

**North Country Council Board of Directors Meeting Minutes**

---

Thursday, January 18, 2024

**BOARD MEMBERS PRESENT:** Paul Robitaille, Chair; Mark Decoteau, Treasurer; Mark Dindorf, Member; Carl Martland, 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 2:06

**Attendance by Roll Call**

Paul Robitaille, Chair; Mark Decoteau, Treasurer; Mark Dindorf, Member; Carl Martland, Member

**Minutes of 11/30/2023 Approval**

**MOTION** Treasurer Decoteau made a motion to approve the 11/30/2023 minutes as written. The motion was seconded by Member Dindorf, Member Martland abstained.  
*The motion carried – 3 in favor/ 0 opposed / 1 abstention.*

**Financial****Audit Review by RKO**

Ms. Connors provided the BOD with an overview of the FY 2023 audit. Ms. Connor commented that we are meeting later than usual; however, the reports were issued in October. She also noted that the audit was completed the week of July 24<sup>th</sup> which is a testament to the staff being ready for the audit early at year-end. The staff is very good at providing information when needed and being prepared for the first week of the audit. Ms. Connors reviewed the presentation highlighting –

- There were no material weaknesses.
- The Council has consistently had a significant deficiency related to the segregation of duties. This is due to the small staff size and the inability to financially afford to have enough staff for segregation.
- Financial statements received an unmodified opinion meaning they are correct.
- Net position over the last 5 fiscal years the net position has increased.
- The FDIC provides coverage up to \$250,000. The Council may want to consider dividing the current account balance to have full coverage.

**MOTION** Treasurer Decoteau made a motion to accept the FY23 audit. The motion was seconded by Member Dindorf.

*The motion carried – 4 in favor/ 0 opposed / 0 abstention.*

**Financial Report**

Mr. Steele provided the BOD with an update of the two items from the previous meeting.

- First the FDIC \$250,000 insured limit. He contacted the bank, and they recommended a cash sweep account that would move funds over the limit each day and be federally protected. This account is with the same bank and will be available to us if needed. Mr. Steele asked how the BOD would like to proceed. Member Martland inquired about moving an amount to a higher interest-earning account. There was a discussion regarding whether an amount could be moved considering our organization and funding. Treasurer Decoteau inquired if being over the \$250,000 is anticipated to continue. Mr. Steele commented that, yes, the account will likely be under and over depending on the Council's activities. This is where the sweep account would automatically move overage into an interest-earning account.

MOTION Treasurer Decoteau made a motion to authorize Chair Robitaille and Treasurer Decoteau to establish a sweep account to protect funds over the FDIC \$250,000 threshold. The motion was seconded by Member Martland.

*The motion carried – 4 in favor/0 opposed/0 abstention.*

- Regulations regarding ending the year in a deficit. Review of RSA and connection with the state of NH there is nothing cited regarding this.

Mr. Steele presented the monthly financials provided in the packet.

- At the last meeting, we were concerned about potential losses in November and December: We were \$1,030 to the positive in November and \$918 to the positive in December. Losses for the year are now \$11,216, with a goal of \$2,000 to the positive per month. We are slightly behind in direct labor for the month of January due to holidays, and staff was hit with another round of COVID-19.
- 64% of the time was billable; IDCR is 139%, which is higher than approved, but we are keeping an eye on this.
- There are 9 members today, including Campton, who has not been a member since 2010; the town of Carroll is expected to become a member as well.

Questions – Member Martland noted that NCC halfway, through the year, has spent a third of the funds and earned a quarter of the revenue. Some of these funds are for contracted work, or we are at the timing of our funders. One of the funds that is approved is the CDS funds but we are still working the way through the paperwork.

There was a discussion regarding unspent project amounts that are carried forward. The adjustments are typically done in the new budget year but can also be adjusted at any Commission meeting. Mr. Steele will review the budget and make adjustments for next BOD meeting.

MOTION Member Dindorf made a motion to approve the Financial Report. The motion was seconded by Member Martland.

*The motion carried – 4 in favor/ 0 opposed / 0 abstention.*

## Other Business

OHRV State Commission – Ms. Moren-Grey commented that we put back out the notice for this appointment. We received one response and some late interest, and she recommended that we notice this longer, providing a chance for more interest. BOD agreed.

### Approval of additional contracts over \$25,000

- NBRC Grant Project Predevelopment Coaching – Ms. Moren-Grey explained that the Council has been providing technical assistance for the NBRC projects for five (5) years, being supported by an MOU with NBRC and NH BEA. These funds support technical assistance through the application phase of the NBRC grant round and assist awarded grantees in the early stages of the award before they can access their administration funds. Over the last several years, we have also worked with NH BEA-hired capacity contractors, providing training and technical assistance and working alongside that team. This year, we were informed that we were not going to receive \$35,000 in funding to support this work because there was a question regarding the process at the state level. Upon learning this, Ms. Moren-Grey reached out to other regional funders, secured \$35,000 to cover this gap, and continued providing technical assistance to NBRC grantees. She also noted that the NH BEA State TA Contractor is not in place as of today.
- Coos County Broadband will assist the National Collaboration of Digital Equity (NCDE) in continuing to facilitate CCBBC. Contract for over \$25,000.
- Town of Whitfield CDBG CCIP Grant Administration Contract over \$25,000.

Question regarding any risk to these contracts – Ms. Moren-Grey commented that these contracts are nothing different than other contracts. Ms. Moren-Grey will provide the BOD with contracts in the future for review.

**MOTION** Treasurer Decoteau to approve the Executive Director to enter into three (3) contracts as mentioned. Seconded by Member Dindorf.

*The motion carried – 4 in favor/ 0 opposed / 0 abstention.*

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

None needed

### Public Comment

Chair Robitaille asked for public comment – there was none.

### Adjournment

**MOTION** Treasurer Decoteau made a motion to adjourn. Motion was seconded by Member Dindorf

The motion carried - 4 in favor/ 0 opposed / 0 abstention  
The meeting adjourned at 3:14

Respectfully Submitted,  
Michelle Moren-Grey, Executive Director