



**Connecticut River Joint Commissions
Executive Committee Meeting
10 Water Street, Lebanon, NH**

November 18, 2013

Present: Tara Bamford, Rebecca Brown (via phone); Jim McClammer, Gary Moore, Mary Sloat, Rick Walling, and Brendan Whittaker.

Staff: Patricia Crocker, UVLSRPC

Guests: Heidi St. Peter, CPA and David Dattilio, CPA

Meeting convened at 1:01 p.m. Introductions followed.

Consent Agenda Items

Previously Reviewed (September Minutes, October Financials, October Progress Report). Sloat moved, seconded by Walling to vote on the consent agenda items as presented. Motion Carried.

Sloat moved and Walling seconded a motion to recommend Gary Moore to replace Chris Campany on the Executive Committee. Motion Carried. A meeting of the Vermont delegation will be warned for the next meeting in December.

Audit – Exit Report

Heidi St. Peter, CPA and David Dattilio, CPA of the public accounting firm Schiffman, Dattilio, and Liepmann located on Bank Street in Lebanon, NH presented their report and recommendations to the Executive Committee.

Dattilio explained that there are three levels of financial review: a compilation, a financial review and an audit. The audit report provides the Commissioners the highest level of assurance that their finances and administrative procedures are in good order. The recommended two adjustments to the reporting: Showing the In-kind donations from towns on the byway grant and reporting as fundraising activity the time and expenses related to grant writing. The categories of expenditures are program services, management and general expenses, and fund raising. The auditors found that CRJC is in good financial shape with their current working budget. The books are all clean and in good shape.

The Joint Commissions is a 501c3 and files an annual IRS Form 990. The Auditors reviewed the form. The form is often used to demonstrate activity and financial status for funders. The 990 will reflect activities of the organization and track with the contents of the annual report.

The auditors discussed the Management Letter which contained no findings but rather provided some recommendations for future organization policies.

The items recommended included

- Establish a standard policy on how donations are recorded. The auditor can recommend language for a framework for valuing donations.
- The minutes of meetings should indicate acceptance and then secretary should sign the approved copy and save a hard copy in a board book in addition to digital copies.
- Although CRJC uses standard business practices for document retention and destruction, the auditors recommended a written policy and provided a document they have published with standards.
- Although CRJC currently has no employees the auditors recommended the addition of a whistle-blower policy in personnel manuals/documents as a good practice.

Whittaker stated that the primary purpose of the audit was to clear CRJC's status going forward and he felt this has been one accomplishment. He asked for the auditor's opinion on CRJC's fit with the RPC as its subcontractor. Dattillio stated that the RPC is a competent organization for CRJC to be. As a general business plan it makes sense and is a streamlined approach that provides CRJC much in-house expertise. The auditors see it as a smooth and advantageous to CRJC to be with RPC.

From their perspective, St. Peter and Dattillio recommend continuing with an audit next year because it is the highest level of assurance to the commission and funders that CRJC is in good operational shape.

FERC Working Group

McClammer explained that this is a quiet period in the process. No one has heard anything specifically about the comment letter that CRJC submitted, but the expected response is to all the letters in establishing which studies will be undertaken. These have recently been published.

Strategic Direction Working Group

Discussion followed about collaborating with the Ct River Watershed Council. Many of the objectives of the organizations align. Potential differences in corporate structure were considered including IRS statuses and CRJC's role as a quasi-public entity created by Vermont and New Hampshire to serve as an advisory organization. Before CRJC can begin to collaborate, CRJC's strategic direction should be established before it can enter into the conversations. In the interim, Whittaker and Brown may have an overview conversation with CRWC staff.

The membership of this working group was reviewed. McClammer moved that the Executive Committee add Rick Walling to the working group. Sloat seconded this motion. Vote: Motion Carried.

Other Business

The project of the Black River Action Team to provide fishing tackle recycling bins in several locations was presented. Kelly Stetner has asked for a letter of support from CRJC to accompany a grant application to help defray the costs of this local project. Crocker was asked to draft a letter to support this effort.

Adjourn

Walling moved and Sloat seconded a motion to adjourn at 3:15 pm. Motion Carried.

Approval pending at the January 20, 2014 Meeting

DRAFT