

Simes House Board of Directors Meeting Nov 19 2014

At Town Hall Harbor Meeting Room

Directors present: Pierson, Green, Williams, W. Shain, B. Shain, Keohan, Parker, Welker, Manter, King
Director absent: Metcalfe

Meeting called to order at 702pm by President Pierson.

Nov 4 Board of Directors minutes

Keohan asked to reword his motion to reflect his actual words.
Motion to accept including revisions from Keohan, W. Shain.

Motion: Parker motion to accept; Green second.
Vote: all in favor, except King abstaining.

Treasurer's report

IRS and Mass. 2013 filings complete. Welker appreciates full board review.

Accountant Heather Cozby indicates she will need to increase \$600 fee due to more work with St. Catherine's addition, and more general ledger accounts. Welker will do what he can to keep fee low. He notes we will need to separate P&L in future for Simes House and St. Catherine's.

Welker believes we should allocate \$200 of the \$600 to St. Catherine's expense, and that it may be close to half going forward. Consensus to allocate next year.

Welker states there is about \$8,000 in treasury, \$5,000 of which is restricted. St. Catherine's balance is roughly \$1,000 with bills paid, \$1,000 transfer from Vanguard fund, which has \$82,500 value.

Balance sheet is nearly ready. It needs CPC administration fund for \$800 for Red Hawk for extra work for the kitchen. The \$800 should come from the grant, according to Keohan.

Welker will work on Directors/Officers insurance application.

W. Shain asks about \$5,000 phase one. Keohan indicates it will have to go back to CPA. Keohan will research what to do.

Motion: Parker moves to accept; B. Shain second.
Vote: unanimous in favor

Building Committee report from W. Shain

Inspection Services request to add second ADA egress. Exception for bldgs under reconstruction.

Keohan leaves 730pm.

PO box transfer

Keys transferred, Williams states.

Tidmarsh/Davenport/Schulman loan

\$1,500 loan due by Dec 31, 2014. This is in addition to \$500 donations. Williams reports Davenport/Schulman willing to forgive loan in return for free membership for three years. Discussion ensues of making membership lifetime.

Motion: Parker moves to award Davenport and Schulman two lifetime memberships and additional amenities. Green seconds.

Further discussion covering what Davenport/Schulman might want, inviting them to a Board meeting. Parker amends his motion to two lifetime memberships and potential additional considerations.

Welker notes the loan will stay as payable on the books, and the need to complete this by Dec 31.

Vote: unanimous in favor.

Parker notes the rose settee in the House is a donation and we need to supply receipt to donor. He will seek an appraisal. Welker will have to book it as an asset on the balance sheet.

Ornament status update

Pierson acknowledges that the Parkers would like to keep an inventory. He also notes Margaret McSharry would like to have some for Christmas tree lighting.

Parker supplies 25 of 2013 150th anniversary ornaments, and 22 of the Charlie Brown ornaments for upcoming events. He notes 112 of the 2013 ornaments are at Land Management office. Welker has talked with ME Parker about reconciling the numbers and sales.

Selectmen's Intercession

Williams updates on the selectmen's offer of arbitration, saying that his conversation with Ken Tavares found that while the arbitration is still planned by the selectmen, it will not occur until after the Thanksgiving holiday.

W. Shain notes that Matt Muratore said they waiting on Tavares.

Plans and specs Building Committee

Two forms of egress - exemptions cover not having two ADA-compliant egress. Once the plan is final, the BC will see what the ZBA says.

Red Hawk says another four inches for kitchen can be got by moving wall.
No additional cost to do this

Removal of the pantry may need structural engineering visit.

Parker asks if the kitchen can be extended due to difference in hallway widths.
W. Shain says if added space can had, it's not a problem.
Parker, W. Shain and B. Shain will discuss the possible wall change. Pierson notes a wider hall would benefit caterers coming in and out.

King leaves 756pm.

W. Shain asks if the Board is ok with these minor revisions. Parker asks if the baths can be back to back. Consensus that two ADA baths would be good.

Site engineering

Parker reports the bids as Bracken \$7,500, Martha Lyons \$9,500 and Merrill \$22,500. He notes Lyons' first bid was \$22,000. Parker suggests that since Bracken has best number and is in his digital model, we reserve difference between Bracken and Lyons for peer review by Lyons. He recommends accepting the Bracken bid, and believes he can do a little better.

W. Shain says Lyons may have taken much out of her bid. He says he would like to study bids to be sure bids are equal. He asks if subsurface engineering is in plan, to which Parker says yes. He says this explains why Lyons needed to hire engineering.

Parker says SHFI can delay awarding bid, and could run the plan by neighbors and the planning board to get buy-in with an informal review. He believes it prudent to get the planning board and neighbors review before releasing to final design.

He notes there is no limitation on response time to bidders.

Parker will email bids to Building Committee, along with his view of pros and cons of each bid.

Pierson suggests dealing with this at the Building Committee level first, and report to the Board.

Discussion about how long application process will take. About 4-6 weeks, according to Parker. W. Shain estimates possibility of work starting about May 1.

W. Shain asks Parker if a warrant article is being discussed with CPC. He believes a second ADA bath on the first floor is because second floor ADA bath won't be available, noting if SHFI doesn't need second ADA bath on first floor, the kitchen could be enlarged. If SHFI can go to spring Town Meeting, SHFI would have funding in July so could do one ADA bath on each floor. Parker advises W. Shain to ask Keohan about an article; he believes there won't be an article, based on lack of CPC support and arbitration.

Parker suggests adding Keohan to distribution of bids.

Grant writing

Williams reports on Grant Writing Seminar he attended, thanks to Metcalfe's generosity. Takeaways from the four-day seminar are:

- Grants have changed from "warm, fuzzy" to data-based awards.
- Grantors look carefully at long-term sustainability of a program.
- Historic preservation grants are difficult to get, as many grants today are for after-school programs, homeless programs and the arts.
- SHFI's mixed use presents a challenge in that the house when completed doesn't fit neatly into one category.
- Our best approach may be to present the mixed use as a new model for sustainability for a historic property.

The woman who taught the seminar teaches at Bridgewater State, and said some of her students may be available to intern as grant writers.

General membership meeting Dec 18

The John Alden Club has been secured as a meeting site.

Notice of the meeting must be given no more than 30 days before and no less than seven days.

Pierson believes this should be an informational meeting. Depending on potential arbitration, he believes the September meeting is valid, and that the Board is making progress on concerns expressed at that meeting. He suggests a PowerPoint of building plans with explanation.

W. Shain and Welker ask Parker if this would be acceptable to critics. Parker responds says it could be, that we should present limitations as they are. Pierson notes the need make it understandable to audience. Parker believes the group will appreciate a second bath, and that he would be happy to speak to it. W. Shain offers to work together in unanimity.

Discussion of economic feasibility of kitchen -- Parker says his question is answered if kitchen will support events in the house. Green says the issue is resolving itself, more and less of what different people wanted, and that the plan is more comprehensive than originally planned. B. Shain notes this gets SHFI into first floor and gets events booked. Parker says the Board has reached a point of reasonable compromise.

W. Shain notes SHFI should be aware funds are insufficient to finish the first floor, saying Vareika's bid is \$100,000 more than funds on hand, noting alternate deductions. Parker asks if enough funding is available to do kitchen, baths and hallways so outside events can be held. W. Shain will ask. Randy says we could possibly get certificate for partial completion. Parker comments that the priority is baths, and the kitchen is secondary based on comments from wedding as this would be a starter for revenue generation.

W. Shain mentions Red Hawk has asked for another meeting with inspectional service and fire department.

Proxy format process and bylaw validity

Pierson doesn't see bylaws changes by the December meeting as there is not enough time. He suggests an educational segment at that meeting to explain how the bylaws can be changed, the proxy protocol, the voting process and highlights from the state law on proxies.

Parker says the Board doesn't need to go backwards regarding proxy at the September meeting. He questions if bylaw allows proxy, citing Atty. Greenwood's opinion that scope and extent are needed. He has also gone to Atty. Rick Bennett who believes proxy not well defined in the bylaws. Parker says the Board could ask Atty. Angley but W. Shain and Pierson say Angley has never returned calls. Parker says if so then the Board should solicit an opinion from another attorney and not to make it retroactive. Parker says he was told all members needed notice of proxy availability with a consistent format and sufficient time for members to respond.

A discussion follows among Welker, W. Shain, Green, Parker and Pierson regarding unanimity displayed by the board. Green notes proxies are needed for those living away, and that too many people are involved who give time and money whose vote should be recognized.

Pierson introduces W. Shain's proxy form. Shain relates what was advised from his attorney, that a six-month duration is given unless revoked and that a notary is not required.

Motion: W. Shain moves to accept proxy form as submitted based on opinion from his attorney. Seconded by Green.

Further discussion includes the amount of time required to change bylaws, possible addition of a "witness" line, possible addition of motions and check boxes. B. Shain moves the question.

Vote: All in favor, excepting Parker, who is opposed. Note: Keohan and King have left the meeting before this vote.

W. Shain suggests sending the approved proxy form to all members. Pierson states that absent an opinion from counsel, this form will be used.

Motion: W. Shain moves the proxy as accepted be provided to all eligible members with notification of next meeting, and with postal mailing for those without email. Seconded by Pierson.

Vote: All in favor, excepting Parker, who is opposed. Parker states his opposition is based on seeking another legal opinion speaking to bylaw proxy form and process.

Code of ethics

Signed SHFI Code of Ethics by Board members are handed in, excepting Parker, who objects to a provision in the Code.

Adjournment

Motion: To adjourn by Pierson, seconded by B. Shain.

Vote: unanimous

Meeting adjourned at 9:54pm