

APPENDIX N

Minutes of Mascoma Board Meeting 04.08.23

Mascoma Community Healthcare
Annual Board Meeting – Mascoma Community Health Center
Saturday, April 8, 2023

DRAFT MINUTES

MCH Directors present: MCH Board of Directors: Sandra Hayden, Matt Mackwood MD, Denis Salvail, Louis Shelzi, Katie Silvius, Peter Thurber, Chuck Townsend, Bill Warren, Karen Wolk;

Ex officio members Present: Interim Executive Director: Mike Samson; Medical Director: Ben Gardner, MD.

Not Present: Sean Murphy.

Call to Order

MCH Board Chair Sandra Hayden called the meeting to order at 9:11 A.M.

1. Minutes Approval

A motion was made (Salvail, Silvius) to handle the day's business not necessarily in the order of the previously submitted agenda. The motion was unanimously approved.

A motion was made (Townsend, Silvius) to defer consideration of the minutes of the March 28 Board Meeting until the next regularly scheduled Board meeting. The motion was unanimously approved.

2. Presentation of agreements related to the proposed collaboration with HealthFirst

Mike Samson displayed and discussed one at a time, the Premises Lease, Equipment Lease, Artwork Agreement, and the Operations Transfer Agreement (OTA). He noted that the OTA is the most complex of the four documents, made so in part because the attorneys modeled our agreement after ones created for mergers of several other unrelated medical facilities. There were questions, but no concerns or requests to change the documents as presented. It was noted That MCH will need to raise \$150,000 to discharge Accounts Payable and ETO obligations as outlined in the OTA. It was concluded that even with the legal language and the protections provided in each of the documents, success of the collaboration into the future will also rely on the personal commitments, good will, and the good working relationships MCH and HF have with each other, and expect to have in the future.

3. Motions to approve proposed resolutions

A Motion was made (Silvius, Thurber) that a lease of the Corporation's health center and related equipment, and the transfer of its operations, to HealthFirst in accordance with the terms of the Transaction Documents is in the best interest of the Corporation and in furtherance of its charitable mission, including without limitation the promotion of access to quality physical and mental community-based care services. The motion was unanimously approved.

A Motion was made (Townsend, Shelzi) that each of the OTA, the Premises Lease, the Equipment Lease, and the Art Work Agreement in the form presented to the Board of Directors, is approved and accepted. The motion was unanimously approved.

A Motion was made (Mackwood, Townsend) to amend paragraphs (a) and (b) of Article II of the Corporation's Articles of Agreement by replacing them in their entirety with the following:

(a) To provide or ensure the provision by another qualified non-profit organization of, outpatient primary health and dental service in underserved areas for medically underserved populations through a community clinic.

(b) To promote health and dental care facilities, services, and programs with emphasis on comprehensive health care, preventive medicine, and health maintenance.

The motion was unanimously approved.

A Motion was made (Shelzi, Silvius) that the Corporation promptly commence the preparation and filing of all regulatory notices, probate court petitions and applications required by law, and the fulfillment of any condition to the Transaction Documents within the Corporation's control. The motion was unanimously approved.

A Motion was made (Mackwood, Silvius) that each of the Chair of the Board of Directors and the Interim Executive Director of the Corporation, acting individually on behalf of the Corporation, is authorized to execute and deliver the Transaction Documents, regulatory and court filings, and such other documentation, and take such actions, as are necessary or desirable, in his or her sole discretion, to effect the foregoing resolutions. The motion was unanimously approved.

4. Standards of Certification

Board Members signed and submitted to the Secretary, Chuck Townsend, Standards of Certification for the Charitable Trust Unit of the NH DOJ. Mike Samson told the Board that Diane Quinlan from the CTU notified him that our Public Listening Session of April 1 satisfies the CTU requirement for public notification and discussion of our proposed collaboration.

5. Presentation of the Audit

Mike Samson displayed and reviewed the Audit for the Fiscal year 2022, which was completed and submitted to MCH this past week. The audit is believed to be an accurate statement of MCH finances with a minor discrepancy of \$1,100 more in our bank accounts than the amount reflected in eClinicalWorks. The Statement of Financial Position noted steps MCH is taking to re-pay Accounts Payable and secure future financial stability.

7. Presentation of the Budget for Fiscal Year 2024

Mike Samson displayed and presented the Budget for Fiscal Year 2024. It was noted that until the HF collaboration is completed with its FQHC status for MCH, there is a continuing deficit of \$70,000 a month, primarily because of the low Medicaid and Medicare rates of reimbursement and our sliding scale fee policy. It was noted that enhanced FQHC Medicaid and Medicare fees will erase the monthly deficit.

A motion was made (Townsend, Shelzi) to accept the MCH Budget for Fiscal Year 2024 as presented. The motion was unanimously approved.

8. Other Business

Sandra Hayden thanked and the Board agreed and acknowledged Mike Samson for his considerable, time-consuming efforts needed to prepare all the documents and financial reporting for the collaboration with HealthFirst. Mike Samson noted MCH's partnership with Scott Berry

and his willingness to return to manage MCHC following the resignation of the previous Executive Director. Thanks were also given to Dr. Gardner for his continuing loyalty to MCHC and his willingness to remain as the longest serving staff member.

Sandra Hayden reported there are community members who have expressed an interest in joining the MCH Board of Directors. She also noted the various forms the Board members need to sign and return to Chuck Townsend before leaving.

Mike Samson reported on the efforts, endorsed by HF, that are being taken to restore the dental practice by September 1, 2023. Since the reopened practice will be part of HF operations, HF has submitted a grant application to NHCF to provide operating capital needed for the initial three months after reopening. A retired dentist and new resident of Canaan, Dr. Tom Duplinsky, is working with Mike Samson to find a dentist and the support staff needed to reopen the dental practice. He has identified a couple, the wife is a dentist and the husband is a family medicine MD, who may be interested in joining MCHC. There are three other possible dentist applicants who are also being considered. Dr. Gardner noted the need to vet very thoroughly any possible new hires. The sentiment was strongly supported by the Board.

Mike Samson noted the update of the MCHC website has been completed by Sharon Duffy.

9. Board Training

Sandra Hayden distributed a handout listing all the functions of HRSA and reviewed them one by one. This is helpful and important information given the role HRSA plays in oversight of rural health and FQHCs. It was noted that the HRSA Office of Rural Health Policy is the office to which Senator Shaheen submitted our Congressionally Directed Spending Request for a grant for MCH to provide community outreach to low-income and elderly residents in our area.

8. Adjournment. There being no further business, a motion (Thurber, Shelzi) was made to adjourn the Annual Meeting at 11:14 A.M. The motion was unanimously approved.

Recorder: Karen Wolk

Respectfully Submitted

Chuck Townsend; Secretary