

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Meeting called to order at 7 pm, Dale Barney presiding

July 14, 2014

Canaan Hall

In attendance:

Voting Directors –Carolyn Barney, Scott Berry, Barbara Birdsey, Virginia Carroll, Barry Clause, Barbara Dolyak, John Dow, Merle Kenyon, Sean Murphy, Mary Paquette, Peter Thurber, Linda von Reyn

Ex-officio Directors – Dale Barney, Mike Samson,

Not in attendance: Gili Lushkov, Karen Baravalle, Colin Higbie, Ed McGee, Michael Paine

Excused – David Beaufait, Alice Schori

Rules for Meeting

We experienced some issues during the last conference call that has prompted suggested rules for meetings. These are:

1. On conference calls, Directors or others seeking to speak including making motions or seconds, should announce their name and the Chairman would recognize you to speak.
2. All Board meetings are open to the public unless the Board votes to go into non-public session. Those sessions may be used only for the same reasons that government entities are allowed to go into executive session.
3. Public attendees do not vote at Board meetings.
4. Public attendees may make comments or ask questions at the start of the meeting after a quorum has been declared and the meeting has been called to order. The Chair may limit the length of individual discussion if necessary. Members of the public may make comments on any item that is to be voted on after a motion has been made to take action and after members of the Board have discussed the item but before the final vote on the item.
5. Members of the public may ask that items be placed on the agenda for the next meeting of the Board. It is up to the Chair or Board to decide whether the items will be added to the Agenda.
6. The Chair is responsible for keeping order and may take any action necessary and legal to maintain order.
7. These rules may be amended or waived by a majority vote of Directors present in a meeting.

Motion to accept rules by J. Dow, second by C. Barney, unanimously passed

Meeting Minutes

June 9, 2014 minutes accepted with one correction, motion to accept J. Dow, second S. Berry

June 19, 2014 teleconference minutes accepted as written, motion to accept J. Dow, second S. Berry

June 30, 2014 minutes accepted with one correction, motion to accept J. Dow, second S. Berry

Director Membership

Mr. Jim Spaulding has expressed interest in being a member of the Board of Directors. Several current Directors know Mr. Spaulding personally and attest to the value he would bring to the

board should he be elected. John Dow has spoken with Mr. Spaulding and verifies he is interested in becoming a member of the Board. S. Berry moved to accept J. Spaulding as a Director of the Mascoma Community Healthcare Board of Directors, J. Dow seconds the motion. Motion unanimously passed. J. Dow will contact Mr. Spaulding to invite him to the next meeting.

Introductions were made of Directors and members of the public attending the meeting.

Committee Reports

Building committee (J. Dow, chair); John Dow stated he felt privileged to work with the Board as Directors have diverse experience that is helpful. A site at the corner of Roberts Road and Rt. 4 has been selected for the Clinic (3.4 acres). A purchase agreement has been signed, pending securing adequate monetary resources. There is a well on the site at this time. Mike Duffy and Philip Salvail conducted soil testing which indicated the property was suitable for the proposed development. *Horizons Engineering Inc.* has presented a proposal for site work and engineering services for a fee of \$7,000 dollars, including topographic work, design, and permitting. The contract is approved and will be signed as soon as funds are available. Mike Duffy has volunteered his time to work on project.

The committee and others conducted tours of Ammonoosuc and Mid State Clinics. In discussion of engineering design, the committee determined it would be advantageous to hire an architect versed in health care type buildings and with experienced in that area. Five architectural firms were interviewed. The firm *Lavalley Brensinger* was highly recommended by several individuals and after interviewing firm representatives the committee felt they were highly qualified and a decision was made to engage this firm when funds are available. Mike Sampson and John Dow negotiated a fee of \$179,000 including all expenses. If there is reduction of square footage there will be a reduction in fee.

Staffing committee (G. Lushkov chair excused absence – handout provided) selected a health care delivery model identified as the foundation for developing the clinic staffing needs. The model is a hybrid type model between a “group health model” and the model of staffing commonly seen in Federally Qualified Health Clinics. The decision was made to open the clinic with a physician in attendance and to hire associate providers (nurse practitioners and physician’s assistants) as the volume of patients grows. The staffing decisions have been provided to the finance and equipment committees to assist with continued financial analysis. The model of care delivery for dental services was reviewed as well. The usual design of a dental clinic includes one dentist, two dental technicians, and one hygienist as the core group. On average a hygienist can do 1400 visits per year, and most dentists, in order to be efficient utilize two technicians. There will be three dental chairs initially, two for dentist and one for hygienist. A dentist can, on average, see 1600 patients annually but can provide from 2500 – 3000 with dentist and two technicians. There is some uncertainty about how many dental versus medical patients will use the clinic. Other clinics that were toured have as many dental patients as medical patients. Planned suite will accommodate 4000 patients

Equipment committee (P. Thurber chair – handout) is making progress now that the staffing and building committees have made some initial decisions. Work of the committee is a bit laborious as a bit of research is needed to find equipment cost. Currently looking at equipment as

modules, for example what is an exam room compliment and we can replicate as needed when rooms are added. The radiology suite is a stand-alone service. The committee has determined what is needed in space for the various functions. Costs will be divided into capital equipment and consumable equipment. Committee is hopeful that we can negotiate a reduced rate for equipment with purchase of higher quantities. The dental module, lab, and office supplies modules are fairly well developed with estimates, although there are a few gaps in IT equipment needs. The balance of equipment modules and estimates still to be determined, include radiology, pharmacy, exam and procedure rooms, rehabilitation, and medical records.

Estimates provided are maximum build out costs although it is not necessary to purchase everything initially if funds are not available, equipment can be purchased as needed with increase in patient populations. For some functions, like dental – there is infrastructure that needs to be built to serve only one chair so the cost is high for one but is spread over all the chairs in time. Outstanding questions are need for medical records space and a few other items which Peter will review with board as they arise. The next phase is to review where there is duplication of items with the possibility of some reduction of expense.

Fundraising committee (C. Barney chair) has begun the process of fund-raising. Committee provided with a list of funders being considered to date. There are meetings planned with selected funders over the next couple of weeks. Information has been sent to potential funders and committee members are following up with phone contact. The initial fund raising is to meet the needs of getting the project going. Second and third rounds will follow. Directors are encouraged to submit names of other funding sources.

Mike Sampson indicated that the cost of filing the 501.3(c) costs \$850 dollars. Anyone willing to donate toward this expense are encouraged to do so.

Finance committee (Mike Sampson reporting) are reviewing revenue and expense projections based on proposed staffing model. An initial model of financing has been build into the material submitted for funding and was reviewed with Board members. Minimum number of patients needed to make the clinic initially viable is 1000.

Reports on capital funding

USDA – meeting with this group, if we can show we have 600 – 800 patients that are dedicated to coming, and if *Helms & Co* believes it is realistic, they will fund mortgage. They will also reimburse up-front costs of the project (approx. 250K) at the time of closing which can be used for working capital

Grafton County Economic Development – agreed to work with us

North Country Council – agreed to work with us.

Northern Borders – Apply for funding, which is not highly sought, but will not be available until next year,

CDFA Tax Credits – April applications and funding in July

CDBG Public Facility Block Grants – decided in Jan with award in June

Recommended we ask for public facilities and not employment. Also considering HRSA money, some portion of which can be used for capital and the majority for operating expense.

The biggest item of importance is getting assurance of 600 – 800 patients. Current discussion with area employers indicates approximately 500 patients so additional recruiting of this aspect

is important. Interim finance sheet reviewed. Half of the costs is for architect, second largest is for anticipated management services, other large cost (55K) are closing costs. Other smaller items reviewed. We also need to survey potentials patients regarding income and need over 50% of patients to be low to moderate income.

Key focus right now is engineering and architect and need to get 50K in to start the project and to be able to go forward. Need line of bank credit in order to purchase some of the start-up items.

Communications committee (handout – pledge campaign)

Scott Berry will serve as chair as Dale Barney needs to step down due to other commitments. Currently have about 1900 pledges, unevenly distributed through the 5 towns. Proportionally we need to increase all of the pledges with a focus on Enfield. Plan is to create unified message and talking points; simple fact sheet, banners. Need to be in public places to get people to say they are interested. Volunteers are being sought to do some of the communications efforts. Additional element will be connecting with community opinion and business leaders to seek their support and submission of letters of support to funding agencies.

This work needs to be accelerated through the rest of this year in order to have adequate support for when fund requests are being submitted. Early in the process there was a great deal of discussion and support with lots of public meetings. There is a need to again increase visibility of the project. There is a committee meeting scheduled for Wed (July 16th) at Dale Barney's office if anyone is interested in assisting with work

Public meeting discussed earlier at Cardigan Mountain is another way to engage the public. Mike Sampson feels we have reached the point of having an adequate level of information to move forward with this meeting.

Other Business

Members of the public were asked if there were additional questions or if there were comments. Suggestion made to have information available for Old Canaan Days – Mike indicated we do have information available for this purpose.

Request for pledge sheet – there is one available on-line, available in Canaan town office.

Next Meeting –

Monday, August 11 at 7pm, at Canaan Hall.

Adjourn

Motion to adjourn (J. Dow) second (M. Kenyon). Motion carried
Meeting was adjourned at 8:40 pm

Respectfully submitted,

Linda J. von Reyn, Director and recorder