

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

September 8, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Virginia Carroll, Barry Clause, Barbara Dolyak, John Dow, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber, Linda Von Reyn

Ex-officio Directors – Dale Barney, David Beaufait, Michael Paine, Mike Samson, Alice Schori

Not in attendance – Karen Baravalle, Karen Gray, Colin Higbie, Merle Kenyon, Ed McGee

Interested community members –

Kim Depelteau, Philip Salvail, Phil Smith

Approval of Minutes –

Minutes of the August 11th meeting were corrected and approved. (Motion made by Von Reyn, seconded by Birdsey.) In the future, a sign-up sheet will be used to record names of community members in attendance.

Committee Report Summaries –

Fundraising committee (C. Barney reporting) – \$50K has been received from the Byrne Foundation, with the promise of another \$50K as soon as we get our 501C3 approval (expected in 5-6 weeks). Packets have gone out to other sources with decision dates in October, November, and December, for a total of \$275K if we reach all our targets. The second tier of potential donors will be approached later, for another possible \$100K. C. Barney was applauded for her success with the Byrne Foundation.

Finance committee (Paquette reporting, Samson facilitating) – A series of five (5) motions was made regarding choice of a bank and conditions for signing checks. All motions were approved unanimously. The motions were:

1. That we choose Mascoma Savings Bank for Mascoma Community Healthcare's checking and savings accounts (Berry moved, Clause seconded),
2. That the Treasurer, Chair, and Secretary of the board be appointed to execute the corporate resolution (Berry moved, Birdsey seconded),
3. That three (3) people be authorized as signatories to any checks, these being the Chair, Vice Chair, and Treasurer of the board (Currently Dale Barney, Peter Thurber and Mary Paquette); and that one (1) signature is required on checks for amounts up to \$50, but two (2) signatures are required for any amount above that (Berry moved, Birdsey seconded),
4. That expenditures between \$500 and \$5,000 require an affirmative vote of the Finance Committee or a majority vote of a quorum of the board (Berry moved, Clause seconded), and
5. That all expenditures above \$5,000 require approval by a majority of a quorum of the board (Berry moved, Dow seconded).

Building committee (Dow and Samson reporting) – Because a guaranteed bank loan guaranteed by Rural Development will not be available to us and consequently the hoped for Rural

Development money will not be available, Adam Cohen's proposal won't work. In order to minimize debt service for the first two years, LaValley has been asked to come up with a plan that will include the minimum number of square feet really needed but that will be easily expandable. We need to get architectural work done by December 1 to get plans out to bid for construction in spring, contingent on financing. We can get a bridge loan from MSB, then get USDA funding at 4% interest when the building is complete.

To address any concerns about the contract, a motion was made stipulating that the Building Committee (B.C.) will sign the final contract with LaValley, but prior to signing, a meeting of the B.C., open to all board members, will be held on Thursday, 9/11, at 7pm at Canaan Hall. Prior to that meeting, all board members will have received a draft of the proposed contract. Subject to changes by the B.C. on 9/11, the B.C. chairman and the Chair of the board will execute a final document by noon on 9/15. Any board member who objects may request that that action be deferred to a full board meeting if the request is received by noon on 9/15. (Berry moved, Dow seconded, unanimously approved)

Another motion was made to empower the B.C. to seek bids and award to the lowest bidder a contract to do a boundary survey at a price not to exceed \$5K. (Berry moved, Dow seconded, unanimously approved)

Communications committee (Berry and Birdsey reporting) – 104 pledges have been received since the last board meeting, for a total of 2204. Upcoming events include tomorrow's primary in Enfield, the Enfield Farmer's Market, Canaan's 9/27 town-wide yard sale, and other events in October. Berry reminded board members that volunteering at these events is fun. Work is being done to come up with a tag line that can be used on posters, etc. Several possibilities will be emailed next week so board members can vote for their preferences. A volunteer is helping to develop a logo. D. Barney was thanked for hosting the luncheon at Mickey's that was attended by four Enfield business leaders. Berry will meet with Kimberly Quirk and the Enfield Village Association sometime this month.

Equipment committee (Thurber reporting) – The committee's research is 99% done, as outlined in the report handed out. The dental total was changed to \$250K but needs verification. The electronic health records total was changed to \$139K. The running total is down to \$1,129,900, with the goal that bidding, used equipment, and donations may bring the total down further to \$900K to \$1million. The high laboratory total represents a full-service lab with all new equipment, which may not all be acquired at the outset. Also, money for equipment may be available with payments deferred until the number of patients reaches a certain threshold. Thurber and the committee were thanked for their diligent work.

Other Business – Berry completed an application for a NH Historical Preservation review, as required by federal funders. The USDA application is also underway.

Motion to adjourn was made by Dow, seconded by Birdsey.

Next Regular Meeting –
Monday, October 13, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary