



**Minutes of the Meeting of the Connecticut River Joint Commissions
Draft
Montshire Museum
Norwich, Vt.
January 25, 2010**

Attending:

NH Commissioners: George Watkins, Nancy Franklin, John Severance, Glenn English, Robert Ritchie, Janet Rebman, John Severance

Vermont Commissioners: Beverly Major, Tom Kennedy, Nat Tripp, John Lawe, Peter Gregory, Steve Walasewicz, Steve Long

Staff: Sharon Francis, Adair Mulligan, Rebecca Brown

Guests: Rick Kendall, Saint-Gaudens National Historic Site; Bernie Folta, Claremont.

Chair: Nancy Franklin

1. Minutes of Nov. 30, 2009: George Watkins motion to approve, Glenn English second. Unanimous.

2. Rick Kendall, supervisor, Saint-Gaudens National Historic Site. Kendall is the new supervisor, arriving about two weeks ago. This year is the 125th anniversary of the Cornish Colony, and Saint-Gaudens' arrival in Cornish. The site will have an exhibition this spring featuring other artists in the colony. The site will accept the donation of the historic 42-acre Blow-Me-Down Farm, which will allow them to tell a more complete story of the artists' colony. Kendall noted that the Park Service's planned project, to cut aging trees to restore the late 19th-century view of Mount Ascutney from the estate, will be the subject of community meetings to receive public comment. Commissioners welcomed Kendall to the river valley.

3. Revised Budget for Remainder of FY '10. The budget prepared last May was conservative in estimating costs, Sharon said, and had an ending cash balance of approximately \$13,000. With more accurate information now we are projecting a \$134,054 cash balance. Among the adjustments are that the Byway signs contractor price

is \$100,000 lower than we had budgeted. Some funds included in the budget will be spent in the next fiscal year. Michaela Stickney informed Sharon that the governor's budget decreases us \$4,000 to \$34,900 and she recommends that Vermont commissioners meet with legislative committee chairs and the governor. In New Hampshire, our current contract amounts seem safe. Glenn mentioned that a NH bill introduced by Republicans would go to last year's budget amounts, and is worth watching. We do not know what will happen with the federal budget, but Peter warns that discretionary funds may be cut. Peter asked if the Vermont itineraries grant earning is realistic for FY '10, and Sharon said that it might be excessive. Tom questioned why the reports show cash position rather than a modified accrual basis budget. He is concerned that with multi-year federal grants it may be overstating the budget to show it on a cash basis. Peter said that it is important for commissioners to become familiar with the numbers. We are providing significantly more information than previously. For instance now we show accounts payable and receivable, which were not offered in the past. Accountant Larry Reed has prepared a financial report on an accrual basis which is in the package for this meeting. Sharon said it is important to see what we spend in-house and what we contract out. The monthly financial statement is a valuable management tool that shows income and expenses for each income source, and shows actual against budget. Peter asked the commissioners to continue making suggestions as the steering committee focuses on the finances. He indicated that our situation is more precarious than usual because of slow billing, our unrestricted funds from VT and NH have fallen, and more cutbacks are anticipated for FY '11. Motion to approve the revised budget: Peter, second George. Unanimous.

4. Proposed Finance Committee. Peter moved to approve the proposal, recommending that item 2, fourth sentence should read "hire auditor, in consultation with the executive director." Glenn friendly amendment: "Recommends the hiring of an auditor to the commissions" Nat second.

Glenn questioned having former commissioners on the committee, thinking it should only be current commissioners. His amendment would also take out "former" under "committee membership" and drop that only commissioner members may vote and that a majority of members must be commissioners. While "membership shall consist of current commissioners uniquely qualified (etc)" the committee may solicit advice from anyone. In the purpose section add that the committee works "in cooperation with the executive director" to clarify that the director works with the finance committee, which provides closer fiscal overview, and the steering committee provides general oversight. Also replace "creates" in the second statement of #2 to read "Reviews the preparation of accurate (etc)." Glenn said that the description of the finance committee itself sounds punitive. Unanimous approval as amended.

5. Form 990-EZ for fiscal year ended June 30, 2009. The form is based on the audit. Tom Kennedy motion to approve; George Watkins second. Sharon will sign. Unanimous. John Lawe's name will be removed as he is not a current commissioner.

6. December 31, 2009 Financial Report. Sharon reviewed the receivable and payables and noted that we are catching up on our revenues. Tom suggests having an income statement YTD and balance sheet, and other details go the finance committee, which will

report to the full commissions. Glenn raised the question of a policy on using restricted funds for operations. The finance committee will review this topic and make recommendations. Glenn motion to accept the financial report, Nat second: unanimous.

7. Indirect Cost Update. Sharon explained that Larry Reed determines an indirect cost rate following OMB guidelines, based on our audit. Our current rate is approximately 27 percent. The rate is approved by various funding agencies. However, our most recent invoice (\$39,000 in October) to NH DOT for Byway work, has been questioned by the department auditor regarding our rate calculation. She has stated that we needed to have our rate approved before the contract was signed, and our overhead costs of about \$10,000 at least, will not be paid. NH DOT had never raised the indirect rate issue before. We have appealed this decision to the highest professional level within NH DOT, assistant commissioner Jeff Brillhart. There is no resolution yet, but the communication from the auditor has improved. Our largest federal contract is from the Federal Highway Administration through VTrans, and Sharon has asked them to be the cognizant agency that approves the indirect rate. We will follow the formula that Peter uses at TRORC. We will familiarize NH DOT with our new methodology, and we will build in indirect costs in our grant applications in the future.

8. Check Signing Authorization. We have two accounts at Claremont Savings Bank and signing authority needs updating. Checks over \$1,500 need to be co-signed. Tom moved to approve the resolution to authorize Bev, George, Nancy, and Sharon to represent CRJC and for them to be signatories, George second. Unanimous.

9. Personnel Policy Review. Commissioners continued from last meeting their review of modifications to the Personnel Policy proposed by the Personnel Committee:
Page 9. III.A.3. Make it clear that hourly part-time employees do not receive benefits.
Page 14. Christmas Eve will precede Christmas Day.
Page 15. Clarify that if an employee takes that vacation before it is earned they get that time deducted from their last paycheck, if they leave.
Page 19. Add that an appeal must be made within five days of an action.
Motion to approve with edits: Tom, second Peter. Unanimous.

10. Staff Reports.

Staffing. Sharon reported that Rebecca Brown has resigned as CRJC's communications director because of other professional obligations with the Ammonoosuc Conservation Trust. Staff has a plan for proceeding with Byway projects and other work despite this change. Consultants will assist with some specific tasks, and Rebecca may assist in the future too. Rebecca's many contributions to CRJC were applauded and celebrated.

Byway Report. We are working on grant applications for marketing implementation and corridor management plan updates; the updated panels have been installed; we are planning community conversations through the waypoint centers; work is starting on the history itineraries; Byway wayfinding signs will be installed in the waypoint communities this spring.

Mohawk-Colebrook Riverbank project – We are told that EDA approved the project, but we have not received notification.

Upper Connecticut River Partnership Act – Sharon has not gotten any word back from the delegations. With better financial reporting procedures taking hold she will renew her focus on the Act.

11. Public Comment. Bernie Folta recommended the NH Center for Nonprofits as a resource on financial reporting and procedures. He may seek a legal opinion about whether CRJC is subject to the NH Right to Know Law regarding notice of the steering committee and other committee meetings. He applauds the direction toward more formality in our procedures.

12. Other Business. Adair noted that CRJC is receiving requests for speakers, and invited commissioners to participate in a speakers' bureau using prepared presentations. She has prepared CDs of the water resources plans that commissioners may give in their communities to civic boards, libraries, etc. Commissioners may borrow the laptop and the projector. The presentation is extremely easy to do.

Adjourned at 3:15.