



**MAHB Executive Committee
FY21 Executive Committee Board Meeting Minutes¹
May 26, 2021**

Location: <https://harvard.zoom.us> meeting

Time: 6:30PM – 8:30PM

Present:

Executive Committee Members Present (Voting Members): Marcia Testa, President; Christopher Quinn, Vice President; Joan Jacobs, Secretary/Clerk; Marcia Rising, Treasurer; John Dougherty, Laura Housman and Ray Considine.

Non-Voting Members/Attendees: Mike Hugo, Cheryl Sbarra and Elaine LaCoursiere and Guests Amy Staunton and Meghan O’Neil from AAFCPA.

Absent: Edward Cosgrove

(See Attendance Table - Attachment 1)

1. Greetings Introductory Remarks – All

2. Official Call to Order

Marcia Testa (Marcia T) called the meeting to order at 6:30 pm, May 26, 2021. The Agenda for the meeting can be found on the MAHB Executive Committee Quarterly Meetings page – May 26 2021 Agenda - https://www.mahb.org/wp-content/uploads/2021/05/MAHB-Draft_V3_Agenda_05_2021.pdf

3. Approval of Minutes from October 15, 2020 Executive Board Meeting

Marcia T reviewed the minutes, and the Executive Committee approved the minutes of the previous Executive Committee regular meeting held on October 15, 2020.

¹ Please note that text that appears in italics preceded by “Note for further clarification” has been inserted for clarification when transcription/recording was not clear or when reference to an undefined term was made.

4. Reports – President and Staff

Financial and Administrative Office Infrastructure and Membership Drive Update (6:30 – 7:20PM)

Marcia T reviewed the planning and design and early implementation of the new accounting, grants and contracts management. She explained that the new QuickBooks online system would be used for grants and contracts financial management. See Slides 1 – 8 ([MAHB Executive Committee Meeting](#)). -

https://www.mahb.org/wp-content/uploads/2021/11/MAHB-Executive-Committee-Meeting_05_26_2021.pdf

She introduced the AAFCPA team <https://www.aafcpa.com/>

Amy Staunton (<https://www.aafcpa.com/people/amy-staunton-cpa/>) and Meghan O'Neill, Consulting Account Manager who were present at the meeting to discuss the plans and current activity on the infrastructure upgrades. from

<https://www.aafcpa.com/>. Amy gave a presentation that described the design, transition and beginning implementation of the infrastructure changes and modifications. Briefly this included conversion of the standalone desktop QuickBooks systems to a multi-access and functional QuickBooks Online system that coordinates all bank and credit cards feeds, allows for multiple users and roles and coordinates bill the bill payment system “Bill.com” that requires three levels of authentication and for electronic check and ACH payments. She also described the grants and contract management system that is designed to enable individual accounting by Class (MAHB Admin, MAHB Project, HMCC Admin and HMCC Project) and within those Classes by Project (i.e., the contract, grant or program). See Slides 9 – 22.

Ray C asked about how one could maximize overhead/indirect to build equity for MAHB stating. *For board members, I think it's important for us to be able to see periodically whether that's monthly or quarterly financials. Because we have multiple funding sources, how you can consolidate these budgets into A cost Center approach? I mean they're all different cost centers and how we can*

preserve the cost centers yet see how each one of the statements are contributing to the overall on our indirect and in our administrative functions, so that we have a good sense of what each of these budgets are contributing and each one of these contracts, I should say is contributing and how we can maximize those in terms of contributions to the indirect. Some of these are pass through and some of them we can't really make a profit to fulfil pardon the phrase, but I think it's most important that we maximize these contracts as much as possible to build up our equity at the end of the year. And so I would hope that that these the financials can show us where we're spending the money because right now um there's a lot of data, but it's very unclear it's clear where the money's coming from, but it's not clear where the money's going.

Amy Staunton presented the extended scope of work AAFCPA proposal (available on the MAHB website at [MAHB Proposal for MAS Monthly Services 05.26.21](#)) and answered questions from members and received comments. The extended scope of work went beyond the original FY21 (November 2020 SOW) which included fees for assessment, accounting infrastructure design and setup and clean up for FY 2020 and 2021 that had been anticipated to run around \$15,000 - \$20,000 prior to delving into the actual state of the accounting system.

Joan Jacobs: *I just wanted to say that I think that the fees are extremely reasonable, I really do it's what I pay for a small plumbing company so.*

Ray Considine: Would you create a new chart of accounts for us, or the chart of accounts that we have right now is sufficient.

Meghan O'Neil, AAFCPAs answered: I think there's a little cleanup to be done.

There were additional comments from Elaine L regarding the operational components and some further discussion. Amy S and Meghan O left the meeting at 7:30PM. Elaine reported that as of May 26, 2021 \$16,000 had been spent to date.

Educational Programs (7:20PM - 7:30PM)

Marcia T described the planned certificate session programs and the landing pages for registration and production on the certificates.

1. Special Program on Health Regulations and Agricultural Activities in Massachusetts – May 27, 2021

<https://www.mahb.org/special-program-on-health-regulations-and-agricultural-activities-in-massachusetts/>

2, Join Us on June 9th, 11:00AM for a Rally to Support Local Public Health,

<https://www.mahb.org/join-us-on-6-9-1100am-for-a-rally-on-the-ma-state-house-steps-to-support-investing-in-local-public-health/>

3. Special Educational Sessions on Public Health Funding, Vaccines and Public Health Toolkit – June 21, 23, 24 and 29

<https://www.mahb.org/special-educational-sessions-on-public-health-funding-vaccines-and-public-health-toolkit-june-21-23-24-and-29/>

Executive Director's Report (7:30PM – 8:00PM)

Cheryl Sbarra reported on the tobacco, chronic disease and COVID-19 activities. She described the calls and requests she gets for legal advice and technical assistance from towns across the state – citing issues of individuals who fail to comply with quarantine restrictions; cease and desist template letter; Affiliates pass-through contracts that Marcia and Johanna manage (Affiliates Program); COVID-19 Technical Assistance contract; Shared Services contracts;

She described that MAHB would be providing shared services legal assistance. –

Cheryl Sbarra: *I was asked if I could supply a budget for that, which I did and it's about what I'm looking at because we're going to have to hire more attorneys who are very well versed in municipal law contract law workers compensation.* – Probably a \$300,000 RFP that will have to go out to bid. Right now they have around \$100,000.

Cheryl Sbarra: *On tobacco has been incredibly busy on, unfortunately.*

Cheryl Sbarra: *It's really picked up lots and lots of work on enforcement, because now that the new State law is, in effect, the fines for selling to someone under the age of 21 .. and for selling flavored tobacco product are now \$1000 for the first offense \$2000 for the second \$5000 for the third and people are. Fighting those decisions and the field has had to learn a different way of enforcing they were used to just issuing civil tickets. They can't do that anymore, because the fines are so high that they don't fit into the non criminal disposition category so they're spending a lot of their time either in court or just doing paperwork trying to get these finds out.* Cheryl went on to explained what a retailer might do or file to fight the fine and into the details about selling to individuals under 21.

Cheryl Sbarra: Commented *Doing chronic disease, thank goodness matt Baron is also a consultant on the MTC P grant he does all the work on.*

Cheryl called on Marcia T to described what had been done on COVID-19 TA grant in the areas of epidemiology, advice on what could be expended under CARES Act funding, case clustering, rates reporting by Johanna and the Harvard EPREP team. Some of these services ended March 31, 2021.

Michael Hugo described some of the issues in the new Shared Services grant with Nantucket and Martha Vineyard towns. He also discussed other areas he has consulting on regarding COVID-19 including outdoor seating, school bus seating, liquor license issues,

Michael Hugo: *The chain is only as strong as the weakest link we've been very involved in all the reopening issues, including I sit on ma mass public health associations.*

He discussed issues having to do with getting funds for local public health at the state level.

Michael Hugo: *And if you have six towns on one island it's kind of hard to add one more so, I went next door and talk to Roberto Santa Maria over in Nantucket and we added them and we put in a grant for \$300,000 and we were successful. We got the grant and what we're doing is we're helping them right now in hiring a sanitarium. In all of Martha's Vineyard six towns and not a single fulltime sanitarium.*

Michael Hugo: *The federal government's going to be releasing 5 billion, of which is supposed to go to local public health and seeing what happens in Massachusetts where we will probably will never ever get an opportunity to get all our money, because the cities and towns like to take it before it's here, so what we're going to do is we're putting together program on ARP and various state funds grants, etc.*

Member Topics, Old and New Business - Open

Annual Meeting and Elections

Ray Considine brought up the annual meeting and elections. A discussion about the quorum requiring only 45 members prompted members to state that they do not remember ever having formal elections when Marcia Benes was Executive Director. This proceeded to be followed by a brief discussion of the bylaws and membership more generally and revising the bylaws.

Legal Handbook Distribution

The 2021 Third Edition of the Legal handbook was distributed to the Executive Committee for review on May 25, 2021.

The Committee had been asked by Marcia T to consider the following prior to the meeting.

Please consider the question regarding granting access to the legal handbook for our next meeting. Should access be.....

1. Public to all BOHs – in this case we simply let everyone access to the online version of the PDF.
2. Password protected for Member Boards – all Boards that have paid their dues (one year grace period allowed)
3. For non-Member Boards, encourage them to join to get their access, or pay a set amount for access if they do not join.
4. Selling bound hard copies and/or Kindle eBooks to non-members.

Remember, that for each layer beyond item (1) above, there are operational, security, selling, ordering, shipping associated labor and fee costs that would cut into any expected earnings. For number 4 above, updates would be hard to accommodate. I like the idea of using this to encourage people to join.

These options were discussed. The issue about the legal handbook being posted on a password protect web page was discussed in addition to how the legal Handbook should be delivered to members. Prices for non-members was also mentioned. Executive Committee members thought that prices should range from \$200 - \$400 depending upon whether it was a not-for-profit or law firm or an individual. A motion was made to approve a charge for non-members of \$200 and for not-for-profit members at \$400 for for-profit companies. John D wanted clarification as to what it would cost for a non-member BOH to obtain a copy. The price was set at \$200 since it would be an incentive for that BOH to join. The motion was proposed by Joan for that amount, seconded by John, and it passed unanimously. The distribution would begin with the FY22 membership.

Revisions of By-laws and Conflict of Interest

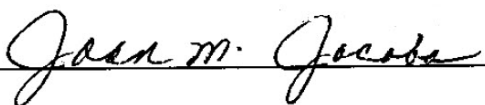
Ray Considine brought up the topic regarding the revisions to the MAHB bylaws. The topic then shifted focus to a more general discussion of reviewing the relationship between officers, contracts, conflict of interests, and more specifically the MAHB agreements with Phase V during the period since April 2020 through to present day. Cheryl Sbarra mentioned that she had sent several documents to Sharon Lincoln, an attorney specializing in non-profit organizations for review. The documents sent were a non-executed subcontract between MAHB and Phase V and a lease between MAHB and Phase V to Sharon Lincoln. She had mentioned that the agreements had never been executed. Marcia T interjected that just for clarification, there were in fact fully executed agreements between MAHB and Phase V from April and May of 2020, and the content of those agreements had been voted upon by the Executive Committee during several special meeting sessions held during that period. In addition, there while there was an agreement to reimburse the landlord (Wellesley/Walnut LLC) of 20 Walnut Street, STE 110, there was not a lease between Phase V and MAHB. As such she was not sure what Sharon Lincoln had reviewed.

As had been brought up previously, Ray stated that *“we just needed to be careful – having a bylaw that permits self-dealing transactions there has to be a level of transparency that goes above and beyond”*.

A vigorous discussion took place that tapped various bylaw issues. Ray Considine made a motion proposal is to have the bylaws redone, a conflict-of-interest statement generated and that Cheryl continue with pursuing funding for revising the bylaws that was passed by the Board. A vote was taken by the Board with a majority 4/7 approving the motion.

The Meeting adjourned at 9:10 PM

Respectfully Submitted,



10/15/2021

Clerk