

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
North Country Council Regional Planning Commission Conference Room
161 Main Street, Littleton, NH
February 21, 2018
9:30 a.m. to 11:30 a.m.

BOARD MEMBERS PRESENT: Jo Lacaillade, Chair; Vicki DeLalla, Treasurer; Robin Frost, Secretary; Doug Grant; Jennifer Fish; and Carl Martland

BOARD MEMBERS ABSENT: Thomas Holmes; Lilli Gilligan; Dennis Lunn; and Neil McIver

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

9:30 - Welcome and Minutes from November 8th Meeting

Chairperson Lacaillade opened the meeting at 9:34 a.m.

The Board introduced themselves, as there is a new member, Jennifer Fish.

MOTION: Board Member Frost moved to approve the Minutes from the Meeting of November 8th, 2017, as amended. It was seconded by Board Member Lacaillade. The motion carried. (4-0-2).

9:40 - Old Business

None.

9:45 - Committee Reports

✓ **Loan Committee Report**

▪ **RLF Transfer Update**

Kathleen Frenette indicated that the RLF transfer to the Coos Economic Development Corporation has gone through.

✓ **Finance Committee Report**

▪ **January 2018 Financials**

Ms. Frenette indicated that there's a \$36 outstanding for Federal withholding that she is doing some research into, to figure out what it is and what its current status is. She stated that she has been working with Michelle Morin-Grey to compile a report of the activities done since January 3, 2018 to improve NCC both financially and socially. Ms. Morin-Grey gave an overview of upcoming projects and grants.

Board Member Martland requested a general statement of any changes that have taken place since December. He stressed the importance of keeping the Board apprised of the financial standings of the NCC, so that the individual members may be able to provide insight and assistance through their own experience and services they may provide. Ms. Moren-Grey suggested creating Board Member and Commissioner bios for internal utilization, in terms of requesting assistance, or expertise from those members.

Ms. Frenette gave a brief explanation as to the current state of the financials and the modifications made to-date and going forward, in order to address the payables.

Chairperson Lacaillade noted that the Finance Committee hadn't been fully aware of the outstanding debt. She commended Ms. Frenette and James Steele for the efforts they have put in to address the balances owed. She went over the position that Mr. Steele is taking now, in terms of assisting Ms. Frenette in completely understanding the accounting procedures, and the impact that this transition is having on the budget, as a whole.

Board Member DeLalla pointed out the financial impact the changes in staffing has made. She went over the February financials.

Discussion was had regarding amending the sign-in sheet for the TAC to include particular hours to be able to fully illustrate what NCC does for the communities.

10:30 - Informational/Questions/New Business

Ms. Frenette showed the Board the proposed marketing brochure for NCC.

Nonpublic Session under RSA 91-A:3, II(a) *The dismissal, promotion, or compensation of any public employee or the disciplining of such employee, or the investigation of any charges against him or her, unless the employee affected (1) has a right to a public meeting, and (2) requests that the meeting be open, in which case the request shall be granted.*

MOTION: Board Member DeLalla moved to enter nonpublic session. It was seconded by Board Member Frost.

Board Member Frost: Aye

Board Member Martland: Aye

Board Member Grant: Aye

Board Member Fish: Yes

Board Member DeLalla: Yes

Board Member Lacaillade: I agree, too.

The Board entered nonpublic session at 10:05 a.m. The Board entered public session.

MOTION: Board Member DeLalla moved to grant the position of Co-Executive Directors. It was seconded by Board Member Grant. The motion carried. (6-0-0)

MOTION: Board Member Grant moved to accept current appointees. It was seconded by Board Member Frost. The motion carried. (6-0-0)

✓ Leadership Team

Discussion was held regarding changes in salary for staff. Additional discussion was had regarding Committee Membership, including who can participate, and what should be included in the bylaws. The suggestion was made to have a Bylaws Committee review.

11:00 - Other Business

Board Member Lacaillade suggested that there should be some sort of process to avoid towns pulling out of NCC membership. Discussion was had regarding services that can be provided to towns that are both members and non-members.

Nonpublic Session under RSA 91-A:3, II(c) *Matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of this board, unless such person requests an open meeting. This exemption shall extend to include any application for assistance or tax abatement or waiver of a fee, fine or other levy, if based on inability to pay or poverty of the applicant.*

MOTION: Board Member Frost moved to enter nonpublic session. It was seconded by Board Member Grant.

Board Member Frost: Aye

Board Member Martland: Okay

Board Member Grant: Aye

Board Member Fish: Yes

Board Member DeLalla: Yes

Board Member Lacaillade: Okay

The Board entered nonpublic session. The Board entered public session

Chairperson Lacaillade indicated that there is a need for a front-desk person for NCC. She outlined the applicant criteria.

Ms. Morin-Gray noted that they are putting a proposal together for the culvert project for the Androscoggin River, which would require interns to participate.

11:30 - Adjourn

MOTION: Board Member Frost moved to adjourn the meeting at 11:10 a.m. It was seconded by Board Member DeLalla. The motion carried. (6-0-0).

Respectfully Submitted,

Victoria O'Connor, Recording Secretary