

**MINUTES**  
**STRAFFORD REGIONAL PLANNING COMMISSION**  
**EXECUTIVE COMMITTEE MEETING**

**October 17, 2008**  
**Conference Room**  
**Strafford Regional Planning Commission**  
**2 Ridge Street**  
**Dover, NH**

**Members Present:** Larry Brown, Chairman, Milton; Edmund Jansen, Jr., Vice Chairman, Rollinsford; C. Thomas Crosby, Secretary-Treasurer; Frank Torr, Dover; Lou Vita, Middleton; Bruce Woodruff, Milton; Sandra Keans, Rochester; Kenn Ortmann, Rochester.

**Staff Present:** Cynthia Copeland, Linda Osburn.

**Others Present:** Attorney Debra Ford of Jackson Lewis LLP.

**Chairman Brown** called the meeting to order at 7:40 AM.

**1. Minutes**

**Chairman Brown entertained a motion to approve the minutes of the September 12, 2008 Executive Committee meeting as written. Keans made the motion to approve the minutes of the September 12, 2008 Executive Committee as written. Ortmann requested the correction in the last sentence of Item 7. Executive Director report to replace the word "Ortmann" with "Woodruff. Jansen seconded the motion. The motion passed unanimously with the noted correction.**

**2. Draft Financial Reports September 2008**

Copeland reviewed the draft September 2008 financial reports and discussed the balance sheet, contract income, expenses, and receivables. Copeland reviewed the first quarter loss of \$36,000; the September Income by Customer report totaling \$44,794 including the \$10,377 dues taken into income; September expenses totaling \$43,303; accounts receivables as of September 30, 2008 totaling \$109,732; accounts payable as of September 30, 2008 totaling \$7,108. Osburn noted that Secretary-Treasurer Crosby had signed the general ledger entry regarding taking the \$10,377 dues into income, and had reviewed and signed the balance sheet, bank statement, and payroll and pension payments. Copeland discussed the vacation payouts for staff that had left employment in September. Ortmann asked if there were a cap on the maximum vacation time accrued. Copeland stated that a maximum of 160 hours of vacation could be accrued. Osburn noted the accrued liabilities account was adjusted at the end of each fiscal year to cover the costs of the accrued vacation payout and audit. She stated she held a staff meeting to discuss completing the projects, billing hours and the need to control expenses. Copeland stated the need to hire additional skilled staff to utilize the Unified Planning Work Program (UPWP) funds.

**3. SIMPLE IRA Contribution Percentage for Calendar Year 2009**

Osburn discussed the IRS required Employee Notification to eligible employees prior to the employee's 60-day election period that the employee can make or change salary reduction elections

and the employer's matching contribution percentage. She stated SRPC had historically provided a matching contribution equal to the employee's salary reduction contribution up to a limit of 3% of their compensation and stated the pension funds were in the FY 2009 budget approved by SRPC Commissioners on 5/29/2008.

**Ortmann made a motion to approve a matching contribution equal to the employee's salary reduction contribution up to a limit of 3% of their compensation. Jansen seconded the motion. The motion passed unanimously.**

#### **4. Executive Director Report**

Copeland discussed the status of the GIS Analyst in Land Use and Natural Resources recruitment. Crosby and Vita stated their concern with potential cutbacks due to the economy and the state shortfall. Discussion ensued regarding potential funding and possible cutbacks including state funds and local dues. Torr suggested the possibility of office space at the McConnell Center in lieu of rent as a consideration.

Copeland requested the Executive Committee temporarily leave Item #4 and move to Item #7 due to the arrival of Attorney Debra Ford. Chairman Brown stated the Executive Committee would temporarily leave Item #4 and move to Item #7 at 8:07 AM.

#### **7. Introduction to Attorney Debra Ford and Employee Handbook Update**

Attorney Debra Ford of Jackson Lewis LLP joined the meeting at 8:07 AM. Copeland introduced Attorney Ford, and the Executive Committee members introduced themselves. Copeland stated there was a subcommittee that consisted of members Keans, Vita and Woodruff formed to review the grievance/appeals policy that was removed in the updated 2006 SRPC Employee Handbook. Attorney Ford stated she was the attorney who recommended the removal of the grievance/appeals procedure for two reasons. She stated the first reason was a procedural due process issue. Attorney Ford referred to an instance where the issue became a case questioning the procedure and how to determine what was fair for non-union employees. She stated that union representatives bargain for what is fair for union employees. Attorney Ford stated the second reason she removed the policy was the possible erosion of trust between the Executive Committee and Executive Director as the Executive Committee has hired the Executive Director to handle the human resources of the commission.

Discussion of the whether employees could contact the Executive Committee members directly ensued, and Ortmann asked if there were any middle ground. Discussion of a possible ombudsman and the other planning commissions' polices ensued. Vita asked if the policy was stated in the employee contract. Attorney Ford responded that employees are at-will employees and receive a letter of hire that stated their rate of pay and benefits per state labor department requirements. Chairman Brown discussed the two-tiered non-union system of Department Heads and the Board of Selectmen in some towns, and Jansen discussed the informal complaint process in some towns where the Board of Selectmen hear complaints indirectly and might investigate for merit. Attorney Ford stated she understood the Executive Committee wanted to address legitimate employee concerns with the Executive Director, and restated her concern regarding liability created when a former employee's counsel picks apart the due process. Torr stated the informal system seemed to be working and stated if the employees were unhappy the Executive Committee would hear about it and discuss with the Executive Director. Ortmann discussed the possibility of the subcommittee that completes the annual evaluation of the Executive Director ask for employee feedback as a middle ground without creating legal issues. Crosby and Ortmann stated the need to make the employee feedback voluntary, and

Attorney Ford stated that should be made clear to employees. Copeland asked how to address the uncertainty of funding in future years during the recruiting and hiring process. Attorney Ford stated she would review the letter hire for disclosure and Cynthia should tell prospective employees during the interview that future employment was dependent on funding. Woodruff joined the meeting at 8:43 AM. Attorney Ford summarized her previous points regarding the procedural due process and undermining the Executive Director. She discussed the possibility of an ombudsman. Attorney Ford left the meeting at 8:47 AM. Chairman Brown stated the Executive Committee would return to Item #4 at this time.

#### **4. Executive Director Report Continued**

Copeland discussed the NH Association of Regional Planning Commissions meeting yesterday. Chairman Brown discussed the Culvert Evaluation project in cooperation with the Town of Durham and the NH Estuaries Project. He stated Milton's culvert evaluation project might be a source of work. Copeland stated she would discuss the use of coastal funds with the funder. Ortmann stated he wanted to acknowledge and express appreciation for the extra traffic counts requested by Rochester completed by SRPC employee Dan Camara. Crosby stated that Camara had been very helpful by completing extra traffic counts in Madbury at the police chief's request.

#### **5. FY 2008 Audit Update**

Osburn reviewed the status of the FY 2008 audit. She stated the year-end adjusting entries had been entered for accumulated vacation payout and payroll reconciled. Osburn stated the draft copies of the Controls Activities Forms that address risk/fraud controls and specific policies and documentation had been completed as well as a Bookkeeper Procedure Manual incorporating policies and procedures for documentation. She stated the target goal for a draft audit report was October 31, 2008.

#### **6. FY 2009 Establish Internal Audit Function Goals**

Osburn reviewed the recommendation in the Melanson Heath & Company Management Letter from the FY 2007 audit stating, "*The Commission should consider, as part of its documented internal control procedures, establishing an internal audit function to properly monitor operations and assess risk of misstatement of the financial statement caused by either errors or irregularities.*" Osburn read the section of the July 11, 2008 Executive Committee minutes where Sheryl Stephens Burke presented the FY 2007 audit, "*Discussion of the internal audit function ensued. Stephens-Burke suggested the internal audit function could consist of the monthly bank statement be reviewed and signed, invoices be reviewed and signed and the monthly balance sheet accounts be reviewed, documented and signed.*"

Osburn stated at the present time, Secretary-Treasurer Crosby visits the office monthly to:

1. Sign employee reimbursement forms and checks;
2. Review and sign vendor payment checks;
3. Review and sign the payroll ledger, employee pension payments, and bank statement reconciliation;
4. Review the balance sheet accounts and documentation;
5. Sign the monthly balance sheet.

Keans asked if the person who signed checks also reconciled the account. Crosby replied that the checks required two signatures, that Bookkeeper Osburn reconciled the statement but was not an authorized signer.

**Ortmann made a motion that the Executive Committee determined the current internal control process listed as items 1-5 above, currently provided by Secretary-Treasurer, were adequate with the addition of item 6 : a monthly verbal report by the Secretary-Treasurer to the Executive Committee. Keans seconded the motion. The motion passed unanimously.**

Woodruff asked if that would make the Executive Committee the internal audit committee. Copeland discussed the possibility of a volunteer that would act as backup for the Secretary-Treasurer. Ortmann suggested the volunteer discuss the possibility with Secretary-Treasurer Crosby.

#### **7. Introduction to Attorney Debra Ford and Employee Handbook Update**

Discussion of this item occurred immediately after Item #4.

#### **8. Subcommittee Reports**

##### **a. Grievance/Appeals Policy**

Subcommittee Chair Keans stated the subcommittee would meet following the Executive Committee meeting.

##### **b. Regional Impact Committee**

Copeland stated the Nottingham Planning Board had withdrawn the application that the Nottingham Planning Board had declared a regional impact project, thereby canceling the need for the Regional Impact Committee to meet. Chairman Brown expressed concern that he was the Chairman of the Executive Committee and the Regional Impact Committee. Keans stated she was aware and did not see any conflict at this time.

##### **c. Executive Committee Meeting Survey**

The Executive Committee members discussed their responses to the meeting survey for preferred meeting times. After discussion, Ortmann stated the consensus of the members: the meeting would start time at 8:00 AM on the second Friday of the month, and the Chair would monitor the time in consideration of those members who had to leave. The members acknowledged that a continental breakfast would be available at 7:30 AM.

##### **d. Strafford Metropolitan Planning Organization Business:**

###### **1. Somersworth Project # 14419-Station 319- Informational Revision**

Copeland stated the revision concerned a construction delay and recommended approval of the change as proposed.

###### **2. Statewide Project #14265-Transportation Management Center-Informational Revision**

Copeland stated the revision concerned a change in funding use for two fiscal years and recommended approval of the change as proposed.

###### **3. Statewide Project #14816 – Traffic Signal Optimization – Informational Revision**

Copeland stated this revision concerned a construction delay and recommended approval of the change as proposed.

**Ortmann made a motion that the Executive Committee concurred with the Executive Director's recommendation to approve the Informational Changes for Projects #14419, #14265 and #14816 as noted. Crosby seconded the motion. The motion passed unanimously.**

#### **4. Proposed Rescission of Federal Funds Committee to Metropolitan Planning**

Copeland discussed the potential proposed rescission of federal funds committed to Metropolitan Planning Funds. She stated the discussion was informational only at this time.

**e. Executive Director Evaluation**

Ortmann stated the Executive Director evaluation had been on hold and would now continue with a subcommittee report by 8:00 AM at the November Executive Committee meeting.

**9. Other Business**

Copeland discussed the Regional Housing Needs Assessment Workshop scheduled on Monday, October 20, 2008 at 10 AM. She stated consultant Bruce Mayberry would discuss the history, needs and methodology for the regional housing needs assessment, and stated that planning staff and planning consultants of member communities had been invited to attend.

Copeland discussed maps being provided to Milton and stated she would attend the Milton Budget Committee meeting to discuss dues and the services SRPC provided.

No other business was discussed.

**Chairman Brown entertained a motion to adjourn. Woodruff made the motion to adjourn, and Vita seconded the motion. The motion passed unanimously, and the meeting adjourned at 9:25 AM.**

Respectfully submitted,

Linda Osburn  
Bookkeeper

Minutes approved on NOVEMBER 14, 2008.

By:

  
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**Larry Brown, Chairman**