

**Ottauquechee Health Foundation  
Annual Meeting Minutes  
Thursday, January 30, 2020**

The meeting was called to order by Jeff Dillon, President. At least ten Members of the Corporation were in attendance, thereby constituting a quorum per the Bylaws.

All members were warmly welcomed. Jeff Dillon thanked all for attending this meeting, and for their ongoing support of OHF. Tayo and Beth were thanked for their many accomplishments this past year.

**Minutes of Annual Board Meeting 3/22/19:** Minutes presented by Mary Young-Breuleux, Secretary.

First motion to approve by Liza Deignan, seconded by Tom Roberts, unanimously approved by members and trustees in attendance.

**Bylaws Changes:** Eric Fritz presented three changes to the bylaws:

1. Article IV, Section 1: Number of Trustees and Terms of Office: The Board of Trustees shall consist of no less than ten (10) and no more than fourteen (14) persons, to be elected from the membership of the Corporation. Trustees shall be elected for three-year terms on a staggered basis. A Trustee in good standing may serve an unlimited number of three- year terms. (*Changed from no less than 8 trustees. Removed term limits of 2 consecutive 3-year terms.*)

Discussion ensued regarding these proposed changes, and the pros and cons of having unlimited term limits. The value of having new and fresh trustees on the board , as well as what action could be taken if the board does not want a trustee to continue, were discussed. Pros of unlimited term limits were listed as knowledge of the Foundation and its history and difficulty in recruiting new board members in our communities. Following a lively discussion, Jim Marmar motioned to accept the proposed changes, seconded by Mark Boutwell. Vote was called, with 17 ayes, 7 nays counted. The motion carried. However, the board and members were reminded by Marian Koetsier that bylaw changes require a ten-day notice prior to voting. This had not been done, and further concerns were raised. (*\*Agreement was reached that anyone opposed to the bylaws changes must contact the office by 2-29-20. If there is no disagreement, the motion would carry. Liza Deignan motioned, Marian Koetsier seconded, and this motion was approved by all. )*)

*\*(Following this meeting, several members stated disagreement with the unlimited term limit change. The Governance Committee convened, further discussed these concerns, and agreed NOT to approve the changes until the next annual meeting, when the required 10-day notice would be given, following the bylaws. The board and members were notified by the Executive Director of this decision by the Governance Committee.)*

2. Article VI, Section 8: New Committee addition: Strategic Planning

The Strategic Planning Committee will consist of not less than three (3) and no more than seven (7) members of which a majority are Board of Trustees members, the Executive Director and a Trustee Emeritus. The President shall be the Chair of the Strategic Planning Committee. Function:

- Make recommendations to the full board related to mission, vision, strategic initiatives, major programs and services.
- Collaborate with the Executive Director to identify strategic issues.
- Utilize data to understand the health needs of the communities that OHF serves.
- Review strategic plan and recommend updates annually.
- Convene the entire BOT every 3-4 years for the purpose of reviewing and altering the Strategic

plan, as needed.

Following discussion, Liza Deignan moved to accept this committee addition, seconded by Marian Koetsier. Unanimously approved by all in attendance.

3. Article XI., Section 1: General: Indemnification

Each trustee, member of the board of directors and/or member of the governing body of OHF and OHF officers ("Indemnitees or Indemnitee"), now or hereafter shall be indemnified against any and all claims and liabilities including but not limited to civil suits for damages or injunctive relief and/or administrative proceedings by any regulatory agency, to which they have or shall become subject to by reason of serving or having served as such trustee, director, member of Board or governing body, or officer, or by reason of any action alleged to have been taken, omitted or neglected by them as such trustee, director, member of Board or governing body, or officer. OHF shall at its expense retain counsel to be approved by the Indemnitee to fully defend the Indemnitee in connection with any such claim or liability, and shall pay any and all settlements, judgments, decrees, damages, fines or other financial obligations imposed on the Indemnitee as a result of such claims and liabilities.

Indemnification changes: Moved to accept these changes by Liza Deignan; seconded by Kerry Rosenthal. Discussion regarding indemnity insurance and costs. Unanimously approved by all in attendance.

**Revised Mission Statement :**

“The Ottawaquechee Health Foundation strives to improve the health and well-being of people who live in the towns we serve through financial assistance, community partnerships, education, and support of wellness initiatives”.

*(Current: To promote and support programs that identify and help meet health care needs in Barnard, Bridgewater, Hartland, Killington, Plymouth, Pomfret, Quechee, Reading, and Woodstock.)*

A lively discussion ensued, with comparisons from the current Mission Statement discussed. There was agreement that the changes reflect the original mission and improve clarity of the mission. However, concerns were raised that the revised Mission Statement does not list the towns that we serve, as the current one does. During the discussion, there was assurance that the towns will be listed in the Purpose, which follows the Mission Statement.

With that agreement, the revised Mission Statement was motioned to approve by Liza Deignan, seconded by Marian Koetsier; unanimously approved by all in attendance.

**Word Changes in the Bylaws:** Clarification and editing of some language in the bylaws was discussed. Acceptance of these word changes was motioned by Marian Koetsier, seconded by Liza Deignan; unanimously approved by all in attendance.

**Presentation of Nominees for Membership and Trustees:**

Eric Fritz, Governance Committee Chair presented nominees for members and trustees.

**Members Nominees:**

Lisa Kaiya

Alan Fine

Bobbie Dagger

Bill Dagger

Wendy Miller

Don Bollag

Jim Hollinshead

Elizabeth Hollinshead

Kathie Doton was nominated for membership from the floor, motioned by Liza Deignan , seconded by Marian Koetsier, approved unanimously.

Motion to approve all member nominations by Liza Deignan, seconded by Marian Koetsier, all nominees unanimously approved.

**First Term Trustee Nominees:**

Jennifer Baxter

Priscila S. Marsicovetere

Todd Roberts

Josh Roylance

Motion to approve first term trustee nominees by Eric Fritz, seconded by Mary Young-Breuleux; all nominees unanimously approved.

**Third Term Trustee Nominee:** (Based on the unlimited term allowance, previously voted on at this meeting to change the bylaws, Eric Fritz would be eligible to serve a third term).

Eric Fritz

Motion to approve by Jeff Dillon, seconded by Jim Marmar, unanimously approved.

Discussion about pursuing members and trustees in neighboring towns that we serve. Eric states that this has been important to the board, and there are new members from Pomfret, Reading and Hartland this year, as well as trustees from towns other than Woodstock.

**Executive Director's Report:**

Tayo thanked the trustees and membership for their support and understanding in discussing the bylaws, and for the approval of changes.

She then shared the gratefulness expressed by several people served by the OHF's support and grants.

**Good Neighbor and Homecare Grants:** In 2019, OHF granted \$160,000, which enabled access to over \$215,000 in health and wellness services.

Tayo described that an average Good Neighbor Grant is \$600, which is a substantial contribution to those struggling financially. Without these grants, important health and wellness services might not otherwise be available to those needing them the most. OHF utilizes the Federal Poverty Guidelines to gauge grant need. Based on those guidelines, the Federal Poverty Level (FPL) for a household of two is \$16,910 annually. 240 grants were awarded, and applicants for grants were from all of the towns that we support, although the majority were from Woodstock, with increased applications from Hartland and Pomfret. Grants were awarded for Aging in Place, dental, vision and hearing needs, medical and mental health, respite, transportation, prescriptions and wellness.

The Thompson Senior Center, in collaboration with OHF, will manage the Caregiver Referral Service in the future. Homecare grants will continue to be supported by OHF as needed.

**The New Windsor Central Wellness Initiative** (Home of the Mindful SELF program)

- o Participating Schools : Woodstock Elementary, Reading Elementary, Barnard Elementary, Prosper Valley Elementary, Woodstock Middle School, Woodstock High School, Hartland Elementary School

- The Windsor Central Wellness Initiative (WCWI) is a collaborative effort of the Ottawaquechee Health Foundation (OHF) and the Windsor Central Modified Unified Union School District (WCMUUSD) to bring wellness programming to the students, families, school staff, and community members.
- Over the coming three to five years, the WCWI will build upon the success of the Mindful SELF program by providing multi-tiered interventions that address the challenges of traumatic stress.
- The tiers, offered by an experienced roster of health and wellness professionals, will be rolled out simultaneously, thereby creating an overall learning environment that supports wellbeing.

**Additional goals:** Many were described and explained, including fundraising, sustainability, educational opportunities focusing on health and wellness, outreach to all communities, and improved communication utilizing social media, website, newspapers, flyers and more community activities.

### **NEW WEBSITE Up and Running!**

2020 Website & Communications goals:

- Streamline content
- Strengthen presence
- Create and present new OHF LOGO
- Create a vision statement
- Collect patron stories
- Grow image library

### **2020 Budget Summary**

- Increased 2020 Investment draw of 5% at \$190,000 compared to 4% in 2019 of \$140,000.
- Restricted Funding and Appeal income: \$178,000
- Town allocations: Total in 2020 is \$38,600 from 7 of our 9 communities. 2021 goal is to request funding from 8 of our 9 communities.
- Total 2020 income: \$506,150
- 2020 Fundraising and Grant Writing goal: \$45,000
- Total 2020 expense: \$504,531
- 2020 Granting budget: \$181,000 -increased by 10% in 2020 to help meet the increased need.

**Financial Report:** (*\*Managed by clean Yield asset management: January 2015-December 2019. New management by Merrill Lynch: December 2019-present* )

- Beginning Value \$3,551,301
- Income \$112,861
- Contributions \$60,000
- Fees -\$28,372
- Ending Balance \$4,058,399
- Gain 13.3%

**Looking Forward:** Celebrating Health and Wellness in our Communities!

- Green Up Day Participation – early May
- Race Around the Lake event support – May 19<sup>th</sup>
- “End Game” film Screening at the Town Hall Theater in partnership with Thompson Senior Center and Bayada Hospice Care – May 22<sup>nd</sup>
- Trek to Taste event participation and OHF hike leaders – June 1<sup>st</sup>

- OHF Sponsored Speaker at Bookstock - July 26<sup>th</sup>, 27<sup>th</sup> & 28<sup>th</sup>.
- Caregiver Trainings in partnership with the Thompson Senior Center – Summer/Fall
- Days of Summer Camp support at Safford Commons – August
- Community Outreach events (Plymouth) – Spring Green Up Day and Winter Memory Tree Lighting
- Taste of Woodstock – August 8th
- Polar Plunge – November 7th
- PLUS MANY MORE!

**Special Recognition:**

Tayo recognized the following board and community members :

Denise Dupuis, was thanked for her three-year years of service, including as VP for the past two years, and her participation on the Grants Committee and Executive Committee.

Janet North was thanked for her three-years of service to the board as a trustee, and her participation on the Grants Committee, Communications Committee and Mindful SELF Sub-committee.

Matteo Saadat was thanked for his service to the board for three years, and for his participation on the Communications Committee and excellent work on the Web site revision.

Samantha Ball, Coordinator at Windsor Community Health Clinic, was thanked for her partnership and resourcefulness to OHF.

Tara Symanchek DDS, White River Junction, was commended for serving as a valuable partner in serving our clients with professionalism and supporting their need for resources.

Dan Haselton from Pro-Optical was commended for serving clients with respect and being a valuable partner to OHF.

Respectfully submitted,

Mary Young-Breuleux  
Board Secretary