

## **Mascoma Community Healthcare**

### **Minutes of the meeting of the Board of Directors**

Mike Samson presiding

April 23, 2014  
Canaan Fire Station

In attendance:

Voting Directors –

Carolyn Barney, Gili Lushkov, Mary Paquette, Peter Thurber

Ex-officio Directors –

Dale Barney, Ed McGee, Mike Samson, Alice Schori

Possible Directors –

Virginia Carroll, Sean Murphy, Linda Von Reyn

Interested community members –

Kevin McCullough (after 8pm), Denis Salvail, Philip Salvail

Other Directors unable to attend tonight –

Excused – Karen Baravalle, Scott Berry, John Dow, Karen Ewer Gray, Lorraine Hennessey, Michael Paine (ex-officio)

Not present, without excuse – Dave Beaufait, Colin Higbie, Merle Kenyon

Other possible Directors not in attendance –

Barry Clause, Barbara Dolyak, Sue Jukosky

Note: Barbara Birdsey withdrew from Board to allow others to serve but is still interested in helping.

**Introductions** – Attendees introduced themselves. Before the next meeting, Directors will submit brief paragraphs summarizing their “ties to the community, background and experience and ways that [they] would add value to the Board”, as specified in the Bylaws, so details are not included here.

**Ratification of Bylaws** –

After discussion of need for more members from Enfield, the upper limit on number of voting Directors was changed to nineteen (19), with the possibility of lowering the number back to fifteen (15) later.

Article XIII, which includes legal requirements concerning conflict of interest, was amended to include an opening statement to clarify that it concerns only activities and financial interests that have some bearing on the interests of Mascoma Community Healthcare. Wording inserted at beginning of Article: “Conflict of Interest” regulated by Article XIII is defined as the creation, disclosure and reporting of actual or perceived actions contrary to the best interests of Mascoma Community Healthcare.

Bylaws were approved unanimously as amended. (Motion made by Schori, seconded by Paquette.)

**Election of Directors** –

Mike hopes to have full roster of Directors within 2 weeks.

**Vote for Officers** –

Chair and Secretary are needed immediately. Vice-Chair and Treasurer are needed soon. Dale Barney was elected Chair of the Board (nominated by C. Barney, seconded by Paquette). Alice Schori was elected Secretary (nominated by Thurber, seconded by Paquette).

#### **Vote for Site –**

Comparison of Stanford and Putnam sites was presented by Samson, based on site visits by a group (Samson, McCullough, Salvail, and Scott Borthwick). After discussion of pros and cons of these sites and lack of other appropriate sites that would meet our criteria, selection of the Putnam property at the corner of Roberts Road and US Route 4 was approved. (Motion made by C. Barney, seconded by Paquette.) The owner is willing to take it off the market for up to a year pending sale to MCH.

Expected cost of construction to be budgeted was raised to approximately \$2 million, based on experience of other similar groups.

Design-Build vs hiring of an architect was discussed. Samson recommends Design-Build as possible way to save about 15%. Thurber suggests a field trip to Mid-State or other similar clinic as part of planning process. McGee agrees that this would be especially helpful in planning pharmacy operations.

#### **Committees –**

- Staffing – We need to plan for up to 6000 patients, and this part needs to be done within 2 months. Volunteers: Thurber, Lushkov.
- Building – After staffing has been determined, plans need to be made to accommodate that (starting with Mid-State floor plan as an example) and put out to bid. Volunteers: Thurber, Murphy, Lushkov, McCullough.
- Collaboration – This is essential and should involve (at least) meeting with top three people at DHMC and APD. Paine will arrange meeting with APD. Volunteers: Samson, Berry, Lushkov, Thurber.
- Finance – Samson mentioned that insurance savings in proposed budget are inaccurate, as they were based on assumption that all users would be insured, so 60% of estimate may be more realistic. Volunteers: Paquette, Lushkov.
- Equipment – Volunteer: Thurber, Lushkov.

Note: committees are open to interested members of public, not just Directors.

#### **Other Business –**

Thurber mentioned again that educational opportunities for the Board are important and should be discussed at future meetings.

Samson will circulate Board member contact information. He also requests short bios to be submitted before next meeting.

#### **Next Meeting –**

Monday, May 12, 7pm, at Canaan Fire Station or Canaan Hall (depending on availability).

Respectfully submitted,  
Alice Schori, Secretary