



**MAHB Executive Committee  
Quarterly Board Meeting Minutes  
November 20, 2019**

**Location:** Olde Colonial Café, 171 Nahatan Street, Norwood, MA 02061

**Time:** 6:00PM – 8:30PM

**Present: Executive Committee Members:** President Marcia Testa, Joan Jacobs, Treasurer and Acting Secretary/Clerk, Marcia Rising, John Doherty, Edward Cosgrove and Ray Considine. **Associate Members:** Mike Hugo and David Alper

**Staff:** Marcia Benes; Cheryl Sbarra; Elaine LaCoursiere;

**Absent: Members:** Laura Hausman, Christopher Quinn

- a. MAHB Grant Proposals - Updates
  - i. DPH Shared Services RFR Submission with six towns of Aquinnah, Chilmark, Edgartown, Oak Bluffs, Tisbury, and West Tisbury, due March 4, 2020, noon. – *Testa and Hugo*
- b. Town of Westport BOH vs Town Meeting Decision to pass bylaws rescinding Animal Registry.
- c. Other New Business – *All Members*

President Marcia Testa called the meeting to order at 6:30 pm, November 20, 2019. The Executive Committee approved the minutes of the previous meeting held on September 18, 2019.

**President's Report (See Attachment )**

**Transition, Reorganization and Infrastructure Building Plans**

Marcia Testa gave an update on the planned move of the corporate offices from the home of Marcia Benes to a co-share sublease arrangement under Phase V Technologies, Inc. with Haynes Management, Wellesley, MA. The new Corporate Offices were scheduled to be moved to 20 Walnut Street, Wellesley Hills, MA according to a plan originally approved by the Executive Committee in 2017 upon the expected retirement of Marcia Benes by December 31, 2017.

However, since the retirement of the Executive Director had been delayed, it was not possible to enact this move until November 2019. Marcia Testa also described the move of the physical servers, G-Suites email accounts and google app accounts for both the mahb.org and region5hmcc.com domains and websites. All active transition services from the period March 1, 2019 through November 20, 2019 were being funded by Phase V Technologies, Inc. Starting December 1, this would transition over to a

services contract that includes a co-shared sublease agreement as soon as the appropriate funds could be identified, and services could be outlined and estimated. Marcia stated that at least 8 -12 weeks would be required to perform the needs assessment based upon information to be collected between January and March, 2020.

### **Transition of Executive Director Responsibilities**

Marcia Testa reported that the responsibilities assumed by the current Executive Director were inventoried in order to parse them into the different categories as detailed in Attachment : 1) fiscal services; 2) general technical services; assistance to the Executive Committee; communications (e.g., Constant Contact); websites server and domains; hiring and supervision; certification program; grants and contracts; DPH Region 5 HMCC contract. A detailed listing of these issues is given in the attachment.

### **Administration**

**Cash versus Accrual Methods.** Marcia Testa explained the issues with using cash versus accrual methods explaining interpretation problems that arise when a cash accounting method is used for projects that carry over, or expend funds across different fiscal years. If using a cash accounting method, pay-in-advance grants and contracts books income at the time it is received (deposited) and expenses at the time they are paid. The company can build up its cash reserve in earlier FY's and then spend down in later years. Later year expenditures are not a "loss" but a deferral of expenses, unless more is spent than taken in. If one uses accrual accounting and a contractor's bookkeeping method, one will track project-specific job costs and income when the money is earned regardless of when it was received or paid. Expenses are booked when the expense is encountered and not when the bill is paid by the company. As an example, three pay-in-advance contracts were received during fiscal years 2016, 2017 and 2018. However, project services did not begin until FY 2019. These types of Pay-in-Advance restricted grants and contracts are paid upfront prior to the delivery of services. The income can even be booked in a previous fiscal year to when the services are rendered. Multi-year grants and contracts are allowed to carry-over funds to subsequent fiscal year as needed. Since accrual accounting is not done by project in real time adjustments are made by the MAHB accountant/auditor when the books are reconciled for IRS reporting requirements.

### **Report of the MAHB Bylaws Sub Committee**

In his charge through the MAHB Bylaws Committee approved at the September 2019 Executive Committee meeting, David Alper proposed having an interim Executive Committee Meeting (between the usual quarterly meetings) where no staff would be in attendance. The purpose of this meeting would be to discuss the business of MAHB. He stated that he thought that individual board members should be doing more. He requested that a meeting be set up to work on the one item "Business of MAHB" in January 2020. This would be a working meeting. No staff would be invited to attend according to his suggestions. There was a proposal to have an outside facilitator moderate the meeting. However, several of the members reiterated that this had been

done two and three years ago through a special grant from DPH with a lot of time and effort going into that process with a professional facilitator consulting company. The general consensus was not in favor of repeating that process, not only because of the expense, but because the prior results had not been considered fruitful. Mike Hugo proposed that Cheryl might be the one to facilitate. This was countered by that assertion that until some structure (framework) was built around what the subcommittee's reached and what this separate meeting was going to accomplish. It was suggested that the original member's only attendance should be maintained. Dave Alper volunteered to run the meeting and *proposed a date* of Friday, January 10, 1pm in Wellesley at the new office. 1-4 pm. 20 Walnut St. Suite 110. Send out RSVP to all Board members.

### **Farewell to Marcia Benes**

Marcia Benes announced that she would be officially ending her duties by mid-December and traveling to Hawaii on vacation until her official end date of December 31, 2019. She would maintain her home office until that time, but the phones and internet would be ending by December 1, 2019. All MAHB equipment, files and the computer server would be moved on November 23, 2019 to the offices of Phase V Technologies, 20 Walnut Street. She mentioned that she sees a good transition process. The Citation was presented to Marcia Benes from Mass. Senate.

### **Considerations for Increasing MAHB Income**

It was discussed by the members that even with Marcia Benes supported at less than 15 hours per week over the past several years, and with minimal no other infrastructure support services, other than membership dues at under \$30,000, MAHB needs a much stronger fiscal pathway. It was mentioned that the tobacco, Harvard and Minigrant grant funds were being used to support the current reduced effort of the Executive Director in addition to the associated overhead costs (rent, utilities, phones, webserver, accountant, bookkeeping and other expenses of running the general services of MAHB). The group mentioned trying to come up with ways to generate income. Again, it was mentioned that we needed some sort of product to sell – such as technical services, the legal handbook or overhead from grants and contracts. Marcia Testa reminded the members that one of the three Harvard Grants – Public Health Social Media Learning Collaborative had invested over \$40,000 in producing the Legal Handbook to date, and that there needs to be a large effort in getting a return on this and any other investment.

Ray Considine mentioned that he has no idea how much equity there is in organization. Marcia Testa responded that there essentially is no equity in MAHB, except for potentially its brand. The consensus was that MAHB needs to broaden its funding base potentially by expanding technical assistance in not only legal advice, but public health areas of local public health practice, epidemiology, evaluation and health communication. Currently, grants and contracts only bring in enough to cover their contractual obligations and approximately 8% to 15% to pay for the overhead expenses

not only to MAHB's cost of doing business, but for running the contract itself such as the rent in Barnstable for the HMCC contract with the Commonwealth of Massachusetts.

### **Annual meeting closed on Nov. 16 at final certification program in Taunton**

It was reported by the Treasurer Marcia Rising that the annual meeting took place at the Certificate Program Sessions in Marlborough (start) and ended on November 16, 2019 in Taunton.

### **Report by the MAHB Senior Staff Attorney and Director of Policy and Law**

- Cheryl Sbarra gave a quick update on the Massachusetts Tobacco Cessation and Prevention Program (MTCP) Program. She reported on the status of the pending Tobacco Law. *Postscript: – Just after the meeting adjourned at 9:44 PM she emailed “The Senate just overwhelmingly passed An Act to Modernize Tobacco Control with a roll call vote of 32-6!”*
- She also reported on the Chronic Disease Program. She stated that they had a new attorney coming on board as an independent contractor. This attorney will look at health disparities 2 days/week. His name is Matt Barron at his rate is \$50/hr.
- She is also working on piloting regional organizing plans.
- She mentioned that the Legal Handbook is still being updated with new tobacco and cannabis regulations and she want to include a section on this topic. There was a discussion about pricing and copyright protection.

**Old Business:** None Discussed.

**New Business:** Marcia Benes invited Executive Committee to meet at her farm for a meeting sometime in future. Her last day is December 31. Retirement ahead.

**Meeting Adjourned:** 8:30pm

Marcia Testa made a motion to adjourn

Joan Jacob, seconded

**Vote:** Unanimous

Respectfully Submitted

*Joan M. Jacobs*

Electronically signed by **JOAN M. JACOBS**, CLERK

on this 5<sup>th</sup> Day of March 2020