



**North Country Council  
Board of Directors Meeting  
January 11, 2017  
Mount Eustis Commons, Littleton, NH**

Vicki DeLalla, Stratford  
Bob DeAngelis, Dalton  
Jo Lacaillade, Haverhill  
Robin Irving, Northumberland  
Earl Sires, Conway

**Staff:**

Barbara Robinson  
James Steele  
Kathleen Frenette

**Called to Order:** The meeting was called to order at 9:35 am by Jo Lacaillade, Vice Chair, in absence of the Chair, William Andreas.

The Minutes from December were then reviewed.

***Jo called for a motion to accept the minutes as presented, Earl made the motion and Robin Irving seconded. Approved by all.***

**Business Items:**

Barbara shared that a Board Member handbook is being created and that members will be receiving notebooks at the next BOD meeting. A draft version of the book was reviewed including meeting schedules, chart of services, work plan, responsibilities of Commissioners, personnel policy, bylaws, as well as other items which may be included.

A new organization flow chart will be included along with a Commissioner list. The recently updated CEDS report and other pertinent information may be included as well.

Barbara will be asking for input from the BOD for the handbook as it will be a working document. A Commissioner Handbook is also being developed.

Bob gave kudos for putting the handbooks together, noting that members will find it helpful.

Barbara noted that it is also time to update the strategic plan and she looks to work with the Board in this regard in the coming months.

Kathy distributed an updated Commissioner list. Barbara explained that it is a work in progress and that not every town has responded to the email which was sent out.

### **Committee Reports**

Jo noted that there is a need for committee members on various committees. Bob volunteered to serve on the Personnel Committee.

Vicki explained that meeting times for NCC committees are not set in stone and that times can be changed to accommodate members as we move forward.

### **Finance Committee**

There was not a quorum for the January meeting of the committee so a work session was held. Bob, Vicki, Barbara, James and Kathy were in attendance.

Bob provided a short update regarding what was discussed. The 2017 budget and the need to reduce expenses was discussed as well as the need to look at generating income, billing rates and more.

Discussion then ensued regarding weighted costs, hourly rates, and indirect rates. It was noted that the work Mollie White has completed on the RLF has helped to clarify reporting. Molly is working with Barbara and James to forge a policy for indirect rates. Barbara anticipates having information for review at the February Finance Committee meeting — a presentation with proposals for consideration as we move forward.

Bob added that facts should be obtained to make NCC sustainable and folks are either on board or not.

Barbara shared the employee flow chart and that NCC is working to build solid waste planning. The flow chart allows for cross training and adjustments to move work to where the funding is. Currently \$45k is owed to DOT and we are doing more work with them to earn more money to enable them to be paid back.

Barbara explained that the organization it is set up for transparency. Staff meets weekly and projects are aligned with expertise.

### **Loan Committee**

Vicki provided an update noting the RLF committee approved the summary from Mollie White. She noted that a portion of the RLF funds should have come to NCC over the years to administer the RLF but these funds were never transferred.

Barbara clarified that the BOD already approved to move forward with EDA so a letter will be sent to EDA to start the process and then the package. She anticipates to have drafts for the BOD meeting in February which will be prepared for BOD approval. At that point, she will reach out to EDA.

Bob noted that the loan balance is approximately \$375k and of that \$140k is TPP. He then reminded everyone that insurance for TPP will be due again in April/May.

Barbara reiterated the request to move forward by the end of the month with a letter of intent to EDA to transfer -- Expressing NCC's intent to move forward with the transfer of the RLF to CEDC by April 1<sup>st</sup>, 2017. Barbara will create a draft letter for review by the Loan Committee prior to contacting EDA.

***Vicki made a motion to approve the transfer of the RLF to CEDC and follow the schedule and outline of what Barbara clarified. Earl seconded. Bob abstained. All other BOD members approved.***

#### **Personnel Committee**

Earl asked for information or a blurb regarding what a commissioner does so he can reach out to staff. He explained that he has spoken with his HR and Finance staff from the Town of Conway who may be interested in serving as Board Members.

Discussion then ensued regarding committees and who currently serves on each committee.

Bob suggested when appointing committees members it is good to have an odd number like 5 or 7 so that business can be voted on without ties.

It was suggested that the Personnel Committee meet after the Finance Committee. Since the Loan Committee will potentially be dissolved in the coming months. The meeting dates are the 1<sup>st</sup> Wednesday of the month. This is a closed committee due to its highly sensitive nature.

Members for the Personnel Committee are proposed as follows:

Bob DeAngelis  
Robin Frost  
Bill Andreas  
Robin Irving

The Town of Conway HR person suggested by Earl Sires is another potential member once they become a Commissioner and member of the Board.

## **Planning Committee**

Discussion ensued as to whether or not there was really a need for this committee.

***Earl made a motion to abolish this committee with the understanding that should it be needed in the future it can be resurrected. Bob seconded. All approved.***

Loan Committee Members:

Ray Dionne, Mascoma Savings Bank  
Bill Andreas  
Vicki DeLalla  
Bob DeAngelis

## **Nominating Committee**

Bob suggested to keep this committee informal to get board members when the end of year is coming. Further discussion ensued with Bob and Earl emphasizing that it is the BOD's ongoing responsibility to bring on new members.

***Earl made a motion to abolish this committee. Bob seconded. All approved.***

Robin Irving then brought up the subject of finding a Chair to replace Bill.

Bob suggested that exit planning should be done and that it be put on the agenda for the next meeting. There was discussion to bring on a new Commissioner that would be willing to take Bill's place may be the appropriate way to go.

Discussion then ensued regarding changing the day of the BOD meetings to the third Wednesday of the month and it was agreed by those in attendance to do that.

## **Other Committee Reports**

### **New Hampshire Association of RPCs (NHARPC)**

NHARPC presented to legislators this week regarding the services RPCs provide. Barbara added that NCC is looking for a commissioner to serve on the committee. Meetings are the second Thursday of the month.

### **Connecticut River Joint Commissions (CRJC)**

No update.

## **Comprehensive Economic Development Strategy (CEDS)**

Barbara noted the next CEDS meeting is Friday of this week. The updated CEDS report will be presented. The report will be available from our website in the near future and we will print copies on request.

Also noted, The NH Planning Association meeting was held in North Conway in early December and was attended by Barbara, Tara Bamford and Michelle Moren-Grey

Bob shared that the Mount Washington and Mountain View Hotels are seeking possible work force housing in Twin Mountain.

Earl added that for the Mount Washington Valley work force housing has been discussed and that as of late Air B & B seems to be a challenge.

## **Transportation Advisory Committee Program (TAC)**

The TAC meets next week.

## **Scenic Byways**

The next meeting will be on January 19<sup>th</sup> right after the TAC meeting.

Earl asked about HB145 and then said he will ask Carl about it when he sees him.

There was discussion regarding the Northern Pass. Robin Irving will be testifying for Groveton against the towers for Northern Pass.

## **Dartmouth Regional Technology Center (DRTC)**

Barbara—No meeting. There was discussion of setting a BOD meeting with DRTC possibly March or April.

## **Connecticut River Mitigation and Enhancement Fund**

No update.

## **NH Rail and Transit**

No update.

## **Informational/Questions/Other Business:**

Vicki noted the name change from NCC Inc. to NCC needs an affidavit of amendment. In 1995 the change was made from NCC to NCC Inc. was able to be done with that paperwork.

The new bylaws that were passed and approved on August 26, 2016 removed the Inc. from the NCC name. There will be a cost of \$75 for the registration of the new name and \$25 for the affidavit.

James reminded everyone that the Inc. is on everything, even the bank accounts so that will also have to be changed. It will also have to be an officer to sign the affidavit. The EIN number will have to be taken care of with the IRS as well.

***There being no other business Earl made a motion to adjourn the meeting. Bob seconded. All approved.***

Meeting Adjourned at 11:28

Respectively Submitted,

Kathleen Frenette

Approved 04/05/2017