

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
Wednesday, July 19, 2017
Mount Eustis Commons
NCC Conference Room
Littleton, NH

BOARD MEMBERS PRESENT: Jo Lacaillade, Chair; Vicki DeLalla, Treasurer; Carl Martland; Thomas Holmes; Bob DeAngelis; and Robin Frost, Secretary

BOARD MEMBERS ABSENT: Earl Sires; Robin Irving; and Neil McIver

STAFF MEMBERS PRESENT: Dr. Barbara Robinson, Executive Director; James Steele, Finance & Accounting Manager

STAFF MEMBERS ABSENT: Kathleen Frenette, Operations Manager

OTHERS PRESENT: Lilli Gilligan (appointed at this meeting to become a Board Member)

9:30 - Welcome and Minutes from June 21st

Chair Lacaillade opened the meeting at 9:30 a.m.

MOTION: Board Member DeLalla moved to approve the Minutes from the Meeting of June 21st, 2017. It was seconded by Board Member DeAngelis. The motion carried. (6-0-0).

9:40 - Old Business

✓ **Office Move**

Dr. Barbara Robinson updated the Board as to the status of the move. She indicated that she anticipates receiving a contract within the week, which would allow access on or about September 1st, 2017. She informed the Board that the Landlord will be removing one wall for the NCC, free of charge, and that currently there are no plans to erect any walls in the large space, but rather they may install some cubicles.

She described the layout of the facility, as well as her intentions for the spaces. She also pointed out where it is located and discussed the parking situation. She went on to detail what this new facility would cost, as well as the anticipated savings from the move.

9:45 - Committee Reports

✓ **Loan Committee Report**

▪ **EDA - RLF Transfer**

Board Member DeLalla indicated that James had come across the fact that we should have been ranking the loans, according to how well they were paying, on a schedule. On this subject, she stated that it may be beneficial to gather more information in order to perform the ranking accurately, and that it might be better to be right than worry about being late. Board Member DeAngelis inquired as to how this topic reappeared on the radar of things to address. Mr. James Steele responded that this was discussed during his meeting with Kendra Bell, while they were going over the year-end financials. Further discussion was held regarding the necessity of the ratings.

She noted that it was suggested that the Board could approve a loan. She went on to state that she had invited Ray Dionne to attend today's meeting, although he was unable to attend. She read aloud the email response she received from Mr. Dionne.

Dr. Robinson pointed out that she has reached out to both parties and has not yet received the updated financials for the Village Gun Store, which she was anticipating receiving today. But she affirmed that she did receive the financials through May for the other entity, which shows that they have a positive cash position of over \$400,000. Chair Lacaillade concluded that this topic will be addressed at the Loan Committee meeting, and will hopefully have the updated financials.

Dr. Robinson stated that, in regards to the RLF transfer, they are waiting to hear from EDA.

▪ **TPP & Ragged Mountain Updates**

Dr. Robinson said that there is an interested investor at TPP, although she is not aware of who it is, for which a meeting was held yesterday.

Dr. Robinson mentioned, in regards to Ragged Mountain, that she had requested more financials, yet she has not yet received them. But she did state that she did receive an updated, but not witnessed signature, Letter of Agreement, which, once received, will be brought to the Finance and Loan Committee meetings.

✓ **Finance Committee**

▪ **June Financials**

Mr. Steele indicated that the P&L now shows a profit of \$24,000, due to two major reasons:

1. In June, received \$24,750 of back interest from a defaulted loan on Merrimack Software.
2. Reserve for bad debt was at \$30,000. That included \$25,000 worth of money that was not expected to be received from DRTC, which they have now received.

Mr. Steele went on to state that there will be one more adjustment made when meeting with the Auditor, relating to the reserve for bad debt, which will be \$6,000 for NCCDC outstanding invoices. He concluded that once all is adjusted, the year-end should be a profit of \$23,000. Further discussion was had regarding the financials, and how the numbers were computed, with an emphasis on the EDA funds received.

Chair Lacaillade inquired as to the \$12,000 worth of expenses incurred between April and June. Mr. Steele responded by breaking down the spending in generalized terms.

Mr. Steele pointed out that NCCDC owes NCC \$170,000, but there is nothing in the balance sheet reflecting this account, in terms of reserve for bad debt. Discussion was held regarding NCCDC's mission, and how to reflect this account accurately on the balance sheet.

▪ **Proposed FY 2018 Budget**

Board Member Holmes inquired regarding New Hope Property Holdings. Dr. Robinson responded that they do compounding and special custom pharmaceuticals for humans and animals.

Board Member DeLalla informed the Board regarding the changes made at the last Finance Committee meeting, totaling \$99,000, which included:

- \$70,000 for a new hire (60% - direct labor; 40% - indirect labor)
- \$15,000 for raises
- \$12,000/\$15,000 for computer-related expenses
- \$2.12 to round out to the figures

She went on to state that discussions were held regarding both the phone services and the annual meeting, although there was no resolution met on any changes to the budget on either item. The Board discussed the possibility of upgrading the phone system and what that would entail in terms of cost, logistics, etc.

MOTION: Board Member DeAngelis moved to add \$2,000 for upgrading the telecommunications. It was seconded by Board Member Holmes. The motion carried. (7-0-0).

She noted that once the BOD has amended and approved the proposed budget, it will then be presented to the Commissioners, who have the final approval and can change the budget at a Commissioners' Meeting. Further discussion was held regarding specific items on the proposed budget.

Board Member DeLalla suggested, in response to discussions with Mr. Steele on the topic, increasing the budget in terms of utilizing Crane & Bell, under a general line item of Financial Services. The Board Members voiced their sentiments on the issue, to include the appropriate times in which the services of Crane & Bell should be requested. The final consensus was to change the line item to Financial Services. Board Member Frost suggested removing \$2,000 from the budget in order to counteract the \$2,000 just added to telecommunications.

In relation to the HR Consultant, the Board opined that it should follow the same direction as the Accounting Services, where they would be only utilized for a limited purpose, and that their budget would eventually decrease as their services were no longer needed. The Board suggested going down to \$1,500 and giving up three months of services.

Board Member DeLalla pointed out the line of credit of \$50,000, which is due in full by January/February 2018. Mr. Steele corrected the figure to note it's at \$45,000. Discussion was held regarding the status of the line of credit, wherein Dr. Robinson informed the Board that she would be visiting with CDFA on Tuesday and would be requesting another extension, for which she was optimistic on receiving.

Board Member DeLalla inquired of the Board as to what actions should be taken with regards to the Annual Meeting budget. Discussion was held regarding the spending history in the past few years, as well as this year's plans and budget. The Board emphasized the importance of having a ceiling on the budget.

Once all the financial issues were ironed out, it was thought that \$9,000 may be a comfortable total budget, in which the breakdown would be \$6,000 for direct expenses for the meeting, plus \$3,000 of staff

time. Dr. Robinson made the recommendation that the event should be held at the Mountain View Grand, on Thursday, October 19th, 2017.

Much discussion was had regarding the application of income, whether it be considered deferred, or received. The issue was raised about approving a budget wherein money is already being spent, and where there is still ambiguity as to where the numbers come from. Clarification was made that budgets tend to be fluid, and changing certain line items may impact others, but that some leniency should be given to its accuracy.

In summation of all the discussions held, the following changes were agreed upon to be made to the budget:

- Phone Upgrade/Telecommunications - Increase \$2,000
- HR Consultant - Decrease to \$1,500
- Annual Meeting - Set at \$6,000 for direct expenses
- Financial Services - Decrease \$2,000

NET CHANGE: (\$500)

It was suggested that, due to the need for further clarification regarding the basis for some of the figures, as well as the need to represent NCC accurately, that the proposed amendments to the budget be presented to the Finance Committee, for their review and incorporation.

▪ **CY 2018 Member Dues**

Mr. Steele distributed an informational table that he constructed to show what the dues would be, depending on the level of dues that they want to raise.

▪ **Financial Policy Draft**

The Board received a handout detailing the proposed changes. Board Member DeLalla explained that it would allow the staff to have a credit card. Dr. Robinson pointed out that it also includes that a Board Member would have authority to sign, in the absence of the Treasurer.

MOTION: Board Member Frost moved to approve the Financial Policy Draft. It was seconded by Board Member DeAngelis. The motion carried. (6-0-1). Newly-Appointed Board Member Gilligan abstained.

▪ **Staff Credit Cards for Project Work**

MOTION: Board Member DeLalla moves to approve issuing credit cards with \$100 limit to staff for the purpose of purchasing food items for a meeting they are hosting, pay a training or conference fee, for example, with the Executive Director's approval. It was seconded by Board Member Gilligan. (7-0-0).

✓ **Other Committee Reports**

▪ **Connecticut River Joint Commissions (CRJC)**

Dr. Robinson briefly updated the Board that they are continuing to go forward, and that she did receive the approval of Tara Banford partially managing that program for the Upper Valley RPC for this upcoming year, although there is no anticipation of receiving that grant in the subsequent year.

▪ **Comprehensive Economic Development Strategy (CEDS)**

Dr. Robinson noted that Michelle held a CEDS workgroup where they were working on the CEDS for next year as an advisory committee, and that it would be the last meeting before they start meeting with the CEDS Committee, in general, to begin to work on the plans going forward. She indicated that, as plans become more developed, she intends to have a presentation to the Board.

- **Transportation Advisory Committee (TAC)**

Dr. Robinson stated that the TAC Committee meeting will be on Thursday of this week, and that she had an Agenda with her, which she offered to pass around for interested parties. She went on to describe the Agenda.

- **Scenic Byways**

Board Member Martlan indicated that they will be meeting tomorrow at the Opera House, right after the TAC meeting, wherein they will be looking for funding, as well as creating an app to discover nearby byways. He said that further discussion would be had on route changes that came out of the Corridor Management Plans.

Dr. Robinson pointed out that there has been a lot of conversation with DOT about the scenic byways process that relates back to 2014/2015. She went into detail about that discussion. She informed the Board that she'll be meeting with Mike Tardif to have a discussion about their response to the de-designation topic.

Board Member Martlan expressed his sentiments regarding the NH Scenic Byway Council regarding the recommended changes in byways, including de-designations of segments. He described what occurred at the meeting. He also pointed out that there is a NH website where you can locate the four trails, and that there you can view NH DOT's map of the trails along with their descriptions, where the descriptions do not correlate with the maps. He then informed the Board of the Committee's recommendations to address this issue. Much discussion was had amongst the Board regarding this topic, including references to the NH Statutes regarding scenic byway designations.

Chair Lacaillade informed the Board that she was contacted by NH DOT, and that they told her that NCC would be paying back the funders \$100,000, if this designation issue does not get resolved to their satisfaction. Further discussion was had regarding this information received.

- ✓ **Personnel Committee**

Chair Lacaillade stated that they had tried to schedule a couple of nonpublic sessions to discuss what was previously spoken about at the last meeting, which has not yet taken place due to scheduling conflicts. Board Member DeAngelis informed the Board that the August meeting will be his last meeting with NCC due to some family obligations. The Board suggested issuing a leave of absence until he returns.

11:10 - Informational/Questions/New Business

11:20 - Other Business

MOTION: Board Member Holmes moved to appoint Lilli Gilligan as a Board Member. It was seconded by Board Member Frost. The motion carried. (6-0-0).

11:30 - Adjourn

MOTION: Board Member DeLalla moved to adjourn the meeting at 12:06 p.m. It was seconded by

Board Member DeAngelis. The motion carried. (7-0-0).

Respectfully Submitted,

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Approved August 16, 2017