

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
Wednesday, November 21, 2018
North Country Council Conference Room
161 Main Street, Littleton, NH
9:30 am to 11:00 am

BOARD MEMBERS PRESENT: Vicki DeLalla, Treasurer; Vice Chair Doug Grant, and Secretary Jennifer Fish

BOARD MEMBERS ABSENT: Paul Robitaille and Carl Martland

STAFF MEMBERS PRESENT: Kathleen Frenette, Co-Executive Director & COO; Michelle Moren-Grey, Co-Executive Director & CEO

Welcome

Vice Chair Grant opened the meeting at 9:30 am

Minutes from the September 2018 Meeting were reviewed.

Motion: Board Member Fish made the motion to accept the September 2018 Minutes. It was seconded by Treasurer DeLalla. The motion carried.

OCTOBER FINANCIALS:

Reviewed. Discussion held. Co-Executive Director Frenette provided a narrative of the October 2018 financials; the profit and loss, balance sheet and cash flow sheet.

Motion: Treasurer DeLalla made the motion to accept the October 2018 Financials. It was seconded by Board Member Fish. The motion carried.

OLD BUSINESS:

Annual Meeting

Per Treasurer DeLalla, three to four years ago it was brought up that NCC needs more Board Members. Our by-laws state that we can have four officers and nine board members, currently NCC has three officers and two board members. Per Board Member Grant, the state minimum is five for the Board. RSA discussed and contact to the towns regarding Commission members, per Ms. Moren-Grey, has started stating commissioners are nominated by the planning board and select board. Reach out to the towns has been ongoing and documentation of the town's Commissioners with the minutes of the

Planning Board Meeting and the Selectboard Meetings when the person was nominated and then confirmed have been requested. The outreach so far has given us limited documentation. Per Vice Chair Grant discussed set up of more immediate distribution of changes for the Board and Ms. Moren-Grey suggests targeted outreach for communities. That outreach regarding Commissioners can be done as a tag to the outreach for the regional transportation program, otherwise the outreach comes in under admin.

Information/Questions/New business

New Business

Ms. Frenette discussed member dues and the numbers for 2019, in the pink and blue columns.

MOTION: Treasurer DeLalla moves to accept the \$125,000, blue column. Board Secretary Fish seconded. Motion carried.

Ms. Frenette discussed CDFA bridge loan, short \$1,700 for payroll, the loan will have enough to complete payroll and to pay Stu Arnett who has an invoice totaling \$6,100 and states it's reimbursable under the USDA grant to cover the payment. That payment is for the CEDS SWOT being contracted to the Arnett Development Group LLC to assist with the SWOT. The bridge loan will be \$6,124.62 and the \$1,700 and the USDA money will be sent within 30 days after the request received. It's a slower process with USDA due to staffing for them. The cost of CDFA is 3% per annum and only for a short time frame. Previous loans borrowed are \$15,000 and \$10,000. The operating account is currently \$10,481.37 and after outstanding checks there is \$9,570.75 left in the operating account. Payroll is \$11,228.64 that leaves NCC short \$1,657.89. Ms. Frenette had a Certificate of Authorization drafted and will need a motion for authorization to be signed.

MOTION: Treasurer DeLalla moves to approve bridge loan Certificate of Authorization. Board Secretary Fish seconds the motion. No further discussion. Motion carried.

UPWP - The November invoice sent priority mail December 7th, which is the next payroll date. Board Member Grant discusses prior financial issues for NCC and Ms. Frenette states debt to DOT should be paid in two years and in the third year a change may be seen, this also depends upon grants that are awarded to NCC. Ms. Moren-Grey states the same, perhaps sooner than 3 years. We are getting inquiries and work from member communities, positive feedback about our annual meeting. Once our debt situation is resolved we may see from time to time financial challenges but not like we are experiencing now.

Discussion of members and nonmembers—new members from annual meeting. Per Ms. Frenette NCC has a total of roughly \$38,000 of expenses every month that needs to be paid and if the social capital can be built with more work coming in it would assist with the monthly expenses.

Other Business:

Treasurer DeLalla inquiries about the bank coming to the NCC office to sign cards. She states that she is the only one that is able to sign checks. Ms. Frenette will reach out to the bank regarding this.

Discussion of three new officers.

Board Member Grant discusses new chair needed for NCC. Treasurer DeLalla makes a suggestion that Vice Chair Grant to take the position.

MOTION: Treasurer DeLalla moved to appoint Vice Chair Grant to the Chair position. Seconded by Board Member Fish. All in favor. The motion carried.

Discussion of quorum's and bylaws. Board Chair Grant states he will be in contact with Board Member Martland regarding vice chair position.

MOTION: Board Chair Grant moved to adjourn the Board Meeting It was seconded by Board member Fish. The motion carried.

Respectfully Submitted,

Anne Klein, Recording Secretary

Klein Transcribing