



Thursday, May 18, | 2:00 to 4:00 pm

BOARD MEMBERS PRESENT: Paul Robitaille, Chair; Ben Gaetjens-Oleson, Vice Chair; Treasurer; Mark Decoteau, Treasurer (virtual); Mark Dindorf, Member

STAFF MEMBERS PRESENT: Michelle Moren-Grey, Executive Director; James Steele, Finance Manager & Special Projects Planner (virtual)

Call to Order

Chair Robitaille, called the meeting to order at 2:05. Roll call attendance was taken:

Attendance

- Roll call was taken. Paul Robitaille, Chair; Ben Gaetjens-Oleson, Vice Chair; Mark Decoteau, Treasurer (Virtual); Mark Dindorf, Member

Certificate of Authority OPD Funding

- Ms. Moren-Grey explained that this is for a two-year contract with OPD for the Targeted Block Grant funds in the amount of \$11,111 per year. This funding is used to support responses to DRI's and provide TA to communities.

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MOTION to authorize the executive director to execute and deliver on behalf of the North Country Council any contract or other instrument for the sale of products and services related to the OPD Targeted Block Grant for the length of the contract. Member Dindorf moved the motion it was seconded by Vice Chair, Gaetjens-Oleson

Roll call was taken. Paul Robitaille, Chair (yes); Ben Gaetjens-Oleson, Vice Chair (yes); Mark Decoteau, Treasurer (Virtual) (yes); Mark Dindorf, Member (yes)

The motion carried - 4 in favor/ 0 opposed / 0 abstention

Financial

- Review of Draft Proposed FY24 Budget
Mr. Steele reviewed the draft budget highlighting state, local, and federal funding secured and pending. Ms. Moren-Grey provided a brief overview of local contracts & projects identified in the draft budget. Mr. Steele noted that there is a new line item of unrestricted operating funds to cover unexpected costs. This will allow dues to be used for match vs covering these expenses. Subcontracting has increased due to pending EPA Brownfield Grant and Redevelopment Resolve CDS funding pending. Increase in benefits due to cost increase (16.7%) as well as more staff. The employee health insurance buyout is increased from 25% to 50% of the lowest single rate.
Mr. Steele asked for questions – Treasurer Decoteau, asked what the current unrestricted balance is that the \$25,000 would come from. The balance is over \$100,000. Member Dindorf – noted an increase in interest expense. This is a result of the change in the lease of office space. Current year accounts for the interest in depreciation.

MOTION Treasurer Decoteau made a motion to approve and recommend the draft budget to the full commission for approval. Motion was seconded by Vice Chair Gaetjens-Oleson.

Roll call was taken. Paul Robitaille, Chair (yes); Ben Gaetjens-Oleson, Vice Chair (yes); Mark Decoteau, Treasurer (Virtual) (yes); Mark Dindorf, Member (yes)

The motion carried - 4 in favor/ 0 opposed / 0 abstention

- Review of Financials (motion)– (Staff Steele)

Mr. Steele provided a review of the financials. Things are still moving in a positive direction. The operating balance was \$280,373. Net position remains the same at \$281,150. Included in the snapshot are three new categories – current ratio, operating expense vs. operating revenue, and liabilities to the net position. This is in alignment with what the auditors include in the final report.

MOTION Vice Chair Gaetjens-Oleson made a motion to approve the financials. Motion was seconded by Member Dindorf.

Roll call was taken. Paul Robitaille, Chair (yes); Ben Gaetjens-Oleson, Vice Chair (yes); Mark Decoteau, Treasurer (Virtual) (yes); Mark Dindorf, Member (yes)

The motion carried - 4 in favor/ 0 opposed / 0 abstention

- Audit Services

Ms. Moren-Grey and Mr. Steele commented that an RFP was noticed for audit service for three years, we received two responses – one not interested and the other RKO. RKO was selected. The cost will be incremental over the years with a clause for a cost for a single audit if needed.

Other Business

- Review of Bylaw Changes

Ms. Moren-Grey reviewed the bylaw recommended changes:

- Line 60,61 - Update state department from OSI to OPD
- Line 64, 65 Description of the region is awkward propose including more description of EDD.
- Commissioner to Representatives – Ms. Moren-Grey commented that somewhere in the bylaw revisions, there was a change from Representatives to Commissioner; however, the RSA language is representative. This change would align with RSA.
- Line 125 - Executive Committee – this is the only reference to the executive committee in the bylaws replace with the Board of Directors
- Line 129 - Regional Plans to Regional Plan this is in alignment to RSA and other RPC's
- Article VI. North Country Council Commissioners Section VI.02 – currently, 25% of member municipalities. Ms. Moren-Grey commended we, on average, have between 30 and 40 members, which is 8 to 11 members needed for a quorum. Discussion regarding ways to revise the quorum and review other RPC requirements. Some RPCs have a percentage of members and appointed

members. There was a discussion regarding quorum, and the majority needed to approve. The group concluded to recommend the definition of a quorum to be - A quorum for NCC Commission meetings will be met when 51% of the member municipalities with appointed representatives are present at the meeting and two commissioners are Board Members. Question regarding the number of representatives a municipality can appoint and the number of votes they have – only one vote counts, but it can have two representatives.

- Line 149 - Secretary – Ms. Moren-Grey proposed the removal of this position it is not required by RSA and has limited function for the Board.
- Article VIII. Section VIII.o2 f) change from \$10,000 to \$25,000. This is what is proposed in the revised financial policy to be voted on by BOD after the commission vote on bylaws. This change is reflective of the increase in the cost of doing business. i.) sole source remove because it is in the financial policy.
- Article IX. Committees Section IX.02 – this does not apply to all committees, other RPC's are not as details as ours removed.
- Line 237 - Annual meeting moved to align with fiscal year discussion what had regarding the timing it was determined to be late spring early summer

MOTION Member Dindorf made a motion to approve and recommend the changes to the bylaws to the full commission for approval. Motion was seconded by Vice Chair Gaetjens-Oleson.

Roll call was taken. Paul Robitaille, Chair (yes); Ben Gaetjens-Oleson, Vice Chair (yes); Mark Decoteau, Treasurer (Virtual) (yes); Mark Dindorf, Member (yes)

The motion carried - 4 in favor/ 0 opposed / 0 abstention

- Review of Commission & Participation Recruitment material

Ms. Moren-Grey reviewed the materials that support and encourage participation on the Council's committees. Letters will be going out to municipalities with this material and seeking updated participation.

Minutes Approval

- 03/16/2023 and 03/24/2023

MOTION Vice Chair Gaetjens-Oleson made a motion to approve 03/16/2023 and 03/24/2023 as presented. Motion was seconded by Treasurer Decoteau.

Roll call was taken. Paul Robitaille, Chair (yes); Ben Gaetjens-Oleson, Vice Chair (yes); Mark Decoteau, Treasurer (Virtual) (yes); Mark Dindorf, Member (yes)

The motion carried - 4 in favor/ 0 opposed / 0 abstention

Nonpublic Session under RSA 91-A:3, II (if needed)

None was needed

Public Comment

Chair Robitaille asked for public comment – there was none.

Adjournment

MOTION Vice Chair Gaetjens-Oleson made a motion to adjourn. Motion was seconded by Member Dindorf.

Roll call was taken. Paul Robitaille, Chair (yes); Ben Gaetjens-Oleson, Vice Chair (yes); Mark Decoteau, Treasurer (Virtual) (yes); Mark Dindorf, Member (yes)

The motion carried - 4 in favor/ 0 opposed / 0 abstention

The meeting adjourned at 3:00

Respectfully Submitted,

Michelle Moren-Grey, Executive Director