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MINUTES
STRAFFORD REGIONAL PLANNING COMMISSION
EXECUTIVE COMMITTEE MEETING

October 19, 2012
Conference Room
Strafford Regional Planning Commission
150 Wakefield Street
Rochester, NH

Members Present: Chairman, Lou Vita, Middleton; Vice Chairman, Brian Tapscott, Somersworth; Secretary-Treasurer, C. Thomas Crosby, Madbury; Kenn Ortmann, Rochester; Sandra Keans, Rochester; Victoria Parmele, Northwood; and Alternate Bob Jaffin, Rochester.

Members Absent: Alternate Bill Connor, Somersworth, Alternate, Ed Jansen Jr., Rollinsford

Staff Present: Cynthia Copeland, Executive Director and Tammy Butt, Finance Manager, Marc Ambrosi, Regional Planner

Guests Present: Carol Vita, Middleton

Chairman L. Vita introduced the Executive Committee members and SRPC staff, and then began the meeting at 8:00 a.m.

1. Minutes of September 21, 2012 Executive Committee Meeting Public Session

Chairman L. Vita announced the first agenda item, approval of the meeting minutes from September 21, 2012.

K. Ortmann MOVED to approve the meeting minutes of September 21, 2012. B. Tapscott seconded the motion. There was no discussion. **The motion PASSED with 6 in favor; 1 vote abstaining due to an absent member from the September 21st meeting.**

2. Communications

Chairman L. Vita announced that an email letter of resignation from the Executive Committee was received from William Cote, Durham. V. Parmele stated that she spoke with Bill Cote and he was reluctantly resigning due to another job opportunity further away. C. Copeland offered to compose a letter from the Executive Committee to Bill Cote expressing their support and appreciation for his serving as a member on the committee.

K. Ortmann MOVED to send a letter to William Cote, Durham, thanking him for his service on the Executive Committee and expressing the Committee's regret to find out about his resignation. B. Tapscott seconded the motion, and it PASSED unanimously.

K. Ortmann apologized to the Executive Committee and SRPC staff for asking to add two items to this month's meeting agenda on the mail out date. The bylaws state the agenda must be mailed 5 business days prior to the meeting date. He mentioned an email response from T. Butt asking for future agenda item requests to be sent in a timely manner allowing for a review process prior to changing the agenda and mailing within the designated timeframe. The Committee decided to discuss setting the agenda in a future meeting.

C. Copeland requested clarification about the agenda item "Communications" as requested by Chairman L. Vita. Chairman L. Vita explained he added this item to the agenda for any type of communications that occur while the Committee is not in session. K. Ortmann suggested the possibility of using the SRPC website to post communications amongst board members similar to another board for which he is a member. He also stated the appointment of alternates could occur during the Communications agenda item. The Committee decided to discuss this at a future meeting.

3. Approval of SIMPLE IRA Company Match (3%)

T. Butt explained that the notification in the meeting packet was the same as what is communicated to staff each year. The Executive Committee must vote annually to approve the continuation of the 3% company match.

K. Ortmann MOVED to continue the company match of 3% in the SRPC SIMPLE IRA plan for CY2013. B. Jaffin & C. T. Crosby seconded the motion.

K. Ortmann asked if the SIMPLE IRA notification sent to employees of SRPC was due to a compliance regulation from the IRS. T. Butt and C. Copeland confirmed that the IRS guidelines do mandate this notice be sent to employees annually.

A vote was taken. The motion to continue the company match of 3% in the SRPC SIMPLE IRA plan PASSED unanimously.

4. October Monthly Minor Revisions

K. Ortmann MOVED to concur with the recommendation of the Executive Director to accept the October Monthly Minor Revisions. B. Tapscott seconded the motion.

Chairman L. Vita asked what the acronym "DMS" meant. M. Ambrosi responded after quickly researching that it was for Database Management System.

The motion to concur with the Executive Director's recommendation to accept the October Monthly Minor Revisions as presented PASSED unanimously.

5. Draft Financial Reports for September 2012

Revenues for the month are \$50,723.29. Receivables are \$116,695.13. Expenses are \$57,727.46. For the record, the dues taken into income for the month of October are \$6,995.47. We are still waiting to receive a written email or letter from the Town of Brookfield to write off \$808.16 in dues. We are anticipating receiving the auditor's adjusting entries to finalize the audit and cleanup entries in the financial system very soon.

Due to new Federal Highway Administration regulations, Moving Ahead for Progress in the 21st Century (MAP-21), state Department of Transportation's (DOT's) now have to ensure that MPO reimbursement of federally funded contracts are processed in 15 business days. Prior DOT compliance standards were 30 days, which included weekends. T. Butt prepared an Average-Days-to-Pay report for NH DOT UPWP FY2012 contract which shows approximately 24 days from when we bill the invoice to receiving the payment. The new standard specifies "15 business days". This will improve cash flow for our largest contract...

Additionally, in October we moved \$10k from the operating account to the reserve account for anticipated adjustments to the FY2012 Indirect Cost Rate. The total in the reserve account as of October 1st is \$20k which is - \$10k for NH DOT UPWP IDC FY2011 & \$10k for NH DOT UPWP IDC FY2012.

K. Ortmann questioned what was included currently in the Depreciation account. T. Butt answered it was the Xerox copier machine, which has less than a year left for full depreciations. The Accumulated Depreciation of \$86k includes all of the equipment that's fully depreciated as well as the copier. C. Copeland explained the Accumulated Depreciation was adjusted at the end of the fiscal year with the annual audit adjustments.

6. Executive Director Report

C. Copeland stated that item #2 describes a Chapter 91-A Right-to-Know Law request we received on October 5, 2012 from Kenneth Eyring of Windham, NH. Since the information requested was on a contract for which SRPC is a sub-grantee, and UNH is the primary grantee, we consulted with UNH. UNH consulted with legal counsel to help draft our response. This is the typical process. SRPC's email response, which is in compliance with the Right-to-Know Law to respond within 5 days, is shown in the last page of the report. This was SRPC's second official freedom of information or right to know request in the past two months along with multiple email requests received weekly. C. Copeland has consulted with legal counsel on behalf of SRPC. Other RPC's are having similar freedom of information and right to know requests as well. Therefore, the 9 RPC's are considering retaining legal counsel to educate and train specifically for Regional Planning Commissions, the interpretations, obligations and protections under the Right-to-Know Law. Currently SRPC uses an attorney for personnel employment laws and a second attorney for complying with federal regulations and filling out federal forms accurately. C. Copeland advised it would be optimal to have this type of shared-legal counsel with the other RPCs for consistency in handling these situations and requests.

C. Copeland further explained there were some changes to the November 8, 2012 Commissioners meeting agenda. As K. Ortmann's email a week or so ago to the Executive Committee members and SRPC staff stated, he will not be attending the next Commissioner's meeting to present the agenda items he had requested regarding 2012 NHARPC Policies & Priorities. This agenda item will be moved to the January 24, 2013 Commissioner's meeting.

C. Copeland announced that she decided to cancel the Granite State Future open house planned originally to be held at the SRPC office prior to the Commissioner's meeting on November 8, 2012. SRPC staff has attended 3 outreach events for this project recently: Newmarket Heritage Festival on 9/22/12, Apple Harvest Day in Dover on 10/06/12 and the Seacoast Business Expo in Durham on 10/18/12. SRPC is planning other GSF outreach events at the Senior Citizens Centers and Food Banks. There is still going to be a presentation by C. Copeland and a discussion at the November 8th Commission meeting about the project details and status. K. Ortmann asked if there was a reason for cancelling this open house. C. Copeland answered affirmatively, further explaining that due to the right to know and freedom of information requests, long meeting minutes, in conjunction with staff working to keep up on project deadlines, our billable hours have been negatively impacted. Staff efficiency and quality of work has

been negatively impacted as well. As Executive Director, her job is to ensure the projects taken on by SRPC are transparent, while also efficiently using funds for the stated project objectives within budget constraints. K. Ortmann asked if cancelling this open house would affect our project obligations under the grant contract. C. Copeland explained that we are on task with the grant contract, however, when a night or weekend event is scheduled it typically takes staff two weeks to adjust their schedules while following Department of Labor compliance regulations. Any overtime, which C. Copeland is trying not to have employees engage in, would have to be pre-approved according to federal regulations that NH DOT is using. It is a complicated process that would add additional work. She further discussed other opportunities staff could perform for future GSF outreach events. C. T. Crosby asked if we have received responses from the listening boxes that were set out strategically in SRPC's region for public comments. C. Copeland stated there has been success with some listening boxes, and named a few locations in Rochester. SRPC is tracking each listening box location and who is responsible for checking them for responses. However, we would welcome volunteers from the communities who could collect the cards. V. Parmele expressed her support for the decision to cancel the open house based on the overwhelming public turnout & comments at the September 27th Commissioner's meeting. She thought the previous meeting was too political and was not looking forward to the same type of meeting in November. She feels these listening boxes are very effective ways to gain public comments and provide opportunities with multiple locations (35 boxes in 18 communities of the Strafford MPO region).

There will still be a presentation on Comprehensive Economic Development Strategy (CEDS) by staff member, Michelle Mears. This project is in the "year-one implementation" phase. Chairman L. Vita asked what "year-one" means. A discussion ensued about the 5-year process for the CEDS project and the goals of the contract.

Chairman L. Vita asked about item #6 in the Executive Director's report mentioning items from 2004 – 2011 that need to be zeroed out or corrected. C. Copeland gave the example of one contract for FY2010 DOT UPWP was out of balance by \$0.01 and T. Butt is working with the auditors to account for these types of discrepancies and resolve the accounts that are out of balance or should be zero. Chairman L. Vita asked how we found these things. T. Butt answered as an example from an accounting perspective, an accrual account is supposed to net to zero when the services or goods are used/expired. When she started in April 2012, she noticed some of the accounts with accruals did not have a zero balance. She has had to research back through the years to figure out what happened originally and then check with the auditors to find out how to correct the accounts accurately.

Chairman L. Vita inquired whether or not the money spent on a certain project can be traced back to the staff person's salary that was paid by SRPC, and could paychecks be split up by project. C. Copeland answered that staff prepares timesheets to bill their hours by project. It would be too much extra work & expense to have multiple checks issued to staff by project. T. Butt confirmed that the payroll module in the financial software system does automatically separate salaries paid by project as part of the project costing functioning. Chairman L. Vita further asked if a town's dues were able to be split up by project. S. Keans then requested to clarify what Chairman L. Vita was asking for, giving Middleton as an example. C. T. Crosby gave an example, if a town pays \$5,000.00 in dues, and this town doesn't wish to participate in a Granite State Future, can we track if any of their \$5,000.00 is put towards a Granite State Future? S. Keans asked what the point of this question is, then stated once dues are paid they are paid to be a part of that organization. She said she pays her taxes at city hall but can't tell the city she doesn't want the public swimming pools open all summer long, she wants them closed. S. Keans further stated that she doesn't understand where the chairman is going with this, other than to create a lot more paperwork. C. T. Crosby also stated it would cost the Commission more to handle all this paperwork, all the dues money goes to one "X-pot" and is spent as the organization needs.

7. Executive Director Job Description & Goals

C. Copeland stated the Executive Committee needed to schedule a day to review & set FY2013 SRPC goals with her. This is not her formal evaluation process, as that was agreed to be done bi-annually in last year's review. SRPC has an established evaluation form that has been in use for multiple years that every staff member, including the Executive Director, uses for performance evaluations. This meeting was requested by C. Copeland to set and align goals of the organization with the Executive Committee and she should be present at the meeting(s).

K. Ortmann MOVED to recess the meeting so that everyone could join the Policy Committee meeting. B. Jaffin seconded the motion, and it PASSED unanimously.

The meeting adjourned at 9:01 a.m.

K. Ortmann MOVED to reconvene the meeting at approximately 10:45 a.m. B. Jaffin seconded the motion, and it PASSED unanimously.

Chairman L. Vita reconvened the meeting at approximately 10:45 a.m. with Executive Committee members V. Parmele, K. Ortmann, B. Tapscott, C. T. Crosby and S. Keans present. Alternate, B. Jaffin and Staff members C. Copeland and T. Butt and guest C. Vita were also present.

Executive Director Job Description & Goals continued...

Chairman L. Vita asked for a copy of the bylaws to find the section regarding the Executive Committee evaluating the Executive Director's job performance. After reading the sections, he asked C. Copeland to explain her intentions by requesting the meeting to review the organizational goals with the Executive Committee. C. Copeland explained that she had a performance review with the officers of the Executive Committee last year. During this review, goals were set, as well as procedural guidelines to complete her performance review in two years. C. Copeland is asking for this meeting to review the goals that were set to align them with current strategies for the organization. Especially since there is controversy within the organization about some of the projects we are working on, she thought it was best to meet with the officers to discuss specific goals and actions she can take to obtain them. She is concerned about funding for the organization as negotiations are starting for the new biennium contracts with NH DOT. She is requesting guidance with these anticipated decision makings. After much discussion the consensus was to have the full Executive Committee meet and discuss organizational goals on November 16, 2012, their regularly scheduled meeting date. However, there is no Policy Committee meeting so there will be no need to adjourn and reconvene.

8. Updates

a. NH Rail Authority and New England Rail Coalition

S. Keans stated there are no changes from the last meeting.

b. NHARPC Legislative Committee

K. Ortmann stated the NHARPC met on October 18, 2012. He gave feedback on the meeting regarding the list of 2012 NHARPC Policies and Priorities discussed at the last two Executive Committee meetings. The NHARPC Committee is awaiting more feedback from other RPCs and organizations. Once feedback is received, NHARPC plans to revise the list of Policies and Priorities to alleviate any confusion. K. Ortmann further explained that this committee has been working together a long time, so they have been using the same phrases and terminology, and everyone on the committee has a general understanding of

what the priority and policy language means. However, now that planning in general is being more scrutinized there is a consensus to revisit these phrases and terminology to create a better understanding among everyone.

K. Ortmann explained that another interesting topic the NHARPC discussed in the meeting was a document some organizations use called a "Commitment to Serve". It is similar to the Limited Liability Corporation law that was changed last year. Both concepts apply to a "duty of care", and "duty of loyalty" when performing acts for the organization. He suggested sending copies of the Commitment to Serve document to Executive Committee members for a future discussion. C. Copeland also mentioned an article she read about Risk Management in non-profits and how members serving on committees have a certain duty of loyalty to the organization they serve. B. Jaffin suggested having a tear-out sheet with a similar statement in the Commissioner's handbook to be signed by everyone serving as Commissioners. A discussion ensued about how members juggle different perspectives and interests depending upon the role they play on the various committees they serve. This item will be discussed at a future meeting.

9. Other Business

a. Citizens Forum/public input

K. Ortmann stated his expectation at the last Commissioner's meeting on September 27, 2012 was different than what actually happened regarding public comments & questions. The public input item appeared on the bottom of the agenda; therefore, he expected it at the end of the meeting. Some citizens spoke over & over at various points during the meeting. In other SRPC meetings this item is handled differently. A discussion ensued amongst the Executive Committee trying to reach consensus about how public input is handled in future meetings. It was decided that each Commissioner can bring to the table how their municipalities handle public participation at a future meeting to help come to a decision (i.e. time limits or none, how often one person can speak, allowing citizens only from Strafford MPO regions or anyone (consensus was only Strafford MPO region citizens), when during the meeting to allow public comments, citizens using false names, etc.). Use of a "comment card" was discussed as well, similar to how the State Legislature handles public input. B. Tapscott brought out a book Parliamentary Procedure at a Glance written by O. Garfield Jones. It has Robert's Rules of Order simply laid out with tabs by type of order/motion. C. Copeland agreed that the whole Commission and SRPC staff would benefit from having this book for reference at meetings.

b. Granite State Future project

K. Ortmann said he researched the history of the Granite State Future project, and how it became a part of SRPC. As early as March of 2010 this project was discussed in meeting minutes under a Housing & Urban Development (HUD) Sustainable Communities name. It was also discussed in meeting minutes of May, June, July, August & October of that same year. The grant was not approved until the following year. This project was discussed again in meeting minutes of August, September, & December of 2011. Then in 2012 it was discussed in meeting minutes of April, May, and again at the full Commission quarterly meeting May 31, 2012. The project name changed over this timeframe, as well as the project context.

In K. Ortmann's research, he found the meeting minutes from August of 1999 which state the policy decision of the Executive Committee (at that time) was that the Executive Director is authorized to approve contracts. This research was to try to alleviate some confusion about how SRPC became involved with the Granite State Future project and whether there was a vote on it or not. K. Ortmann said, "This is how we got to where we are." C. Copeland further explained the SRPC bylaws reflect this 1999 decision. When she started working with SRPC, the Executive Committee was only meeting

quarterly. She changed the meetings to monthly and prepares her Executive Director's report in detail for every EC meeting for transparency and to keep the commission aware of all grants and applications SRPC is working on currently. She gave an example of a grant proposal that was not funded that was discussed in last two monthly reports. This is the type of feedback she wants to hear from Executive Committee: what is working and what isn't.

10. Adjournment

B. Tapscott MOVED to adjourn the meeting. C. T. Crosby seconded that motion. It PASSED unanimously.

The meeting adjourned at 12:00 p.m.

Minutes respectfully submitted by,

Tammy Butt, MBA
Finance Manager & Recording Secretary

Minutes approved on November 16, 2012

By: 

