

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors at CMS

May 11, 2015

Dale Barney presiding

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barry Clause, Lori Dacier, Barbara Dolyak, John Dow, Gili Lushkov, 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, Tim Jennings, Ed McGee, Linda Von Reyn

Interested community members – Philip Salvail

Approval of Minutes –

Minutes of the April 13th meeting were approved. (Motion made by Dow, seconded by Clause, Dolyak abstained.)

Committee Report Summaries –

Finance committee (Paquette reporting) – Financial statements were passed out and copies are filed with these minutes. Balance sheet and Profit & Loss now show 13 months for better continuity. Net income equals our liabilities. Total contributions through April 19 were over \$152K. A budget overview including construction and payroll for the coming year (through March 2016) was presented. (Yellow highlights were simply for Paquette's convenience in cross-checking entries.) A motion was approved to accept the financial statements. (Motion made by Paquette, seconded by Dow.)

A chart of accounts was presented. It will be amended to add bad debt and charity care. The chart as it will be amended was approved. (Motion made by Paquette, seconded by Berry.)

Two contract changes are needed: 1) additional subsurface exam reports from Horizon, with price not to exceed \$6,000 and 2) a USDA-required appraisal of land and building as constructed, also at a price not to exceed \$6,000. A motion authorizing these payments was approved. (Motion made by Paquette, seconded by Berry.)

Building committee (Dow & Samson reporting) – The schematic drawing of the building was approved by the committee. The cost estimate came in within what was submitted to USDA and better than expected. Design development will be another \$27,900. By the time it goes out to bid, we will have spent all but about \$30K. We currently owe Cole \$52K. The committee wants the board to be aware of these expenditures occurring before we have a mortgage and with no guarantee that we'll get the USDA loan or CDFR tax credits. Donors are aware of the risk and don't expect money back if the project fails. Samson will request the Gerngross money (\$25K) now so that we'll have a cushion. Berry believes we need board oversight at each major stage because of tight finances.

A motion to accept the schematic drawings was approved. (Motion made by Dow, seconded by Spaulding.)

A motion to spend up to \$27,900 for the design development phase was approved. (Motion made by Dow, seconded by Spaulding.)

Board approval will be needed before Cole can go ahead with construction, even if a special board meeting is required.

Release of restrictive covenants has been received from 12 of the concerned property owners, with four still needed. One owner doesn't support the clinic, wants additional restrictions on use of the property, and will need some persuasion. Thurber cautioned that we can't add restrictions that would jeopardize our ability to become an FQHC. A motion was approved to authorize Samson to sign releases previously approved by the board. (Motion made by Berry, seconded by Thurber.)

Fundraising committee (C. Barney reporting) – We have a strong committee, and it has been busy. Dacier and Dow are pursuing more foundation grants. Richard Fox, retired fundraiser, has joined the committee and is a great asset. The goal is \$150K in local contributions by August 1, focusing on major donations of \$1,000 or more. Suggestions are needed of more people in towns other than Canaan. (Send suggestions to C. Barney.) All board members need to contribute at least a token amount. Other potential donors will be approached by teams of two, ideally including someone who knows the target donor. Current incentives are 501(c)3 tax deductions and personal satisfaction. A list for naming rights for rooms, etc., has also been developed. Big donations are also being sought, and we hope to be able to leverage these to higher amounts through the business enterprise and business profits tax credits when and if we qualify for CDFA. Contributions of \$50K from Timken and \$75K from MSB are included in the goal. We aim to get at least half of the pledged amount before Sept. 1. Donors are informed that there is still the risk that the clinic may not happen. Dacier suggests a bullet point list reflecting the huge amount of effort and what has been done and raised to date. This can be handed out to the public and updated with each new accomplishment. Public events and publicity can be planned to mark milestones in the process. Medstar on-line crowd funding is being investigated by Samson. The USDA loan is our #1 goal now, and every step we go through makes our case stronger. The application package went to Concord two weeks ago for review, and the appraisal is needed before it goes to DC.

When asked, the board expressed no opposition to the approach being taken by the fundraising committee.

Next Meeting –

Monday, June 8, 2015, 7pm, location TBA.

Respectfully submitted,
Alice Schori, Secretary