

## **Mascoma Community Healthcare**

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

Dale Barney presiding

December 08, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, John Dow, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber

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

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

Excused – Barbara Dolyak, Linda Von Reyn

Interested community members – Stripe Demarest, Denis Salvail, Philip Salvail

### **Approval of Minutes –**

Minutes of the November 10<sup>th</sup> meeting were approved. (Motion made by Dow, seconded by Birdsey.)

### **Committee Report Summaries –**

#### **Building** committee (Dow reporting)

**Architect Progress & Contract** – The committee met with the architect on 11/24 and received price estimates for 1- and 2-story construction. The firm needs direction on this from the board today. They are still working to bring the price down to \$200/ft<sup>2</sup> without sacrificing quality.

**Single or Two-Story** – At a joint meeting of building and finance committees, the consensus was to recommend single story construction because, although most would prefer the 2-story plan, it doesn't fit our budget. A handout shows three possible scenarios for costs and financing. Samson answered questions about differences between the various options and emphasized that numbers have been changing every few days. He learned recently that CDBG funding is unlikely because, even with our best efforts to collect HUD survey data, we won't be able to demonstrate a high enough percentage (60%) of low/moderate income users in time for application deadlines. A second handout shows the latest single floor plan with expansion options. After much discussion, the motion to accept the joint committees' recommendation to go with the single story plan was approved. (Motion made by Dow, seconded by Spaulding.)

**Communications** committee (Berry, Birdsey, & Demarest reporting) – 49 pledges have been received since the last board meeting, mostly in response to the school flyer, for a total of 2498. 57% of those who received the HUD survey mailing have responded, which is a good rate of return but required an expensive and time-consuming effort.

Demarest showed a slightly revised painting from Barbara McAlister that will be better suited to planned uses. Samson printed and showed samples of stationery incorporating the design.

**Fundraising** committee (C. Barney reporting) – 2 \$10K donations have come in. Packets that go out to potential donors have been updated to include progress-to-date. At least \$125K-\$145K is still expected to come in this cycle. Berry says we'll still need an additional \$100K, so creative fundraising is still needed.

**Finance** committee (Paquette reporting) – Handouts of balance sheet, profit and loss detail, and checking account reconciliation detail show the complete summary of finances for the year to date.

**Other Business –**

**Information request from IRS** (Samson reporting) – The IRS sent a list of information to be provided before 501(c)3 status will be granted. Samson, Berry, and an attorney worked on responses to items 3-6. Item 2 suggested specific language to be inserted as an amendment to the Articles of Agreement. Samson urged us to add that same language as an amendment to the bylaws. A motion to amend the articles of agreement and the bylaws to include the specified language was approved unanimously. (Motion made by Thurber, seconded by Clause.) The secretary of the board (Schori) signed multiple copies of an Affidavit of Amendment that Samson will deliver to the Department of State in Concord on 12/9/14. Copies of the request, affidavit, and bylaw change are filed with these minutes.

**Board resignations and vacancies** – Kenyon has informed D. Barney that he wishes to resign from the board. Carroll has told Samson that she can't give it the time needed. A motion to accept their resignations and to remove Higbie due to failure to attend meetings (as allowed by the bylaws Art. IV, Sec. 10d) was approved unanimously. (Motion made by Berry, seconded by Thurber.) Efforts to find more members from Dorchester, Orange, Grafton, and Enfield will continue.

The building committee will meet Monday, 12/15, at 6pm at the fire station.

In response to inquiries about excavation on the flat west of Switch Road – that will be the future site of a truck garage belonging to Tom Hersey (not the clinic!).

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

**Next Meeting –**

Monday, January 12, 2015, 7pm, at Canaan Hall (?).

Respectfully submitted,  
Alice Schori, Secretary