

## **Simes Board of Directors Meeting Minutes Sept 29, 2014**

Directors Green, Keohan, King, Manter, Metcalfe, Parker, Pierson, B. Shain, W. Shain, Welker, Williams present. Keohan and King left about 7pm due to previous commitments.

Guests: Selectmen Chair Kenneth Tavares and Selectman Mathew Muratore.

Meeting called to order at 530pm in Town Hall lower level meeting space by Acting President Jim Pierson.

Selectman Tavares by way of introduction noted he and Muratore attended out of concern with what had transpired at the SHFI annual meeting as town has substantial investment. He said they were attending not to judge, but to observe.

### **Election of officers.**

#### *President*

Bill Keohan nominated Randy Parker as president, seconded by Parker. Rick Welker nominated Jim Pierson as president, seconded by Galen Green.

Parker noted his letter from Attorney Greenwood, reading portions thereof, and said the board should move on to reconciliation. Green said this is a matter of semantics, and that it was time to move on. Parker responded he was acting in the interest of the community, not the house, that there were different ways of thinking, that there was a need to display a level playing field to the community.

Jeff Metcalfe spoke of a time for change in leadership, an opportunity for new blood, and a new chance to work together for the success of the house. Will Shain noted the best interest of community is served best by house as mixed use, that we can have both house and community, and agreed change in leadership is best way to move on and that division was not helping to regain focus.

Keohan said SHFI is under scrutiny and needed to make actions defensible. Keohan said he might amend his motion so it would postpone election of president. Pierson said this was out of order. Parker noted the bylaws say officers serve for three-year terms.

Vote: Voting for Parker were Parker, Keohan and Sandy King; the remainder of the board was opposed, with Pierson abstaining. Voting for Pierson were eight of the directors with Keohan and King opposed and Parker abstaining. Pierson elected.

#### *Vice President*

Shain nominated by Welker, seconded by Green.

Welker cites Shain's expertise, devotion and best practices.

Vote: All directors for, excepting Parker against.

#### *Secretary*

Paul Williams nominated by Shain, seconded by Green. Position vacant by virtue of King's resignation.

Vote: Unanimous in favor.

### **Statement by Treasurer, ensuing discussion, offer by selectmen for mediation/arbitration**

Treasurer Welker read a statement denoting difficulties he has faced in executing his position, as well as his concerns about issues facing the board and foundation. He announced his resignation, but indicated he will work conditionally on IRS Form 990 filing and transition.

Tavares and Muratore noted they found the statement enlightening, urged board move past present challenges and work to forge a plan for future.

Parker, Keohan and Will Shain also reacted to the statement.

Will Shain moved to suspend agenda to discuss issues and seek reconciliation, second by King. Approved 10-1, Parker against.

Further discussion of issues ensues, including September annual meeting actions, proxy procedures and other points of contention took place.

After caucusing, Tavares and Muratore offered selectmen's help with mediation or arbitration that board will accept.

Welker suspended his resignation.

Selectmen then left the meeting.

Discussion of scope and process of mediation/arbitration. Williams offered to contact Tavares to determine process and scope and report back to board.

After some more discussion, the Shains and Parker agreed the books/trunk issue is resolved. Welker would check whether or not he has possession of the ring. [Welker later reported by email that he has possession.]

**Motion to adjourn**

Moved by Parker, second by Will Shain. Unanimous approval. Meeting adjourned approximately 7:30pm.

Submitted,  
Paul Williams, Secretary

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