

## **Mascoma Community Healthcare**

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

**Location: Cardigan Mt. School**

February 13, 2017

Dale Barney presiding

In attendance:

Voting Directors – Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Karen Ewer-Gray, Tim Jennings, Sean Murphy, Christopher Partain, Curtis Payne, Mike Samson, Alice Schori, Peter Thurber

Ex - Officio Directors – David Beaufait, Michael Paine

Clinic Staff – Donna Ransmeier

Interested Community Members – Wendy Merrihew, Kim Moulton, Geraldine Osgood

Not in attendance - Carolyn Barney, John Dow

Ransmeier reports meeting with the Lions Club and Rotary Club. Ransmeier drafted a Code of Conduct and Compliance Plan for the Board to review and email her with any questions, comments, or proposed edits. Berry stated the goal is to revise/approve these documents at the March board meeting. Ransmeier stated we need a compliance hotline and email address, both of which need to be confidential. There are a few grammatical errors in the documents, which will be corrected.

### **Minutes**

Thurber moved to approve minutes from January 9, 2017, seconded by Berry. Unanimously approved.

### **Committee Report Summaries**

#### **Finances**

Samson reports we are going to schedule an educational program on how to effectively read financial documents at the March or April Board meeting. Our current assets total \$2,525,785.37. Our current liabilities total \$2,198,349.27. We still need to post monies that we advanced two years ago, which will be coming out of the USDA loan. Cash and Cash Equivalents total \$205,943.28. We need \$400,000 to \$450,000 when we open. The rest of the money will be coming from reimbursements from the USDA, totaling approximately \$250,000 and outstanding pledges that still need to come in. Due to the fact that we have not yet become operational, we have underspent what we anticipated for this fiscal year. Reporting on the Profit and Loss Budget vs. Actual, April 1, 2016 – March 31, 2017, on the income side, we are significantly under what we projected for income. We believe that this is the reimbursement money, before we received the USDA loan monies. We have budgeted under donations and grants less than what we have taken in. On the expense side, we have underspent and most of it has been on interest. We are posting interest accruing monthly. We have overspent on legal expenses totaling approximately \$15,000 which is fully reimbursable by USDA. We have not yet spent money on medical or dental supplies. By the time we start spending, it will be in the next fiscal year. We have underspent on payroll expenses. For professional fees, we have also underspent. Our total expense is \$76,000 less than what we anticipated. This is due to not yet being operational. Dacier moved to approve the financial report, seconded by Schori. Unanimously approved.

#### **Finance Committee**

Samson reports they have completed the financial policies. They have gone through the Executive Committee. Once completed, they will be emailed to the Board. The Board will have a month to look at the policies. If there are any questions, concerns, suggested revisions, please email or call Samson, Berry, or Thurber. The Finance Committee will review them and make any changes. The goal is to present them for revision/approval at the March meeting. The budget is going to be a complete one year operational budget, prepared for the April meeting. There will be a draft budget ready for the March meeting for the Board to review prior to the April meeting. The Finance Committee will be using modeling software to determine what not only the next year will look like, but also what the next 3 years will look like. Based on this, we will develop a QuickBooks document for Board approval in April. Schori moved to approve the Finance Committee report, seconded by Thurber. Unanimously approved.

#### **Development Committee**

Barney reports there have been two community presentations, the Lions Club, and the Rotary Club. The Rotary club gave us the check for \$10,000 from the fundraising auction. Barney raised the question of whether MCHC needs an official logo. It was decided that we will continue to use the Barb McAlister watercolor on stationery and perhaps create a simpler logo that would be more cost effective in the future. In terms of fund raising, over the next 18 months, the goal is to raise \$100,000. We are working to develop fundraising strategies and public relations events with the help of John Yacavone, of the Lebanon Rotary Club. Samson moved to approve the Development Committee report, seconded by Ewer-Gray. Unanimously approved.

#### **Construction/Building Committee**

Jennings reports the Building Committee is now meeting biweekly until the building is completed. We are on track to complete the building by the first or second week of March. There is a lot to be done such as carpeting, painting and ceiling tiles. Regarding the budget, we have enough money for an additional course of asphalt. We still have approximately \$6,000.00 left in the budget. We are adding a pergola to the main entrance of the building, costing approximately \$12,000.00. We are installing cabinetry for the pharmacy and laboratory, costing approximately \$9,000.00. \$2,000.00 has been approved for dedication and/or recognition plaques. Interior and exterior signage and installation is included in the proposed budget. We have an allowance of approximately \$30,000.00 to install security and fire alarm systems. Thurber moved to approve the Building Committee report, seconded by Partain. Unanimously approved.

### **Technology/Equipment Committee**

Thurber reports that we have divided equipment purchasing into phases. The first phase is complete. This phase accommodates the dental suite, including 3 chairs. It opens half of exam rooms for primary care. It opens 2 of the 4 offices for behavioral health, and outfits the rest of the building for administrative needs. Dental equipment will come from Henry Schein Dental, medical equipment will be purchased from McKesson, and office equipment will come from WB Mason. We will purchase the IT module ourselves, as all bids came in above retail prices. Murphy will make this purchase. The building loan is a 40-year loan at 2.75% interest, and our equipment loan is a 10-year loan at 2.75% interest. We had approximately \$530,000.00 to spend on equipment and phase 1 equipment costs came in at \$300,000.00. Therefore, we have \$230,000.00 left for phase 2 and phase 3. After discussing with the USDA, they agreed that since the loans are at the same interest rate, we can shift some of those resources into our building. The Executive Committee created a list of priorities. Originally, we significantly underestimated the number of dental patients we expect to be treating, so phase 2 roll out will include expanding dental suite to 5 chairs. We will also include the rest of the exam rooms, including 6 more exam tables. Next service lines are currently in discussions. They include radiology, physical medicine and rehabilitation and pharmacy. We are working to balance revenue and staffing for these new service lines. Berry states we have selected eClinicalWorks for our electronic health records software. Ransmeier has expertise with this specific software. We have not yet selected dental digital imaging software. We are working out the details at the subcommittee level. M. Paine requested information on the financial service line for the dental suite and how long it will take to pay back the capital. Samson can provide this information. Initial estimates were very conservative and it looks like all the service lines apart from radiology will be profit centers. Goal is to apply for grant monies for radiology. Samson stated that it is easier to apply for grant money for a specific item, such as radiology, as opposed to funding everyday items. Dental schematics are being delivered tomorrow. Berry recognized Murphy and all the work he has put into the infrastructure for IT needs, which included running 4 miles of cabling. Samson also recognized Jennings and Thurber for their efforts to make sure the building came in on time and under budget. Berry moved to approve the technology and equipment report, seconded by Jennings. Unanimously approved.

### **Recruitment and Staffing Committee**

Berry reports we have a verbal acceptance from Amy Modlin, a licensed social worker with an advanced license in addiction treatment. Modlin has a dual Masters in Social Work and Public Administration, ten years of clinical experience, and strong commitment to community health. She will attend a future Board meeting, so we can all meet her. This week we are posting positions for an RN, a biller/coder, and medical front desk personnel. We will be contacting those folks who have already sent resumes and Ransmeier will set up an interview structure for those positions. The Executive Committee has decided that May 1 will be the staff start date. There may be some people coming on board sooner than that, based on need. The assumption is that it will take approximately a month to be trained on the electronic health record software and start to develop things that need to happen to bring the team together. A soft opening sometime near the end of May with full opening on June 1, 2017 is goal. There are not yet any applications for the position of nurse practitioner. We are still looking for a medical director. We have not had any direct applications from dentists, however, we are in continuing talks with one dentist who is graduating in June. Another dentist may be interested in working a couple days a week, which would enable us to hire a dental hygienist five days a week and open that particularly lucrative revenue stream. Please continue to let friends and family know that we have some excellent job opportunities here. We are still advertising in the Valley News and Bistate Primary Care Association. Job postings are listed on the town website. We have an organizational chart, which shows who reports to whom, but does not list specific persons. Dacier moved to approve the Recruitment and Staffing report, seconded by Partain. Unanimously approved.

### **Nominating Committee**

Dacier reports we are still looking for potential new Board members. Patricia Borden whom Schori recommended for our Board has decided not to pursue a position at this time. Berry reports that Angela Santavicca is still considering joining the Board, but would like to attend a few more Board meetings before committing. Barney reports that Dr. Richard Stegen, an optometrist from Grafton, has expressed interest in joining the Board. Barney will pursue that inquiry. Dacier stated that the Board manual is coming along nicely. Dacier has reached out to Kim at BiState to discuss the manual, as well as upcoming annual meeting. Ewer-Gray moved to accept the Nominating report, seconded by Schori. Unanimously approved.

### **Executive Committee**

Thurber reports that the Executive Committee acts as the clearinghouse, receiving ideas from committees, setting priorities, and then sending them back to the committees. The Executive Committee's primary work is to be a liaison between committees and the Board. Our new clinical director, Ransmeier, now attends weekly Executive Committee meetings. We have signed the contract for the electronic health records with eClinicalWorks. We are involved in draft policy manual decisions, i.e., finance, conduct, which will be presented for revision/approval at future Board meetings. Our fiscal year is from April 1 – March 31, so we need to schedule annual meeting for April. This will be like a retreat, lasting at least 4 hours. We will go through the nitty gritty pieces of Board work in greater detail, so that we fully understand the budget and our policy manuals. We also plan to do some work on Board development, which will include a presentation on how to move through financial reports. Thurber proposes 8-1:00, Saturday, April 8<sup>th</sup>. Date approved. Jennings is receiving a lot of questions regarding the health center and requests that the Executive Committee suggest talking points that Board members use to discuss the future of the health center. Thurber stated that, unfortunately, a lot of the questions don't have answers yet, or there are so many variables that it is hard to have concrete answers. Regulatory issues may affect plans or dates. Jennings asked what Board members should do if a reporter approaches them. Thurber stated that a reporter should be directed to him. C. Payne is working to develop some public service announcements. Samson stated that we need to be extremely vocal about the soft opening v. hard opening. We need to be working hard to staff the center and get the staff trained and integrated. It is critical that we start engaging people and getting them ready to start using the

health center starting in June. Barney stated that we need to have an official ribbon cutting, including politicians and dignitaries. Inactive committees are going to be activated by the time of annual meeting. The Compliance manual and the Code of Ethics packet were handed out for the Board to review before the next meeting. Partain moved to accept the Executive Committee report, seconded by Berry. Unanimously approved.

**Other Business**

Other items under review and discussed briefly this evening include: activation of the Bylaws Committee (after annual meeting), possibility of paid or unpaid time off for community service, insurance coverage for part-time workers, and the possibility of becoming a teaching institution in the future.

Thurber moved to adjourn, seconded by Partain. Unanimously approved.

Respectfully submitted by  
Lori Dacier, Secretary