

Washington Hancock Community Agency  
 Meeting of the Board of Directors, April 25, 2017

<b>Called to Order: 5:21 pm</b>		
<b>I. Roll call and introductions</b>		
<p>Board Members Present: Bunny Richards, Peter Remick, Ruth Sousa, Martha Beathem, Ron King, Betsy Fitzgerald, John Harris, Jonathan Thomas, Catherine Betz, Becky McKenna, Vanessa Young, Barbara Clark, Angela Rackliff, Michelle Beal          Quorum Established: Y 15/16          Visitors Present: Mark Green, Bobbi Harris, Anne Ossanna, Kevin Bean, Jennifer Trowbridge, Jane Thomas</p>		
<b>II. Approval of Board Meeting Minutes from March 28, 2017</b>		
<p><b>Discussion:</b>  <b>Action:</b> Ron made the motion to accept the minutes as amended, Becky seconded. Motion passed.</p>		
<b>III. Items for Board Action</b>		
<p>1. CSBG Training – Basic Principals of Organizational Governing – Bobbi Harris          Bobbi presented a Power Point presentation on the above topic.</p>		
<b>IV. Reports</b>		
<p>1. Status Report on Strategic Alliance Meetings – Executive Committee – In depth conversations and review of all items, no red flags that indicate a need to stop. Subcommittees also have a lot of time in this. Due diligence is important and is being done. If we move forward, we will be bigger but we will be better. Some costs will be saved such as one Executive Director. We are currently looking into employee benefits; each organization has different but good benefits. We are moving along but there is a lot of work to go.</p> <p>What would happen to the Endowment? Everything would move into one, as CFO has an endowment as well. The new Board would need to decide who to use as a fund advisor. Kevin sees several RFPs going out for services such as investments, banking (both currently use Machias Savings), benefits, etc. Concern about headquarters of both agencies being in Hancock County.</p> <p>Both organizations have done a tremendous amount of work to inform each other about their respective organizations. The Culture Committee has about ten people on it and they discuss concerns from each organization about how things are going to change. Some items are straightforward and others are nuanced. The nuanced items are those that are bringing the most angst. The conversation needs to move towards what we can be as a larger organization, rather than getting too involved in the weeds.</p> <p>Why WHCA, not another organization in Washington County, going back to the concern of concentration in Hancock County. We are administratively heavier in Hancock County, but we do provide more services in Washington County. There is an even representation of both counties on the WHCA Board, and CFO seems to have that same representation. The Machias building is now full.</p> <p>Some financial questions: There are still some questions surrounding benefit</p>		

eligibility levels (20 hours, 30 hours, etc.), matching contribution to retirement, employee contribution to the health plan, savings on accounting software and other savings to be identified.

**Action:** Jonathan made the motion that the Board give a vote of confidence to the negotiators, and to encourage the continuation of the work, Bunny seconded. Motion passed.

2. Friendship Cottage Report – Anne Ossanna – Anne presented on some of the participants, and shared a letter from the daughter of a participant as a caregiver and family member.

Anne discussed a project in conjunction with the University of Maine. They are providing a half hour of speech therapy twice a week for two participants through telepractice. This is done with Graduate students over the computer, and family members can login to view the sessions. On days that the participants don't have therapy Anne will work with them on "homework".

The Cottage has a waitlist of four people. There were some staffing issues but those are being resolved.

3. Development Committee – Vanessa Young – Coverage in the Ellsworth American for volunteers and our need for volunteers. There is a Caregiver conference coming up in Calais on April 28 and we will be there with a presentation board denoting our programs. April 30 is the At Home Friendship lunch at Friendship Cottage. Donations have been slow but we did get a nice sponsorship from BHB for the At Home tennis round robin. We were invited to apply for Maine Children's Trust for both counties, both just under \$8,000. We were not invited to apply for the Next Gen application. A reminder that 100% Board participation is appreciated. Joe does get asked about this from funders often.

We need someone to attend the Franklin meeting next year for the SEED application. We were not asked to speak and were not given any funds. Ellsworth's meeting is coming up. Please like us on Facebook!

4. President's Report – Betsy Fitzgerald –
5. Executive Directors Report - Mark Green – Mark is working on getting an HHG program developed. The Cutler garage interested party has received funding for half of the project and has applied to one of our loan funds. Mark expects to have more next month on both items.
6. Finance Directors Report – Kevin Bean – Finance Committee met last Thursday and Kevin was hoping to have the audit ready. Taxes were more of a burden on our auditor's firm than anticipated so our financials were not ready. Kevin spoke with him and is looking at May for another Finance Committee meeting to review the audit and 990. These are due to funders by June.

Second quarter reports were discussed. We have some high ARs from MaineHousing, some due to contract extensions which require budget revisions and they are not releasing funds without them. Kevin is expecting to see payment

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in May. LogistiCare is slow in paying, but seems to be catching back up. Surplus is \$151,000; agency-wide revenues are 7% under budget and expenses 8% under budget. Much of this is due to Housing and getting out of wintertime into the warmer season. Transportation had an issue with a contract that we had but another region had questioned the process so the State threw all applications out and started over. This is expected to come out over the summer. Friendship Cottage has a deficit of \$24K but their billings were up to 1,062 hours this past month. With the warmer weather these hours should continue to stay at projected levels. Later this summer we expect to purchase a bus with a match of about \$15K.

7. Written Reports

a. Development and Community Services Grant Report

**V. Business meeting  
adjourned at 6:55 pm**

Becky made the motion to adjourn.

Respectfully submitted, Jennifer Trowbridge, Housing Services Director

# PRACTICES OF EXCELLENCE:

## FOR NON PROFIT BOARDS

### **Non Profit Board of Directors are responsible for:**

- Defining the organization's mission, vision and values, and for providing overall leadership and strategic direction to the organization
- Maintaining the ethical and legal integrity of the organization
- Set policy and ensure that the organization has adequate resources to carry out its mission
- Evaluate their own effectiveness as governing bodies, in upholding the public interest(s) served by the organization



## BEST PRACTICES

- A nonprofit board should hold board meetings at least on a quarterly basis and regular attendance should be expected
- A nonprofit's board should at a minimum of every three to five years review the organization's Articles of Incorporation, bylaws, policies, and mission, vision and values statements and amend as needed to reflect organizational growth and development



- Although Maine Law allows for fewer members, a nonprofits board should be made up of at least five persons unrelated to each other or to staff
- A nonprofit's board should be comprised of individual volunteers who are committed to representing the best interests of the organization and its mission, and who have diverse skills, background and experience to meet the nonprofit's needs. The board should include at least on individual with financial expertise (not necessarily a CPA)



- A nonprofit's board should establish a process for selecting new board members that will ensure it has the necessary skills and abilities and an adequate infusion of new ideas and community perspectives, while preserving institutional memory
- A nonprofit's board should be a representation that reflects the organization's constituents and the community it serves.
- A nonprofit's board members should carry out their responsibilities in the areas of: strategic planning; policy approval; hiring of and supervision of CEO; setting compensation structure; fundraising; and financial oversight.



- A nonprofit's board should establish an effective systematic process for educating board members to ensure that each member is equipped with the information needed to carry out oversight functions, act on all legal, ethical and fiduciary responsibilities, and be knowledgeable of all programs and activities of the board.
- A nonprofit's board should engage in dialogue about mission impact in order to strengthen the organization's programs and services, including determining which programs are consistent with the organization's mission and monitoring their effectiveness.



- A nonprofit's board should review and approve new or revised fiscal and governance policies.
- A nonprofit's board assumes responsibility for ensuring sufficient funds are raised to carry out the organization's mission, meet budgets and maintain adequate reserves.
- To demonstrate personal stake in the nonprofit, board members should volunteer their time, assist in raising external funds, and make financial contributions to the nonprofit. One hundred percent of board members should give financially to the organization to the best of their ability.



- A nonprofit's board members' responsibilities should extend outside the board room. Board members should act as liaisons between their organization and the community on a regular basis to enhance the organization's public standing by sharing information about the mission and program outcomes.
- A nonprofit's board members should receive no monetary compensation from the organization, except as reimbursement for reasonable out-of-pocket expenses.
- A nonprofit should document meetings and actions of the governing body and any committee with authority to act on behalf of the governing body.



- A nonprofit's board should annually review and approve an annual budget for the organization, ensuring the expenditures are in alignment with mission focus.
- A nonprofit's board should review and approve financial reports at least quarterly, review and approve year-end financial statements, and should also review and approve significant financial transactions, contracts and leases.
- A nonprofit's board should annually conduct a formal performance review of the CEO, and a summary of the results should be communicated to the entire board.



- A nonprofit's board should establish an organizational transition or succession plan to maintain daily operations in the event of a change in executive or board leadership.
- A nonprofit's board should ensure effective organizational planning, actively participating in and approving strategic planning efforts of the organization and monitoring the plans.
- A nonprofit's board should conduct a regular risk assessment and establish appropriate risk management strategies.



- To institutionalize legal compliance, a nonprofit should establish a clear conflict-of-interest policy that requires disclosure of relations, nepotism, and interested-party transactions.
- A nonprofit's board should regularly evaluate itself with an eye toward ensuring the effectiveness of the board while also improving governing practices.
- A nonprofit's board and CEO should create clear expectations and shared understandings of mutually supportive and complementary roles.



**THANK YOU!**

March 30, 2017

Dear Trustees of Friendship Cottage:

Although I am sure you know how much Friendship Cottage means to the people who spend time there, I would like to add my voice as a caregiver and family member. My mother cannot verbalize what her time at the cottage gave her, but I can. She received truly loving care, and it enabled her to find her sea-legs during a difficult time of change in her life.

My mother came to Friendship Cottage after a hospital stay. She had been through a lot in recent months, most notably having to leave her home to live with us. She was then diagnosed with Alzheimer's. She did not have any control over these changes, but Friendship Cottage gave her a stable base to lean on. Truthfully, Friendship Cottage gave my whole family a stable base to work around, because her arrival in our lives was sudden, unexpected, and full of physical, financial, and scheduling challenges.

More than anything, I want to stress that even with a loving family to live with, we often could not give her what Friendship Cottage gives its clients every single day. We could not stop our work schedules to spend the kind of time my mother needed, or at the slower pace she required. We are a busy family of four, and between work, school, and volunteering, even our down time seemed chaotic to my mom. Her mind and body had started to move at a much, much slower pace, and she was increasingly confused by simple activities.

Between the sudden loss of her home, her living situation with us while we sorted her finances out, and her osteoarthritis and Alzheimer's, she had every right to be grumpy – but this is not what happened. Friendship Cottage provided a sense of purpose and participation for my mother. Despite her mental and physical struggle, she was determined to be up, dressed, and bathed every single day of the week. This is something she had not done for years. The transportation gave her a sense of being independent -- and saved my sanity. Friendship Cottage was her new job, and she took it seriously. She had been a therapist, and the folks at the cottage engaged her mentally and socially. That alone was one of the most

remarkable changes in her long road back to health. Not only did I get a much-needed break as primary caregiver, but she had a purpose again.

We first convinced her to go by telling her that it was for me, not her, and that she could help the other clients (as opposed to being one of them). It was not long before she formed unexpected and deep friendships. She relaxed and stopped trying to hide the mental changes that were taking place; her peers at Friendship Cottage were totally accepting of each other's quirks and challenges, no matter how different from each other. Everything she had tried to hide was now normalized; it was okay to be forgetful, it was okay not to be okay. It was the most kind and gentle introduction to the reality of her new life, and the atmosphere at Friendship Cottage was something we could not possibly replicate at home, no matter how much we loved her.

Anne Ossanna drew my mother out of her shell, reassured her, and helped her make that first step over to the cottage. Lucy, Ann, Holly, Cathy, Heidi, and Nikki will forever be etched in our hearts. They are all Angel People, and deserve recognition for the steady, respectful, and amazing work that they are doing for our community.

Sincerely,

Nina Fleming (daughter of Dorothy "Elizabeth" Pratt)





