

## **Mascoma Community Healthcare**

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

Dale Barney presiding

June 30, 2014  
by teleconference

In attendance:

Voting Directors –

Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, John Dow, Karen Gray, Gili Lushkov, Sean Murphy, Mary Paquette, Peter Thurber

Ex-officio Directors –

Dale Barney, Mike Samson, Alice Schori

### **Composition of Board of Directors**

Because of time constraints that prevent her attendance at meetings, Karen Baravalle has resigned from the Board, effective immediately, but will serve on a committee. This leaves 15 voting directors, so the number for a **quorum is now 8**. Members from Dorchester and especially Enfield and Grafton are still needed. Dow suggested that Jim Spaulding, engineer from Grafton who works at Canaan Hardware, is interested in serving on the board.

### **Report of Building Committee (Dow)**

A motion was made to retain Horizons Engineering for civil engineering at a cost of \$7,000, contingent on funds availability of funds. (Dow moved, Gray seconded, approved unanimously.) Samson noted that more was budgeted, but Mike Duffy is donating his time.

A motion was made to hire Lavalley/Brensinger Architects for design, drawings, bidding, and construction supervision, at a price not to exceed \$179,000, contingent on availability of funds. (Dow moved, Lushkov seconded.) After an amendment offered by Berry to empower Dow and Samson to negotiate a lower price, the motion was approved unanimously. Although this was not the lowest bid, the committee feels that L-B offers the best value and most experience. They are highly recommended by Todd French at New London Hospital. The building committee was thanked for all their good discussions and work on this.

### **Policy for Signing of Agreements**

A motion was made to establish a principle that contracts approved by the board be co-signed by (1) the chair of the relevant committee, if a voting member of the board, or (if the chair is not a voting board member) by a voting member of the board who serves on that committee, and (2) the chair of the board of directors. (Berry moved, Dow seconded, approved unanimously.)

### **Election of Treasurer**

A motion was made to elect Mary Paquette as Treasurer of the Board. (Dow moved, Clause seconded, approved unanimously with Paquette abstaining.)

### **Election of Vice Chair**

A motion was made to elect Peter Thurber as Vice Chair of the Board. (Dow moved, Birdsey seconded, approved unanimously with Thurber abstaining.)

**Action to Remove Non-Participating Board Members**

This item was tabled after some discussion of (1) the possibility of Paine and Samson becoming voting members, rather than ex-officio, since neither has any conflict of interest and (2) the desirability of having Chair Dale Barney talk with the non-participants to learn whether they have any real interest and intention to serve. The motion to table was made by Dow, seconded by Birdsey, and approved unanimously.

**Authorization to File for 501(c)3 Status**

A motion was made to approve the 501(c)3 application and to send it in, signed by D. Barney. (Dow moved, Clause seconded, approved unanimously.)

**Note:** because of the nature of the meeting, all votes were made by roll-call.

**Next Meeting –**

Monday, July 14, 7pm, at Canaan Hall.

Respectfully submitted,  
Alice Schori, Secretary