



**North Country Council
Board of Directors Meeting
November 9, 2016
Mount Eustis Commons, Littleton, NH**

Board Present:

Vicki DeLalla, Stratford
Neil McIver, Plymouth
Jo Lacaillade, Haverhill
Carl Martland, Sugar Hill
Robin Frost, Gorham

Staff:

Barbara Robinson
James Steele
Kathleen Frenette

Called to Order: The meeting was called to order at 9:39 am by Jo Lacaillade, Vice Chair, in absence of the Chair, William Andreas. Discussion then ensued as to whether or not there was a quorum for the meeting. Carl pointed out that according to his copy of the bylaws “A quorum of the Board of Directors shall be met when both a majority of the Board is present and when two officers are present.” There being a quorum as described enabled the Board members present to conduct business.

The Minutes from October were then reviewed.

Jo entertained a motion by Vicki to approve the minutes as presented. Earl seconded. Unanimously approved by all.

Business Items:

Vice Chair, Jo Lacaillade asked if the *conflict of interest and pecuniary benefits transaction policy forms* were signed by all Board Members. Barbara will verify and reach out to members who have yet to sign one.

Barbara then introduced Kathy Frenette the new Operations Manager for NCC and she was welcomed.

Jo asked if there were any other business items.

Barbara provided an update on the audit that is still in process. RKO is short staffed and only provided one auditor this year so the process is taking longer. She is hopeful that the audit will completed by the end of the month. Barbara added that the audit has been taxing on staff, but all auditor requests have been fulfilled. Jo mentioned that there has been some staffing changes at the company performing the audit, including the head person, so that can be contributing factor as well as to the process taking longer this year.

Committee Reports

Finance Committee

The committee met in Lancaster Wednesday, November 2nd, 2016 and reviewed the financials. In-depth reports were reviewed at the committee level and a collapsed version/shorter report was recommended by the committee for BOD meetings. These reports were then distributed to Board Members. Vicki added that the Finance Committee reviews the financials line by line and recommended approval of the financials as presented. Vicki then spoke about the \$20 bank fee for the separate RLF account and indicated James is going to look into other options. James noted that he has not been able to complete that request as yet.

The 457B account was then discussed. The Finance committee recommends the 457B be a separate account. They will be looking to help ensure that there is no charge to that account since there is no income derived from it for NCC and staff time costs in managing it are not recaptured.

The financial report was reviewed. James reported that the September P&L indicates a net income of -\$11,360.14, and that there is a need for increased revenue to offset expenses — adding there is a large amount of administrative work that needs to be accomplished that is not recaptured. This issue was addressed at the finance committee meeting. He added year-to-date net income is: -\$9,128.56. Moving forward, November and December will be tough months due to the holidays, and less days for staff to work on projects that bring in revenue.

Barbara noted another area that is costing the organization money is the RLF which does not bring in enough revenue to cover administrative expenses for the fund. NCC is contracting with Molly White to assist in reviewing the books for the proposed transfer of the RLF.

Jo asked for clarification regarding the NCC fiscal year. Barbara explained the fiscal year runs from July 1st to June 30th. Jo then noted that NCC has until the end of June to make up for the loss.

James and Barbara made clear to the BOD that it will not look good financially for several months but there is the expectation that NCC will break even by June 30th. Jo asked about cost cutting measures if we will not be in the black by June 30th. James and Barbara explained that they have already been looking at ways to cut costs.

Vicki added that one item the finance committee has looked at as a “cost-savings measure” is cutting back on the health insurance by possibly decreasing the amount that NCC contributes and increasing the amount that the employees contribute. At this time, employees premiums are 100% paid by NCC and if it is a two person or family plan NCC pays a total of 60% of the premium.

Jo asked if that was comparative with the local employer market. Or is it more than generous? James responded that some employers pay 75% of the health insurance cost for however many people are covered and also heard where employers will cover the employee 100% but the cost is on the employee to cover any other family members.

Robin Frost added that the Town of Gorham covers 80% of whatever plan the employee takes with the employee covering the other 20%. They have just changed to 75/25 with the town paying 75% and the

employee paying 25% but that is for new hires only. Current employees were grandfathered under the old policy.

Discussion ensued. Carl noted that it would not be worth the cost savings if cutting NCC's contribution to employee health insurance ends up costing the organization trained employees. Robin added that one other area of cost savings for the town of Gorham was having a higher deductible but funding health cost accounts to help pay half of that high deductible.

The cost of health care in general was discussed as well as utilizing brokers to quote health insurance policies with them doing the work for no front end cost. Vicki noted NCC is looking for ways to have health insurance costs reduced as well as other items that can reduce organization costs such as, postage —by no longer having a postage meter machine in the office.

Vicki noted that the next Finance meeting will be Wednesday of December, the 7th. The meeting will be held in Littleton. Vicki is unsure who from the new Board will be joining the committee, adding that the meeting time and date for meetings can be changed to accommodate the members.

Vicki asked for a motion to accept the financials as recommended by the Finance Committee. Robin Frost made the motion. Carl Martland seconded, all approved.

Loan Committee

All loans are current except TTP. Currently the RLF has \$50,407 to loan in a separate RLF account. No money can be lent on the current RLF until the review of the account is completed by Mollie White and that review begins with the very first deposit. This process will clarify the RLF and is anticipated to be complete in January.

Carl noted the interest on the loans was supposed to assist with admin costs and thus far we have received \$4,700. He asked for clarity as to whether that has gone into our account to pay for administration. James explained that NCC can only transfer what is earned in administering the RLF even though we could have earned more interest. James reiterated that it appears we have \$50,407 to lend at this time so we may be over the threshold of \$30,000 where we can be looking at loaning out money.

Mollie White's time will be paid through that interest. Vicki noted if there is enough money in the fund, that back interest can be used to pay for costs to administer the fund as well. Currently, it is uncertain where the \$23,000 came from, and for EDA to approve the RLF transfer there will need to be a full reckoning of the RLF. NCC is working on a full reconciling of the account as soon as possible. Transferring the RLF will help to reduce costs for our organization.

Vicki added that there is a company the RLF has loaned to in the past that is interested in obtaining another loan through us. They have paid back their loans in full and on time in the past but that we cannot loan any money until the RLF account has been reconciled. The next Loan Committee meeting will be held December 3rd in Littleton. The Finance Committee meeting immediately follows.

Vicki called for a motion accept the loan committee report. Robin Frost made the motion. Carl Martland seconded. All approved.

Personnel Committee

The Personnel Committee did not meet in October. Barbara noted that NCC is looking to hire two planners. Security Benefit will visit NCC to present the 457B plan on November 22nd and meet with employees individually to discuss options.

Other Committee Reports

New Hampshire Association of RPCs (NHARPC)

The New Hampshire Municipal Association Annual Meeting will take place November 16th and 17th. Glenn and Barbara from NCC will attend the conference and participate with other RPCs in manning the NHARPC booth. Barbara noted that NCC is looking for a commissioner to be a representative to the NHARPC committee. The RPC Committee will not meet in November.

Connecticut River Joint Commissions (CRJC)

There was no quorum for a meeting last month. With the dams being sold to a company out of Boston there are some concerns and a need to reactivate committee participation. Members of the committees do not have to be NCC members to serve on the committee.

Comprehensive Economic Development Strategy (CEDS)

The CEDS committee meeting will be held November 8th at 1:00 pm at the Enterprise Center in Plymouth and should adjourn by 3pm. Eric Spieth, new director of the Enterprise Center, will present. Barbara noted that the Grafton Regional Development Corporation (GRDC) Annual Meeting will also be held that morning at the Common Man in Plymouth. Glenn and Barbara will attend.

Transportation Advisory Committee Program (TAC)

Carl Martland explained that the committee looks at and assesses the state proposals that come in for bicycle and walk ways. The proposals that were submitted this year were very good and he said it was a difficult decision to make but the committee chose to recommend the Conway project. The Conway proposal is to have a paved trail from old downtown to the malls. Carl added excellent proposals were also submitted by Berlin, Waterville Valley, Northumberland, Gorham and Plymouth. Carl noted that the grant amount for these projects with the city/town match have to be between \$400,000 to a \$1,000,000. They will not do smaller grants adding, that seems to be a detriment to the North Country. The State can only choose a plan that was reviewed by the committee. The set of nine proposals submitted was the best he has seen in years. He also stated that the town that is awarded the grant must also come up with the match for the state funding. The limits are set by DOT. The additional gas tax has also helped with increased paving projects across the state.

Scenic Byways

The NH Scenic byways council meeting is tomorrow, Thursday, November 10th. Carl hopes to learn when it will be transferred from DOT to DRED. There will be a separate North Country Scenic Byways Committee. This committee will be added to the BOD agenda.

Dartmouth Regional Technology Center (DRTC)

DRTC is meeting Monday November 14. Barbara, is the NCC designated DRTC Board Member and will meet with the new representative from Dartmouth College Joe Helble (Dean, Thayer School of Engineering, Dartmouth College), other members of the Board (Beno Lamontagne from DRED, Chris

Wellington from GRDC) and the Auditors of the DRTC (Gallagher, Flynn & Company). She will advocate for a joint session with the NCC Board in Q1 of 2017.

Connecticut River Mitigation and Enhancement Fund

Currently there is no update. Barbara noted that the committee is looking for members and that they do not have to be NCC BOD members. It can be conservationists, or commissioners. Barbara also mentioned that if any of the Board members know of anyone who may be interested in joining this committee to please bring forth their recommendations.

NH Rail and Transit

No update. This committee is currently in a holding pattern.

Informational/Questions/Other Business:

Vicki asked for an outline of the planning for the budget and overall view of the spending be created.

Jo then asked about how NCC handles payables. She said for the town there is a manifest that is given to the select board to review and approve prior to checks being cut. Barbara noted that the current NCC approval procedure is for the Treasurer to review all invoices and payroll. No checks are cut without the Treasurer's approval. The budget is created and expenditures are reviewed monthly by the Finance Committee.

Vicki wants the process written down. Vicki said she is second signature and seemed to have concerns about the budget as a whole for all bills. Barbara noted that she and Vicki approve payables and payroll. Vicki meets with James to review all payables and checks prior to payment.

Carl added that he is a collector for his church and that their treasurer comes in and just signs the checks. He said that the financial issues are not the treasurer's issues that they are the issues of the Finance Committee. There are backup documents for all expenses. It was suggested to put financial controls/policies in place and having an outline of how it all works

Vicki asked if that could be presented at the January meeting. Barbara and James will reach out to Vicki in this regard for clarification regarding greater detail on what she is asking for in terms of an update to processes in place.

Board Membership /Officer Transitions

Barbara asked if current Board Members have recommendations for additional Board Members. She noted that the website is updated with information regarding the current roster.

There was discussion regarding towns choosing commissioners and NCC having an updated list of who they are. Carl inquired if NCC has a data base. Barbara explained that the Commissioners List is updated each quarter via the Commissioners meetings. Kathy will be verifying the update from the Annual Meeting. Carl suggested that an email be sent to the towns with the names of who NCC has as their commissioners and ask the town of those are still the commissioners for the town.

Annual Meeting

Annual Meeting event income and expenses were reviewed. James plans to create a report which will include all costs and income — with the intention of drilling down to “all costs” associated with the annual event.

Carl felt that sponsorship was low. Barbara noted NCC had two less sponsors than the previous year (Bank of New Hampshire and Hunkins & Eaton chose not to participate this year but may do so next year). Carl endorsed having the Annual Meeting event because of the networking opportunities that are available. Carl thought the Annual Meeting itself was excellent, but the commissioners meeting did not meet his expectations. He was disappointed introductions were skipped in an effort to save time— It is important to meet more people and also to ask commissioners about serving on committees. The BOD needs to decide on how the meeting will be run.

There was some discussion regarding moving the Annual Meeting to June which would be better for the budget process per James. Competing issues with graduation etc. were noted. Determining a better time for the NCC Annual Meeting may be a challenge. Another consideration was a breakfast brunch meeting instead of a dinner meeting.

Further discussion ensued regarding project bill-out and how that is accomplished and how NCC can achieve more income. Carl inquired about billing for a volunteer.

Jo then called for a motion to Adjourn. Vicki so moved. Robin Frost seconded. Approved by all.

Meeting Adjourned at 11:25a.m.

Respectively Submitted,

Barbara Robinson