

Mascoma Community Healthcare  
Board of Directors Meeting  
Mascoma Community Health Center  
August 13, 2018

APPROVED MINUTES

In attendance: Voting Directors: Dale Barney (chair), Kris Briand, Barbara Dolyak, Tim Jennings, Ashleigh King, Mary Paquette (treasurer), Michael Paine, Curtis Payne, Denis Salvail, Mike Samson, Louis Shelzi, Alice Schori, Peter Thurber, Karen Wolk. Public: Bruce Shinn and one other community attendee. Board Not Attending: Scott Berry, Sean Murphy, Andrew Ware; Staff Not Attending Donna Ransmeier, Dr. Ben Gardner; Recorder: Roger Lohr.

**1. Call to Order and Announcements**

Chair Dale Barney called the meeting to order at 7:03 PM.

**2. Minutes Approval**

**Schori moved to approve the Mascoma Community Health Center Board meeting minutes for July 9, 2018 as submitted and amended, seconded by Paquette. Approved by all voting Board members.** The changes to the document included item 3A where the senior classes were to be scheduled as needed rather than monthly; in item 3F there were typos in the 2<sup>nd</sup> sentence; and in item 3G the spelling of Briand.

**3. MCHC and Committee Report Summaries**

A. Clinical Director Report

There were no director reports but it was stated that the patient count had surpassed 1,800 in August.

B. Executive Committee

The Executive Committee has been working with the other committees, strategic planning, and addressing personnel issues.

C. Finance Committee

Finance Committee documents were distributed to the Board via emails prior to the meeting. The Dashboard document was not produced this month but it will be forwarded to the Board as soon as possible. The Board intended to address the motions associated with the Bar Harbor bank line of credit later in the meeting. Cash flow issues continue at MCHC but it is expected that the line of credit will help alleviate the issues for a few months. There was a \$154,000 grant that was explained. The grant will be used to acquire equipment at MCHC that would entail 9 additional staff and the grant can be allocated incrementally within a 3-year period.

**Paquette moved to accept the Finance Committee report, seconded by Schori. All voting Board members approved.**

D. Nominating Committee

There was no Nominating Committee report but it was stated that 3 additional Board members are needed to attain the number of 19 Board members. Additionally, some Board members have asked to be replaced.

E. Human Resources

MCHC is currently searching for a dentist and a primary care doctor. Discussions have been held with a job recruiting company to consider help in the search efforts.

F. Physical Plant & Equipment Committee

The Physical Plant & Equipment Committee report was submitted and the Board discussed the tree issues related to the abutting neighbors.

G. Ethics Committee

The Ethics Committee is planning for work to begin.

#### H. Health Care Advisory Committee

It was suggested that the Health Care Advisory Committee could look at consideration of equipment to be purchased for MCHC. The committee will also work on protocols, procedures and oversight.

#### I. Development Committee

The written Development Committee report was distributed to the Board via email and Tim Jennings announced that the position to be filled is the volunteer coordinator. The anniversary party was attended by about 150 people and the Board expressed appreciation to Board member Kris Briand for coordinating the event. The Board also expressed appreciation to Ashleigh King for coordinating the MCHC activity at the Enfield parade. There were comments made regarding the Byrne Foundation gift to MCHC and flowers were sent as a thank you.

#### J. Quality and Safety Committee

Board member Louis Shelzi reported that the Quality and Safety Committee held its first meeting to consider what needs to be done to meet standards for FQHC. The issues for the committee will involve staff and patients. The clinic director and a staff member will participate with the committee, which plans to meet twice monthly to get things going. Metrics will be developed for the Board to see progress in this committee's work.

### 4. Other Business

#### A. Board Motions

Board member Mike Samson explained the issues related to the trees on the property that abut neighbors. **Paine moved to extend the warranty on one of the trees planted at the home of David Reynolds and Terry Powers by a year, seconded by Briand. All voting attendees approved.**

Board member Mike Samson explained the need to assign a promissory note.

**Salvail moved to accept the assignment of the Dudley promissory note to the Dudley Estate Trust seconded by Wolk. All voting attendees approved.**

A document was distributed to the Board regarding motions related to the line of credit involving Bar Harbor Bank & Trust, Mascoma Savings Bank, USDA, and the NH Charitable Foundation. Board member Mike Samson explained the details about the motions. A copy of a letter regarding the USDA was distributed to the Board.

**Jennings moved for the MCHC Board to address the Board motions related to line of credit in a consent agenda format, seconded by Shelzi. All voting attendees approved.**

**Jennings moved to authorize Sean Murphy and Michael Samson who are members of the MCHC Finance Committee to individually execute any necessary documents, sign checks, make deposits, make withdrawals, use the debit card, make ACH and wire transfers, and transfer funds between accounts at Mascoma Savings Bank and at Bar Harbor Bank & Trust upon transfer of accounts to Bar Harbor Bank & Trust and authorize Mary Paquette, Dale Barney, Peter Thurber, Sean Murphy, and Michael Samson to individually sign any documents related to this authority at either Mascoma Savings Bank or Bar Harbor Bank & Trust, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to require two out of five signers (Barney, Paquette, Thurber, Murphy, Samson) to authorize checks over \$1,000, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to accept the offer of financing from Bar Harbor Bank & Trust dated 7/27/18 totaling \$300,000 at a rate of WSJ prime plus 1.75% and requiring a \$50,000 guarantee from NH Charitable Foundation (see attached), seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize, in conjunction with NHCF, the transfer of \$50,000 from Mascoma Bank to a limited access account held in Bar Harbor for partial guarantee of the \$300,000 Line of**

**Credit financing at the closing for the Line of Credit , seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to request that the New Hampshire Charitable Foundation (NHCF) transfer the \$50,000 LOC guarantee to Bar Harbor Bank & Trust at the closing on the \$300,000 Line of Credit, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize Dale Barney and/or Peter Thurber and/or Mary Paquette and/or Michael Samson to sign any documents necessary to complete the closing of the Bar Harbor Bank & Trust loan documents, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize Dale Barney and/or Peter Thurber and/or Mary Paquette and/or Michael Samson to sign any documents necessary to open a general checking account, a payroll checking account, a debit card account and a limited access guarantee account at Bar Harbor Bank & Trust, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize Dale Barney and/or Peter Thurber and/or Mary Paquette and/or Michael Samson to sign any documents necessary to obtain a debit credit card from Bar Harbor Bank & Trust, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize Dale Barney and/or Michael Samson to obtain a device to allow remote deposits of checks into the general checking account at Bar Harbor Bank & Trust, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize Dale Barney and/or Peter Thurber and/or Mary Paquette and/or Michael Samson to sign any documents prepared by NHCF necessary to complete the transfer of the \$50,000 guarantee funds from Mascoma Bank to the Bar Harbor Bank & Trust, seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Jennings moved to authorize Dale Barney and/or Peter Thurber and/or Mary Paquette and/or Michael Samson to sign any documents required by USDA to authorize a partial release by the USDA of its security interest, if any, in the accounts receivable of Mascoma Community Healthcare, Inc. , seconded by Shelzi. All voting MCHC Board member attendees approved.**

**Samson moved to authorize Dale Barney and Michael Samson to execute seven promissory notes in the amount of \$106,150, seconded by Jennings. All voting MCHC Board member attendees approved.**

#### **B. MCHC Board Secretary Position**

Board member Peter Thurber explained the responsibilities of the MCHC Board secretary position, which needed to be filled (such as keeping track of Board minutes). The Board discussed some possible candidates and Board member Thurber will appoint a Board member to fill the secretary position.

#### **5. Public Comment**

There was a question regarding the schedules for flu shot, school physical exams, and immunizations.

#### **6. Executive Session**

**Briand moved to enter Executive Session, seconded by Schori. All voting Board attendees approved.**

The Board recessed and entered Executive Session at 8:01 PM.

The Board meeting was reconvened at 8:55 PM

#### **7. Adjournment**

**Thurber moved to adjourn the meeting, seconded by Shelzi. All voting attendees approved.**

The meeting was adjourned at 8:56 PM.