



**MAHB Executive Committee
FY22 Executive Committee Special Session Meeting Minutes
November 3, 2022**

Location: meeting – Sheraton Four Points Hotel and Conference Center and Zoom

Time: 5:30PM – 7:30PM

Executive Committee Members Present (Voting Members): Marcia Testa, President; ; Marcia Rising (Zoom), Treasurer; John Dougherty, Ed Cosgrove

Non-Voting Members/Attendees: Mike Hugo, Cheryl Sbarra and Elaine LaCoursiere (Zoom), Guests David Alper, and Amy Staunton (Zoom) and Meghan O’Neil (Zoom) from AAFCPA, Ron Considine

Absent: Joan Jacobs, Secretary/Clerk; Christopher Quinn, Vice President

1. Greetings Introductory Remarks – All

2. Official Call to Order

Marcia Testa (Marcia T) called the meeting to order at 5:15 pm on November 3, 2022. The agenda for the meeting can be found on the MAHB Executive Committee Special Session Meetings page – November 3, 2022 Agenda.

3. Approval of Minutes from October 6, 2022 Executive Board Meeting

Minutes were approved by voting members present.

4. Reports – President and Staff - Not Applicable – This was a Special Sessions on Bylaws

a. President and Staff

b. Executive Director’s Report:

Special Session on the Bylaws

Ron Considine summarized the work of the Ad Hoc Bylaws Committee whose mission was to review the existing Bylaws and makes recommendations for updates. David Alpert and Edward Cosgove commented as well.

Marcia Testa brought up the fact that what was being proposed by the Bylaws Committee, namely, dissolution of the member boards and regular members as the only voters of the organization, was in contradiction to the existing Articles of Organization. What was being proposed was that both former or current board of health members be “regular” members. This change would need to be voted upon by the existing members. The Articles of Organization and Bylaws being proposed were fashioned after MPHA, a membership organization of individuals, and not a membership organization of “agencies”, Massachusetts Boards of Health. Ron Considine recommended continuing the discussion to the next meeting. The discussion continued for the entire time until about 10 minutes prior to adjournment. The transcript and video of the details of the discussion can be found as referenced upon.

Please note – that the recording of the meeting and transcript (starting with the Bylaws Discussion can be found at [MAHB November 3, 2022 Executive Committee Meeting - Zoom](https://harvard.zoom.us/rec/play/Pw_Ykay5aMePwJDvYnY_65QJNRYzdPdsMy6VqPt9XX298hCoLL4cXtJyFsjEx4pNvZg_I5uRcy31N7Ds.wE2BhMj3qDTPR2ld?continueMode=true&_xzm_rtaid=iyU-M2y3QyezuJixTpiltA.1680187507440.3ac354890bea8a94f745419ff5465873&_xzm_rhtaid=945)

(https://harvard.zoom.us/rec/play/Pw_Ykay5aMePwJDvYnY_65QJNRYzdPdsMy6VqPt9XX298hCoLL4cXtJyFsjEx4pNvZg_I5uRcy31N7Ds.wE2BhMj3qDTPR2ld?continueMode=true&_xzm_rtaid=iyU-M2y3QyezuJixTpiltA.1680187507440.3ac354890bea8a94f745419ff5465873&_xzm_rhtaid=945)

As such, detailed information in these minutes has been eliminated from these minutes and only the major key issues are presented.

Additional Business

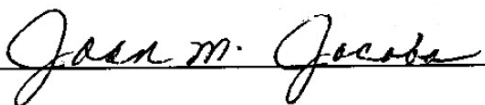
One additional item was briefly discussed A brief discussion about the need to hire a financial auditor to conduct the required Federal Audit since the HMCC receives over \$750,000 in funding, even though less than \$350,000 is for MAHB directly, the rest being passed through.

AAFCPA would complete the exemption from tax forms – related documents for an approximately cost of \$3,5000. This would include the Mass Form-PC and the *Return of Organization Exempt From Income Tax* Form 990.

Marcia Testa mentioned that the cost for performing the required audits (including the single audit) would be at least \$27,000 according to some of the estimates already received. This does not include the work required by AAFCPA in helping carrying out the audit.

5. **Adjournment** - The Meeting adjourned at 7:50 PM

Respectfully Submitted,



Clerk