

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
Wednesday, November 8, 2017
North Country Council Conference Room
161 Main Street, Littleton, NH
9:30 a.m. to 11:30 a.m.

BOARD MEMBERS PRESENT: Jo Lacaillade, Chair; Vicki DeLalla, Treasurer; Thomas Holmes; Lilli Gilligan; Robin Frost, Secretary; Doug Grant

BOARD MEMBERS ABSENT: Carl Martland; Robin Irving; and Neil McIver

STAFF MEMBERS PRESENT: Dr. Barbara Robinson, Executive Director; James Steele, Finance & Accounting Manager; and Kathleen Frenette, Operations Manager

OTHERS PRESENT: Alex Belenz

9:30 - Welcome and Minutes from September 20th

Chairperson Lacaillade opened the meeting at 9:30 a.m.

MOTION: Board Member DeLalla moved to approve the Minutes from the Meeting of September 20th, 2017, as amended. It was seconded by Board Member Frost. The motion carried. (4-0-2).

✓ **Introduction of New Board Members**

The Board went around the table and introduced themselves.

9:40 - Old Business

None.

9:45 - Committee Reports

✓ **Loan Committee Report**

▪ **Loan Portfolio**

Dr. Barbara Robinson explained that they are in the midst of the transfer of the revolving loan fund (RLF) with EDA to Coos Economic Development Council. She explained the process they've gone through.

She also explained as to the current status of TPP, wherein she signed documents a couple of weeks ago and is continuing to work with a confidential entity that is interested in purchasing TPP. She expressed that she anticipates the purchase taking place in the next 100 days.

She noted that there is no update on Ragged Mountain, but that CEDC indicated that they will be handling that, as they move forward. Mr. James Steele added that they have to make an agreement with CEDC, as far as how much is being transferred, and any administrative costs being captured in the future.

- **Loan Rating Recommendations**

Dr. Robinson noted that this would be decided by the Loan Committee once they meet.

- **Recovered Merrimack Software Funds Use**

Ms. Kathleen Frenette explained that there was inquiry regarding using these funds to pay some legal expenses for the RLF. This could not be addressed, due to there being no Loan Committee meeting.

Board Member DeLalla referenced the \$700 withdrawn from the RLF, and then subsequently replaced. She noted her concerns regarding interest accrued, which ended up only being \$0.12.

- ✓ **Finance Committee**

- **September/October 2017 Financials**

The Board received the October financials. Mr. Steele went over the Profit/Loss Statement, where he drew attention to page 6, where their net income is (\$33,000). He attempted to explain the loss of income, by pointing to page 2, under Direct Costs, 5100, direct labor, and page 3, under Indirect Costs, 6110, payroll expenses. Further discussion was had regarding what costs are attributed to these line items, as well as other items that may impact the Profit/Loss Statement on the Financials.

Chairperson Lacaillade inquired regarding what plans need to be made going forward to bring the net income into the black, as well as what potential funds are pending to offset the negative cashflow. Mr. Steele responded that all expected funds are reflected on the balance sheet. Further discussion was had in regards to the initial question posed, including the topic of marketing.

Board Member Gilligan inquired as to when membership dues statements are going to be sent out, and when the amount is going to be set for the 2018 year. Ms. Frenette replied that they are going to be going out this week, and that the amount was set last meeting. Discussion was had in regards to the Board's ability to adjust the due amounts, as well as the history of the Board's ability to capture dues.

Board Member DeLalla discussed page 1, the bank fees and late fees due to cashflow, which included a \$139.50 late fee. She inquired as to what the fee is going to look like this month. Mr. Steele responded that it would be based on the balance due. Board Member DeLalla then went through the Profit/Loss Statement and pointed out line items that she felt were important to discuss.

- ✓ **Other Committee Reports**

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

Dr. Robinson informed the Board of the following:

1. All of the subcommittees met.
2. Next meetings are starting in December.
3. There is a membership opening on the Connecticut River Mitigation and Enhancement Fund Committee (CRMEFC).
4. She was appointed as the representative for the CRJC to the CRMEFC, and therefore can no longer serve in that role for NCC. She is requesting suggestions/nominations to fill that position.

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

Dr. Robinson informed the Board that the next meeting is next week.

- **Transportation Advisory Committee (TAC)**

Dr. Robinson informed the Board that the next meeting is next week. The question as to whether or not the meeting should take place arose, as there will be several members absent, due to a conference.

- **Scenic Byways**

Dr. Robinson informed the Board that she will be meeting tomorrow with the State Committee to finish up some letters. She indicated that, at that meeting, she will be presenting for de-designation two segments. She spoke about the different activities that have taken place during the process. She noted they will be presenting first pieces on the contract finished in 2015 that they've discovered there were some pieces that were never done that now have to be completed. She showed the Board a spreadsheet of the requested changes. Further discussion was had regarding the challenges that have been faced.

10:30 - Informational/Questions/New Business

Dr. Robinson brought up the audit that took place, and let the Board know that they're finalizing the Management letter, which they will be going over with Board Member DeLalla today. She noted she anticipates those pieces being ready for the next Finance meeting. She presented a very general overview of what was expressed in the audit, as of right now.

MOTION: Board Member DeLalla moved to amend the address of the Articles of Agreement to read 161 Main Street, Littleton, New Hampshire 03561. It was seconded by Chairperson Lacaillade. The motion carried. (6-0-1).

Dr. Robinson distributed a handout which denoted the Action Areas and Project Areas of the NCC.

Board Member DeLalla indicated that the Finance (10:00 a.m. to 12:00 p.m.), Loan (9:30 a.m. to 10:00 a.m.), and Personnel Committee (12:00 p.m.) meetings are in the NCC Conference Room on the first Wednesday of the month, December 6th.

11:00 - Other Business

Ms. Frenette discussed the annual meeting expenses, which totaled \$12,440.43. She went over the income, which totaled \$9,000. Discussion was had regarding the event.

Dr. Robinson indicated that the Commissioner's Meeting will be set by the Board. Discussion was had regarding possible times it could be held. It was decided on Thursday, December 14th, 2017 for the Board Meeting (2:00 p.m.) and Commissioner's Meeting (3:00 p.m.), at Mt. Eustis.

Chairperson Lacaillade stated there's an opening for Vice Chairperson, for which Robin Irving volunteered to take the position.

MOTION: Board Member Gilligan moved to accept the appointment of Board Member Irving as Vice Chairperson of the Board of Directors. It was seconded by Board Member Frost. The motion carried. (6-0-0)

Board Member DeLalla inquired about having a Bylaw Committee in 2018. The current Bylaws were distributed to the Board of Directors.

11:30 - Adjourn

MOTION: Board Member Holmes moved to adjourn the meeting at 11:23 a.m. It was seconded by

Board Member DeLalla. The motion carried. (6-0-0).

Respectfully Submitted,

Victoria O'Connor, Recording Secretary

Approved 02/22/2018