

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
North Country Council Conference Room
161 Main Street
Littleton, NH
Tuesday, September 17th, 2019
3:00 p.m. to 5:00 p.m.

BOARD MEMBERS PRESENT: Doug Grant, Chair; Robin Irving, Vice Chair (Tardy); Paul Robitaille, Secretary; Jennifer Fish; and Carl Martland.

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

- **Welcome**

Chairperson Grant called the meeting to order at 10:03 a.m.

- **Minutes**

- **August 20th, 2019 Minutes**

MOTION: Board Member Martland moved to accept the Minutes of August 20th, 2019, as written. It was seconded by Board Member Robitaille. The motion carried. (4-0-0).

Chairperson Grant discussed a section in the Minutes on page 1 that spoke about the QuickBooks data, and indicated that it was incorrect. He noted that Tammy asserted that the Board could not have the QuickBooks data for a reason that was not correct. Ms. Kathleen Frenette offered to listen to the recording again to see what transpired. Chairperson Grant responded that it may not be relevant, as what is written doesn't indicate whether or not an answer was given to the inquiry, itself. The Board conversed with Ms. Michelle Moren-Grey further in order to try to amend this portion. It was concluded that although the section left a sense of ambiguity in the mind of Chairperson Grant, its importance made no difference in the grand scheme of things.

- **Financials**

- **August 2019 Financials**

Ms. Frenette noted that she made the amendments, as requested at last month's meeting. She distributed the packet, which included: the budget; payables for July/August; and a calculation of where they stand, in terms of the budget. She indicated that she had highlighted areas in which detailed information could be supplied to the Board, if requested. The Board reviewed the packet of information provided.

Chairperson Grant inquired regarding the cashflow between July and August. Ms. Frenette responded that there were a number of cost-saving measures that were done, and that there are still a number of receivables that have to be paid. She reminded the Board that the report is a snapshot in time, and could vary depending on the date the report is printed.

Board Member Martland admired the fact that the Report was able to be printed on two pages, which would save paper, while still providing key points to the Board. He cautioned, though, to skipping over sections that may be important for the Board to review. He indicated that it may not be important to see all individual local projects, unless there's something notable about them. Ms. Moren-Grey suggested having the expanded, itemized version provided to the Board on a quarterly or half-year basis, and the Board concurred that that would be a good idea.

Ms. Frenette went over the balance sheet with the Board. She noted some changes, which were entries that were made with the Auditor, prior to her vacation, as far as fixed assets, accumulated depreciation, and the reserve number for bad debt.

Board Member Martland stated that he was hoping to have a detailed review of all the financial reports that the Board could go over prior to the Board Meeting, but that due to other responsibilities, he was unable to finish the review. He described performing an asset test, which is $(\text{Current Assets} / \text{Sum of Current Liabilities}) + \text{Long-Term Debt}$ (due within 1 year), and described what analytics could be drawn from performing such a test on the current balance sheet.

Board Member Martland inquired regarding a line item, Dues Deferred, and what it represents on the balance sheet, related to the utilization of the accrual method. Discussion was had regarding the funds received for dues, and how and when they are able to be spent. He suggested including a footnote entitled Unrestricted Funds Available. Ms. Frenette responded that the balance sheet only recognizes funds available on a monthly basis, due to the accrual method, which does not account for the total amount of dues deferred. She went on to state that as the number on the balance sheet decreases, the number on the P&L increases.

- **Cash Flow Projections**

Board Member Martland emphasized the importance of an accurate projection, rather than having an extremely detailed report. The Board discussed the improved financial position the NCC is in, in comparison to last year. Board Member Martland stated that he will have the review completed in the near future, and will provide his suggestions to the Board.

- **New Business**

- **CDFA Line of Credit Extension Request**

- **Review Loan Modification Agreement #7**

Ms. Frenette distributed a copy of the Loan Modification Agreement to the Board. She indicated that Ms. Moren-Grey was in contact with CDFA for the \$50,000 line of credit that the NCC has, as there is not enough funds to pay it off. She explained that CDFA has offered to extend the due date to December 31st, 2020.

- **Certificate of Authority CDFA Line of Credit**

Ms. Frenette indicated that she was in possession of the Certificate of Authority, which is to be signed by the Chairperson Grant, in order to authorize the Board to be able to sign off on the Loan Modification Agreement and accept the offer.

MOTION: Board Member Martland moved to accept the Loan Modification Agreement #7. It was seconded by Board Member Fish. The motion carried. (5-0-0).

- **FY 2019 Audit**

Ms. Frenette indicated that they are a little behind on this audit.

- **Old Business**

- **FY 2018 Audit - Status Update**

Ms. Frenette explained that the only thing that is left to be done is the Management Letter, which will be sent to Jennifer. She noted that it looks like the auditors are ready to send the NCC a draft audit, and that as soon as she receives it, she will disburse it to the Board Members to review and provide comment on, which will be submitted back to the auditors to finalize the audit. She indicated that, once it's finalized, they can submit it to DOT in order to receive the indirect rate.

Board Member Martland inquired regarding the EDA Revolving Loan Fund. He went over everything that transpired regarding the loan fund. He noted that he had not yet received Molly White's report. He requested some clarification regarding what funds were sent to CEDC, and whether an overpayment was given. Discussion was had regarding the disbursement of the funds, and ways in which the Board currently could review the actions that were taken. Board Member Martland stressed the fact that he would like to audit to provide a detailed explanation regarding the loan transfer, and if it has not been addressed in the audit, that the auditors include a statement within the audit indicating that they had not addressed it.

Chairperson Grant directed Ms. Moren-Grey to supply Board Member Martland with a copy of the Molly White report, and suggested that, going forward, that should be the normal practice that, should a Board Member be absent at a meeting, that all documents discussed should be provided to the Absentee Board Member to review. Ms. Moren-Grey responded that she will locate the report discussed at the presentation and provide it to all the Board Members.

Board Member Fish asked whether the Auditor was planning to present the final audit to the Board. Ms. Frenette responded that she can. The Board suggested that that would be a very good idea to have her do that. Ms. Frenette cautioned that there may be an additional fee for the auditor to make the presentation. Chairperson Grant stated that it would be worth spending the money for the presentation to take place.

- **October 2020 Annual Meeting Update**

Ms. Frenette distributed a spreadsheet to the Board Members containing quotations from several vendors, wherein Town & Country came in the least expensive. Ms. Moren-Grey added that their quote was all-inclusive. Ms. Frenette went on to describe the buffet and what all else was included in the Town & Country package.

MOTION: Board Member Robitaille moved to accept the Town & Country package quote. It was seconded by Board Member Martland. The motion carried. (5-0-0).

Ms. Moren-Grey indicated that the invitations and sponsor letters have been sent out. She noted that they have \$750 in sponsorships to-date. Board Member Robitaille inquired as to how much has to be received in order to break even. Ms. Moren-Grey responded that the tickets will cover the cost of the meal, which are \$50/person. Ms. Frenette went on to state that they need to have 50 guests to break even, which is what the contract is based on.

Board Member Irving expressed her disdain at holding an annual meeting, due to the fact that NCC is understaffed and their resources are a little restricted and/or constricted. She suggested to instead have a more elaborate Commissioner's Meeting, rather than a large event. Discussion was had regarding past annual meetings.

- **NCCDC**

Chairperson Grant took all of the NCCDC information from Vicki DeLalla and concluded that, should NCCDC keep going, they need to get more Directors. Board Member Irving suggested to dissolve it. Discussion was had regarding the pros and cons of retaining NCCDC.

Ms. Moren-Grey suggested tabling the decision until the first of the year in order to assemble a Board and to analyze how NCCDC can be utilized. Board Member Robitaille indicated that if it's not dissolved, then it is continuing with the same Board of Directors that it had.

Ms. Moren-Grey pointed out that her understanding of the problem with NCCDC is that there was no clear separation between it and NCC, which would be important to address going forward. Chairperson Grant indicated that he'll send out information to the Board regarding questions asked during the discussion.

- **Other**

Ms. Moren-Grey spoke about the Commissioner Convening in Concord, NH, at the New Hampshire Municipal Building, at the Triangle Drive, which is to take place on October 17th. She noted it's going to be approximately \$35/person, which the Commissioner attendance is going to be paid by the RPC. She inquired as to whether she should forward the full Commissioner list or keep it to the Board.

Board Member Martland responded that this was discussed previously, and the list of those in attendance at the Commissioner's Meetings was reviewed. He went on to suggest that Commissioners that have been in attendance should be invited and paid for to attend the meeting.

Discussion was held regarding the number of Commissioners in the region versus those who are active members, as well as how to go about sending out the invitation appropriately. Board Member Martland suggested, after further analysis, that it would be most prudent for the invitation to set a deadline to RSVP, approximately 10 days prior to the event, in order for the invited Commissioners to take advantage of RPC covering the expense of attendance, noting that they can register after the deadline at their own expense.

Ms. Moren-Grey discussed EDA Match for 2020, wherein NCC has to match the EDA Planning Grant in 2020, which would be applied for December 2019 and would start January 2020. She noted that NBRC has agreed to match again at \$35,000, pending an audit and moving on the Action Plan.

Ms. Frenette announced that this is her last meeting with NCC. Ms. Moren-Grey invited the Board to a going away breakfast for Ms. Frenette, tomorrow morning, 9:00 a.m., at the Diner. The Board Members expressed their sentiments about Ms. Frenette's departure.

- **Other**

- 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; (b) The hiring of any person as a public employee.*

MOTION: Board Member Robitaille moved to close the Public Session, and to enter into Nonpublic Session. It was seconded by Board Member Martland.

Chairperson Grant: Aye

Board Member Martland: Aye

Board Member Fish: Aye

Board Member Robitaille: Aye

Board Member Irving: Aye

The motion carried. (5-0-0).

The Board entered Executive Session at 11:29 a.m.

MOTION: Board Member Martland moved to close the Nonpublic Session, and to enter into Public Session. It was seconded by Board Member Robitaille.

Chairperson Grant: Aye
Board Member Martland: Aye
Board Member Fish: Aye
Board Member Robitaille: Aye
Board Member Irving: Aye

The motion carried. (5-0-0).

The Board entered the public session.

○ **Next Board Meeting Thursday, October 17th, 2019, 2:00 to 4:00 p.m. - CANCELLED**

The Board amended the schedule to hold the meetings on the third Thursdays of the month, from 2:00 to 4:00. The Board discussed moving the location more north to accommodate several of the Board Members. A suggestion was made to hold it at the Fish & Game Building. Discussion was held regarding the several conflicts that would be had by holding the October meeting. A suggestion was made to not hold it, but to still have the financials sent to the Board Members to review.

• **Adjourn**

MOTION: Board Member Robitaille moved to adjourn the meeting at 12:03 p.m. It was seconded by Board Member Fish. The motion carried. (5-0-0).

Respectfully Submitted,

Victoria O'Connor, Recording Secretary
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