



MINUTES – Executive Committee Meeting
(unapproved)
Monday, May 14, 2012
2:00 pm – 4:00 pm
CRJC Offices, 10 Water St, Suite 225, Lebanon, NH

Executive Committee Members Present: Cleve Kapala, Chris Company, Peter Gregory, Mary Sloat

Other CRJC Members Present: Rebecca Brown

Administrative Staff/Consultants: Rachel Ruppel, Yutian Zhang, Christine Walker

Chris Company, President, called the meeting to order at 2:00 pm.

Minutes of the 2/21/2012 meeting were approved unanimously, on a motion by Kapala and seconded by Gregory.

Zhang presented the April financial reports and reported that CRJC has a positive cash flow, \$19,915.57 in net income for the year. Gregory asked about the oldest outstanding invoice at VTANR (from February 2012); Ruppel will follow up with Michaela Stickney on payment of the February invoice. Financial reports were approved unanimously, on a motion by Gregory and seconded by Kapala.

The Executive Committee discussed new member recruitment. Company and Ruppel reported that David Deen and Tara Bamford have submitted their paperwork to the VT Governor's Office. Ruppel reported that, if appointed, Bamford will assign her Subcommittee work to another staff member at North Country Council. Brown noted the importance of subcommittee staffing support for CRJC being provided through arms'-length contracting. Company noted that due to a health emergency in his staff, he has been covering the staffing for the Wantastiquet subcommittee, but that he will transition this work to another staff person. The Committee also discussed whether to have Subcommittee Chairs also serve on the CRJC and whether that could lead to a conflict of interest or confusion over who is speaking for CRJC versus the Subcommittee. Sloat noted that her understanding has always been that the Commissioners are expected to attend subcommittee meetings to report on CRJC's activities and to listen to the Subcommittee's work, but not to act as a member. The question was not resolved and was tabled for further discussion.

Ruppel reported that all Subcommittees are now meeting regularly, although some have not been able to have a quorum. All subcommittees are working on new member recruitment. Company presented his concern about RPC consulting staff acting as the public face for the Local River Subcommittees; the Committee discussed that it is most appropriate for the Chair or another subcommittee member to advocate, with the RPC staff in a support role.

The Committee reviewed the draft bylaw amendments, which include listing out the duties of the Executive Committee and procedures for Local River Subcommittees. The Committee discussed that:

- 1) the final sentence under 6.10 should be removed to comply with NH law,
- 2) 6.12 should be revised to “Action between Board Meetings” to stipulate the Executive Committee is authorized to undertake the business of the Corporation in between board meetings,
- 3) 7.6 should be retained,
- 4) a new section should be inserted in Article 8 to specify that all subcommittees shall observe Vermont and New Hampshire open meeting laws, following the practices outlined in Article 6 of these bylaws.
- 5) 8.1 should be revised to include authorization of the Executive Committee to take action in between Corporation meeting for actions normally completed by the Corporation, and
- 6) 8.1 should also be revised to indicate that the Executive Committee evaluates the Executive Director and the Executive Director would evaluate employees.

The bylaw amendments, as amended by discussion, were approved unanimously by the Executive Committee to be put to a vote at the June annual meeting, on a motion by Gregory, seconded by Sloat.

The Committee reviewed the draft strategic plan. Company noted that for item 3.e, the Subcommittees will need to consider how to assign responsibility for implementation, given the lack of an Executive Director to advocate for implementation. The Committee discussed item 4.b and re-worded it to advocate for best practices and educate local planning and regional planning commissions that designate land uses, in order to improve water quality and lessen vulnerability to flooding and fluvial erosion hazards. Brown recommended that CRJC also serve an advocacy role on the state level and to articulate and anticipate upcoming issues that affect the Connecticut River. It was agreed to add Goal 5 as anticipating future needs. Kapala noted that Franklin Regional COG did a study on lessons learned from Hurricane Irene; Sloat suggested having them as a speaker. Brown noted that CRJC is uniquely positioned to convene sessions on these sorts of topics, as it does not have any regulatory authority. Company and Brown both noted that CRJC should also be involved in outreach and education relating to proposed changes in state legislation. The strategic plan was accepted with amendments as discussed, to be voted on at the June annual meeting, on a motion by Sloat, seconded by Kapala – all in favor.

The Committee reviewed the draft budget for FY13. Company stated that he is uncomfortable with having a starting deficit in an organization with such a small operating budget. The Committee discussed the cost for the audit; Zhang noted that this is an estimate from UVLSRPC’s auditor and would meet the IRS standards. The Committee agreed that the audit is a good idea to infuse confidence and that the amount seems fair. The Committee asked UVLSRPC to get three bids on an audit. Company suggested that the line item for printing Recreation Plans and for meeting supplies be reduced in order to balance the budget; Sloat suggested that

the priority would be to print enough copies for the subcommittee members to have one, but not to print one for every library, planning board, etc. Brown asked about the fate of the Byway Itineraries grant; Gregory stated that Southern Windsor County RPC has responsibility for that grant now. Kapala moved that the budget as revised be accepted and put to a vote at the June annual meeting, seconded by Sloat – all in favor.

Brown asked about the scheduling for the annual meeting. Ruppel reported that she hasn't been able to confirm a quorum for the meeting. The Committee discussed separating the river clean-up from the business meeting, in order to coordinate better with Vermont Rivers Conservancy.

Sloat noted that the current by-laws do not have the Vice Chairs serving on the Executive Committee, and that this was misguided. Sloat moved that the by-laws should be amended so that Vice Chairs serve on the Executive Committee. Gregory seconded – all in favor.

UVLSRPC staff left the meeting at this point, to allow the Executive Committee members to discuss CRJC's staffing subcontract. The Committee discussed that they were pleased with UVLSRPC's services during a challenging year, which required more time to be devoted to administrative matters than expected. Campany noted that the two State Chairs need to work together and that CRJC needs to provide its contractor more direction and oversight. Sloat moved to approve UVLSRPC's workplan for providing staff support for CRJC for FY13 to be voted on at the June annual meeting, seconded by Gregory – all in favor. Following the vote, Ruppel returned to the meeting. The Committee directed Ruppel to prepare a contract for a vote in June.

Meeting adjourned at 4:00 pm.

Respectfully submitted,
Rachel Ruppel
CRJC Program Manager