

Annual Meeting of the Board of Directors

November 10, 2022

5:00 to 7:00 pm

Via Zoom

Minutes: *Roberta Berner, Secretary*

Agenda:

5:00 pm **Welcome & Opening Remarks**

Rudy Fedrizzi, Chair

5:10 pm **A Regional Funders Journey to Center Equity & Justice**

Julia Dundorf, Development Strategist, New England Grassroots Environment Fund (she/her)

In this interactive session, Julia Dundorf, will share how this non-endowed regional, public foundation uses unique participatory grantmaking processes centers that center a set of Guiding Practice focused on equity and justice in environmental grantmaking and capacity building of grassroots groups both internally and externally. Julia will invite attendees to reflect on how these 4 practices may (or may not) show up in their own daily practices, planning and implementation and discuss examples of how they see those practices reflected internally and in grantee work across environmental organizing.

6:10 pm **Annual Report of Activity**

Alice R. Ely, Executive Director

- Release of the 2023 to 2025 Community Health Improvement Plan

6:20 pm **PHC Business Meeting**

- Approval of Minutes of 2021 Annual Meeting
- Treasurer's Report
 - Financial Report of 2022
 - Presentation & Approval of Proposed 2023 Budget
- Nomination & Election of New Directors & Officers
- 2023 Conflict of Interest Policy & Signed Statements
- Board Meeting Schedule for 2023

7:00 pm **Adjourn Meeting**



Speaker's Biographical Information

Julia Dundorf

Development Strategist, New England Grassroots Environment Fund (she/her)

After serving as the Grassroots Fund's Executive Director since October 2014, Julia stepped to the side in December 2021, for a new, Co-Director leadership model at the Grassroots Fund and to focus on the organization's development work. Increasingly the work of the Grassroots Fund seeks to achieve environmental justice and equity through deep participatory grantmaking and shifting power and access to resources to marginalized communities most affected by environmental threats.

Julia has long held a vision for exploring alternative leadership and support roles within organizations, particularly around models for shared leadership. She has nearly three decades of experience forming and working with nonprofits and community engagement programs. Complementing her experience in energy and climate change solutions, she has a background in nonprofit development, management and board participation in the broader fields of environmental sustainability, low-income housing solutions, domestic violence and business environmental sustainability.

Julia attributes her passion for environmental advocacy and building resilient, equitable communities to her experiences of growing up on an off-grid farm in the hills of northern NH and spending summers on farms in the Upper Valley. She now lives in southeast NH with her husband, Chris, and is the proud mother of three young adults, ages 20-25. When not pursuing her work passions, Julia thrives anywhere outdoors - gardening, hiking, x-country skiing, kayaking and sailing off the shores of NH & ME.

About the Grassroots Fund:

The New England Grassroots Environment Fund, Inc, (Grassroots Fund) was founded in 1996 as a non-endowed public foundation, with a mission to energize and nurture long-term civic engagement in local initiatives that create and maintain healthy, just, safe and environmentally sustainable communities throughout the six New England states. With a focus on those who have historically (and currently) been marginalized, Grassroots Fund empowers individuals, groups and organizations working across a broad range of environmental and social justice issues. <https://grassrootsfund.org>

Public Health Council of the Upper Valley
Annual Meeting of the Board of Directors
November 19, 2021
Via Zoom

Board Members Present: Rudy Fedrizzi, Jen Barkley, Nicole Coleman, Roberta Berner, Nancy Bloomfield, Brett Mayfield, Julius Turner, Emily Eibl

Ex-Officio Members Present: Alice Ely

Excused: Katie Kent, Dan Fraser

Other Attendees: Andrea Smith, Rebecca Brookes, Shari Levine, Anna Hullinger, Daniel Affeldt, Suellen Griffin, William Boyle Jr., David Beaufait, Michael Redmond, Hilary Schuler, Danna Bare, Nadine Lamontagne, Kathleen Vasconcelos, Becky Parton, Meghan Butts, Holly Gaspar, Jeana Newbern, Regina-Anne Cooper, Susan Almy, Chelsey Canavan, Kristin Barnum, Barbara Farnsworth, Danielle Mackey, Shannon Boisvert, Lindsey Boisvert, Emily Zanleoni, Kym Williams, Wendi Germain, Roger Osmun, Ruth Storey, Peter Mason, Mark Boutwell, Laurie Harding, Liz Swanton, Stacey Chiocchio, Julia Griffin, Mike Cryans

Meeting called to order at 9:02 am by Rudy Fedrizzi, Board Chair. Rudy welcomed everyone and provided opening remarks.

Keynote Address: Tips for Effective Communication on Any Budget

- Rebecca Brookes, Upstream Social Marketing and Shari Levine, Vermont Department of Health, Division of Maternal and Child Health
 - This presentation is being recorded. The recording and slides will be shared
 - What is the problem you want to solve, who is your audience, what is the right exchange?
 - Communication planning is key to making sure the message is heard
 - “Think, feel, do” objectives
 - Make your Call to Action in the active voice versus passive voice
 - Q&A:
 - COVID-19 and vaccines are much politicized and therefore exploded misinformation. There have been examples around Deet and MMR vaccine that required combatting misinformation
 - People will always make a relative risk assessment: is the risk of being sick with xyz worse than the effects of abc?
 - PSAs can be part of a marketing messaging campaign
 - Utilize PSAs layered with printed materials, social media, etc. to round out the communication so you are reaching people 9 times
 - Monitoring social media comments:
 - Create a comment policy (Shari will provide)
 - Important that followers see an actual person there to respond
 - Answer the sincere questions by providing resources, counter with the fact (when people include opinions/beliefs), balance responding with “don’t feed the trolls”

Public Health Council of the Upper Valley
Annual Meeting of the Board of Directors
November 19, 2021
Via Zoom

Annual Report of Activity: Review of 2021 activities by Alice Ely, Executive Director

Business Meeting: Rudy Fedrizzi facilitated the Annual PHC Business Meeting as follows:

Approval of Minutes of 2020 Annual Meeting with changes: Moved by Julia Griffin, Brett Mayfield provided the 2nd, all voted in favor. Rudy's name will be struck from the minutes as he did not attend the meeting and Julia's name will replace Rudy's. Roberta Berner and Brett Mayfield need to be moved to Board Member section.

Treasurer's Report presented by Jen Barkley, Treasurer:

- Financial Report of 2021
- Presentation & Approval of 2022 Budget
 - Moved by Julia Griffin, Nancy Bloomfield provided the 2nd, all voted in favor.

Strategic Plan presented by Alice Ely, Executive Director

- Presentation of 2022-2025 PHC Strategic Plan
 - Advisory Council should be brought together with the Board in early 2022 to review and accept the plan.

PHC Bylaws Changes presented by Rudy Fedrizzi, Board Chair

- Moved to accept changes by Julia Griffin, Jen Barkley provided the 2nd, all voted in favor.

Nomination & Election of New Directors & Officers:

Rudy Fedrizzi called for a vote to approve the slate of nominees for Directors and Officers.

- Nominated for new Directors are:
 - Suellen Griffin
- Nominated as Officers:
 - Chair -- Rudy Fedrizzi
 - Vice Chair -- Nicole Coleman
 - Treasurer -- Jen Barkley
 - Secretary -- Roberta Berner
- Moved by Julia Griffin, Nicole Coleman provided the 2nd, all voted in favor.

2022 Conflict of Interest Policy was discussed and asked all Board members to complete and return the disclosure forms.

Board and PHC Partner meeting schedule for 2022 was shared.

Motion to adjourn provided by Julia Griffin, Julius Turner provided the 2nd, all voted in favor.

Notes respectfully submitted by: Andrea Smith, on behalf of Dan Fraser, Secretary

Public Health Council of the Upper Valley

Balance Sheet

As of October 31, 2022

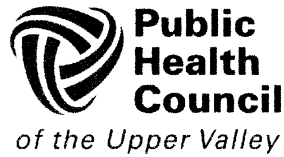
	Oct 31, 22	Sep 30, 22	Oct 31, 21
ASSETS			
Current Assets			
Checking/Savings			
1000 · Mascoma Savings Bank (433)	86,422.65	98,480.98	68,519.74
1011 · Certificate of Dep #3(6421)	37,555.78	37,552.59	37,517.52
1012 · Certificate of Dep #4 (7247)	37,552.59	37,549.40	37,514.33
Total Checking/Savings	161,531.02	173,582.97	143,551.59
Accounts Receivable	0.00	0.00	6,727.26
Other Current Assets	0.00	100.00	3,546.91
Total Current Assets	161,531.02	173,682.97	153,825.76
Fixed Assets	0.00	0.00	0.00
Other Assets	300.00	300.00	300.00
TOTAL ASSETS	161,831.02	173,982.97	154,125.76
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable			
2010 · Accounts payable	2,443.29	4,485.29	740.79
Total Accounts Payable	2,443.29	4,485.29	740.79
Other Current Liabilities	1,904.72	1,904.72	999.81
Total Current Liabilities	4,348.01	6,390.01	1,740.60
Total Liabilities	4,348.01	6,390.01	1,740.60
Equity			
3000 · Unrestricted Net Assets			
3010 · Transfers to/from Unrestricted	-56,292.88	-56,292.88	-6,897.24
3020 · Board Designated Reserve	25,000.00	25,000.00	25,000.00
Total 3000 · Unrestricted Net Assets	-31,292.88	-31,292.88	18,102.76
3200 · Unrestricted/Retained Earnings	67,489.28	67,489.28	37,574.26
3300 · Donor Restricted Assets	81,396.50	81,396.50	32,000.86
Net Income	39,890.11	50,000.06	64,707.28
Total Equity	157,483.01	167,592.96	152,385.16
TOTAL LIABILITIES & EQUITY	161,831.02	173,982.97	154,125.76

Public Health Council of the Upper Valley
Profit & Loss Budget vs. Actual
January through December 2022

	Jan - Dec 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
40000 · Donations				
4001 · Corporations	122,406.76	69,000.00	53,406.76	177.4%
4007 · Municipalities Fund	21,654.50	36,000.00	-14,345.50	60.2%
4018 · Foundations	16,500.00	32,000.00	-15,500.00	51.6%
4027 · Government Awards	1,858.00			
5998 · Individual Donations	3,446.53	5,000.00	-1,553.47	68.9%
Total 40000 · Donations	165,865.79	142,000.00	23,865.79	116.8%
4020 · MRC	4,170.71			
4030 · PCH Administrative Fees Income	1,025.65			
41000 · Couch Family Foundation Grants				
4101 · Couch 2022 Summer Meals Grant	7,500.00			
4102 · Couch GUVIST Integration Grant	49,311.00			
Total 41000 · Couch Family Foundation Grants	56,811.00			
42000 · Contractual Grant Income	15,196.16			
5800 · Interest Income	93.81	150.00	-56.19	62.5%
5999 · Miscellaneous Income	675.00	1,860.00	-1,185.00	36.3%
Total Income	243,838.12	144,010.00	99,828.12	169.3%
Gross Profit	243,838.12	144,010.00	99,828.12	169.3%
Expense				
6000 · Salary	74,191.08	56,915.33	17,275.75	130.4%
6001 · Stipend / Insurance	7,023.06	10,200.00	-3,176.94	68.9%
6002 · Benefit Hours	5,423.75	4,603.80	819.95	117.8%
6100 · Taxes/Employer Taxes	6,118.63	8,853.20	-2,734.57	69.1%
6200 · Staff training/ed	525.00	200.00	325.00	262.5%
6300 · Meeting Expense	2,957.51	1,800.00	1,157.51	164.3%
66901 · *Reconciliation Discrepancies	5,144.00			
6987 · Bank Charges	10.44			
6999 · Payroll service item	852.47	972.00	-119.53	87.7%
7000 · Rent	3,540.00	4,200.00	-660.00	84.3%
7002 · Tele/Internet	1,954.19	1,710.00	244.19	114.3%
7004 · Office Supplies	476.41	700.00	-223.59	68.1%
7005 · Postage	280.70	201.00	79.70	139.7%
7006 · Publ/Mkting/Comm.	2,999.43	2,018.00	981.43	148.6%
7007 · Software/Equip Purchase	2,111.07	651.00	1,460.07	324.3%
7008 · Educational Supplies	7,940.19	1,860.00	6,080.19	426.9%
7009 · Board Exp	0.00	4,603.80	-4,603.80	0.0%
7010 · Projects	23,750.00	17,000.00	6,750.00	139.7%
7601 · Filing Fees	82.00	75.00	7.00	109.3%
7602 · Subscriptions	173.00	175.00	-2.00	98.9%
7700 · Insurance/company related	3,441.00	3,500.00	-59.00	98.3%
7800 · Consultant				
7805 · Leadership Team Compensation	16,500.00			
7806 · UV Equity Steering Cmte Compen	750.00			
7800 · Consultant - Other	35,495.33	18,475.00	17,020.33	192.1%
Total 7800 · Consultant	52,745.33	18,475.00	34,270.33	285.5%
7900 · Prof.fees/acct/grant writ/audit	6,030.00	4,570.00	1,460.00	131.9%
8000 · Travel	1,451.58	1,500.00	-48.42	96.8%
8026 · Advertising	396.20	600.00	-203.80	66.0%
Total Expense	209,617.04	145,383.13	64,233.91	144.2%
Net Ordinary Income	34,221.08	-1,373.13	35,594.21	-2,492.2%
Net Income	34,221.08	-1,373.13	35,594.21	-2,492.2%

**Public Health Council of the Upper Valley
Proposed Budget Fiscal Year 2023**

	2023 Proposed	2022 Approved	2022 YTD Oct 31
Ordinary Income/Expense			
Income			
Foundation Grants	\$ 47,000.00	\$ 32,000.00	\$ 24,000.00
Corporate Grants	\$ 246,862.00	\$ 69,000.00	\$ 137,602.92
Government (State/Fed) Funds	\$ -	\$ -	\$ -
Individual Donations	\$ 5,000.00	\$ 5,000.00	\$ 3,446.53
Town Funding	\$ 36,000.00	\$ 36,000.00	\$ 25,825.21
Miscellaneous Income	\$ 1,896.00	\$ 1,860.00	\$ 3,558.65
Interest Income	\$ 150.00	\$ 150.00	\$ 93.81
Total Income	\$ 336,908.00	\$ 144,010.00	\$ 194,527.12
Expense			
6000 · Salary	\$ 94,794.50	\$ 56,915.33	\$ 70,069.58
6001 · Stipend / Insurance	\$ 13,300.00	\$ 10,200.00	\$ 6,703.83
6002 · Benefit Hours	\$ 10,429.98	\$ 4,603.80	\$ 5,423.75
6100 · Taxes/FICA/Medicare	\$ 10,154.16	\$ 8,853.20	\$ 5,802.74
Retirement Benefits		\$ 6,346.66	
6200 · Staff training/education	\$ 200.00	\$ 200.00	\$ 525.00
6300 · Meeting Expenses	\$ 3,200.00	\$ 1,800.00	\$ 2,957.51
6987 · Bank Charges	\$ -	\$ -	\$ 10.44
6999 · Payroll service item	\$ 972.00	\$ 972.00	\$ 815.06
7000 · Rent	\$ 4,320.00	\$ 4,200.00	\$ 3,540.00
7002 · Tele/internet	\$ 1,393.00	\$ 1,710.00	\$ 1,954.19
7004 · Office Supplies	\$ 700.00	\$ 700.00	\$ 476.41
7005 · Postage	\$ 200.00	\$ 200.00	\$ 280.70
7006 · Publ/Mkting/Comm.	\$ 2,102.00	\$ 2,018.00	\$ 2,999.43
7007 · Software/Equipment Purchase	\$ 741.00	\$ 651.00	\$ 2,111.07
7009 · Educational Supplies	\$ 1,896.00	\$ 1,860.00	\$ 7,940.19
7009 · Board Expense	\$ -	\$ -	
7010 · Projects	\$ 160,430.89	\$ 17,000.00	\$ 28,894.00
7510 · Repairs/Maint	\$ -	\$ -	\$ -
7601 · Filing Fees	\$ 75.00	\$ 75.00	\$ 82.00
7602 · Subscriptions	\$ 175.00	\$ 175.00	\$ 173.00
7700 · Insurance/company related	\$ 3,500.00	\$ 3,500.00	\$ 3,441.00
7800 · Consultant	\$ 44,500.00	\$ 18,475.00	\$ 51,870.33
78XX · Admin Expense Reimbursement	\$ -	\$ -	\$ -
7900 · Prof.fees/acct/grant writ/audit	\$ 4,900.00	\$ 4,570.00	\$ 6,030.00
8020 · Depreciation	\$ -	\$ -	\$ -
8025 · Fundraising	\$ -	\$ -	\$ -
8026 · Advertising	\$ 600.00	\$ 600.00	\$ 396.20
8xxx · Travel Expenses Subtotal	\$ 1,500.00	\$ 1,500.00	\$ 1,451.58
Total Expense	\$ 360,083.53	\$ 147,124.99	\$ 203,948.01
Net Ordinary Income	\$ (23,175.53)	\$ (3,114.99)	\$ (9,420.89)
Prior Years Revenue (Estimate)	\$ 40,000.00	\$ 500.00	\$ 20,000.00
	\$ 16,824.47	\$ (2,614.99)	\$ 10,579.11



Election of Directors & Officers

Annual Meeting
November 10, 2022

Slate of Nominees

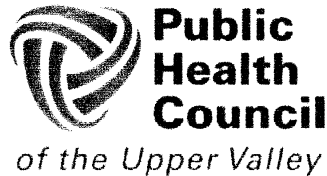
The Nominating Committee of the Board of Directors, consisting of Rudy Fedrizzi, Nicole LaBombard, Jen Barkley, Roberta Berner, and Alice Ely, proposes the following individuals be elected to serve on the PHC Board of Directors, effective January 1, 2023:

To elect to their second consecutive three-year terms on the Board, effective January 1, 2023:

- Rudy Fedrizzi
- Jen Barkley
- Roberta Berner

To elect Officers to the Board of Directors as follows, effective January 1, 2023:

- Brett Mayfield to serve a 1st one-year term as Chairperson
- Rudy Fedrizzi to serve a one-year term as Vice Chairperson
- Jen Barkley to serve a one-year term as Treasurer
- Roberta Berner to serve a one-year term as Secretary



POLICY GOVERNING CONFLICT OF INTEREST AND PECUNIARY BENEFIT TRANSACTIONS

Public Health Council of the Upper Valley

1. It is essential that the work of the PHC not be compromised by any conflict of interest, or the appearance of conflict of interest, on the part of Directors, staff or standing committee members. Conflict of interest means any financial or other interest which conflict with the service of an individual because: 1) it could impair the individual's objectivity; or 2) it could create an unfair advantage for any person or organization.

To address questions of conflict of interest, for the protection of both the individual and the organization, each Director, staff member and member of a standing committee of the PHC and its regional divisions shall annually provide to the Chair a list of business and nonprofit affiliations. This list will be considered a matter of public record and will be available for review upon request by the public.

2. Upon the consideration of any proposed transaction involving an organization with which a Director or staff member has a disqualifying relationship, it is the responsibility of the individual to disclose the relationship. Transactions include or are not limited to grants, loans, contracts, purchases, and rental agreements. Any Director or staff member so related shall abstain from discussing or voting on, or otherwise attempting to influence the decision of the proposed action, but may provide information if requested to do so.
3. Consideration of any proposed transaction that would constitute a pecuniary benefit transaction in which an Officer, Director or member of a standing committee has a financial interest (as defined in N.H. RSA 7:19-a) shall be governed by that statute. (Statute and Attorney General's Guidelines attached). It is the responsibility of Officers, Directors and standing committee members to disclose any circumstances that would cause a proposed transaction to be considered as a pecuniary benefit transaction.
4. "Disqualifying relationship" means formal affiliation as an Officer, Director, employee or standing committee with a nonprofit or for-profit organization or an immediate family connection by blood, marriage or significant long term relationship with a person affiliated with such an organization, who may personally benefit from approval of a financial transaction with PHC.

Public Health Council of the Upper Valley
Conflict of Interest¹ Form

Name _____

Nonprofit Organizations With Which I have A Disqualifying Relationship²

1. _____
2. _____
3. _____
4. _____
5. _____

Business Organizations With Which I have A Disqualifying Relationship:

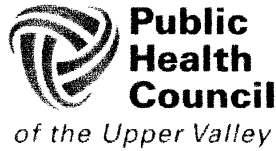
1. _____
2. _____
3. _____
4. _____
5. _____

Signature

Date

¹ Conflict of Interest means any financial or other interest which conflicts with the service of an individual because: 1) it could impair the individual's objectivity; or 2) it could create an unfair advantage for any person or organization.

² Disqualifying relationship means formal affiliation with an organization other than PHC or relationship by blood, marriage or significant long-term relationship with a person affiliated with such organization, who may personally benefit from approval of an application for assistance.



PHC Partner Meeting Schedule for 2023

Location: Via Zoom until further notice

Friday, January 20, 2023
9:00 to 11:00 am

Friday, March 17, 2023
9:00 to 11:00 am

Friday, May 19, 2023
9:00 to 11:00 am

Friday, June 16, 2023
9:00 to 11:00 am

Friday, August 18, 2023
9:00 to 11:00 am

Friday, September 15, 2023
9:00 to 11:00 am

Friday, October 20, 2023
9:00 to 11:00 am

Friday, November 17, 2023
Public Health Council Annual Meeting/Breakfast
Location TBD
8:30 to 11:00 am

PHC Board of Directors Meeting Schedule for 2023

Location: TBD

Thursday, January 5, 2023
5:00 to 6:30 pm

Thursday, March 2, 2023
5:00 to 6:30 pm

Thursday, May 4, 2023
5:00 to 6:30 pm

Thursday, July 13, 2023
5:00 to 6:30 pm

Thursday, September 7, 2023
5:00 to 6:30 pm

Friday, November 17, 2023
Public Health Council Annual Meeting/Breakfast
Location TBD
8:30 to 11:00 am