

Rose Fitzgerald Kennedy Greenway Conservancy
Board of Directors Meeting
Tuesday, October 7th, 2014 5:30 pm – 7:00 pm
Allsteel, 200 State Street 4th Floor, Suite 4A

Meeting Minutes

Board Members Present: Georgia Murray, Clinton Bench, Christopher Betke (arrived after voting on previous meeting's minutes), James Chan, Cheryl Cronin, Christopher Fincham, Robert Gore, Susanne Lavoie, Martin "Woody" Lynn, Christine Manfredi, Timothy Morningstar (arrived after voting on Board Governance), Young Park, John Pregmon, Robyn Reed, Helen Chin Schlichte

New Board Nominees Present: James Kalustian, Beedee Ladd, Colleen Richards Powell, Martin Suuberg

Board Members Absent: Maggie Hunt, Maeve Vallely-Bartlett, Jane Pappalardo

RFKGC Staff: Jesse Brackenbury, Lucas Cowan, Robert Gordon, Charles McCabe, Darryl Milton, Keelin Purcell, Stu Shillaber, Bart Thompson, Jodi Wolin, Renee Wood

Board Chair Georgia Murray called the meeting with a quorum present at 5:34 PM and asked for a motion to approve the minutes from the July 15th Board of Directors meeting. **With no comments or changes, a motion to approve the minutes was made and duly seconded and the minutes were unanimously approved by a roll call vote with 13 in the affirmative and none in the negative.**

Board Governance

Ms. Murray and Mr. Brackenbury presented the first voting item: proposed changes to the Conservancy's bylaws. The proposed changes concern the Finance, Audit, and Risk Management Committee, which will change from 9 to at least 7 members. The committee also will have the ability to seek advice from other persons who serve in non-voting advisory capacities. **With no further comments or changes, a motion to vote on the bylaws was made and duly seconded and the bylaws were unanimously approved by a roll call vote with 14 in the affirmative and none in the negative. As required by Article X of the By-laws, the 14 affirmative votes represent more than the two-thirds of the directors then in office.**

Next, Ms. Murray presented four new Directors proposed for the Conservancy's Board: Beedee Ladd, an environmental advocate; James Kalustian, a healthcare

entrepreneur; Colleen Richards Powell, Chief External Relations and Communications Officer for the Massachusetts Convention Center Authority; and Martin Suuberg, Undersecretary for Environment of the Executive Office of Energy and Environmental Affairs. **After introducing each candidate, a motion for an omnibus vote on the candidates was made and duly seconded and the candidates were unanimously approved by a roll call vote to serve as Director for a three year term ending with the Annual Meeting in 2017 with 14 in the affirmative and none in the negative.**

Next Ms. Murray presented the re-nomination of two sitting Board Members, Helen Chin Schlichte and Chris Manfredi, for a second 3-year term. **A motion for a vote on re-nomination was made and duly seconded and re-nomination was approved by a roll call vote to serve as Director for a three year term ending with the Annual Meeting in 2017 with 18 in the affirmative and none in the negative.** Newly nominated Board Members' votes were included in this count and following counts.

Next, Ms. Murray presented the nominees to serve as officers for a one-year term as follows: Georgia Murray as Chair, Young Park as Vice-Chair, Robert Gore as Treasurer, and Christine Manfredi as Clerk. **A motion for a vote on officer nominations was made and duly seconded and the nominations were approved by a roll call vote with 18 in the affirmative and none in the negative.**

Next Ms. Murray presented the nominees to serve a one year term on the Audit, Risk Management, and Finance, Committee (FARMC). Christine Manfredi and Robert Gore were nominated as Co-Chairs. Martin Suuberg, Jim Kalustian, Woody Lynn, and John Pregmon were nominated as members. **A motion for a vote on nominations was made and duly seconded and the nominations were approved by a roll call vote with 18 in the affirmative and none in the negative.**

Ms. Murray gave a formal farewell to departing Board Members to recognize their service to the Greenway Conservancy. Cheryl Cronin expressed her thanks. Susanne Lavoie said, "I'm honored to have served the Conservancy." Chris Fincham said, "I'm happy to leave with the Greenway in such good shape."

FY 14 Audit Report

FARMC Co-Chairs Chris Manfredi and Bob Gore presented to the Board a summary of the audit procurement process. Five firms responded to the Conservancy's Request for Proposal (RFP). After a process conducted in public FARMC meetings, Alexander Aronson Finning (AAF) was selected. At the suggestion of AAF and discussions with the FARMC, it was decided to change the format of the Conservancy's financial statements to increase transparency and clarity.

AAF Partner David Kelleher and Audit Manager Jeanie Gorlovsky-Schepp presented to the Board the FY14 Financial Statements. In accordance with Generally Accepted Auditing Standards (GAAS), the Conservancy received an unmodified opinion for the FY14 audit, i.e. a "clean opinion". As required by GAAS, AAF reviewed the internal controls that the Conservancy had in place and found no material weaknesses.

Mr. Kelleher then reviewed the presentation changes. The Statement of Activities now clearly shows operating vs. non-operating activities. Mr. Kelleher noted that about 80% of the Conservancy's expenditures are used for programmatic purposes; at that level, the Conservancy compares well with other non-profit organizations.

Ms. Gorlovsky-Schepp then advised the Board that AAF used several data analytic procedures on the Conservancy's financial records and found no discrepancies in the general ledger. She emphasized again that there were no material weaknesses, and only two housekeeping best practices recommendations. The IT audit recommended several steps for better internal control but none of the issues identified were material in nature. As an informal recommendation, Mr. Kelleher suggested a concrete capital reserve plan. **A motion for a vote to approve the Rose Kennedy Greenway Conservancy's FY14 audited Financial Statements and Independent Auditor's Report was made and duly seconded. The audited Financial Statements and Report were approved by a roll call vote with 19 in the affirmative and none in the negative.**

Greenway Updates

Programs and Press: Director of Public Programs and Events Charlie McCabe updated the Board. The Conservancy's website has evolved to make it responsive for smartphones and tablets. This year, more than 300 programs were hosted on the Greenway, and the total for next year is close to 400. The Uni project is a portable reading room, Berklee outdoor concerts in the North End and a Film Festival in Chinatown Park attract visitors, and September 14th's Boston Local Food Festival, organized by Sustainable Business Network, brought around 40,000 people to the Greenway. The opening of the new Greenway Mural at Dewey Square was accompanied by a Solar Sound project, a concert by the band Debo, and a musical performance by Zumix. The Late Night Food Truck festival on October 4th was promoted almost entirely by social media. Farmer's Markets and Artisan's Open Markets continue for the autumn.

Horticulture: Superintendent of Horticulture Stu Shillaber updated the Board. Bulb planting will be a major focus in upcoming months, as will edging and mulching. On

National Public Lands Day the Horticulture team worked on restoring cracks in the AHP labyrinth, adding bio stimulant to trees, and adding nutrient-full Gator bags to newly-planted or slowly growing trees. Four large containers were placed on Parcel 15 to deter skateboarders. Truck and Tractor Day allowed the public a chance to enjoy big machines for leisure, not just work. The Horticulture Team continues to inform members of the public about the Greenway's fully organic maintenance. For the winter, irrigation hoses will be filled with compressed air to avoid freezing.

Volunteers: Volunteer Coordinator Keelin Purcell updated the Board. As the first full-time Volunteer Coordinator, Ms. Purcell has overseen a busy calendar of 123 individual, small group, and corporate volunteer projects. The Conservancy has partnered with the Big Sister Association and the Harvard Kennedy School among other organizations. Surveys given to volunteers indicate that the experience increases knowledge of general organic landscaping practices. On Nation Public Lands Day, 75 volunteers worked to mulch, plant *Allium*, grade gravel beds, and clean up the park. The Conservancy has developed a tiered potential corporate partner list that includes educational events with United Way, South Boston House, and Boston Green Academy, among others. In total, volunteers have contributed 1300 hours of work this year.

Public Q&A

A question was posed regarding media coverage on the Conservancy's position on the proposed Chiofaro Harbor Towers project. Some coverage implied the Conservancy was in favor. The Conservancy has not prepared an official statement on the matter. However, a letter by a senior staff member to the Boston Redevelopment Authority provides a more detailed and nuanced opinion.

A question was posed from a member of the public regarding the Conservancy's contract with WORK, Inc., a nonprofit that is, in the words of their website, "nationally recognized as a pioneer in developing community based programs for individuals with disabilities." WORK, Inc. has won their contract multiple times in a competitive process. The Conservancy supports its mission to provide employment opportunities for the disabled. Executive Director Jesse Brackenbury responded that the Conservancy is comfortable with the competitive process of selection and the partnership with WORK, Inc. has been reliable, consistent, and satisfactory.

The Rose Kennedy Greenway Conservancy Board Meeting was adjourned, upon motion made and duly seconded, at 7:10 PM.