

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
One Station Square
Northumberland, NH
Thursday, November 21, 2019
10:00 a.m. to 12:00 p.m.

BOARD MEMBERS PRESENT: Doug Grant, Chair; Robin Irving, Vice Chair; Paul Robitaille, Secretary; and Jennifer Fish, Treasurer.

STAFF MEMBERS PRESENT: Michelle Moren-Grey, Executive Director and CEO and James Steele Financial Manager and Special Projects Planner

OTHERS PRESENT: Jennifer Connors, Auditor (via Telephone)

10:00 to 10:05 - Call to Order (Chairperson Grant)

Chairperson Grant called the meeting to order.

- **Minutes September 17, 2019 BOD Meeting**

MOTION: Board Member Irving moved to accept the Minutes of September 17, 2019, as written. It was seconded by Board Member Robitaille. The motion carried. (4-0-0).

10:05 to 11:35 - Financial Report

- **FY18 Final Audit Review / QA (RKO Jen Connors, Auditor)**

Michelle Moren-Grey indicated that she received Jen Connors' presentation, and had distributed it to the Board Members. Ms. Connors appeared telephonically to discuss her presentation on the 2018 Audit for North Country Council (NCC). She gave the Board Members opportunities to ask questions, as she went through her presentation.

The following questions were asked:

Q. Okay, so you reviewed the worst of the worst. We have only the future to look forward to.

A. I would hope so. Yes. I haven't looked at your FY19 numbers yet. But I would assume that you would turn those around.

Discussion was had regarding the comments and the changes that have been made to-date in response to them. Ms. Connors indicated that she can make recommendations on improving procedures at a future date, which the Board thought was a good idea.

- **FY18 Audit BOD Acceptance**

MOTION: Board Member Irving moved to accept the FY18 Audit. It was seconded by

Board Member Fish. The motion carried. (4-0-0).

- **FY19 Audit Update on Start**

James Steele distributed the proposal from the Auditors to the Board Members. Mr. Steele indicated the one big difference is that this year's audit will be \$11,500, rather than the \$10,000 that it was the previous year, with the understanding that the decision has to be made as to whether the Auditors will do an audit on the RLF transfer, which could possibly incur more costs.

Discussion was had as to whether the audit on the RLF should be completed. Inquiry was had whether the Auditors could provide a quote to perform the audit, and Mr. Steele explained that it would basically be estimated hours, at \$200/hour. The Board Members spoke about the RLF funds, its source, and whose responsibility it is to perform the audit. Chairperson Grant suggested inquiring of CDEC regarding any audit they may have performed on the RLF transfer, and if they noticed the issues brought to light by Mr. Carl Martland. The Board Members concurred that both steps would be prudent: to get a quote as well as to inquire of CDEC.

Mr. Steele noted that the audit would commence in January, with an expectation of completion by March 2020. Discussion was had regarding doing an agreement with the Auditors for FY19, but to post an RFP for subsequent years.

- **FY19 Audit Start Approval**

MOTION: Board Member Robitaille moved to approve RKO to start the FY19 Audit as soon as they can. It was seconded by Board Member Irving. The motion carried. (4-0-0).

- **Treasurer's Report October (Treasurer Fish, Staff Steele)**

Mr. Steele discussed the financials that the Board Members had previously received. The following questions were asked:

Q. Looking at the Local Planning Contracts, most of them don't have that much work applied to them thus far. Are there any opportunities to perform contract work on these? And does contract work pay?

A. So, all of your NBRC Contracts, that's kind of hit-or-miss. That's a reimbursement basis. It's when the Grantee needs assistance or reimbursement. Can only be charged when we work on them.

The Trails Asset Inventory, that we are starting into the next phase of that. Grant was from Tillotson. When I did the Scope of Work for that, it was high. And in order to be successful with the Tillotson grant, and make sure that we are in a good light with them, I broke that grant out into phases. There's stop-and-go measures throughout that entire grant, meaning we're going to finish this component. If we have support and commitment, and you're ready to move forward, is Tillotson going to invest further? We'll start to bill a little bit more in it. But I suspect some of that won't come until the spring.

Q. So, the red figures in the righthand column just mean?

A. Basically, right now, through October, we should be 34%. That's the target. So, anything that's over 34%, I've highlighted, red-flagged it.

Q. Is there money on the table on the DOT grant?

A. I think so. We're going to talk to DOT about that and see what they say.

Discussion was had regarding the CDFA loan and its status, in terms of payments due. The group also went on to speak about direct/indirect rates that NCC was approved for from DOT. Explanation was given regarding the fact that it's a provisional rate.

The Board Members spoke about NCCDC and the conversation they had at a previous meeting.

Ms. Moren-Grey queried the Board Members whether five days prior to each meeting was sufficient time to receive meeting materials. The Board Members averred that that would be sufficient time.

Chairperson Grant alerted the Board Members that Ms. Moren-Grey's title still reflects Co-Executive Director.

MOTION: Board Member Irving moved to re-title Ms. Moren-Grey to Executive Director. It was seconded by Board Member Fish. The motion carried. (4-0-0).

11:35 to 11:45 - New Business

- **Meeting Schedule**

Ms. Moren-Grey indicated that the Board Members had originally agreed that meetings would be held on the 3rd Thursday of each month, prior to taking into consideration the fact that TAC Meetings are held on that same day, and there are 3 TAC Members on the Committee. Discussion was had in order to figure out what would be the best day/week to hold the meetings, in order to not conflict with other obligations, as well as where would be the best location. The group narrowed it down to either the 3rd Tuesday or the 3rd Thursday of the month, in coordination with TAC, with location TBA.

- **Upcoming IT/Computer Needs (Pending Material for Review)**

Ms. Moren-Grey gave a bit of background concerning the Windows 10 requirements, as well as the status of the server. She noted that upgrades to the computers can be made mostly through project costs. She pointed out line items on the budget that would assist in making the transition.

Chairperson Grant inquired as to whether there are plans to go to Office 365, to which Ms. Moren-Grey affirmed. He also asked how many licenses were required for Office 365. Ms. Moren-Grey responded at least 6. He suggested possibly NCCDC could come in handy in this realm.

Mr. Steele explained the costs through SNS of what it would take to get the system up-to-date, which would be around \$20,000-plus over 5 years. He continued that in order to move information to the Cloud and upgrade the computers, the sum would be around \$10,000-plus over 5 years, which doesn't include the engineering costs. Ms. Moren-Grey noted that as soon as she got the final costs, she would disseminate that to the Board Members to review, which she's anticipating would be in the next couple of weeks.

Discussion was had regarding the difference to upgrading a server and utilizing the cloud, and which one would be more recommended by SNS.

11:45 to 11:50 - Old Business

- **Annual Meeting**

Ms. Moren-Grey stated they did okay. Mr. Steele indicated the cost of the meeting was \$3,174. Chairperson Grant inquired whether they realized a profit this year, to which Mr. Steele detailed some of the moneys received.

Ms. Moren-Grey commented that the feedback received was positive regarding the event. Discussion was had regarding the venue, the experienced had, as well as plans for future annual meetings.

- **CDFA Line of Credit Update**

Ms. Moren-Grey declared that the extension has been executed.

- **Action Plan**

Ms. Moren-Grey explained that some of the funding is contingent upon creating an Action Plan. She detailed the steps that have been taken to-date to address this. She requested of the Board Members the ability to pull a work session together of a few Board Members in order to review the draft Action Plan, propose the next steps that should be taken to complete it, and then present the information to the full Board at a subsequent meeting. Chairperson Grant and Board Member Robitaille expressed their desires to participate.

Board Member Irving commented on the NCC mailer that she received, and indicated that she forwarded that to a mailing list that she has for Northumberland, to which she has received more than a dozen responses from community members. Ms. Moren-Grey spoke about the timing of dues, and how it conflicts with budget season.

11:50 to 12:00 - Non-Public Session: Pursuant to RSA 91-A:3,11(I)

Chairperson Grant: Yes.

Board Member Fish: Yes.

Board Member Robitaille: Yes.

Board Member Irving: Yeah.

Mr. Steele: James Steele.

Ms. Moren-Grey: Michelle Moren-Grey.

MOTION: Chairperson Grant moved to enter the Nonpublic Session. It was seconded by Board Member Robitaille.

The motion carried. (4-0-0).

The Board entered Executive Session.

The Board entered the public session.

Mr. Steele inquired whether the budget adjustment for the audit has to be brought to the Commissioners.

Ms. Moren-Grey responded that this will be analyzed at a later time.

12:00 - Adjourn

MOTION: Board Member Irving moved to adjourn the meeting. It was seconded by Board Member Robitaille. The motion carried. (4-0-0).

Respectfully Submitted,

Victoria O'Connor, Recording Secretary
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