

## **Simes Board of Directors Meeting Minutes Nov 4, 2014**

Directors present: Keohan, Manter, Metcalfe, Parker, Pierson, B. Shain, W. Shain, Welker, Williams.

Directors absent: Green, King.

Keohan and Parker left about 8pm due to other engagements.

Meeting called to order at 7:03pm at Chamber of Commerce board room by President Pierson.

### **Offer of arbitration by Selectmen**

Williams details Selectmen's offer of arbitration:

- Interviews with directors Keohan, Metcalfe, Parker, Pierson, W. Shain and Welker.
- Interviews will be general in content lasting perhaps an hour or two.
- Interviews will be conducted by selectmen Matt Muratore and Ken Tavares, and HR

Director Cindy DePina. If Simes BoD prefers, selectmen other than Muratore and Tavares can be asked; DePina is a given.

- Arbitration is binding.

Keohan expresses concern about need to re-do Sept. 18 general meeting. Parker notes bylaws says general meeting and officers election must be same day. W. Shain notes in 2013 meeting and officers election were not on same day as precedent. General discussion about September meeting, possibility of re-doing the meeting in November, and extent of arbitration topics.

Keohan moves to go to arbitration specific to the Sept. 18 meeting and ground rules for the Sept. 18 meeting. Parker seconds.

Further discussion of redoing meeting and changing bylaws regarding proxy voting. Pierson notes state law regarding proxy voting and time-consuming process of amending bylaws, when efforts should be focused on moving house project forward. Keohan reiterates points about narrowing the arbitration focus.

Vote: In favor, Keohan. Opposed, Manter, Metcalfe, Parker, Pierson, B. Shain, W. Shain, Welker, Williams.

### **Honorary Foundation membership for selectmen's representative**

Taking an agenda item out of order before Keohan departs, discussion of making selectmen's representative to the board an honorary member of the Foundation.

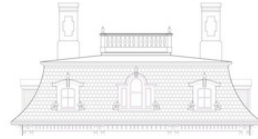
Williams moves to make the selectmen's representative an honorary member of SHFI, with no dues to be paid, and with voting capability. Manter seconds. Vote: unanimous in favor.

Keohan leaves at 8pm.

### **Offer of arbitration by Selectmen, continued.**

B. Shain moves to accept selectmen's "generous offer of arbitration." Manter seconds. B. Shain asks if directors approve of the arbiters as suggested. W. Shain suggests motion be amended to include other issues. Discussion finds this is unnecessary as the motion and process are open-ended. Metcalfe urges the arbitration be accomplished before December general meeting, and suggests a bylaw review committee be established. W. Shain moves the question.

Vote: In favor, Manter, Metcalfe, Pierson, B. Shain, W. Shain, Welker, Williams. Opposed, Parker.



Board asks Williams to communicate with Tavares as to the result.

### **Plans and specifications authorization**

Shain spoke to Phase 2A plans and specifications authorization:

1. Add a second ADA-compliant bathroom on the first floor in the eastern end of the house, outside of the new staircase (current location of the back wall of the kitchen).
2. Move the kitchen forward, westerly, to eliminate the current butler's pantry, and create sufficient space for approximately a 160 square foot kitchen layout.
3. Take the current butler's pantry apart and use the drawers and countertops to recycle what we can in the current hall bathroom area. It will open to the dining room, the half-bath now on the plans will be eliminated.
4. Put the mop-sink in the southeastern corner of the new kitchen, on an open wall behind the door that enters the kitchen from the south side.
5. Sinks and dishwasher including a hand-sink, all on the eastern back wall.
6. All other appliances (refrigerator, oven-cooktop unit) on the north wall.
7. Return the kitchen to gas cooking, not electric.
8. No center island; 1-2 wheeled, stainless steel worktops that could rest along any long, unoccupied wall in the kitchen.

Variations required with this plan:

1. Variance for the bathroom in the basement; no handicap accessibility.
2. Variance for a 2<sup>nd</sup> form of egress from the first floor to the lawn.
  - a. Being advised by Red Hawk Studio Architects that they cannot find any regulations that address a 2<sup>nd</sup> form of ADA-compliant egress from the 1<sup>st</sup> floor.

Parker moves to accept the Phase 2A specifications as presented to the Board with two changes. First, to clarify the reference to gas as gas cooking (not heating). Second, to clarify the reference to a second form of egress from the first floor to stipulate a "second form of ADA-compliant egress". Further, that Will Shain is authorized to contact Red Hawk Studios and request upgrades to the Phase 2 bid specifications and drawings consistent with these changes, and to advise the board if there are any additional expenses associated with these changes, none expected from Red Hawk, but the MEP engineering contractor may not be as cooperative. Metcalfe seconds. Parker moves the question.

Vote: Unanimous in favor.

### **Ornament status**

Welker notes loan payable has been transferred from David Carreau to Land Management, with no specified loan terms. Parker says not to worry about repaying immediately. Pierson notes the original motion about payments being in sync with sales. Parker acknowledges ornaments need to be counted. Welker notes there is no separate account in QuickBooks for ornament sales.

### **Post Office box transfer**

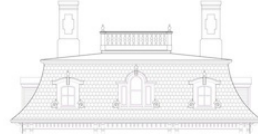
Discussion about transfer of PO box from Mary Ellen Parker to another board member. R. Parker says someone must go to PO with M.E. Parker to transfer. Williams will.

### **Minutes of Sept 29, 2014**

Minor corrections noted.

Parker move to accept as revised. Pierson seconds.

Vote: unanimous in favor.



Parker leaves at 8:35pm.

**Treasurer's report**

SHFI cash on hand about \$8,600 with \$5,000 restricted. SHFI will need about \$3,400 for insurance through April 1.

Glorianna Davenport and Evan Schulman of Tidmarsh Farms would like to be paid something on the \$1,500 loan made to SHFI and due at year-end. Williams will contact them concerning terms.

About \$1,000 in St. Catherine's account with about \$1,000 in bills pending. \$83,200 in Vanguard market fund.

CPC has Red Hawk and Vareika bills, with an estimated \$30,000 in retention for Vareika to come from CPC, with \$5,000 to come from SHFI.

Welker introduces P&L for year to date. He is working with accountant on IRS Form 990 submission.

Metcalfe moves to accept report. W. Shain seconds.

Vote: unanimous in favor.

**Business supporters**

Welker notes annual opportunity is being missed that may be \$6,500 more income.

Pierson notes in-kind contributions by many business supporters, but would welcome financial contributions. W. Shain urged the paid or in-kind business partners should probably only be listed for the year in which they contribute or 12 months, whichever is longer, unless there are special circumstances for listing longer, and that businesses should be encouraged to support us annually like general members.

**Adjournment**

Metcalfe moves to adjourn. W. Shain seconds.

Vote: unanimous in favor

Meeting adjourned at 8:55pm.

Submitted,  
Paul A Williams  
Secretary