



Web Site – [www.mcam.org](http://www.mcam.org)

**Board of Directors Meeting – September 9, 2005 - 7:00 a.m.**

At the Home of MCAM  
540 Commercial Street  
Tel. No. 622-3023 - Fax 622-9323

Attending: John St. Hilaire, James Stewart, Joe Lahr, June Craig, Jean Jeudy, Lou D'Allesandro, Chris Proulx, Lorraine Lamontagne and Ray Buckley.

Meeting was called to order at 7:09 a.m. and run according to Robert Rules of Order; Minutes of the prior meeting on July 27, 2005 were forwarded via email in the early a.m. of Sept. 9, 2005 to each Board Member by June Craig, Secretary, with the exception of Jean Jeudy who was to advise of his new email address at the Sept. 9 meeting.

Jean Jeudy's e-mail address is: [JeanJeudy@Gmail.com](mailto:JeanJeudy@Gmail.com)

The name of our fabulous volunteer who had done much of the painting is Jeff Luebkerk.

Three handouts were passed out for each attendee:

1. MCAM Balance Sheet – June 20<sup>th</sup> through September 9, 2005
2. MCAM Balance Sheet Detail June 20<sup>th</sup> through September 9, 2005
3. Letter from Comcast Bryan Christianson advising estimate of \$33,917.96

John asked all to spend a few minutes reviewing the documents and then he will go over them. He noted we had \$255,512.7 in the bank. He stated that even with the unexpected expense of the cold air return ducts reconfiguration we are still within the fit up funds originally allocated. The fact that the 540 Commercial space was so complete that our fit up costs were much less that if we had taken several other locations.

John reported on the meeting that took place on September 2, 2005 and for which Joe Lahr had taken notes and forwarded minutes to MCAM Board members on Sept. 3<sup>rd</sup>.

John advised that he took the liberty to make a commitment to Comcast to agree to have the fiber optic cable line passed through a Comcast pipeline instead of going with the prior agreed-to plan of finding space in Verizon's pipeline. This move shortened the lead time to get the work done by 4 to 6 weeks and saved an additional \$ 1,000.00 dollars by eliminating the cost for the Pipe and Rope that Verizon would have been required to do just to see if their maintenance duct was viable. This request was made by the engineer from Comcast once Verizon management was out of the meeting.

The Balance Sheets were the results of Joe entering the date of his bills and payments on QuickBooks and John bringing up the reports. John noted that Linda Garrish, after accepting the Treasurer's post, never followed through with training, nor any discernable reporting of our financial picture. She did not attend subsequent meetings, due to her health issues.

Lou asked about the details of the "refundable deposit and it was decided that the entry may be in error because a minus can not be considered an asset.

Concerning the \$33,917.96 estimate in Brian Christianson's letter, John noted that the \$917.96 has already been paid to Comcast to start the pull through of the wires. This letter was the result of a meeting held on

John has continued to speak with Comcast looking for a way to soften the payment of \$33,000 in advance of work proceeding by having Comcast amortize the sum. Comcast answer: No.

~~John has questioned if the City will allow payment out of the franchise fee. No~~

John next asked if we could pay Comcast in three payments representing the three construction steps necessary, with the balance due by the end of the year. We do not have an answer to this request yet.

John says we can pay this expense out of the Capital Equipment after September 16, 2005, at which time a Cert of Deposit will mature.

In another idea ventured past the City of Manchester, MCAM cannot use the Contract with the City as collateral.

Lou suggested that he and Arthur rehash this payment issue with Comcast. Other directors could certainly take part in the effort. John stated he wanted to be part of the renewed effort to strike a more favorable deal for MCAM. Directors felt that Comcast was pinching pennies with us, when as a multi-million dollar operation, there should be more room to create a favorable deal for MCAM.

In response to a query of who was at the top of Comcast, Joe noted that his name was Nick Lucci. His office is at the East Industrial Park. He oversees all of New England.

John noted that we actually could afford to make the payment, however it would leave us short for equipment purchases up until we accomplish some fundraising.

John noted that there has been no meeting of the Sponsorship and Fundraising Committee but hopefully will do so in two weeks.

Joe wants his idea of Comcast and the City allowing MCAM to schedule 5% of air time to commercial content. Joe has sent out an email to the Board explaining this concept. The issue would need to be brought before the Administration Committee of the Board of Mayor and Aldermen.

John suggested that those Board members that want to approach Mr. Lucci of Comcast should meet to discuss facts and strategy.

John made a motion: **The Board of Directors of MCAM accepts the estimated \$33,917.96 cost of providing a fiber optic line to MCAM at 540 Commercial Street, and grants permission to expend those funds based on the outcome of the proposed meeting with Nick Lucci of Comcast.** Seconded by Lou. Unanimously Approved.

John advised that he has been actively looking for a person to take the Treasurer's position for quite a while. He would like to nominate Carol Yeaton, his sister to take the Treasurer's position on the MCAM Board. An email was sent out to all Directors advising of his intention to nominate her, despite knowing we might be opposed due to her family relation to John. John had contacted Greg Charest and Dean Eggert to confirm that this was an acceptable action and was reassured that it could be done.

John's **Motion to Nominate Carol Yeaton to the position of MCAM Treasurer** by John St. Hilaire was seconded by Lou D'Allesandro "for the purpose of discussion,"

**Discussion of Motion:**

Artie stated that the mere fact that John had sought the counsel of two attorneys regarding this action indicated to him that it was a questionable step, even in John's mind. Artie feels that John's family member being the Treasurer of this non profit organization would be perceived by others in the public arena as a "conflict of interest". Artie indicated that it would be more acceptable for Carol Yeaton to be on the Board, but not as Treasurer. It was acknowledged that payroll has been handled by an outside firm from the beginning.

**The Vote:**

Motion to name Carol Yeaton to Treasurer of MCAM **did not pass.** John abstained, 1 for, 8 opposed.

Ray indicated that he has been confused about what the basic duty of the Treasurer; is there a job description? In his experience with other Boards such bookkeeping would be undertaken by a part time staff member. Joe Lahr does enter the invoices and payments into the QuickBooks Non-Profit Program. It would be up to the Treasurer to provide us with monthly reports of income, expenditures and what balances are based on the yearly proposed budget. John described his expectations of the Treasurer as an unpaid comptroller. Artie wondered why we don't have an accountant do this work

There was discussion of how to come up with an acceptable candidate for Treasurer. We should come up with a list of candidates. June described her earlier efforts to come up with a candidate for Treasurer. Three female accountants declined stating they are too

busy; several retired and active accountant June noted that Accountant John McCormack suggested we post the position on the NH Society of CPAs website where newly established CPAs would jump at the chance to have a Board position. Lou D'Allesandro suggested that we contact Dick Cheverfills at AARP to suggest retired CPAs for the position.

John then made an amendment to his motion: **Motion to name Carol Yeaton as a Board of Director to serve as Secretary and June Craig would transfer to the Treasurer position, and Carol would train her.**

June declined this move. She felt the Board was in need of a person who did not need to be trained in QuickBooks. She felt that she did not have time to learn QuickBooks and bring the financial situation up to speed.

Ray wanted to know the protocol for adding members to the Board. Shouldn't there be a search committee; shouldn't we be searching for individuals who can bring an attribute to the Board; maybe folks with significant clout or stature. Can we set up a meeting?

After much discussion a Motion by Lou D'Allesandro, seconded by Arthur Gatzoulis: **Motion that MCAM hire an Accountant.** All in favor. **Passed**

In follow up there was discussion. June suggested that we each come up with names of candidates. These persons would be given a job description and candidates in turn should follow up with a proposal for the Board of Directors.

Some names brought up were Don McDonald, Carmel Charron, Bob Walsh Jr., Phil Gleason and also posting the position on the NHSCPA and contacting AARP.

It was noted by John that the payroll is handled by Advantage Payroll Services. **Joe is the authorized signatory.** Essentially we want the accountant to take the monthly figures entered into Quick Books by Joe Lahr and create reports relating to balances of all funds and how they relate to the MCAM Budget.

John made a motion: **John nominated Carol Yeaton to be a member of the MCAM Board of Directors.** June asked where she lived, did she live in Manchester. June noted that in her prior search for a Treasurer for the Board she had discounted folks who did not live in Manchester. This thought was influenced by Linda's difficulty traveling from Milford. Ray thought we should come up with a list of prospects. This began a discussion which resulted in the following conclusions. The candidate does not need to live in Manchester. The candidate should bring some expertise to the Board of Directors. **No second.** Note: This Motion was not handled properly by the Board. If we wanted to discuss the Motion someone should have seconded the Motion for purposes of discussion as Lou did in a prior motion. There is nothing in the By Laws that prohibits a Board Member coming from out of Manchester and nothing that limits the size of the Board. John noted that we needed

Artie asked that we schedule a Board Meeting for next Friday, September 16<sup>th</sup> at 7:00 a.m. Based on the minutes of the Board meeting in July and the discussions of today's meeting, at a minimum:

1. We need to discuss the proposed meeting with the Comcast executive.
2. We need to come up with a list of candidates for a paid accountant position,
3. We need to prepare and consider a list of candidates for additional Board members.
4. We need a report on the Policies & Procedures Committee chaired by Arthur Gatzoulis;
5. We need a report from the Marketing, Sponsorship and Fundraising Committee, chaired by John St. Hilaire. Joe needs certain events to be accomplished in order to begin sponsorship and fundraising beginning with review by the Board, and then we need to give the paperwork to Dean Eggert for review. In view of our situation with our fiber optic and its expensive solution, we need to start making money.
6. What happened to the amendment to the By-Laws pertaining to Joe's notice of August 23<sup>rd</sup>, 2005? Apparently our filing with the NH Charitable Trust required that our By Laws contain a paragraph to address conflict of interest possibilities. In speaking with John he advised me that he thought this was already covered somewhere. The following responded to my email to vote via email and agreed if necessary to amend the By Laws with the Conflict of Interest clause forwarded to us by: Joe, Jim, Hubie Chris, Ray, June, Lorraine, Arthur. Not heard from were Jean, John, Lou and Linda.
7. We also need to ascertain when the sublease area can be leased and to who. Have we begun a search or listed the space, or notified prospects of the space.
8. A discussion began about each Board member's participation in time and effort.

James Stewart made a motion to adjourn, Artie seconded.

Respectfully submitted,

June E. Craig, Secretary  
MCAM Board of Directors

September 10, 2005