

Minutes-Board of Directors Meeting- February 2, 2012

Town Hall Mayflower Room - 6:30 PM

Officers & Directors present: Randy Parker, President; Will Shain, Vice-president; Mary Ellen Parker, Treasurer; Jim Pierson, Secretary

Directors: Galen Green, Jim Hoagland, Tina Manter, Jeff Metcalfe, Sandy King @6:40

Also present: Heather Cozby, Ed Angley

- Randy introduced Heather Cozby as new SHFI accountant with Non-profit specialty. She brought us up to speed with some of her recommended changes to date. Changed by laws to reflect a different fiscal year end to December, which served to buy time with respect to need for an audit. Completed registration with state for charity status giving us rights for solicitation. Ms. Cozby discussed a full audit (\$6,000-7,000), a review (\$2,500-3,500) and a compilation (\$1,250-1,350; not really an audit but a validation of the appearance and financials from our books). Recommended annual review (\$2,500-3,500) in first year to verify records for grants and other legal needs. Board needs to discuss and decide long before November. Also recommended an appraisal of the property to put it on the books for future reference. Suggested Jim Cotter as a qualified appraiser.
- Will asked about our status with Ben Husted and any conflict for Ms. Cozby if we had not formally ended our relationship with Mr. Husted; Ms. Cozby indicated there was no conflict of interest, and Mary Ellen confirmed that she had tried multiple times to reach Mr. Husted by email and phone without connecting. Our conclusion is that Mr. Husted is no longer committed to working pro bono for the Foundation.
- Discussion about the PILOT requirement for the conveyance
- Will asked about exemption from income taxes of 501(C3). Heather said that which exceeds 15% of the total square footage rented out is taxable, but indicated she would confirm this in a subsequent communication. Best if rented to other non-profits.
- MEP asked about the 2 year wait for raffle status. Heather was uncertain.

Heather left at 7:05 PM

- Ed Angley spoke about the issue with Procurement and the Finance Dept. regarding the procurement process that they want SHFI to follow. He needs to research further to render a decision, but initially doesn't feel it need apply.

Ed left at 7:20 PM

- The Board then discussed further the issue with Procurement and Finance regarding the procurement process. At this point we wait to hear from Ed Angley.
- Randy acknowledged the Treasurer's submission of a treasurer's report and Will asked about the letter of engagement status. MEP indicated that Heather has not submitted one at this point nor is there any pressing need for her to do so.

Motion by Galen to accept report; 2nd by Sandy King. Motion voted and passed unanimously.

- Randy acknowledged the Secretary's submission of various minutes to meetings. ***Galen motioned; Jeff Metcalfe 2nd to accept BOD minutes for November 9, 2011 executive session;***

motioned passed with Jeff abstaining. Galen motioned; Jim Hoagland 2nd to accept the minutes for December 1, 2011 BOD meeting. Motion passed unanimously.

- Will brought us up to date on the ornament sales.
- Extensive discussion then ensued with respect to the acceptance of a revised Mission statement. The final version was: **“Our mission is to restore and maintain the Simes House and Manomet commons as self-sufficient historical landmarks and cultural icons in the village of Manomet. For the public benefit, we will enhance cultural focus, provide education, and encourage community service. “**

A motion to accept new mission statement was made by Galen; 2nd by Jeff. This passed unanimously.

- Randy brought up the need for a calendar of events. This could be developed for the year and include such things as the Halloween in May dance; fishing tournament; a June plant/ tag sale; Mary Ellen volunteered to lead a fund raising committee and solicit other members from the general membership. A consensus was reached to hold another fishing tournament. A general discussion on the marketing of Simes wear and coffee mugs took place.
- Galen reported for G & O committee, that water department was contacted regarding the water being turned on; Scott Morrison about fertilizer and a riding mower; and the need for more loam in the spring. The CPC provided a sign which is now up on the Manomet Point Road side of the lawn.
- Sandy spoke about some grants she has investigated and added them to her spread sheet. Jim agreed to collaborate with Sandy on the grant process. Randy expressed a desire to subscribe to a grant service. Consensus was to wait and see what leads come from other sources such as our HSR consultant, Agricola.
- Randy brought up about the Existing conditions RFP we now have completed, could/should lead to a separate landscape plan. Randy volunteered to work on an RFP for a site plan. We may get a landscape plan from the HSR consultant, so we agreed to wait a bit.
- Will discussed status of the HSR RFPs as resubmitted and some of the loss of services under the counter proposals. Will needs a few more days to hear and evaluate responses. We agreed to wait for a summary document from Will and vote via e mail on the final choice for HSR consultant. He will then go forward with awarding the contract. At this point the BOD is in favor of Agricola Corporation and await Will's recommendation.
- Intent is to go forward with a partial conveyance that does not include lot 15. Since the tax taking was not correct. Also, the title examination revealed a small triangle of land near the lot line was not include in a conveyance from Dr. Trask. Randy is going to attempt to get Diane Trask to formal convey the parcel.
- Randy has contacted the CPC about a \$1.00 loan to formalize the relationship and qualify for the grant.
- Randy reports progress on traffic light project and that Charlie Brown needs to be moved ASAP.

Motion to adjourn by Will; 2nd by Jeff Metcalfe. So voted!

Submitted February 20, 2012 by James Pierson, Secretary- SHFI

ADDENDUM March 9, 2012

The minutes showed the Mission Statement as voted during our meeting.

After several days, of revisions and suggestions via e mail, from many members of the BOD, following our meeting, a revised Mission Statement was agreed upon. The final version now reads:

“Our mission is to restore and maintain the Simes House and Manomet Commons as self-sustaining historical landmarks in the Village of Manomet. For the public benefit, we will enhance cultural focus and identity, provide education and encourage community service.”

Will has posted this version on the Simes House Foundation web site.