

Martin House, Inc.
Board of Directors Meeting
February 16, 2022
5:30 PM
Via Zoom

AGENDA

1. Review of Minutes
2. Presidents Report
3. Executive Directors Report
4. Committee Reports
 - a. Governance Mandatory Covid vaccination policy
5. Old Business
6. New Business
7. Executive Session
 - a. Resignation of Eric McDermott

Next Meeting: March 16, 2022

MISSION: To provide a nurturing community where individuals of limited income who have been alone, alienated, fearful, and dispossessed can develop healthy relationships, new dignity, and a renewed life. Our community will include people recovering from mental illness and addictions. This mission is accomplished by providing dignified housing, nutritious food, a safe, caring environment, and supportive services for 54 men and women who seldom experience any of these.

Board of Directors' Meeting Minutes
Martin House, Inc
Wednesday, January 19, 2021
Remote: Zoom meeting

Present: Mathew Lisee, Eric McDermott, Debbie Eskra, Marilyn St. Onge, Gayle O' Neill, Richard J. Pascal, Sheila Coleman, Ellen Crichton, Courtney MacNeill

Excused: *Keith Lee*

Staff: Jon Maderia, Executive Director, Martin House

Guest: Kathy Allen, Executive Director, Thames River Community Service

Review of Minutes:

Revised minutes from the January 19, 2022 meeting where accepted.

President's Report: Executive report. Board member Sarah McDermott resigned in December 2021. Eric McDermott makes motion to accept her resignation, Sheila Coleman seconds the motion, all in favor approved. Motion carried.

Mathew Lisee, Board President, reported that he had lunch with Jon Maderia to catch up on activities at Martin House. Idea was generated at the meeting that the Board of Directors could have a day of caring scheduled for the spring (April) at Martin House. The Board would assist in painting, cleaning, etc. Mat agreed that this would be a great team building exercise for the BOD.

Executive Director's Report:

- Jon Maderia reviewed report with the board.

Committee Reports:

Finance Committee: Gayle O' Neill reports that the statements reflect Martin House is doing well financially. Gayle had distributed the financials to the board. Gayle suggested looking at thresholds of savings and when it would be appropriate to move funds into investments. Contributions were up by 200% in 12/2021. Salary and expenses are down.

Strategic Planning Committee: Mat reported that the committee has been meeting weekly. The committee received a quote from Jackson and Jackson for the work of completing an evaluation on the structure of Martin House and TRFP which includes exploring either: A new plan of one Executive Director and one BOD (a merge of MH and TRFP) or continue with two Executive Directors of two separate programs and create two separate BODs (as 501c3 should operate). Mat reported the quote of \$10,000 and \$125/hour if the fee was extended or needed an extension for additional planning. The strategic planning committee approved it and now would like to present it the BOD.

Eric asked Mat if he could share the document with the group. Mat shared his screen for the BOD to review the document. Gayle had questions about out-of-pocket expenses and asked if Jackson and Jackson were local. Mat said they were not local (New Hampshire) and most of the consultation would be remote. Mat questions how to divide payment between MH and TRFP. Gayle stated it that as it would be a benefit for both programs, funding for the work should be split between both. Deb makes motion that MH would contribute up to \$5,000.00 dollars to the plan as written for a strategic planning activity in the shared description. Gayle had questions what to do if cost exceeds the amount quoted, and Deb states that BOD would vote again on any increase. Gayle question of since the amount is over \$10,000.00 if the contract should go out to bid. Eric commented it was put out to 4-5 other agencies only two replied. Mat states if there is no other discussion, motions to approve, second motion by Eric McDermott, all in favor yes no one opposed motion carried.

Investment Committee: All investment signers for accounts completed.

Development/Public Relations: Deb commented Martin House is working on an annual fundraiser and as she sits on both development committees (TRFP and Martin House), she will be sure the two fundraisers do not have any conflicting dates.

Board Development: None

Governance Committee: Sheila Coleman reports that the committee had a meeting on 11/24/21. The committee is reviewing personnel policy's, bylaws, Covid-19 policy, possibly training for board, and responsibilities of board members.

Facilities Committee: None

Old Business: None

New Business:

Retirement plan:

Mat explained how the current retirement plan for Martin house is held by TRFP. He had questions of how that worked. Brewster Perkins (Martin House insurance carrier) had concerns about how this was set up and Mat shared an email from Brewster with an explanation of those concerns for the BOD to review. Mat commented this is not his area of expertise and suggested to Attorney Pascal if he could comment or assist. Attorney Pascal commented it is also not his area of expertise. Attorney Pascal commented he has clients and managers that he could get suggestions from. His thought is they could treat it like two separate sub accounts. Pascal said he is familiar with other non-profits that have this system. Deb stated that the document states if there are not enough people you cannot have an account. Kathy Allen, Executive Director from TRFP, comments that it is not just the number of employees needed to participate, but the funds that are being paid out to retired employees from each program that need consideration. She stated that currently TRFP has more money invested in their account than Martin House. Kathy states there is a liability that Brewster Perkins mentions, and she refers to the shared document. Kathy states the liability being it currently affects both Martin House and TRFP. Mat questions liability of the BOD and Attorney Pascal states this is covered in insurance and states there are two laws- one state and one federal- that provide immunity for charitable boards that are non-paid board members. There is a statute that helps insulate but the insurance (errors admissions insurance) would cover the attorneys if there was a case or grounds for a case and under the immunity statute. Attorney Pascal states he can provide this statute to the members of the board on request. Mat asks Attorney Pascal if he knows anybody that can investigate that further regarding liability or if he specializes in this, Attorney Pascal stated he doesn't specialize in this, he knows about the insurance and state liability, but retirement funds are covered federally. Attorney Pascal asks if Mat is referring to the liability or the retirement plan. Mat asks specifically about who is covered on the plan. Attorney Pascal states he can find out about retirement plan liability. Attorney Pascal volunteers to try to find someone that can provide additional information. Kathy Allen states there is a separate DNO for the retirement and separate DNO for both agencies. Kathy Allen states Brewster has had concerns for a while and glad that we are discussing it in strategic planning. Deb asked if Brewster has suggestions and Kathy Allen replies yes, he can assist, and she will follow up. Kathy Allen will also telephone Rhonda Rooney the plan fiduciary for guidance. Gayle states that should we wait or did Attorney Pascal suggest we wait until strategic planning and Johnson and Johnson's evaluation is complete. Deb states we should at least see if it could be done (split retirement). Mat confirms it doesn't hurt to research with our fiduciary. Kathy Allen will make inquiries and report back by next meeting.

Adjournment:

Gayle makes motion to adjourn, Deb seconds motion, Mathew Lisee adjourns meeting at 6:15 PM.

Respectfully submitted,
Jon Maderia, Martin House ED

Martin House, Inc.
February 2022
Executive Director's Report

- Martin House is getting all new beds and bedding for all residents using the COVID ARPA facilities grant funding.
- COLA contract increases for staff wages, retro from July 1, 2021, where implemented.
- All staff accruals have been electronically entered into electronic payroll. No longer excel spreadsheet entries. (Thanks Astrid)
- Reinstating employment component and computer access for all residents in the community room. (Employment is a contract requirement for our DMHAS grant)
- Restoring weekly group events at Martin House (low Covid numbers)
- Working with program directors to reinstate coffee shop and resale shop (low Covid numbers)
- Mask protocols are still in effect at Martin House.
- Working on annual United Way allocation committee visit. Creating new power point presentation for the visit.
- Working on and updating a Martin House development packet. Brochures and updates of program services.
- Updating Chamber of Commerce Martin House services page.
- Setting up meeting with DMHAS to try to increase our RFL residents and increasing our grant revenue.
- Contacted Norwich Bulletin regarding piece on Martin House and how supportive the community is, our granters, donors etc.
- Contacted agent regarding questions raised about retirement, awaiting additional information.

Respectfully submitted,

Jon Maderia

Development:

The total of grants received this FY through January 2022 is \$34,400 toward the budgeted amount of \$52,720.

The total of donations received this FY through January 2022 is \$95,850 exceeding the budgeted \$53,736.