBD)

Responsibilities/Duties:

The President of the Health Foundation for Western & Central New York reports directly to the Board of Trustees of the Health Foundation for Western & Central New York. While not a voting member of the Board, the President addresses issues of planning, grants, program, finance and administration in consultation with and through officers and other designated Trustees.

Specific duties of the President shall include direct responsibility and/or oversight of the following:

Administrative:

- Planning and implementing Board meetings under the leadership of the Board Chair, and preparing all support materials needed for each.
- Assuring, with the Secretary of the Board, the recording and maintaining of an official record of minutes and governing documents.
- Representing the Foundation in contacts with and at functions of other foundations, associations, and grantees.
- Maintaining the archives of the Foundation and researching information as necessary.
- Monitoring compliance with the policies and procedures of the Foundation, with the assistance of the Board of Trustees.
- Assisting the Board of Trustees on research and contacts for new Board members and providing orientation for new Board members.
- Informing the Board of educational opportunities which might be of interest to them and of benefit to the Foundation.
- Coordinating all arrangements for special program meetings as directed by the Board.
- Operating and maintaining the Foundation office.
- Responding to requests from the Board for information and assistance.

- Recruiting, hiring and supervising staff and consultants necessary to fulfill the mission and objectives.

Financial:

- Ensuring the Foundation has sufficient funds to meet its obligations (shared responsibility with the Board of Trustees).
- Developing and providing timely and clear budget reports for approval and oversight of the Board of Directors.
- Overseeing, with the Treasurer, financial record keeping and working with the bookkeeper to produce timely and accurate reports for the Board of Trustees and the Auditor.
- Reviewing and maintaining records for the production of all tax forms, including the 990PF.
- Processing all bills in compliance with Board review and check signing policies.
- Reviewing and paying all Board member reimbursements in compliance with the Board policy.
- Coordinating management of the Foundation's assets with the Treasurer, the Investment committee, investment consultants and individual portfolio managers.

Program:

- Ensuring that all concept papers, requests for information, and grant requests are reviewed and responded to in a timely manner.
- Ensuring that grant summaries are prepared for Board review and are entered into grant tracking software.
- Negotiating with potential and approved grantees on project proposals.
- Developing all grant agreements and ensuring proper review by legal counsel.
- Doing site visits as necessary before, during add/or at the end of a grant.
- Providing technical assistance to grantees and other organizations.
- Maintaining all grant files and producing periodic tracking reports for the Board of Trustees.
- Providing networking services for grantees.
- Communicating periodically with each grantee to ensure compliance with grant agreement and fund expenditures.

Outreach:

- Responding to phone and meeting requests from grantees, the philanthropic community, other organizations related to the Foundation's program areas and the general public.
- Assisting the Trustees in developing communication products such as an annual report, website, special publications, and media information.

- Staying current on health statistics and trends and public policy related to the Foundation's program areas and distributing pertinent information to the Board of Trustees.
- Staying current on management policy issues through close association with local, regional and national affinity groups.
- Speaking before audiences on Foundation program-related issues when invited.
- Writing articles, and providing information for the media on the history, and work of the Foundation as requested.
- Representing the Foundation to local, regional and national constituencies of importance to the Foundation as directed by the Board of Trustees.
- Serving on other organizations' committees and boards, as approved by the Board of Trustees, where such service will benefit the operation of the Foundation.

Adopted by the Board of Trustees on November 20th, 2002

Health Foundation for Western & Central New York.

Board of Trustees

2023-2024



Richard Battaglia, MD

Work Phone: (215) 446-3513

Cell: (716) 536-9126

E-Mail: griffinbat@gmail.com

Richard G. Battaglia, M.D., FACP, was elected to the Health Foundation's Board of Trustees in 2018. A board certified internist, Battaglia is chief medical officer of the American Board of Internal Medicine. There, he leads ABIM's effort to incorporate feedback from practicing physicians and key stakeholders into clinical aspects of all ABIM activities, including certification and maintenance of certification.

Previously, Battaglia served as a primary care internist with HealthCarePlan/Univera, a multi-specialty, staff model practice in western New York, before transitioning into leadership roles, including medical director of the Medical Centers Division and senior vice president, medical affairs/corporate medical director. He also served as medical director/chief medical officer of large multispecialty medical groups in western New York.

Battaglia has participated in national quality initiatives focused on physician group practice and health maintenance organizations. For more than 10 years, Battaglia devoted time to The National Committee for Quality Assurance, including a term as chairman of the committee charged with accreditation decision-making.

Immediately prior to joining ABIM, he was a consultant in PricewaterhouseCoopers' health care practice. Working both nationally and internationally, Battaglia's clients included academic medical centers, health systems, community hospitals, medical groups, payers and national physician certification organizations.

He received his bachelor's degree in biochemistry from Canisius College. Battaglia obtained his Doctor of Medicine degree from the University of Rochester School of Medicine and Dentistry. He completed his specialty training through the University of Rochester's Primary Care Program in Internal Medicine. Battaglia is a Fellow of the American College of Physicians.

An active Lions Club member, he also serves on the board of trustees of the New York State and Bermuda Lions Foundation, as well as the board of directors of the Vision Beyond Sight Foundation.



Chima Chionuma, M.D.

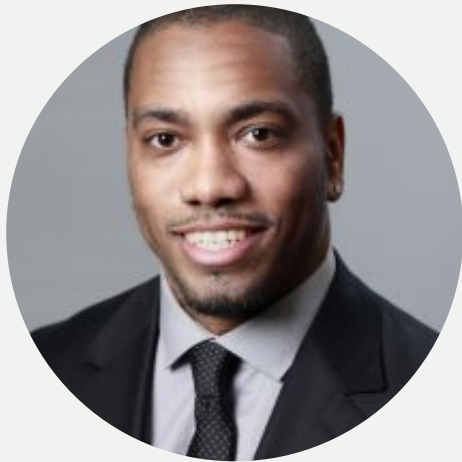
Cell: (315) 383-8645

Email: drchimac1@gmail.com

Chima Chionuma, M.D., FAAP, CHCQM, joined the Health Foundation Board of Trustees in 2020. She is a board certified pediatrician and experienced clinician based in Syracuse, NY. Dr. Chionuma's focus as a clinical leader is to improve health services and delivery systems with a focus on healthcare quality and patient safety. She has special interest in efforts to structure healthcare policy with an overarching goal of improving health outcomes.

Dr. Chionuma is Chief of Service Pediatrics for Syracuse Community Health Center. Prior to this role, she was the health center's Chief Medical Officer. She is a clinical assistant professor in the department of pediatrics at SUNY Upstate Medical University.

Dr. Chionuma is a Fellow of the American Academy of Pediatrics and a member of the Medical Society of the State of New York, Onondaga County Medical Society and Onondaga County Pediatric Society. Dr. Chionuma is a graduate of the Health Foundation's Health Leadership Fellows program. She and her husband, Dr. Henry Chionuma, have five children and a grandson.



Jason Daniels

Phone: (716) 830-6402

Email: jdaniels2@chsbuffalo.org

Jason Daniels joined the Health Foundation Board of Trustees in 2023. Jason serves as Senior Associate General Counsel and Fellow Chief of Staff for Catholic Health System. He received his Juris Doctor Degree from the State University of New York at Buffalo School of Law. He also received his Bachelor's Degree in Political Science & English and an MBA with a concentration in Healthcare Management from SUNY Buffalo.

He is an Adjunct Professor of Health Law at the University of Buffalo Law School and an Adjunct Professor of Business Management at Erie Community College. Active in the local community, Jason serves on the board of the Massachusetts Avenue Project, an organization devoted to nurturing food equity, promoting economic opportunities, and empowering youth, and Buffalo Prenatal Perinatal Network, an organization focused on the bettering of the health and well-being of expectant and new mothers through education, support, advocacy and connection to resources and services.

He is a member of the Erie Community College Dean's Advisory Council, a mentor for the Discover Law Program, and a volunteer with the Minority Bar Association of WNY.



Catherine A. Diviney

Cell: (315) 560-4384

Email: cdiviney@hancocklaw.com

Catherine A. Diviney is a partner in the health care practice group of Hancock Estabrook, LLP, a Syracuse-based law firm. She has concentrated her legal practice in the area of health law since 1993 and has prior experience in elder law. She regularly advises health care providers, including hospitals, nursing homes, physicians, Office of People with Developmental Disabilities (OPWDD) and Office of Mental Health (OMH) licensed providers, nurses, and other licensed professionals on diverse legal issues. Ms. Diviney serves in the roles of general legal advisor, compliance advisor and hospital/physician transactions counsel for her clients.

Ms. Diviney has been selected as the Health Care Law “Lawyer of the Year” in Syracuse by the Best Lawyers Association and is an Upstate Super Lawyer in Health Care Law, a ranking publication that selects attorneys using a patented multiphase selection process. She is a member of the American Health Lawyers Association; New York State Bar Association, Health Law Section; Central New York Women’s Bar Association; and Onondaga County Bar Association.

Ms. Diviney’s community service roles include previously serving on the boards of the Frank H. Hiscock Legal Aid Society, Hospice of the Finger Lakes, and Rosewood Heights Healthcare Center Foundation. She is a resident of Auburn, NY.



Andrew Dorn

Cell: (716) 672-9890

Email: dorn.andrew@yahoo.com

Andrew Dorn joined the Foundation's Board of Trustees in 2018.

Dorn is Chairman, Coal Ash Recycling, LLC, a private company focused on the beneficial reuse of coal ash to make lower carbon "green" concrete, a position he has held since 2021. Previously he was a partner in Energy Solutions Consortium, LLC, a single purpose entity engaged in developing natural gas fired power plants in West Virginia and Pennsylvania. He was a managing member of Moundsville Power LLC, and chairman of the board and chief financial officer of Demand Response Partners, Inc.

Dorn was the president and chief investment officer of Hunterview LLC, a private investment company specializing in fixed income management. Prior to that, he led the formation of Great Lakes Bancorp, the parent company of the Greater Buffalo Savings Bank, where he served as its president and chief executive officer. Dorn additionally founded Jamestown Savings Bank, where he was president and chief executive officer. He received his bachelor's degree from the State University of New York at Buffalo, and his Master of Business Administration degree from Canisius College.

Dorn is currently a member of the Board of Directors for Financial Institutions, Inc. and the Western New York Foundation. He is past chair of D'Youville College and member of the investment committees of Sisters of Charity Hospital; D'Youville University; St. Joseph's Collegiate Institute and the Northern Chautauqua Community Foundation.



Angela Douglas

Cell: (315) 399-2471

Email: amdessenger@gmail.com

Angela M. Douglas has diverse career experience in education, juvenile justice, alternative dispute resolution, nonprofit leadership, and entrepreneurship. Angela has been designing curricula, training and educational programs for more than 30 years. She holds several training certifications and is a sought-after speaker due to her dynamic and engaging style. Angela is able to take difficult concepts and bring them into relevance with humor and simplicity.

Angela has also been a consultant for over 25 years providing infrastructure and program design, capacity building, board development and leadership with grassroots, through mature organizations. She has a particular talent and gift for turning around organizations in decline. Angela serves on the boards of New Justice Services, CancerConnects and Alliance of Communities Transforming Syracuse. Faith-based organizing to impact social justice is critical, and a deep calling and the Alliance works to see equity and justice be tangible in the beloved community. Angela continues to champion and call for accountability among dominant culture organizations and systems to be a catalyst for healing and transformation in the lives of those they have committed to serve.

Angela identifies as a victim/survivor and is passionate about one's ability to reclaim their life and heal from trauma and abuse. With this passion, she also serves as the Chair of the Survivors Network that determines to provide voice, presence, and action for all of those that have experienced sexual, domestic and other forms of violence.

She has also is a contributing author for the book Stand Up! Resilient Black Women Shaping the World With their Faith – Chapter: Horribly Beautiful *Amazon Bestseller

Angela resides in Syracuse, New York and values time with her husband, adult children, their partners and grandchildren.



Leanne (Hughes) Fiscoe, CPA, FLMI Chair, Board of Trustees

Cell: (315) 436-9220

E-Mail: lfiscoe@gmail.com

Leanne has enjoyed volunteer opportunities throughout her post-college days, including leadership roles at the Health Foundation for Western and Central NY, American Red Cross Onondaga-Oswego Chapter, Onondaga Historical Association, National Independent Statistical Service, and Le Moyne College.

Leanne began her professional career as an auditor in public accounting at EY serving public and private companies focused on the healthcare, insurance, and banking industries. She continued her career in industry as Controller at a NY-only life insurance company that provided group insurance products for health, life, disability, and dental coverages along with individual annuity offerings. Leanne continued in industry as the Chief Financial Officer for the Agway Insurance Group which encompassed a Property/Casualty company operating in a 10-state market area along with a multi-state Group Health Trust and an insurance agency. Upon sale of the Agway Insurance Company to Indiana Farm Bureau Insurance (IFB), the company was renamed Countryway reflecting the continuing focus serving the farmowners multi-peril and personal lines markets. Leanne continued with Countryway serving on the Board of Directors and rising to the position of Chief Operating Officer.

After Countryway was sold by IFB to Richmond, Virginia based Virginia Farm Bureau Insurance (VFB), Leanne was promoted to Senior Vice President, Compliance and Integrated Solutions at VFB with additional responsibilities at Syracuse, NY based Countryway. Throughout her professional career, Leanne had ongoing exposure to financial reporting, operations, regulatory and rating agency matters.

Leanne holds a Bachelor of Science in Accounting with a minor in Computer Science from Le Moyne College, an MBA Upgrade Certificate from Syracuse University and is a graduate of Indiana Farm Bureau's Leadership Academy. She is a past recipient of the CNY Women in Business Award and in 2022 received the Ignatian Award for Service to Le Moyne College.

Leanne resides in Camillus, NY with her husband Tom. They enjoy time with family, golf, fitness, and travel.



Carrie Frank Treasurer

Cell: (716) 597-8198

E-Mail: carriefrank@aol.com

Carrie Frank joined the Foundation's Board of Trustees in 2015. She was elected treasurer in 2021.

Frank is a retired healthcare executive and part-time consultant. Most recently she held the position of vice president of quality and health informatics for Excellus BlueCross BlueShield. Her responsibilities included leading health plan programs to improve the quality and affordability of healthcare for Excellus BlueCross Blue Shield members and its communities by working with providers, members and employer groups. She also oversaw Health Informatics, which utilized claims and other data to deliver actionable information to support the Health Plan's programs that manage member health and cost trends. In addition, she was responsible for accreditation and employer health and wellness programs.

Frank has extensive experience in provider operations and performance improvement. Previously, she was the executive vice president and chief operating officer for Kaleida Health, and was COO and chief financial officer at Buffalo General Hospital. She has a long and distinguished career in improving the health of the western New York community including accomplishments in the area of merger integration, strategy development, quality improvement, information systems development, physician collaboration, profitability improvement and capital formation.

Frank has served as chair of the Western New York Healthcare Association Board and chair of both the quality and the finance committees for HANYS. A recognized community leader, she is the recipient of the Buffalo Business First 40 under 40 Award and the Distinguished Alumni Award from Canisius College.

Frank received a Bachelor of Science in accounting from Canisius College. She and her husband, David, reside in Getzville, NY and have two children.



Linda Gabor

Phone: (315) 256-8416

Email: lgabor@gsacpas.com

Linda Gabor joined the Health Foundation Board of Trustees in 2023. She has been with Grossman St. Amour CPAs since June 2007. She is a Certified Public Accountant in the State of New York and a Certified Fraud Examiner. She leads the firm's audit practice, Employee Benefits Plan practice, and Peer Review practice. She is the current Chair of the Pennsylvania Institute of Certified Public Accountants Peer Review Committee.

Gabor practices in the areas of audit and attest engagements, financial statement preparation, internal control review, and fraud examination and deterrence. Her audit experience includes affordable housing, employee benefit plans, manufacturing, healthcare, higher education, not-for-profit, public school districts, and retail distribution organizations.

She previously obtained 13 years of public accounting experience in the audit and business advisory services practices of a large, international public accounting firm. Linda is an employee benefit specialist responsible for the audit of pension plans and for the review of pension plan financial statements. She also has expertise in not-for-profit accounting, cash flow statement preparation, OMB A-133 regulatory audit requirements, inventory accounting and special agreed upon attest services.

Gabor is a member of the Employee Benefit Plan and Government Audit Quality Centers of the American Institute of Certified Public Accountants. She is a member of the Association of Certified Fraud Examiners and is the Chair of the Peer Review Committee (PRC) of the Pennsylvania Institute of Certified Public Accountants (PICPA).



Arthur R. Goshin, M.D., M.P.H Advisor

Cell Phone: (716) 319-7045

E-Mail: agoshin1@gmail.com

Arthur R. Goshin, M.D., M.P.H, was a principal founder of the Health Foundation for Western and Central New York. Before becoming a trustee in 2008, he helped to shape the mission and direction of the Foundation. In 2019, he transitioned into a new role as advisor to the board.

Goshin had over a 45-year career in the development of community based, not-for-profit health care including the development of health centers in neighborhoods of poverty and the successful development of large health maintenance organization/managed care programs.

He has had a relationship with the University at Buffalo for 56 years, first as an undergraduate and medical student, followed by being member of the faculty. Goshin is now a clinical professor within the School of Public Health and Health Professions. He is also the recipient of the University's Distinguished Alumni Award.

Since 2006, Goshin has had his own foundation which funds and supports several village- based health programs at any point in time in Uganda and India. He also led the creation of the global health programs at the University at Buffalo.

Goshin currently serves on the boards of many not-for-profit organizations including a well-regarded global foundation, hospice and palliative care programs, nursing homes and home care programs, a research institute and a foundation that focuses on the frail elderly.

Goshin has been married for over 50 years, and has two sons and three grandchildren. He is the author of ten books of poetry.



LaToya M. Jones

Phone: 315-884-0488

Email: latoyajones315@gmail.com

LaToya M. Jones joined the Health Foundation's board of trustees in 2021. She has had an impressive career in the health care industry for over 27 years, building a reputation as a change-agent in the arena of public health and disability advocacy. She is a nurse and currently serves as a Regional Healthcare Advocate for the Healthcare Education Project in Syracuse & Central New York. Within her role, she oversees the CHW's Accessing Resources for Equity in Syracuse (CARES) for COVID-19 Response Program as Director.

Jones is passionate about decreasing the rate of health care disparities in the community and is a staunch social justice advocate, influencer, educator, volunteer, and promoter of holistic wellness.

Jones leverages her talents as a coalition-builder and social change agent through her active participation in various organizations. She was elected to serve as the First Vice President of the Syracuse Onondaga NAACP for 2021-2022. Along with her work with the NAACP, Jones is the founder of The Joe Family Foundation for Disability Advocacy Inc., serves on the boards of American Heart Association Syracuse, Occupational Health Clinical Center, Black Equity & Excellence Advisory Council of the CNYCF, and past President & Founder of Black Nurses Rock Syracuse Chapter Inc., a grassroots organization focusing on cultivating innovative nurse leaders and community outreach in disadvantaged neighborhoods.

She is a graduate of Bryant & Stratton College earning a bachelor's degree in health services administration and currently pursuing a master's degree in public health. She is a member of the Alpha Beta Gamma National Honor Society and a graduate of The Advocacy Institute, Nourishing Tomorrow's Leaders through The Gifford Foundation, and The Leadership Classroom of Greater Syracuse through the Central New York Community Foundation.

Jones is a native of Syracuse, New York, born and raised in Central New York. She is a mother of two girls and one boy and resides in Clay, New York. One of her favorite quotes is "Unity is what will help us move the needle for everything." -unknown



Kevin B. Klotzbach

Cell: (585) 746-1646

Email: kbklotzbach@gmail.com

Kevin B. Klotzbach joined the Health Foundation's board of trustees in 2021. He brings decades of leadership and experience in financial and banking roles. Klotzbach served as Chief Financial Officer at western New York-based Five Star Bank from 2001 until his retirement in 2020. Previously, he was Chief Investment Officer at Greater Buffalo Savings Bank, Vice President and Portfolio Manager at Merrill Lynch Asset Assessment, and Administrative Vice President and Portfolio Manager at KeyBank/Empire Federal Savings Bank.

Klotzbach was part of a three-person team contracted by the Polish American Enterprise Fund to create the first mortgage banking styled company in Poland, Polska-Amerykanski Bank Hipoteczny. In this role, he developed, implemented and managed all policies and procedures relating to the lending and servicing activities on multifamily construction and residential end loans.

Klotzbach earned a bachelor's degree in economics from Buffalo State College. His community service includes volunteer work with Neighborhood Housing Service, the Theodore Roosevelt Inaugural Site, the NYS Banking Pension Board and serving as a trustee for D'Youville College.

Klotzbach and his wife call the Buffalo area home, along with his two daughters, grandchildren and his mother. His interests include biking, golf, history and economics.



Elizabeth M. Mauro

Cell: (716) 983-3727

Email: emauro@ehsny.org

Elizabeth L. Mauro, LCSW-R joined the Health Foundation's board of trustees in 2021. She was appointed to her current position as Chief Executive Officer of Endeavor Health in 2007. Since her appointment, Mauro has led the growth and expansion of the organization from Erie County into Niagara, Orleans, Genesee and Monroe Counties.

Most recent accomplishments include the implementation of a Certified Community Behavioral Health Clinic (CCBHC), becoming a founding partner of the region's first Behavioral Health Care Collaborative (BHCC) in the form of an IPA, implementing integrated clinics with primary care including specifically tailored Medication Assisted Treatment for adolescents and young adults and changing the name and brand of her agency to better reflect the service expansion and evolving role of behavioral healthcare. Endeavor currently operates 35 different programs and is licensed in the areas of Adult Mental Health, Child Mental Health, Alcohol and Substance Abuse Services and Integrated Services.

Mauro is from the Buffalo area and a graduate of The State University of New York at Buffalo's Graduate Program in Social Work. She is the recipient of the 2018 Lifetime Achievement Award by the National Association of Social Workers, NYS Western Division. She serves on the Board of Directors of People Inc., a not-for-profit health and human services agency. Ms. Mauro is a founding partner, Treasurer and Advisory Board member of Value Network IPA, LLC along with serving on the Behavioral Health Quality Improvement Committee for Amerigroup Partnership Plan, LLC for Highmark Blue Cross Blue Shield of WNY and the Utilization Management and Quality Management Behavioral Health subcommittees for Your Care Health Plan, Beacon Health Options.

Mauro served as the Advisory Board Chair for the Oishei Healthy Kids Children's Health Home Care Management Committee upon its inception. She is a recipient of a scholarship to Harvard University, John F. Kennedy School of Government Executive Education program; an Adjunct Professor at Saint Bonaventure University Graduate School of Education; a past teacher/moderator for The Harvard Business School Club of Buffalo; and currently serves as the Western Region Representative Board Member for the New York Council on Community Behavioral Healthcare.



Marybeth K. McCall, MD

Secretary

Cell: (315) 794-5038

Email: marybeth.mccall@gmail.com

Marybeth K. McCall, MD became a member of the Foundation's board of Trustees in 2018. She was elected secretary in 2020, and currently chairs the Community Impact Committee.

McCall retired in 2016 as Vice President and regional chief medical officer of Excellus BlueCross BlueShield where she worked with hospital quality and value-based programs. She previously served as chief medical officer for Faxton-St. Luke's, Crouse and Rome hospitals and was an adjunct professor at SUNY IT for the master's program for nurse practitioners.

McCall obtained her bachelor's degree in chemical engineering from Manhattan College in Riverdale, NY where she graduated Magna cum Laude. After completing medical school at Georgetown University, she completed her residency in Internal Medicine at the University of Pittsburgh. McCall was assigned active duty to Offutt AFB in Omaha, Nebraska, where she was promoted to major in the Air Force Reserves. In 2001, she completed her Master's in Medical Management from Carnegie Mellon University.

McCall is active in many professional and community activities including current board membership with Boy Scouts of America, Central New York Health Home Network, Hope House, and Manhattan College. She is active in her church as facilitator of the Parish Cluster Areas and leads safe environment for children training. She is a delegate to the House of Delegates of the Medical Society of the State of New York, Fifth District Representative and President of the Oneida County Medical Society. Dr. McCall is Past President and current Secretary for the Utica Medical Club.

McCall was awarded SUNY Poly (then SUNY IT) Distinguished Service Award in 1996 and the Immaculata Award in 2015 by the Diocese of Syracuse. She was recognized by the YWCA Salute Award in Healthcare in 2009. She was inducted into the Medical Society's Hall of Distinction in 2018.

She and her husband, Dr. Frank Dubeck, live in Utica. They have two grown children, and three grandchildren.



Brenda W. McDuffie

Cell: (716) 445-5066

Email: bcduffie116@gmail.com

Brenda W. McDuffie is an active community champion who advocates for systemic change and action to make life better for all people in the Western New York region and beyond. The first woman President and CEO of the Buffalo Urban League, Inc., Brenda retired in September 2021 but never stopped using her voice for and serving others. Under her leadership, the Buffalo Urban League grew to serve more than 20,000 individuals annually, addressing their health, economic, and social needs. With Brenda's direction, the Urban League achieved recognition throughout western New York for their advocacy and exemplary holistic work strengthening families, raising education outcomes, addressing health and economic inequities, and creating opportunities for individuals and businesses to prosper.

Brenda's personal recognition of the value and gifts of every individual has given her a unique ability to effectively work with people from all walks of life – from grassroots to grass tops; from young to old. Some of her past and current volunteer board service includes: Greater Buffalo Savings Bank Board (founding member); Independent Health Association; Western New York Regional Economic Development Council (Executive Committee); the Western New York Power Proceeds Allocation; Buffalo State College Board of Trustees; University at Buffalo Council; Buffalo and Erie County Workforce Development Board (Vice Chair); New York State Re-Entry Council; New York State Farmer Labor Wage Board (Chair); Pappy Martin Legacy Jazz Collective (Chair); and the National Urban League. She also currently serves as the first woman Chair of the Erie County Industrial Agency (ECIDA). Each year over the last decade she was recognized by Business First as one of the most influential leaders in Western New York, being inducted into their Business Hall of Fame in 2021.

Born and raised in Brooklyn, New York, Brenda received her bachelor's degree in Human Services from Buffalo State College and graduate certification in Human Resources from the University at Buffalo School of Management. Brenda and her husband, Gerald, currently reside in Buffalo where they raised their children. Her faith continues to allow her to live a richly blessed life.



Sucharita Paul, M.D.

Cell: (508) 274-2512

Email: doctor.suchie@gmail.com

Sucharita Paul is a physician who has made community service, disease prevention, and public health education the center of her career and a focus of her volunteer work. She is currently leading efforts to identify and advocate for vulnerable older adult patients in emergency departments throughout western New York. She also trains emergency medicine residents in exploring areas of public health including global medicine, addiction and the opiate crisis, gun violence, health disparities, and social inequities in medicine.

Her interest in serving disadvantaged and low-resource communities has led her to become involved in international emergency medicine work in both Vietnam and India. Currently an attending physician and assistant clinical professor at Buffalo General Hospital and UBMD Emergency Medicine, Dr. Paul has previously served in clinical emergency medicine roles with Emergency Medicine Physicians in Canton, Ohio and Falmouth Hospital in Massachusetts.

Dr. Paul's previous and current board service includes: COVID-19 Working Group of Western New York (medical expert), UBMD Emergency Medicine, UBMD Emergency Medicine Women Physicians Consortium (coordinator), Gates Vascular Institute/Buffalo General Hospital (co-coordinator, Adopt-A-Family Program), the Carole Fenton Memorial Fund (founding member), and the City of Buffalo Emergency Medical Services Board.

Dr. Paul earned her bachelor's degree in molecular and cellular biology and a master's degree in public health from the University at Buffalo. She earned a master's degree in molecular biology from the University of Rochester and her medical degree from Downstate Medical Center in Brooklyn. The daughter of immigrants from India, Dr. Paul was born and raised in Buffalo, where she currently resides.



Tricia Peter Clark

Phone: (315) 778-8117

Email: tclark@connexcare.org

Tricia A. Peter Clark, FACHE, joined the Health Foundation Board of Trustees in 2023. She is the President and Chief Executive Officer of ConnexCare, a Federally Qualified Health Center system providing primary and preventive behavioral health, psychiatry, dental, medical and school-based health center services in 15 locations across Oswego County. ConnexCare serves over 27,000 patients, providing approximately 130,000 annual visits. ConnexCare employs a staff of approximately 260, including over 70 licensed independent practitioners.

Peter Clark is affiliated with several professional healthcare organizations, including the American College of Healthcare Executives, the Health Care Financial Management Association, the Medical Group Management Association, New York State Association of Rural Health and the Community Health Center Association of New York State serving on the Public Policy and Nominating Committees.

She earned a Bachelor of Science Degree in Health Services with a concentration in Health Education and Operations from D'Youville College in Buffalo, New York. She holds a Master's Degree in Business Administration, with a concentration in Leadership from St. Joseph's College of Maine and is a Fellow with the American College of Health Care Executives.

Prior to joining ConnexCare, for nearly ten years Peter Clark served in various leadership positions with Oswego County Opportunities, Inc., the County's largest Community Action Agency based in Fulton, New York.

Ms. Clark serves on the Board of Directors and Executive Committee for three Independent Provider Associations (IPA): Upstate Community Health Collaborative IPA, Oswego County Integrated Delivery Network IPA, LLC and the Forward Leading IPA. In addition, Ms. Peter Clark serves on the Board of Directors for several organizations including; Operation Oswego County, an economic development agency, Central New York Area Health Education Center, Health Workforce New York, and the County of Oswego Industrial Development Agency. Ms. Peter Clark is also the Assembly Minority Leader Appointed member of the New York State Rural Health Council.



Ann Ziegler Sedore

Cell: (315) 238-7144

Email: ann@sedore.com

Ann Ziegler Sedore became a member of the Foundation's Board of Trustees in 2016, and served as vice-chair from 2020 until 2023.

Sedore retired in 2016 as the chief nursing and clinical services officer for Crouse Hospital, where she previously served as the director of the hospital-based associate degree program in nursing.

Sedore has also held positions in administration with SUNY Upstate Medical University, and was a member of the teaching faculty for Syracuse University College of Nursing. She is currently President of Sedore Consulting.

She is the recipient of Upstate's Clinical Pastoral Education Programs Annual Nancy Calhoun Award for Excellence in Service, the Crouse Hospital Auxiliary Distinguished Service Award and the YWCA Academy of Diversity Achievers.

Sedore received a bachelor's degree from Alderson Broaddus College, a master's degree in nursing from New York University and a doctorate in adult education from Syracuse University.

She is a resident of Tully, NY where she serves as the Moderator of the Tully United Community Church and Vice-President of the Tully Free Library Board.

Cynthia Rich

Cell: (716) 472-5254

Email: cindyrich716@gmail.com

Cynthia Rich joined the Foundation's Board of Trustees in 2019. Rich is a retired banking executive with more than 25 years of experience in finance, strategy, brand development, and resource optimization.

She most recently held the position of Executive Vice President, Operational Excellence at Evans Bank. Her areas of responsibility included deposit and loan operations, credit, marketing, product management, and facilities. She was also previously the Senior Vice President and Chief Community Banking Officer at Evans, with P&L responsibility for the Bank's retail branch network.

Throughout a more than 20-year career at M&T Bank, Rich was involved in acquisition integration and served in a variety of finance, marketing, and operations positions. Rich worked as the Vice President of Retail Deposits, Service, Delivery, and Operations for a network of 700 branches across five states.

Aside from her professional work experience, Rich was a board member of Gilda's Club of Western New York and a trustee of Trocaire College. She is presently a member of the investment committee for the United Church of Christ's New York Conference. Rich earned both her Bachelor of Science and Master of Business Administration in finance from the State University of New York at Buffalo.

She currently resides in Hamburg, New York.



Carrie Whitwood

Phone: (585) 593-5223 ext. 1013

Email: whitwoodc@ardentnetwork.org

Vice Chair

Carrie Whitwood became a member of the Foundation's Board of Trustees in 2018. She was named Vice Chair in 2023.

Whitwood is the Executive Director of Ardent Solutions whose mission is to create synergy within and between systems, organizations, family and individuals that result in a strong culture of health and quality services for our communities. She is responsible for the overall operation and management of the corporation, and leads a Team that works proactively to address the needs of the community.

Through her tenure with the organization, she has been a part of the infrastructure transformation from a 'collaboration' to receiving NYS Incorporation and Internal Revenue Service 501c3 status in 2005.

Whitwood holds a degree in business administration from Alfred State College. She is a 2009 graduate of the Health Foundation for Western and Central New York's Health Leadership Fellows Program.

Actively involved in the local, regional and State level to address health issues, Whitwood is a member of numerous boards and committees including: Allegany County Community Opportunities and Rural Development Corporation, Alfred State College Community Advisory Committee, Allegany County Substance Use Disorder Committee, Allegany County Unified Services, Safe Kids Southern Tier NY Coalition, and the NYS Health Foundation Community Advisory Committee.

She is a resident of Wellsville, NY.



Kevin D. Watkins, MD, MPH

Phone: (716) 244-7686

Email: kdwatkins@cattco.org

Kevin D. Watkins, MD, MPH, joined the Health Foundation Board of Trustees in 2023. Dr. Watkins is a distinguished public health professional and Medical Director of the Cattaraugus County Health Department. Since November 2009, he has held the role of Public Health Director at the Cattaraugus County Health Department in Olean, New York, where he has led numerous initiatives to enhance public health outcomes.

Dr. Watkins' professional career is marked by notable positions in the health care sector. He began his journey as a Primary Care Physician at Cook County Hospital in Chicago, where he delivered outstanding patient care in the field. Driven by his dedication to public health, he then served as the Public Health Physician III and Public Health Director at the Wayne County Health Department in Goldsboro, North Carolina.

He serves as a Research Assistant Professor in the School of Social and Preventive Medicine at the University of Buffalo in Buffalo, New York. Through his academic work, Dr. Watkins continues to shape the future of public health by imparting his knowledge and expertise to aspiring healthcare professionals.

Dr. Watkins is a member of several influential organizations, including the New York State Public Health and Health Planning Council (NYS PHHPC) and the New York State Association of Counties. He also held the position of President with the New York State Association of County Health Officials, where he played a pivotal role in shaping public health policies and practices.

Dr. Watkins serves on numerous boards, demonstrating his commitment to community engagement and collaboration. He is a member of the Western New York Public Health Alliance, the St. Bonaventure Board of Trustees, the Cattaraugus County Aging Advisory Council, Healthy Community Alliance, the Southern Tier Health Care System, Universal Primary Care, and the Cattaraugus County Community Action, among others.

Dr. Watkins earned his Bachelor of Science degree in Psychology at the University of Illinois, and his medical degree from Chicago Medical School. He completed his Master of Public Health (M.P.H.) in Health, Policy & Administration at the University of Illinois.



2023 - 2024 COMMITTEE ASSIGNMENTS

Executive Committee

L. Fiscoe, Chair
 C. Whitwood, Vice Chair
 C. Frank, Treasurer
 M. McCall, Secretary
 L. Mauro, At-Large

Finance and Operations

C. Frank, Chair
 A. Dorn
 L. Fiscoe
 L. Gabor
 K. Klotzbach
 C. Rich

Investment

L. Fiscoe, Chair
 A. Dorn
 C. Frank
 L. Gabor
 K. Klotzbach
 C. Rich

Community Impact*

M. McCall, Chair
 J. Daniels
 C. Frank
 N. OBrien-Suric, ex officio
 C. Rich
 A. Sedore
 K. Watkins
 C. Whitwood

Central Regional Committee

A. Sedore, Chair
 C. Chionuma
 C. Diviney
 A. Douglas
 L. Fiscoe
 L. Gabor
 L. Jones
 M. McCall
 T. Peter-Clark

Western Regional Committee

R. Battaglia, Chair
 J. Daniels
 A. Dorn
 C. Frank
 K. Klotzbach
 E. Mauro
 B. McDuffie
 S. Paul
 C. Rich
 K. Watkins
 C. Whitwood

Audit

A. Dorn, Chair
 L. Fiscoe
 C. Frank
 L. Gabor
 K. Klotzbach
 C. Rich

Governance

B. McDuffie, Chair
 L. Fiscoe
 C. Whitwood

*ALL Trustees are invited to attend CIC mtgs

Health Foundation Staff

Board of Trustees

Coralie Brown
Grants Officer



Diane Oyler, PhD
Executive Vice
President



Kerry Jones Waring
Vice President for
Communications



TBD
Storytelling and
Advocacy Content
Specialist

TBD
Learning and
Knowledge
Officer



Nora OBrien-Suric, PhD
President

Leslie Daniel
Executive Assistant to the
President



Ken Genewick
Vice President of
Programs



TBD
Director of
Finance



Steve Copps
Office Manager



**Roxanne
Cuebas**
Program
Manager



**Jordan
Bellasai**
Program Officer



Marnie Annese
Senior Program
Officer



Marnie Annese

Senior Program Officer

mannese@hfwcny.org
(315) 671-0057 ext. 200
Cell: 315-569-1292

Marnie Annese serves as senior program officer for the Health Foundation for Western & Central New York. She joined the Health Foundation in 2018 as a program officer.

Marnie is a recognized expert in early childhood issues who oversees and develops the Health Foundation's work for children ages zero to five and maternal health, including Help Me Grow, PEDALS, doula initiatives, and more. Marnie serves as the Health Foundation Racial Equity Impact Analysis Coach. Prior to joining the Health Foundation, Marnie worked as program coordinator for State University of New York Upstate Medical University where she helped to develop service learning and interprofessional educational opportunities for the Colleges of Medicine, Nursing, Health Professions and Graduate Studies at Upstate Medical University.

Marnie holds a master's degree in public health from the State University of New York Upstate Medical University, and a Certificate of Advanced Studies in Health Services Management and Policy from the Maxwell School at Syracuse University. She is a graduate of Cohort 9 of the Health Leadership Fellows program, and is also a member of the Onondaga County Infant & Toddler Mental Health Committee.

Marnie enjoys the opportunity to be outdoors cross-country skiing, kayaking, cycling and hiking whether it's for fun and relaxation or to raise money for causes such as ALS, AIDS, Alzheimer's disease, cancer or animal welfare, among others.

Marnie lives in Syracuse with her wife and their pets.



Jordan Bellassai Program Officer

jblassai@hfwcny.org
(315) 671-0057 ext. 202
Cell: (518) 221-6685

Jordan Bellassai joined the Foundation in 2018 as program manager, and became a program officer in 2021. He is based at the Foundation's Syracuse office.

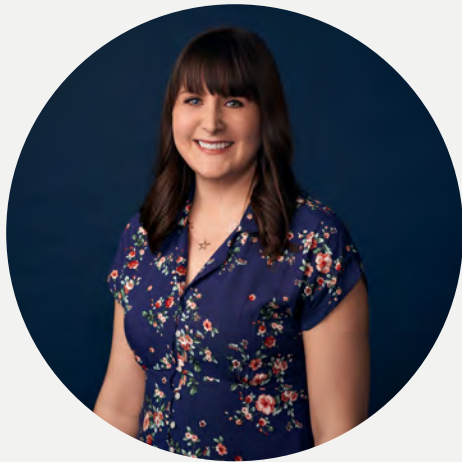
Jordan has seven years of measurable advocacy-related experience, as well as extensive involvement in community organizing, grassroots mobilization, and legislative process. He has expertise in organizing and coordinating events to promote age-friendly communities by engaging older adults through focus groups throughout all 29 municipalities in Oneida County.

Jordan served as the project director for the Working Families Party in the Capital District and ran top-tier campaigns for over six years. In this role he organized and ran volunteer operations, and oversaw targeting and data analysis, hiring, training and payroll. Jordan coordinated 85 WFP petitioning campaigns simultaneously throughout New York State, ultimately placing all 85 candidates on the WFP ballot.

Jordan's earlier work was as an education organizer for the Alliance for Quality Education where he led and grew the Mohawk Valley #WeCan'tWait Coalition to create forums, press events and lobbying teams to advocate for public education. Over 1,500 people participated in the #WeCan'tWait capstone event in Utica, NY.

Most recently, Jordan was the project coordinator for Livable Communities of Oneida County, which is a partnership between Oneida County's Office for the Aging, the Parkway Center and The Community Foundation of Herkimer & Oneida Counties to become part of the AARP Network of Age-Friendly Communities. Through his work, Jordan was responsible for building coalitions by bringing organizations out of silos and engaging communities. While at the Parkway Center, Jordan was also part of the Aging By Design project. He was a lead contributor with a focus on engaging older adults in the work.

Jordan grew up in central New York and resides in Syracuse. In his free time, he has a goal of camping at least once a month.



Coralie Brown Grants Officer

cbrown@hfwcny.org
(716) 852-3030 ext. 113
Cell: (716) 526-3874

Coralie joined the Health Foundation as office manager in 2014, and served as the grants manager for six years prior to being promoted to grants officer in 2021. As the grants officer, Coralie collaborates with all program and administrative areas to ensure effective and efficient grant making processes.

A native of Buffalo, following college Coralie moved to Los Angeles to pursue a career in the entertainment public relations industry. During her time away, she held positions with agencies that promoted the music and film industry, including Walt Disney Records.

Upon returning to western New York, Coralie worked as a project coordinator for New Era Cap Company where she developed and implemented project management tools that supported the global design team's headwear and apparel lines. She holds a bachelor of arts in public communication from the State University of New York College at Buffalo.



Steve Copps Office Manager

scopps@hfwcny.org
(716) 852-3030 ext. 105
Cell: (315) 254-9841

Steve Copps joined the Health Foundation in 2015 as administrative assistant, and was promoted to office manager a few months later.

Prior to joining the Foundation, Steve spent four years based in New York City where he traveled the country performing in regional theatres. In 2012, he transitioned from land to sea, providing guest enrichment and performing in fully staged productions aboard the five-star Oceania Regatta cruise ship.

Upon his return to Buffalo, Steve was the business manager for the Historic Palace Theatre in Lockport, NY, where he oversaw Box Office production and ticket sales as well as maintained donor relations with corporate and show sponsorships, gifts and donations.

Steve graduated cum laude with a bachelor's degree in fine arts, musical theatre from SUNY Fredonia.

Born in Syracuse, NY, Steve is proud to be helping to better both of his 'hometown' communities. He currently lives in Kenmore, NY, with his wife Kelly and their sons, Noah and Milo.



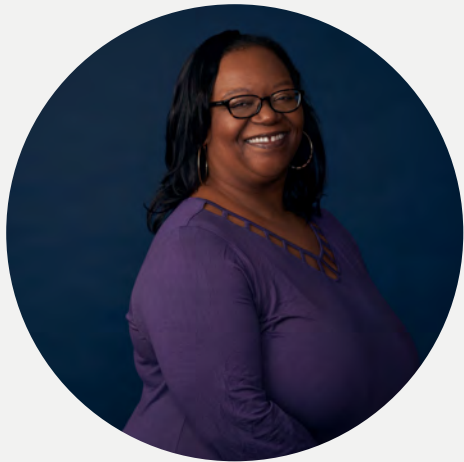
Roxanne Cuebas Program Manager

rcuebas@hfwcny.org
(716) 852-3030 ext. 105
Cell: (315) 254-9841

Roxanne Cuebas joined the Health Foundation as a program manager in 2021. In this role, she assists in assessing incoming grant requests, develops recommendations, and presents promising proposals for funding approval across the Health Foundation's 16-county region. She also monitors and oversees funded projects across central and western New York.

Prior to joining the Health Foundation, Roxanne was a Project Administrator I for Catholic Health's Community Partners of Western New York (CPWNY), where she managed several projects to improve the health and well-being of the Medicaid population. Specific areas of focus include the integration of behavioral health and primary care, telemedicine, palliative care, and COVID Rapid Relief projects. Prior to CPWNY, Roxanne was a team member with Erie County Department of Senior Services where she was responsible for the implementation of the Chronic Disease and Diabetes Self-Management Programs, including community outreach and promoting department services.

Previous community presentations given by Roxanne include "Telemedicine: Redesigning Care Delivery" at the DSRIP Learning Symposium; and "Integration is Not 'One Size Fits All'" at the New York Medicaid Population Health Symposium. Roxanne holds a bachelor's degree in health and wellness and a master's degree in public administration, both from Buffalo State College. She resides in Buffalo.



Leslie Daniel
Executive Assistant to the
President

ldaniel@hfwcny.org
(716) 852-3030 ext. 100
Cell: (716) 553-0792

Leslie came to the Health Foundation in 2017 as our operations coordinator, and in 2018 was named executive assistant to the president. She brings with her more than 33 years of administrative experience in the not-for-profit sector.

Prior to joining the Health Foundation, Leslie was with the American Red Cross Western New York Chapter, where she was most recently an executive coordinator for the executive office. In this role she managed the daily operations of the executive office, including providing support to the executive director and senior managers.

While at the American Red Cross, Leslie also held positions within Health, Safety and Community Services, Health and Safety and HIV Services and the Blood Services Divisions.

She has an associate's degree in paralegal assistance from Erie Community College. Leslie lives in Buffalo, NY.



Ken Genewick

Vice President of Programs

kgenewick@hfwcnny.org
(716) 852-3030 ext. 103
Cell: (716) 940-6818

Ken Genewick serves as vice president of programs for the Health Foundation for Western & Central New York. He joined the Health Foundation in 2018 in the newly created role of program officer for caregiving through a partnership with the Ralph C. Wilson Jr. Foundation.

In his role as vice president of programs, Ken supervises the program team as they work to develop and implement community partnerships and programs that support the Health Foundation's mission and vision. Ken also continues to develop and support programs that recognize and address the unique challenges and needs of caregivers for older adults. With diverse private and public sector experience, he brings to the foundation a unique perspective on aging and caregiving and its impact on both people and systems.

Prior to joining the Health Foundation, Ken was the director of the Niagara County Office for the Aging for seven years. In this role, he led the department's efforts to promote independence and quality of life by providing community-based services to older adults and caregivers.

Ken is the past president and a current advisor to the board of the Western New York Integrated Care Collaborative. He previously served as a member of the board of directors of the Association on Aging in New York from 2014-2015; an alderman on the City of Lockport Common Council from 2010-2015; and a board member of the Greater Lockport Development Corporation.

Ken earned a bachelor's degree in marketing and a master's degree in business administration with a concentration in health systems administration from the State University of New York at Buffalo.

He lives in Lockport, NY, with his wife Michelle and their three sons, Luke, Henry, and Jude.



Kerry Jones Waring Vice President of Communications

kjwaring@hfwcny.org
(716) 852-3030 ext. 107
Cell: (716) 380-7319

Kerry Jones Waring joined the Health Foundation for Western and Central New York in 2019. In this role, Kerry oversees the strategy, management and implementation of all communications and public relations initiatives in support of the Health Foundation's mission.

Kerry brings more than 15 years of experience in health care and nonprofit communications to her role. Previously, she provided strategic marketing services to a variety of clients through her firm KJW Communications.

She also served as marketing communications manager at the University at Buffalo's New York State Center of Excellence in Bioinformatics and Life Sciences, and senior communications coordinator at the Roswell Park Alliance Foundation.

She holds a bachelor's degree in creative writing from Pratt Institute. Kerry is a volunteer with Just Buffalo Writing Center, an organization that empowers young people through literary programs and workshops.



Nora OBrien-Suric, PhD President

nobsuric@hfwcny.org
(716) 852-3030 ext. 101
Cell: (917) 710-2034

Nora OBrien-Suric, Ph.D., became the president of the Health Foundation for Western and Central New York in 2017. She has over 20 years of experience in philanthropy with The John A. Hartford Foundation and The Brookdale Foundation. Both foundations provide funding nationally to support services that enhance the quality of life and healthcare for older adults and their caregivers.

Earlier in her career, Dr. OBrien-Suric worked with community-based organizations focused on services to older adults, including the New York City Department for the Aging and the Institute on Law and Rights for Older Adults. Dr. OBrien-Suric established the position of Director of National and Internal Partnerships at the International Longevity Centre Global Alliance; and served as the vice chair of the United Nations NGO Committee on Ageing, which provided consultation to the development of the United Nations International Plan on Action on Ageing in 2002.

Dr. OBrien-Suric was named a “WNY Power Woman” by Buffalo Business First in 2021 and 2022 and was included in the 2022 City & State New York’s 50 Over 50 Age Disrupters. In 2021, Dr. OBrien-Suric launched a statewide campaign to advocate for a Master Plan for Aging in New York State. In 2022, Gov. Kathy Hochul initiated the plan and named Dr. OBrien-Suric to the state's Master Plan for Aging Stakeholder Committee. In September 2022, the Health Foundation for Western & Central New York received a \$9M gift from MacKenzie Scott in recognition of the Health Foundation’s work in addressing racial and socioeconomic health disparities.

Dr. OBrien-Suric holds a doctoral degree in social welfare from Hunter College School of Social Work, a master’s degree in gerontology from the California State University at Dominguez Hills, and a certificate in geriatric mental health counseling from the University of Southern California Davis School.



Diane Oyler

Executive Vice President

doyler@hfwcny.org
(716) 852-3030 ext. 104
Cell: (716) 704-4141

Diane Oyler, Ph.D., is executive vice president of the Health Foundation for Western and Central New York. She joined the team in 2016 as program officer, and also served previously as vice president of programs.

In her role, she provides strategic oversight and direction for the Health Foundation's work, including programs and grantmaking, advocacy, organizational strategic planning, and partnership building.

Prior to joining the Health Foundation, Diane worked for Erie County Department of Senior Services, where she led the Program Development and Evaluation unit. Her key responsibilities included overseeing departmental planning activities, service system development, identification of new resources to improve and expand services to Erie County's older adults and contributing to advocacy efforts.

Diane has a Ph.D. in political science from the State University of New York at Buffalo. She taught for more than a decade at SUNY Fredonia and Buffalo State College. She is also a proud graduate of the Health Foundation's Health Leadership Fellows program.

Diane lives in South Buffalo with her husband, Daniel, and their two cats, Oscar and Pippi.

Program Policies and Procedures

GRANTMAKING PROCEDURES

In the majority of its grantmaking, the Health Foundation for Western & Central New York operates by creating structured opportunities for organizations and individuals to work with them in addressing key community health issues. The Foundation's current program priorities are a) Vulnerable Older Adults and b) Children Impacted by Poverty. In developing initiatives within these priorities, the Foundation specifies the population to be served and defines the kind of program it feels will be most effective in meeting the needs of that target group. Once that is done, the community is asked to participate in the following ways:

Requests for Proposals (RFPS)

The Foundation receives a majority of requests for funding through programs designed with input from local communities and a formal Request for Proposals process.

Through this process, staff develops a Request for Proposals document for a funding opportunity and it is reviewed and approved by Foundation management prior to distribution. Once finalized, the RFP is distributed to the appropriate target audience(s) through multiple channels, including the Foundation website, email, media, in-person contact, etc. Staff establishes a timeframe for when questions from potential respondents will be accepted and/or schedules formal Question and Answer calls.

Typically, applicants must submit a proposal narrative and budget to the Foundation. After proposals are received and reviewed, staff may schedule site visits to potential grantees to assist in the selection process. After the review process is complete, the Foundation then notifies all applicants of the selection decisions.

Invitations for Program Participation

The Foundation believes that the best solutions to community problems are comprehensive and collaborative. Often the lack of communication among people doing the same kind of work and their lack of exposure to successful models are significant barriers to success.

To address this problem, HFWCNY creates opportunities for individuals, organizations and groups of organizations to come together to learn new best practices, work with national experts and solve common problems. Interested participants need to apply to be part of these learning opportunities but do not necessarily present a "plan" or proposal on the front end. In this way it is different than a traditional RFP process.

The RSCs review those applying and make an assessment of appropriateness for participation against the pre-set criteria the Foundation has determined. An example of this kind of grantmaking is *“Improving Patient Outcomes through a Quality Improvement Collaborative”* which was designed to improve the quality of care for vulnerable older adults. In this project, local teams of multiple organizations come together with national experts and a structured process to solve local problems.

HFWCNY’s *Health Leadership Fellows Program* utilizes a similar model, but is focused on individuals. In this program, healthcare leaders across the Foundation’s 16-county service area are selected for a collaborative leadership development experience focused on honing their critical skills in order to improve health outcomes for frail elders and children in communities of poverty.

Convening

In addressing key community health issues, HFWCNY often serves as a convener, bringing together the various public and private sector stakeholders who share a vested interest in a problem. An example of this role was a group called together by the Foundation in 2005 to address the potential elimination of school nurses in the Buffalo Public Schools. While the cost to the Foundation of facilitating these discussions was minimal, the outcome was significant: public funding was secured to expand the school nurse program beyond previous staffing levels, with potential impact on the health of tens of thousands of Buffalo children.

While the majority of the Foundation’s grantmaking is done through RFPs, program announcements and convening, occasional unsolicited proposals are considered. To be considered for funding, these must be relevant to the Foundation’s focus areas. Many of these proposals deal with timely community efforts and/or comprehensive community health issues. Unsolicited proposals are reviewed by staff, and determinations are made as appropriate.

Adopted by Board of Trustees in July, 2005

REGIONAL ALLOCATION

The Board of Trustees views the Foundation funds as community assets and has adopted the following rationale for allocating benefit of funds expended for local and regional programs between Western and Central New York.

1. The total proceeds from the sale of Vytra to be made available to Western New York.
2. All other proceeds to be made available between Western New York and Central New York proportionate to the population of the counties in Western New York and Central New York in which Univera had a program presence at the time of its merger with Excellus.
3. Grant fund allocations for inter-regional (Western New York together with Central New York) programs and supra-regional (beyond Western New York and Central New York) programs shall require approval by affirmative vote of a supra majority* of the members of the Board of Trustees of the Foundation.

* *Supra majority is defined as a majority of the Western New York Trustees plus a majority of the Central New York Trustees.*

ED note: At the time the resolution was adopted, after a series of meetings of the appointed allocation task group, the Board was focused on determining and assuring entitlements of each region to the most appropriate share of philanthropic benefit reduced to dollar terms. This was not intended to preclude whatever degree of unified concept and program development might be attainable as the foundation approached actual operations.

The Treasurer of the Foundation shall be responsible for an annual review and update by the Finance and Investment Committee of the actual percentage allocation of funds to be applied for the benefit of each region.

2012 Allocation is:	69% WNY	31% CNY
2011 Allocation is:	70% WNY	30% CNY
2010 Allocation is:	71% WNY	29% CNY
2009 Allocation is:	72% WNY	28% CNY
2008 Allocation is:	73% WNY	27% CNY
2007 Allocation is:	74% WNY	26% CNY
2006 Allocation is:	76% WNY	24% CNY
2005 Allocation is:	78% WNY	22% CNY
2004 Allocation is:	80% WNY	20% CNY

The following principles were adopted by the Board on May 17, 2006 to guide the implementation of this allocation formula:

1. In our annual spending plan, we should aim for rough compliance with the formula.
2. When new projects come for approval to the Board, the writeup should indicate how the allocation formula would be applied against that project (i.e., # of grantees in each region, % of dollars actually spent, etc.)
3. Before the annual meeting of the Board, the staff should prepare the retrospective regional allocation calculation and present it to an appropriate committee for review [NOTE: Committee to be determined by Chair; can be either a standing committee or an ad hoc committee.]
4. At the annual meeting of the Board, the committee will present the findings and make a recommendation to the board concerning any action to be taken. The board will then decide to either:
 - a. accept that year's spending as appropriate,
 - b. acknowledge any imbalance but require no rebalancing; or
 - c. determine that an adjustment in spending should be made to bring the formula back into balance. If this is the Board's decision, the time horizon for that adjustment would be the end of the FOLLOWING fiscal year (as an example, if such a determination was made in March 2006, the goal would be to have achieved balance by December 2007.) This gives the necessary time for making appropriate and thoughtful investments to achieve balance.
5. On certain programs, the Board may decide at the time of project approval to waive the formula's application to that program.

Adopted by the Board of Trustees on March 20, 2002
Revised by the Board of Trustees on May 14, 2005
Revised by the Board of Trustees on March 22, 2006
Revised by the Board of Trustees on January 17, 2007
Revised by the Board of Trustees on November 27, 2007
Revised by the Board of Trustees on January 21, 2009
Revised by the Board of Trustees on March 17, 2010
Revised by the Board of Trustees on March 24, 2011
Revised by the Board of Trustees on March 28, 2012

SMALL GRANTS PROGRAM Policy and Procedure

In December 2021, the Board approved a Small Grants Program with an approval limit of up to \$50,000. The intent of the Small Grants Program is to give the President flexibility to award grant funds to support our philanthropic goals in the community without requiring advance approval by the Board. Further, it will allow the Foundation to be more responsive to the community and reduce the time it takes to act on community requests. This program replaces the former discretionary funding program.

Small Grants Program spending will be limited to 15% of the Foundation's annual distribution amount. If that threshold is reached, the President may request from the Board that the limit be increased for the duration of the calendar year.

A. Proposals:

When program staff receive a request or proposal for \$50,000 or less, they will review the request with the President to determine whether the President wants to consider the request.

Requests up to \$10,000 will be reviewed taking into account the following considerations:

- Request is aligned with strategic priorities set by current strategic plan
- Request supports work aligned with previous priorities (i.e., children dental care)
- Request addresses a pressing community need (i.e. supporting refugee resettlement agencies expecting a rapid influx of families).
- Funds would support exploration of a new program concept that furthers current strategic priorities.

Requests above \$10,000 will be reviewed taking into account the following considerations:

- Request is aligned with strategic priorities set by the current strategic plan.
- Request furthers collaboration and partnership with other philanthropic funders.
- Priority will be given to supporting proposals aligned with midterm goals that have below average commitments relative to others.

No organization shall receive more than one grant of this size in a quarter, unless serving as a fiscal agent.

B. President Approval:

If the President approves a request be funded, the President sends an email to the Vice President of Programs, copying the Grants Officer, initiating the contracting process.

The email should contain the following information:

- Name of the grantee
- Dollar Amount
- Timeframe
- Regional Allocation
- Brief description of the purpose

C. Due Diligence:

The same as all other grants, due diligence materials are requested from the applying organization.

D. Grant Agreement:

Following the previous steps, the responsible Program Team member who worked with the President on the request prepares a grant agreement.

E. Report to Board:

Staff will provide a report at quarterly board meetings that summarizes the Small Grant Funding awards for the quarter along with the total YTD commitment associated with awards of this size.

F. Exceptions:

If the President determines that a request up to \$50,000 is not closely aligned with criteria outlined above, but warrants consideration, the proposal will be brought to the Board of Trustees.

GRANTEE FINANCIAL REPORTING

In 2021, the Health Foundation for Western and Central New York began a process of moving toward a more trust-based approach to grantmaking. “At its core, trust-based philanthropy is about redistributing power—systemically, organizationally, and interpersonally—in service of a healthier and more equitable nonprofit sector. On a practical level, this includes multi-year unrestricted funding, streamlined applications and reporting, and a commitment to building relationships based on transparency, dialogue, and mutual learning.”

The Foundation’s only legal requirement is that a grantee’s 501c3 status be confirmed prior to entering into a grant agreement. Other reporting requirements are at the discretion of the Foundation. Given that, grantee reporting requirements have been revised to both ease grantee reporting burden and to provide additional flexibility to grantees where appropriate. Staff will revisit the policy changes at least twice a year to assess their impact and to continue our process improvement efforts.

Current practice:

All grantees are required to submit a final summary financial report to document that all grant funds have been expended. No supporting documentation is required unless indicated by the program officer on the grant. Interim financial reports are not required but may be requested at the discretion of the designated program officer on the grant. If all grant funds have not been expended by the end of the grant period, program officers can request that the grantee be given a no-cost extension to allow more time for grant funds to be appropriately spent.

Revised policy and procedure:

Program officers will continue to be given discretion over determining reporting requirements that are appropriate for the grant, taking into consideration grant amount, grantee type, and the scope of grant activity. The following provides the minimum required reporting.

A. Grants up to \$10,000:

Grantees receiving funding up to \$10,000 may provide an attestation that grant funds were used to support activities outlined in the grant’s scope of work. [Sample attestation available here.](#)

B. Grants providing general operating support:

Grantees receiving funds for general operating support may provide an attestation that grant funds have been fully expended, unless the program officer determines that a

financial report is required in order to better understand the impact that the grant funds had on the organization.

C. Grants to community-based organizations:

Grantees receiving funds to support specific projects and programs will minimally provide a summary financial report to establish that all grant funds have been expended. No supporting documentation will be required unless indicated in the contract. Grantees that have not expended all grant funds by the end of the contract period, may request a no-cost extension if desired. If less than \$5,000 in grant funds remain unspent, the grantee may allocate up to 10% of the grant award value to general operating support.

D. Grants to government entities, academic institutions, organizations providing services directly to the Foundation, and organizations serving as fiscal agents:

Grants that are awarded to government entities, academic institutions, organizations that are providing services directly to the Foundation (i.e. evaluators, researchers, and technical assistance providers), and those serving as fiscal agents, will continue to require that all grant funds be used as outlined in the grant agreement. All will be required to provide a final financial report documenting that all grant funds have been expended.

E. Reporting format:

The Foundation will be flexible in reporting format as long as the financial report meets the requirements outlined above. Allowable formats include:

- Foundation's standard reporting template ([available here](#))
- Financial reports generated by grantee's financial software
- Financial reports prepared for other funders, where the Foundation is pooling funds with others to support a single project budget.
- Attestation if allowable per the above.

Operating Policies and Procedures

Statement of Investment Objectives and Investment and Spending Guidelines

I. Philosophy

The investment assets of the Health Foundation for Western & Central New York (the “Foundation”) are intended to support an array of activities that further the Foundation’s mission. The Board of Trustees, ever mindful of their stewardship, have caused this Statement of Investment Objectives and Investment and Spending Guidelines (the “Statement”) to be prepared as a policy framework for a disciplined process that seeks to add value and minimize risk for the investment assets of the Foundation as designated by the Trustees (collectively, the “Fund”) and those who benefit from these assets.

II. Investment Objectives

The Fund is subject to disciplined longer term investment objectives and strategies that will accommodate relevant, reasonable, or probable events.

Careful management of the Fund is designed to ensure a total return (income plus capital change) necessary to preserve and enhance (in real dollar terms) the value of the Fund and at the same time provide a dependable source of support for current operations and programs. The Fund shall be invested with the care an ordinarily prudent person in a like position would exercise under similar circumstances. The following factors, if relevant, will be considered in managing and investing the Fund:

- General economic conditions;
- The effects of inflation or deflation;
- The expected total return from income and the appreciation of investments;
- The expected tax consequences, if any, of investment decisions or strategies;
- The role that each investment or course of action plays within the overall investment portfolio of the Fund;
- Other resources of the Foundation;
- The needs of the Foundation and the fund to make distributions and preserve capital; and
- An asset’s special relationship or special value, if any, to the Foundation’s purpose.

III. Diversification of Investments

In recognition of the prudence required of fiduciaries, reasonable diversification will be sought where possible. Experience has shown financial markets and inflation rates are cyclical and therefore, control of volatility will be achieved through diversification of asset classes and selection of managers of diverse investment styles. Investments are required to be diversified, and any decision not to do so should be reviewed annually, at a minimum.

IV. Social Investing Policy

Consistent with the Foundation’s mission, and to the extent feasible, no investments will be made in business enterprises whose principal activities involve alcohol, tobacco, or firearms (handguns and assault weapons). Furthermore, to the extent feasible, no investments will be made in any commingled vehicles that hold more than five percent (5.0%) of its total assets in business enterprises whose principal activities involve alcohol, tobacco, or firearms (handguns and assault weapons).

V. Asset Allocation

Since the selection and weighting of asset classes is the primary determinant of investment return and volatility, asset choice will be carefully considered by the Investment Committee in accordance with a systematic allocation process derived from consultation with their advisors. The fund is to be structured for long term growth with a broadly diversified mix of asset classes and styles. Approved asset classes and policy target ranges are noted below:

	% Target Allocation	% Interim Target Allocation	% Range	Index Benchmark
Domestic Equity	26.0	28.5	21.0 – 36.0	Russell 3000
International Equity	26.5	29.0	21.5 – 36.5	MSCI AC World ex USA (Net)
Private Equity	10.0	5.0	0.0 – 15.0	All Private Equity Index
Flexible Capital	17.5	17.5	12.5 – 22.5	Flexible Capital Composite
Real Assets	10.0	10.0	5.0 – 15.0	Real Assets Composite
Fixed Income Core Fixed Income U.S. Treasury	10.0 5.0 5.0	10.0	5.0 – 15.0	Fixed Income Composite
Cash Equivalents and Short Term	0.0		0.0 – 5.0	90 Day T-Bill

- All Private Equity Index private equity funds (buyout, growth equity, subordinated debt, control-oriented distressed, credit opportunity funds), including fully liquidated partnerships
- Flexible Capital Composite Index is composed of 45% HFRI FOF Diversified Index/55% HFRI Weighted Composite Index
- Real Assets Composite Index is composed of actual allocation to specific managers and their respective benchmarks
- Fixed Income Composite Index: 50% Bloomberg Barclays Aggregate Index/ 50% Bloomberg Barclays US Treasury 5-10 Year Index

The target for the actual asset mix will be reviewed by the Investment Committee at least annually. As part of this process, a rebalancing procedure within the policy framework of the adopted asset allocation model has been established. More specifically, the review guideline will be:

- Changes in the allocation to the asset class segments or sub segments will be made at any time the quarterly weighting is outside the established weight range as defined in the asset allocation model.
- Changes in the allocations may be considered any time a segment weighting varies by five percentage points from the current recommended segment weighting. The Investment Committee will review the segment asset allocations at their regularly scheduled meeting and any changes in the allocations will be made after the meeting. In the case of major market movements resulting in variations as provided above, rebalancing of the segment allocations may be made prior to the quarterly review upon approval of the Investment Committee.

VI. Spending Guidelines

The amount available for appropriation for expenditure during a fiscal year is expected to be sufficient to satisfy the Foundation's obligations as calculated in accordance with Internal Revenue Code Section 4942 (approximately 5% of the average 12-month fair value of the Foundation's investment portfolio).

The Foundation may expend more than the mandated tax distribution if it deems it prudent to achieve its charitable purposes. The Finance Committee may consider, if relevant, any of the following factors in establishing a spending rate from the Fund:

- The duration and preservation of the Fund;
- The general charitable purposes of the Foundation;
- General economic conditions;
- The possible effect of inflation and deflation;
- The expected total return from income and the net appreciation in the value of investments;
- The other resources of the Foundation; and
- This Statement.

From time to time the Foundation may accept donor-restricted endowment funds. The donor-restricted endowment funds will be subject to the Foundation's general investment policies absent any donor restrictions to the contrary. The Foundation will document its consideration of the factors as identified in New York Prudent Management of Institutional Funds Act (NYPMIFA) before appropriations are made from the donor-restricted endowment. The Foundation permits spending from underwater endowment funds unless otherwise precluded by donor intent or relevant laws and regulations. Spending and investment activity will be calculated on the foundations proportionate share of costs and total investment pool.

The Foundation shall keep a contemporaneous record describing the consideration that was given by the Finance Committee to any of the factors enumerated above or others as it deems appropriate.

VII. Delegation of Authority

A. Responsibilities of the Board of Trustees

The members of the Board of Trustees are fiduciaries charged with the oversight of the management of the assets of the Fund. As such, the Board is authorized to delegate certain responsibilities to its Finance Committee and its Investment Committee, which in turn may delegate to professional experts in various fields. Any person who has special skills or expertise, or is selected in reliance upon the person's representation that the person has special skills or expertise, has a duty to use those skills or that expertise in managing and investing the Fund. The Board and its committees shall discharge their duties in accordance with the New York Not-for-Profit Corporation Law and the New York Prudent Management of Institutional Funds Act (NYPMIFA). The specific responsibilities of the Board relating to the investment management of the Fund assets include but are not limited to approval of this Statement and its periodic review.

B. Responsibilities of the Finance Committee

The Finance Committee is responsible for projecting the Foundation's financial needs by adopting an annual budget, consistent with the spending guidelines set forth in this Statement. The Committee is also responsible for communicating such needs to the Investment Committee on a timely basis.

C. Responsibilities of the Investment Committee

The Investment Committee is charged with the responsibility for managing the assets of the Fund. The Committee Members shall discharge their duties solely in the interests of the Foundation, in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. The specific responsibilities of the Investment Committee include but are not limited to:

- Recommending amendments to this Statement for approval by the Board of Trustees.
- Selecting qualified investment professionals, to the extent it is deemed necessary, including such Investment Manager(s), Investment Consultant(s), Custodian(s) and additional specialists as may be determined.
- Evaluating on a regular basis the performance of any Investment Professional to assure adherence to this Statement and monitoring progress towards achieving investment objectives.

The Investment Committee will not reserve any control over direct investment decisions, with the exception of specific limitations described in this Statement. Investment Managers will be held responsible and accountable to achieve the investment objectives herein stated.

D. Responsibilities of the Investment Consultant

The Investment Consultant's role is that of a non-discretionary advisor to the Investment Committee. Advice concerning the investment management of the Fund will be offered by the Investment Consultant, and will be consistent with this Statement. Specific responsibilities of the Investment Consultant include but are not limited to:

- Assisting in the development and annual review of this Statement.
- Conducting investment manager searches when requested by the Investment Committee.
- Providing research on the Investment Managers.
- Monitoring the performance of the Investment Managers quarterly and reporting to the Investment Committee on the progress of the Managers relative to the investment objectives.
- Communicating matters of policy, manager research, and manager performance to the Investment Committee.
- Assisting the Investment Committee in the development of a strategic asset allocation plan and its implementation.
- Assisting the Investment Committee in the negotiation of fees with the Investment Manager(s).
- Establishing customized investment performance benchmarks for the overall Fund and for each component of the Fund.
- Recommending the termination and/or change of any Investment Manager(s).
- Assisting the Investment Committee with the periodic rebalancing of the Fund.

On an annual basis, the Investment Committee will review and evaluate the effectiveness of the Investment Consultant in meeting these responsibilities through the use of an evaluation method as determined by the committee. If the work of the Investment Consultant is determined to be unsatisfactory, the Investment Committee shall terminate the relationship.

E. Responsibilities of the Investment Manager(s)

Each Investment Manager will have full discretion to make all investment decisions for the assets placed under its jurisdiction, while observing and operating within all policies, guidelines, constraints and philosophies as outlined in this Statement. In addition, Investment Managers are expected to conduct themselves with the highest degree of professionalism. Specific responsibilities of the Investment Manager(s) include but are not limited to:

- Discretionary investment management, including decisions to buy, sell or hold individual securities and to alter asset allocation within the guidelines established in this Statement.
- Reporting, on a timely basis, quarterly investment performance results.
- Timely communication of any major changes to economic outlook, investment strategy, or any other factors affecting the implementation of the investment process or the progress toward meeting performance objectives.

- Informing the Investment Committee and the Investment Consultant(s) of any qualitative changes to the investment management organization. Examples include changes in portfolio management personnel, ownership structure, and investment philosophy or investment discipline.
- Timely communication of trading information to the Investment Committee and the Investment Consultant(s).

VIII. Evaluation of Investment Managers and Investment Funds

The following criteria will be used to evaluate Investment Manager and Investment Fund performance.

A. Performance Objectives for Active Management

The manager(s)/fund(s) will be expected to consistently achieve a total rate of return which is equal to or above the median return in a universe of peers with comparable investment styles or portfolio objectives. Total return is defined as dividend or interest income plus realized and unrealized capital appreciation or depreciation at fair market value.

B. Index Management

Where index funds are used, the return and standard deviation should closely track the appropriate index.

C. Investment Style

The manager(s)/fund(s) will maintain a portfolio for the Foundation characterized by their respective traditional management styles and, if a change in such style is contemplated, the manager is required to make advance written notification to the Foundation.

D. Change in Objectives or Asset Allocation

A change in objectives or asset allocation strategy may require that funds be transferred between asset classes, to new asset classes, or among styles within asset classes. These changes may result in increases, decreases or elimination of fund under management by a specific Investment Manager.

IX. Performance Measurement

Measuring Investment Manager progress against policy objectives and for consistency in measuring performance against the total return objectives, performance will be reflected net of management fees and transaction costs.

X. Limitations and Restrictions

Solely with respect to non-pooled fixed income accounts, not more than ten percent (10%) of an Investment Manager's portfolio may be invested in the securities of any one issuer, with the exception of the U.S. Government or its agencies. Investments rated below BBB by Standard & Poors Corporation or comparable nationally recognized rating service is limited to not more than fifteen percent (15%) at cost. Unrated securities considered by the Investment Manager to be within the quality guidelines of the account may be purchased. In the case of a split rating, the higher rating shall apply. If a downgrade causes a violation of these guidelines, such downgraded security may be held at the Investment Manager's discretion.

The following categories of investments are **not** permitted for investment without the Investment Committee prior approval: (i) Private placements or restricted securities, other than Rule 144A Securities – except as may be positioned in a commingled fund which does not specifically emphasize private placements; (ii) Commodities – including gold, precious gems or commodity futures; (iii) Conditional sales contracts; (iv) Uncovered options; (v) Short sales or margin purchases; (vi) Transferable certificates of participation in business trusts and limited partnerships; (vii) Use of derivatives or leverage; (viii) Securities of the investment managers or their respective parents, subsidiaries or affiliates; (ix) Investments in companies doing business not in accordance with the policy statements of the Foundation; and (x) Securities in violation of State law.

XI. Use of Derivatives and Leverage

In general, the Fund will not make direct use of derivatives or leverage. However, the Fund may have exposure through certain Investment Managers, such as those in the Flexible Capital and Inflation Hedging segments of the portfolio. When prudently used, derivative instruments and strategies can be an important element of general portfolio management. Derivatives offer investment management firms effective alternatives to trading physical securities, provided firms have the technical knowledge of the market factors, the quantitative skills to analyze the securities over a range of scenarios and the ability to determine reasonable valuation before purchasing. Investment Management agreements or Investment Manager guidelines must explicitly authorize the use of derivatives, or clearly state when their use is permitted.

Any derivative strategies must be comparable to strategies historically used by the Investment Manager in managing underlying physical assets and the Investment Manager is responsible for keeping the Foundation informed on current internal policies regarding the use of derivatives. If any change in the firm's policies is being considered, the Investment Committee is to be notified, in writing, sufficiently in advance to consider the effect of the change and if appropriate, to terminate the portfolio prior to the change taking effect.

Derivative based strategies may not subject the Foundation's portfolio to greater variability (e.g., IOs, POs, inverse floaters, etc.) than would be typical of a physical asset portfolio of the same character.

Futures and options contracts are restricted to actively traded liquid instruments on major exchanges, or to over-the-counter options or forward contracts executed with major dealers. All futures, options or forward contracts must be offset, in full, by underlying asset positions.

XII. Communication and Reporting

Where a portion of the Fund is separately managed, the manager is responsible for free and open communication with the Trustees through the Investment Committee in all significant matters pertaining to investment policies and management of fund assets, including but not limited to: (i) Major changes in the investment manager's investment outlook, investment strategy and portfolio structure; (ii) Any significant changes in the ownership, organizational structure, financial condition or senior personnel staffing of the investment manager's organization; and (iii) Quarterly transactions, evaluation and performance reports.

Quarterly evaluations of assets under management shall be supplied by the investment managers, in the form as may be requested by the Investment Committee and to include market valuations, industry segmentations, transaction registers, cash statements, and similar reports. The report of fixed income and equities shall show inventories at cost, purchase date, market value and share or unit values at cost, and market values.

At reasonable times and at the direction of the Investment Committee, meetings shall be held with the Investment Manager(s) to discuss performance results, economic outlook, organizational changes and other pertinent matters. All documents, exhibits and other written material to be used during such conferences shall be submitted by the Investment Manager(s) at least five (5) business days in advance of the conferences.

All materials required of the Investment Manager(s) and any custodian shall also be provided to the Investment Consultants. In addition, the Investment Manager(s) and the custodian shall provide evidence of liability and fiduciary insurance and have its employees bonded unless otherwise exempted by law or governmental regulation.

XIII. Conflict of Interest

It is the policy of the Trustees to avoid conflicts of interest in its operations and in the selection of investment professionals or funds. Therefore, administrative officers, Trustees, and members of the Investment Committee shall disclose any financial or familial relationship with any investment professional being considered. Similarly, the Investment Management Consultant, if any, shall have no financial relationship with any Investment Manager or fund serving the Foundation.

XIV. Implementation

To the extent that Fund assets are not currently managed in accordance with this Statement, the Investment Manager shall conform in all respects to this Statement within sixty (60) days of its receipt hereof. This Statement should be reviewed annually or whenever a change in financial condition warrants a review.

Adopted by the Board of Trustees in February 2002
Revised by the Board of Trustees in September 2002
Revised by the Board of Trustees in January 2003
Revised by the Board of Trustees in February 2004
Revised by the Board of Trustees in March 2005
Revised by the Board of Trustees in March 2006
Revised by the Board of Trustees July 22, 2009
Revised by the Board of Trustees February 16, 2011
Revised by the Board of Trustees November 16, 2011
Revised by the Board of Trustees March 23, 2016
Revised by the Board of Trustees on September 21, 2016
Revised by the Board of Trustees on March 22, 2017
Revised by the Board of Trustees on November 6, 2019
Revised by the Board of Trustees on March 11, 2020

FINANCIAL and LEGAL

Financial and Legal

A. Financial Management

- a.1 The Foundation will operate in accordance with an annual budget that has been developed by staff in consultation with appropriate committees and approved by the Board of Trustees.
- a.2 Internal financial statements will be prepared no less frequently than quarterly and provided to the Board of Trustees. The statements will identify and explain any material variations between actual and budgeted revenues and expenses.
- a.3 The Foundation will have written policies governing: a) investment of the assets of the Foundation, b) internal control procedures, and c) purchasing practices.
- a.4 The Foundation will periodically assess the need for insurance coverage in light of the nature and extent of its activities and financial capacity. Decisions regarding general and Trustees and Officers liability coverage will be made by the Board and recorded in the minutes of the Annual Meeting.

B. Legal Compliance

- b.1 The Foundation will comply with all applicable federal, state and local laws and regulations. This may include, but will not be limited to, compliance in the areas of licensing, financial reporting and accountability, human resources, lobbying and political advocacy, and taxation.
- b.2 A review of the Foundation's compliance with legal, regulatory and financial reporting requirements will be conducted periodically. Board members will receive a summary of the results of the review.

Endorsed by the Board of Trustees May 14, 2005

FISCAL CONTROL

1. Budget

- a. The Foundation's primary day-to-day financial monitoring and accountability tools are the Foundation's budget, expense authorization process and appropriate monthly financial statements.
- b. The Foundation has an annual operating budget that is approved by its Board of Trustees at a meeting prior to or at the beginning of the fiscal year. This budget includes all anticipated administrative and personnel-related expenditures and a projection of grant amounts to be distributed during the following year.
- c. The analysis of the Foundation's annual operating budget should include an assessment of investment balances and projected cash requirements to support qualified distributions and operating expenses.
- d. Once approved by the Board of Trustees, the operating budget may be amended either by unanimous written consent or by a majority vote of the Trustees.
- d. Monthly financial statements shall be compiled and reported to the Board at the meeting following their preparation.

2. Approval of Expenditures

- a. Reimbursement for travel and other personal expenses incurred by the President shall be approved by a Trustee authorized by the Board Chair to approve expenditures before reimbursement is made. Any reimbursement to a trustee, other than the routine reimbursement for Board/Committee meeting attendance, shall be approved by the Board Chair or Treasurer before reimbursement is made.
- b. Grant agreements which formalize the awarding of grants authorized through the Board-approved process may be approved by the President.

3. Signature Authority

- a. All grant and other foundation fiscal obligations shall be paid by either electronic fund transfers or by check.

- b. The Board Chair, Vice Chair, Treasurer, Secretary, President, Vice President, any other person so designated by the Executive Committee, and each of them individually except as otherwise provided shall have the authority to sign checks and authorize electronic fund transfers on behalf of the Foundation. Dual authorizations are required for any expenditure over \$75,000 and shall be signed by the President and another authorized signatory.
- c. No individual can sign a check or authorize a payment for that person's personal benefit or expenses, except where explicitly approved by the Board Chair or the Treasurer in advance in writing.
- d. Facsimile signature plates or stamps will not be used on Foundation checks or other legal or financial documents. All check signatures must be original.

4. Receipt of Funds

- a. Deposits to Foundation accounts shall be made as quickly as possible after receipt. Prior to deposit, all checks and other financial instruments shall be kept within the Foundation premises in a secure location.
- b. Endorsement of checks or other financial instruments payable to the Foundation shall be made in the manner determined by the Vice President of Finance and Operations.

Adopted by the Board of Trustees on July 17, 2003
Endorsed by the Board of Trustees on May 14, 2005
Revised by the Board of Trustees on July 21, 2010
Revised by the Board of Trustees on May 21, 2011
Revised by the Board of Trustees on March 28, 2012
Revised by the Board of Trustees on May 18, 2012
Revised by the Board of Trustees on September 19, 2012
Revised by the Board of Trustees on September 17, 2014
Revised by the Board of Trustees on September 21, 2016

HUMAN RESOURCES

Human Resources

The Foundation recognizes that the relationship with its employees and volunteers is fundamental to its ability to deliver its mission.

A. Human Resources Policies

The Foundation will have, when and as deemed appropriate to its size and stage of development, written Human Resources policies and procedures that govern the relationship with employees and volunteers. The development of these policies will be the responsibility of the President. In regard to employees, the policies will cover terms and conditions of employment, performance evaluation, grievance procedure, confidentiality requirements and professional development. In regard to volunteers, the policies and procedures will include initial assessment or screening, assignment to and training for appropriate responsibilities, ongoing supervision and performance evaluation.

B. Alcott Group

Until further notice, the Foundation is in a co-employer relationship with Alcott Group. Alcott has prepared a human resources policy manual which reflects the Foundation's policies and benefits and shall be provided to each employee upon hire and periodically thereafter if there are substantive changes.

C. Orientation

Employees will receive an orientation, tailored to the nature of their contribution to the Foundation.

Endorsed by the Board of Trustees May 14, 2005

HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK, INC.

WHISTLEBLOWER POLICY

(Policy for reporting Financial, Auditing or Governance Improprieties)

The Foundation's officers, directors, employees and volunteers (collectively, "Foundation Associates") must act in accordance with all laws and regulations applicable to non-profit and private foundations, faithfully implement the Foundation's own policies and procedures and observe high standards of business and personal ethics, honesty and integrity in the conduct of their duties and responsibilities. This is particularly true with regard to matters and controls that affect the Foundation's finances, audits and governance. Accordingly, all Foundation Associates have the responsibility to report any circumstances of which they have actual knowledge or a reasonable good faith belief that the Foundation's internal controls, auditing functions, accounting systems, or governance policies are compromised or threatened. It is the policy of the Foundation to prevent or detect and correct any improper activities.

Procedure for Reporting Financial, Auditing or Governance Improprieties:

If a Foundation Associate becomes aware of or has a reasonable good faith belief that the Foundation's internal controls, auditing functions, accounting systems, or governance policies are compromised or threatened, the Foundation Associate should report his or her concerns immediately to the President or Chair of the Board. Examples of such improprieties include, but are not limited to, the following:

- supplying false or misleading information on the Foundation's financial documents, including the tax return (Form 990PF),
- providing false information to or withholding material information from the Foundation's auditors,
- violations of the conflict of interest policy,
- self-dealing, private inurement and private benefit (i.e., foundation assets being used for personal gain or benefit),
- payment for services or goods that are not rendered or delivered,
- embezzlement, or
- planning, facilitating or concealing any of the above.

If a Foundation Associate does not believe that normal channels of communication can/should be used to express concerns about or knowledge of improprieties (e.g., contacting the President or Chair of the

Board directly), the report should be submitted immediately to the Chair of the Audit Committee (together with the President and Chair of the Board, each a “Designated Official”).

A report may be submitted in writing or verbally, but each report must contain enough information to substantiate the concern described in the report and to allow an appropriate investigation to be conducted. If the report is provided verbally, the Designated Official receiving the report should immediately document the concern, the specifics as reported and the date and time of the report. In either event, the applicable Designated Official receiving the report should acknowledge its receipt in writing to the Foundation Associate.

Any Designated Official receiving such a report shall promptly provide written notice of same to the Audit Committee or other committee of independent trustees, or if there are no such committees, to the independent trustees on the Board.

All reports received will be acted upon in confidence to the maximum extent possible given legal requirements and the need to gather facts, conduct an effective investigation and take necessary corrective action.

Following investigation, the Foundation may take such appropriate remedial and disciplinary action as it deems justified by the circumstances, including but not limited to terminating employment, seeking restitution, and/or reporting the matter to appropriate law enforcement authorities. The Foundation will timely report the resolution of the concern to the initial reporter in writing.

Retaliation Prohibited

The Foundation will not tolerate intimidation, harassment, discrimination, retaliation, or, in the case of employees, adverse employment consequence, whether direct or indirect, against any Foundation Associate who makes a good faith report in accordance with this policy or who cooperates with an investigation of a report. Notwithstanding the foregoing, a Foundation Associate who makes an allegation that proves to have been made maliciously or knowingly to be false, will be subject to disciplinary action up to and including termination of employment, as applicable, and such disciplinary action shall not constitute retaliation even if the Foundation Associate cooperates fully with the Foundation investigation of the violation.

Distribution of the Whistleblower Policy

A copy of this Board policy will be distributed to all directors, officers, employees and to volunteers of the Foundation who provide substantial services to the Foundation. It should also be included in the Employee Manual which is given to each employee upon hire. Current employees should each acknowledge receipt of this Board policy.

Adopted by the Board of Trustees on March 22, 2006
Amended by the Board of Trustees on July 16, 2014

Health Foundation for Western & Central New York

COMMUNICATIONS

Communications

The Foundation was qualified as a 501-C-3 corporation by the Internal Revenue Service (12/10/2002) and further classified as a private foundation (509a). As such we will meet or exceed requirements to provide the public we serve with information about our mission, program activities and finances.

A. Annual Report

The Foundation will prepare and make available annually to the public, information about our mission, program activities and basic financial data. This annual report will also identify the Foundation's Board of Trustees and management staff. This information may be released in a printed version from time to time but will be regularly available at the foundation website, www.hfwcnny.org.

B. Public Access

- b.1 The Foundation will provide members of the public in the communities we serve who express an interest in the affairs of the Foundation with a meaningful opportunity to communicate with an appropriate representative.
- b.2 The Foundation will comply with both the letter and spirit of state and federal laws that require disclosure of information to members of the public.

C. Media Relations

All persons affiliated with the Foundation, including but not limited to members of the Board of Trustees, staff and any Foundation committees, will refrain from commenting to the media regarding the Foundation, its members, activities or plans except for announcements approved by the President of the Foundation or his or her designee. Questions from the media shall be referred to the Communications Director of the Foundation or his or her designee.

D. Public Education

The Foundation will ensure that any educational information provided to the media or distributed to the public is factually accurate and provides sufficient contextual information to be understood. The President and his or her designees will be solely responsible for the release of Foundation information and/or documents to governmental officials, agencies and community groups.

E. Public Policy Advocacy

- e.1 The Foundation will, whenever appropriate, have a written advocacy policy defining the process by which we determine positions on specific issues.
- e.2 Lobbying: The Foundation will not, and no affiliate, acting directly or indirectly on behalf of the Foundation will participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of statements. No substantial part of the activities of the Foundation will consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by applicable law and regulations for not-for-profit, tax-exempt organizations. The President and his or her designees shall direct all activities, which may be deemed to fall within this section.

F. Promoting Public Participation

- f.1 The Foundation will encourage board members, staff, volunteers and constituents to participate in the public affairs of their community.
- f.2 When participating in community affairs, Foundation staff and trustees will be diligent in taking a strictly nonpartisan approach.

Endorsed by the Board of Trustees May 14, 2005

Organization By-Laws

AMENDED AND RESTATED
BY-LAWS
OF
HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW
YORK, INC.

Adopted as of: March 9, 2022

ARTICLE I

Name, Location and Purposes

Section 1.1 Name. The name of the Corporation is the Health Foundation for Western & Central New York, Inc. (the "Corporation").

Section 1.2 Location. The principal place of business of the Corporation shall be in the County of Erie and State of New York. The Corporation may have offices and places of business at such other places within the State of New York as shall be determined by the Board of Trustees.

Section 1.3 Purposes. The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as may be amended from time to time.

- (a) To promote and support programs and activities serving to improve the health of residents of the Upstate New York community and enhancing the public's knowledge of health matters.
- (b) To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the encouragement and promotion of charitable, scientific and educational purposes by voluntary grants, to individuals, institutions, and organizations, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- (c) To foster the advancement of research in the organization and delivery of medical and health services, and scientific medical research.
- (d) To support training of health professionals and allied personnel to better perform health services.

- (e) To receive and accept gifts, grants, bequests and devises and to enter into contracts to do or have done any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation.
- (f) As a means of accomplishing the foregoing purposes, the Corporation shall have all of the powers set forth in Section 202 of the Not-For-Profit Corporation Law of the State of New York and in general, to exercise such powers which are now or hereafter may be conferred by law upon an entity organized for such purposes, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

ARTICLE II

Membership

Section 2.1 The Corporation, being a charitable corporation as defined in Section 102 of the New York Not-for-Profit Corporation Law (the "NPCL"), has no members.

ARTICLE III

Board of Trustees

Section 3.1 **Management of Corporate Affairs.** Except as otherwise provided by applicable law, the Certificate of Incorporation of the Corporation or these By-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Trustees (the "Board").

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper, not inconsistent with applicable law, the Certificate of Incorporation of the Corporation or these By-laws.

Section 3.2

Number and Composition. The number of Trustees constituting the entire Board of Trustees shall be set from time to time by the Board, and shall be not less than nine (9) Trustees, nor more than twenty-five (25) Trustees. The Board may increase or decrease the number of Trustees of the Corporation by a vote of the majority of the entire Board, but the number of voting Trustees constituting the entire Board may not be less than three. No decrease in the number of Trustees will shorten the term of any incumbent Trustee.

A majority of the entire Board of Trustees shall be individuals who are residents of Western New York or who were residents of Western New York at the time of their initial election to the Board. At least forty five percent (45%) of the entire Board of Trustees shall be individuals who are residents of Central New York or who were residents of Central New York at the time of their initial election to the Board. All of the Trustees shall be at least 18 years of age.

As used in these By-laws, the term "entire Board" means the total number of Trustees entitled to vote which the Corporation would have if there were no vacant Trustee positions (i.e., the number of Trustees set by the Board, so long as there are three or more, and if not so set by the Board, the number of Trustees that were elected as of the most recently held election of Trustees in addition to any remaining Trustees whose terms have not yet expired).

Section 3.3

Elections and Term. Except as otherwise provided by applicable law or these By-laws, each Trustee of the Corporation shall be elected at the annual meeting and shall serve for a term of three (3) years and shall hold office until his or her successor has been duly elected and qualified, or until otherwise removed or resigned as hereinafter provided.

The Trustees shall be divided into three classes of approximately equal size, each consisting as nearly as possible of one-third of the whole number of Trustees, and the election of Trustees will be staggered so that one class of Trustees is elected each year for a term of three (3) years and until his or her successor has been elected and qualified; provided, however, that Trustees may

be elected to a term of less than three (3) years if necessary to maintain approximately equal class sizes. A Trustee having served three (3) consecutive three-year terms must be absent from the Board at least one (1) year in order to be eligible for re-election; provided, however, that a Trustee may fill a partial term vacancy in addition to the three (3) consecutive three-year terms.

Section 3.4

Resignation. A Trustee may resign at any time by giving written notice of such resignation to the Chair of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Chair, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.5

Removal. Any Trustee may be removed at any time for cause by action of the Board, provided that there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting of the Trustees at which such action is taken and that the notice of such meeting specifies that such removal shall be a matter of business at the meeting.

Section 3.6

Filling of Vacancies. Newly created trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board for any reason will be filled by a vote of a majority of the Trustees then in office, even if less than a quorum exists. A Trustee elected to fill a vacancy will hold office until the next annual meeting at which the election of Trustees is in the regular order of business, and until his or her successor is elected and qualified, in accordance with Section 3.3.

Section 3.7

Annual Meeting. The annual meeting of the Trustees shall be held for the purpose of electing Trustees and officers, receiving a report by the President and the Treasurer on the activities and financial condition of the Corporation, and for the purpose of transacting such other business as may properly come before the meeting. The annual meeting of the Board will be the regular meeting held in June each year, or such other regular meeting designated by the Board.

Section 3.8 **Regular Meetings.** Regular meetings of the Board of Trustees shall be held at the time and place to be fixed by the Board.

Section 3.9 **Special Meetings.** Special meetings of the Board may be called by the Chair, the Vice-Chair, or the President, and must be called by any such officer on written request by not less than three (3) members of the Board. Business transacted at a special meeting shall be confined to the purposes stated in the notice. Such request will state the purpose or purposes for which the meeting is to be called.

Section 3.10 **Notice of Meetings.** Notice of each meeting of the Board of Trustees shall be in writing and shall state the place, day, and hour of the meeting and, unless it is a regular meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given personally or by facsimile, e-mail or first class mail to each Trustee not fewer than seven (7) nor more than thirty (30) days before the date of the meeting. Notice is deemed given when delivered, faxed or deposited in the United States mail, with postage prepaid, directed to the Trustee at his or her fax number (if any) or address as it appears in the records of the Corporation, or if a Trustee shall have filed with the Secretary a written request that notices to such Trustee be delivered or mailed to some other address, then delivered or directed to such other address.

Section 3.11 **Adjournment of Meetings.** A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting of the Board specifying the time and place of the next meeting shall be given to the Trustees who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

Section 3.12 **Waivers.** Notice of a Board meeting need not be given to any Trustee who attends the meeting without protesting prior thereto, or at its commencement,

the lack of notice to him or her. A Trustee may also waive notice by submitting a waiver of notice before or after a meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Trustee signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by e-mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

Section 3.13

Presiding Officer. The order of business and all other matters of procedure at every meeting of the Trustees may be determined by the person presiding at the meeting. The Chair of the Board or, in the Chair's absence, the Vice Chair or the Secretary, in that order, shall preside at all meetings of the Board.

Section 3.14

Quorum. A majority of the entire Board of Trustees shall constitute a quorum for transaction of business at any meeting of the Board.

Section 3.15

Action of the Board. Unless otherwise required by law, the certificate of incorporation or these By-laws, the vote of a majority of the entire Board of Trustees shall be the act of the Board. .

Section 3.16

Written Consent of Trustees. Any action that may be taken by vote of the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Trustee by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by e-mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.17

Action by Electronic Communication. Any one or more members of the Board or any committee thereof who is not physically present at a meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all participants in the meeting can simultaneously hear each other at the same time and each Trustee can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board of committee. Similarly, any one or more members of the Board or any committee thereof may hold such a meeting exclusively by telephone or similar communications equipment or by electronic video screen communication if the same notice is given of the conference as would be required for such a meeting and if the number of Trustees participating in the conference is a quorum.

Section 3.18

Invited Guests. Individuals who have expressed an interest in the programs, activities and goals of the Corporation, but who are not members of the Board of Trustees, may be invited to attend meetings of the Board and its Committees for the purpose of providing advice, recommendations or other input or for any other appropriate purpose as determined by the Board Chair or Committee Chair as the case may be. Invitations to such individuals shall be made by the Board Chair or Committee Chair, subject to the approval of the Board or Committee and to such conditions as the Board or Committee shall determine. Such invited guests shall not be entitled to vote or be counted in determining quorum: shall be required to promptly disclose any potential conflict of interest pertaining to any matter being considered by the Board or Committee; and shall maintain the confidentiality of information discussed at any meeting or otherwise received by such persons.

ARTICLE IV

Officers

Section 4.1

Officers. The officers of the Corporation shall be a Chair of the Board, a Vice Chair, President, Secretary, Treasurer and such other officers having titles, authority and duties as may be determined from time to time by the Board of Trustees (the "Officers"). All Officers, with the exception of the President, shall be elected from the members of the Board. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities unless such employee is elected Chair or such other title with similar responsibilities by at least a two-thirds vote of the entire Board, and provided further that the Board contemporaneously documents in writing the basis for such approval.

Section 4.2

Election and Term of Office. The Officers except for the President and such other Officers as the Board may determine, shall be elected annually by majority vote of the Board of Trustees at its annual meeting and shall hold office until the next annual meeting of the Board and until their successors have been duly elected and have qualified, or until otherwise removed as hereinafter provided.

The President shall be appointed by a two-thirds vote of the Board of Trustees at any meeting and shall hold office and serve at the pleasure of the Board.

Section 4.3

Removal. Any Officer may be removed at any time with or without cause by a vote of a majority of the entire Board of Trustees.

Section 4.4

Vacancies. All vacancies in any elected office shall be filled by a vote of a majority of the Board of Trustees at any regular or special meeting.

Section 4.5

Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

- (a) ***Chair of the Board.*** The Chair of the Board shall preside at all meetings of the Board of Trustees, shall be responsible for management of the affairs of the Board and the committees of the Board, and shall

recommend chairs and members of committees for approval by the Board each year.

- (b) **Vice Chair.** The Vice Chair shall have such powers and duties as from time to time may be assigned by the Chair or the Board of Trustees. In the absence or inability of the Chair, the Vice-Chair shall serve as the Chair.
- (c) **President.** The President shall be the chief executive officer of the Corporation responsible for the management and operation of the Corporation. The President shall perform such other duties as may be assigned by the Board of Trustees from time to time. He or she shall report and be accountable directly to the Board of Trustees of the Corporation.
- (d) **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and shall record or cause to be recorded all proceedings of such meetings in the minute book of the Corporation. The Secretary shall give or cause to be given proper notice of all meetings of the Board of Trustees. The Secretary shall perform all duties incident to the office of Secretary and such other duties may be assigned by the Chair or by the Board of Trustees. One or more assistant secretaries may assist the Secretary in the performance of his or her duties and responsibilities, and shall be subject to the supervision and direction of the Secretary.
- (e) **Treasurer.** The Treasurer shall be responsible for the keeping of accurate financial records for the Corporation. The Treasurer shall be responsible for the depositing of all moneys, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Trustees may from time to time designate. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation, and issue checks and drafts in the name of the Corporation, as ordered by the Board, making proper

vouchers for deposit. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Trustees, making proper vouchers therefor. The Treasurer shall render to the Chair and the Board of Trustees, whenever requested, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. One or more assistant treasurers may assist the Treasurer in the performance of his or her duties and shall be subject to the supervision and direction of the Treasurer.

Section 4.6 **Duties of Officers May Be Delegated.** If an Officer is absent or unable to perform his or her duties, or for any other reason that the Board deems sufficient, the Board, except where otherwise provided by law, may delegate the powers or duties of any Officer to any other Officer or to any Trustee.

Section 4.7 **Officers Holding Two or More Offices.** Any two or more Board offices, except those of Chair of the Board and Secretary, may be held by the same person, but no officer will execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more Officers.

Section 4.8 **Execution of Instruments.** The Board of Trustees shall determine by resolution the Officers and/or employees of the Corporation authorized to sign, on behalf of the Corporation, all leases, contracts, bank transactions or other instruments, documents, and agreements.

Section 4.9 **Bonds.** The Board of Trustees may require any Officer or employee of the Corporation, at the Corporation's expense, to provide a bond for the faithful discharge of his or her duties, in the form and with such surety or sureties, or without surety, as the Board of Trustees may deem advisable.

ARTICLE V

Section 5.1

Committees of the Board of Trustees

Committees of the Board. The Board, by resolution or resolutions adopted by a majority of the entire Board, may designate from among its members an Executive Committee and, by resolution or resolutions adopted by a majority vote of the directors present at a meeting, may designate from among its members such other committees of the Board as it may deem advisable. Each such committee of the Board will consist of 3 or more Trustees, and all members of committees of the Board must be Trustees. Committee members, including the Chair of each Committee, shall be appointed by the Chair of the Board, in consultation with the President, subject to the approval of the Board. Each committee of the Board will serve at the pleasure of the Board and will have, to the extent provided in the resolution establishing the committee, all the authority of the Board except as otherwise provided by law.

Section 5.2

Executive Committee. By resolution adopted by a majority of the entire Board of Trustees, the Board may appoint from among its Trustees an Executive Committee, consisting of the Chair, the Vice-Chair, the Secretary, the Treasurer, and one additional Trustee designated by the Board, provided that a majority of the Committee shall be residents of Western New York. If necessary to provide such a majority, the Board shall designate more than one such additional Trustee from Western New York. Between meetings of the Board of Trustees, except as otherwise provided by law and these Bylaws, the Executive Committee may act on behalf of the Board upon any matter for which the Board of Trustees has established the policy of the Corporation or upon any matter requiring immediate action. The Executive Committee shall not take any action inconsistent with action taken by the Board. A quorum of the Executive Committee shall be a majority of the entire Committee. The Executive Committee shall keep a record of its proceedings and report the same to the Board of Trustees at the next meeting thereof.

The Executive Committee shall have all of the authority of the Board, except that no such committee shall have authority as to the following matters: 1) the filling of vacancies in the Board of Trustees or in any committee; 2) the fixing

of compensation of the Trustees, if any, for serving on the Board or any committee; 3) the amendment or repeal of the By-laws or the adoption of new By-laws; 4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; 5) the election or removal of officers and trustees; 6) the approval of a merger or plan of dissolution; 7) the approval of a sale of all or substantially all of the assets of the Corporation; and 8) the approval of amendments to the certificate of incorporation.

Each year, the Executive Committee, after consultation with the Board, shall consider and submit for approval by the Board an evaluation of the performance of the President during the past year and its recommendation for the compensation of the President for the next year.

All acts done and power and authority conferred by the Executive Committee within the scope of its authority are deemed to be, and may be specified as being, the acts of and under the authority of the Board.

Section 5.3 **Regional Committees.** The Board of Trustees shall appoint two Regional Committees of the Board - one for Central New York and one for Western New York to review, evaluate and recommend to the Board projects and grants that are predominantly regional in scope. The membership of each Regional Committee shall include the President (as an ex-officio non-voting member) and all Trustees residing in the applicable region governed by such Regional Committee.

Section 5.4 **Audit Committee.** The Board shall appoint from among its Trustees an Audit Committee, which will be a committee of the Board, consisting of the Chair and three (3) or more additional Trustees. Those Trustees who disclose or present a conflict of interest with respect to the duties of the Audit Committee shall not be eligible for service on this committee.

The Audit Committee shall recommend to the full Board of Trustees each year an independent auditor for the Corporation and shall cause to be prepared and

submitted to the Board of Trustees at least once a year an audited statement of the financial condition of the corporation as of the close of the fiscal year and of the receipts and expenditures for each year.

Section 5.5 **Finance and Operations Committee.** The Board of Trustees shall appoint from among its Trustees a Finance and Operations Committee, which will be a committee of the Board, to oversee and, to the extent authorized by resolution, act for the Board on finance and operational requirements of the Corporation.

Section 5.6 **Investment Committee.** The Board of Trustees shall appoint among its Trustees an Investment Committee, which will be a committee of the Board, to oversee and, to the extent authorized by resolution, act for the Board on investment requirements of the Corporation.

Section 5.7 **Governance Committee.** The Chair shall recommend and the Board of Trustees shall each year appoint from among its Trustees a Governance Committee, which will be a committee of the Board, consisting of five or more Trustees. The Committee shall:

- (a) conduct an annual Board self-assessment of structure, diversity, balance of skills, and performance of the Board
- (b) review the By-Laws each year and recommend such changes as it shall consider appropriate;
- (c) after solicitation of tentative nominations and consultation with the board, nominate Trustees for election by the Board to fill vacancies as they occur; and
- (d) nominate a slate of officers each year.

Section 5.8 **Community Impact Committee.** The Board of Trustees shall appoint from among its members a Community Impact Committee, which will be a committee of the Board, consisting of four Trustees, two from each region

(Central New York and Western New York) each of whom have experience and familiarity with strategic development, evaluation and dissemination serve on this Committee. The Community Impact Committee shall:

- (a) support the Board's decision making and strategic development activities by guiding staffs planning processes, strategic proposals, goals and objectives;
- (b) at the request of staff or the Board, conduct in-depth, focused programmatic review to provide input to strategic or annual plans or individual projects;
- (c) provide guidance to both Board and staff on matters of assessing/evaluating the effectiveness of initiatives and projects undertaken by the Corporation. This includes design of the assessment/evaluation as part of the project development process, interim assessment of progress and review of final results;
- (d) where appropriate, based on review of evaluations, recommend changes or enhancements to projects to achieve greater impact, both for the people served by the project and the larger community;
- (e) make recommendations on dissemination that effectively spreads the work of the Corporation beyond its immediate audiences;
- (f) promote the development of ongoing comprehensive reporting on the impact of the Corporation's programs and projects, and the development of an infrastructure within the Corporation for this work;
- (g) guide the activities of the Corporation's Advocacy efforts consistent with the Goals of the Corporation. Oversee the compliance with Federal and State legal requirements while effectively forwarding important issues that support the health needs of our Community; and

(h) report progress, findings and challenges to the Board at regular Board meetings.

Section 5.9 **Committees of the Corporation.** The Board may, in addition to committees of the Board, appoint committees of the Corporation to serve at the pleasure of the Board, with such powers and to perform such special functions as the Board may designate. Persons other than directors may be members of committees of the Corporation; provided, however, that at least two members of each such committee of the Corporation shall be Trustees. Committees of the Corporation have no authority to act on behalf of the Board or to bind the Board.

Section 5.10 **Participation on Committees.** Each Trustee is expected to serve on at least two (2) committees, including a Regional Committee, as described in Section 5.3 of this Article.

Section 5.11 **Acts and Proceedings.** Each committee will keep regular minutes of its proceedings and report its actions to the Board when required.

Section 5.12 **Meetings of Committees.** Committees will meet at such times and places as the chair of the committee determines and the notice of the meeting specifies. Meetings of committees of the Board will be governed by the provisions of Sections 3.10, 3.11, 3.12, 3.14, 3.15, 3.16, 3.17 and 3.18 of Article III of these by-laws, which govern meetings of the entire Board, except that notice of meetings of the Executive Committee will be given not less than twenty-four hours before such meeting.

ARTICLE VI

Exempt Activities

Section 6.1 Notwithstanding any other provision of these By-laws, no Trustee, officer, employee, or representative of this Corporation shall take any action to carry on any activity by or on behalf of the Corporation not permitted to be taken or

carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE VII Indemnification

and Insurance

Section 7.1 **Authorized Indemnification.** Unless clearly prohibited by law or Section 7.2 of this Article VII, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Trustee or Officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 7.2 **Prohibited Indemnification.** The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 7.3 **Advancement of Expenses.** The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 7.2 of this Article VII. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 7.4 **Indemnification of Others.** Unless clearly prohibited by law or Section 7.2 of this Article VII, the Board of Trustees may approve Corporation indemnification as set forth in Section 7.1 of this Article VII or advancement of expenses as set forth in Section 7.3 of this Article VII, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding , by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 7.5 **Determination of Indemnification.** Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Trustees shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to

these By-laws. Before indemnification can occur the Board of Trustees must explicitly find that such indemnification will not violate the provisions of Section 7.2 of this Article VII. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 7.6 **Binding Effect.** Any person entitled to indemnification under these By laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7.7 **Insurance** The Corporation is not required to purchase Trustees' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Trustees. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VII or operation of law and it may insure directly the Trustees, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VII as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 7.8 **Nonexclusive Rights.** The provisions of this Article VII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of the Corporation with any Trustee, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article VII, subject in all cases to the limitations of Section 7.2 of this Article VII.

ARTICLE VIII

Corporate Finance

Section 8.1 Fiscal Year. The fiscal year of the Corporation will be the 12-month period ending on December 31, unless otherwise determined by the Board.

Section 8.2 Loans to Directors and Officers. No loans will be made by the Corporation to its Directors or Officers.

Section 8.3 Gifts. Subject to the prior approval of the Board, the Board, the Executive Committee or any authorized Officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 8.4 Income from Corporate Activities. All income from activities of the Corporation will be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

Section 8.5 Annual Report. At the annual meeting of the Board, the Chair and Treasurer will present to the Board a report, verified by the Chair and Treasurer, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of a 12-month fiscal period of the Corporation terminating not more than six months prior to said meeting;
- (b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

Such report will be filed with the minutes of the annual meeting of the Board.

Section 8.6 **Audit.** The books and financial records of the Corporation will be audited at least annually by a certified public accountant or firm of certified public accountants selected for that purpose by the Board.

ARTICLE IX

Amendment

Section 9.1 The Certificate of Incorporation and these By-laws may be altered, amended, repealed or added to only upon approval of the Trustees as provided herein at a meeting of the Trustees of the Corporation, notice of which shall have included specifications of the proposed action. Approval shall be by the affirmative vote of eighty percent (80%) of the entire Board.

2023 ANNUAL BUDGET

Salaries - Admin	309,736
Benefits - Admin	51,106
Payroll Taxes - Admin	27,876
Total	388,719

Salaries - Program	963,454
Benefits - Program	158,970
Payroll Taxes - Program	86,711
Total	1,209,135

Total Personnel Expenses 1,597,853

Trustee Travel	21,426
Meetings - Board and Committees	17,480
IT/Computer Support	50,722
Administrative	107,775
Communication	9,800
Audit/Tax	27,600
Organizational	52,096
Legal	10,000
Rent and Utilities	123,674
Staff Travel/Meals/Entertainment	49,250
HFWCNY sponsored meetings	1,000
Conference Fees/Dues	12,900
Insurance	11,459
Office Supplies	5,600
Telephone/Electronic Communications	15,542
Printing	2,540
Equipment Purchase/Maintenance	39,090
Memberships	8,391
Subscriptions/Books/On-line services	4,569
Mailing & Postage	596
Fees and surcharges	5,045
Miscellaneous	500
Staff Development	28,000
Total Non Personnel Expenses	605,055

Total Program and Administrative	2,202,908
Total Grant Distributions	4,097,092
Grand Total Expenses	6,300,000

See the Health Foundation's most recent 990-PF filings [here](#).