

**Rose Kennedy Greenway Conservancy
Finance, Audit & Risk Management Committee Meeting
Tuesday, March 22, 2018 – 11:30am
185 Kneeland Street, 2nd Floor, Boston**

Meeting Minutes

Committee Members Present In Person: Bud Ris, Mark Boyle, Robyn Reed, Susanne Lavoie

Committee Members Present by Phone: Karen Johnson

Committee Members Absent: Kim Sherman Stamler, Tom O'Brien

RFKGC Staff Present: Jesse Brackenbury, Tracey Cooke, Talia Aronson

Non-Committee Members Present In Person: Dave Kelleher from AAF

Non-Committee Members Present by Phone: Jeanie Gorlovsky-Schepp from AAF

Open Session

Executive Director Jesse Brackenbury called the meeting to order in Open Session with a quorum present, in person, at 11:40am.

1. **After a motion made by Bud Ris and seconded by Robyn Reed, the minutes from the December 5th meeting were unanimously approved, with the note that a correction is needed for the time of the meeting (12:30pm rather than 12:30am).**

2. Director of Finance and Administration Tracey Cooke introduced Dave Kelleher from AAF, the Conservancy's independent auditors, to discuss the Conservancy's FY17 audit. Mr. Kelleher presented the Audit Executive Summary. He highlighted various elements of the Conservancy audit to the FARMC. The Conservancy addressed the 2016 audit's "best practice" control recommendation in 2017. The Conservancy had no major changes in required communications from the previous year. The Conservancy spent 82% of income on programming/program related expenses and had a surplus of \$73,000, to which Mr. Kelleher commended the Conservancy. Mr. Kelleher thanked the Conservancy for their helpfulness during the audit and informed the committee that the Conservancy had a clean audit with no adjustments made, and that AAF will be issuing a clean audit letter.

Karen Johnson joined the meeting at 11:52am via phone.

Mr. Brackenbury explained to the committee that the Conservancy had two consecutive years of unexpected surpluses. He added that the Conservancy now has sufficient reserves and stability to make investments (e.g., ; development staffing or design for a new capital project). Committee members asked questions about monthly cash flow and spend rate.

After a motion made by Ms. Reed, and seconded by Mark Boyle, the 2017 audit was unanimously recommended to the Board for approval.

Mr. Kelleher and Ms. Gorlovsky-Schepp left the meeting at 12:10pm

3. Mr. Brackenbury and Ms. Cooke gave a budget update. They discussed changes in staff. Committee members asked questions about the Marketing and Communications Manager position, and requested an org chart. Mr. Brackenbury responded that he would provide a new org chart for the Board meeting. Committee members discussed the importance of Ranger staffing in improving park safety and quality of life for park users and encouraged the Conservancy to consider additional staffing.

Mr. Brackenbury discussed the change in MassDOT capital funding allocation. The Conservancy's submitted Capital Plan had forecasted \$100K for the Rings Fountain in MassDOT FY18, and \$100K for masonry in MassDOT FY19. However, due to the delayed and increased price of the parts needed for the Rings Fountain, the Conservancy, with MassDOT approval, switched to masonry this year and the Rings Fountain next year.

After a motion made by Ms. Reed and seconded by Mr. Boyle, the committee unanimously approved the changes to the 2018 Budget.

4. Ms. Cooke informed the committee that the 990 will be presented at the next FARMC meeting. There were no questions.
5. Mr. Brackenbury gave an update on two in-process procurements. Mr. Brackenbury informed the committee about the 64K procurement for electrical work related to art work and program needs, and the 100K procurement for masonry repairs that will be brought to the Board for approval.

6. Ms. Johnson reviewed the Conservancy's investment meeting with TIFF. She felt confident in TIFF's management of its portfolios and thought they gave a helpful presentation. Mr. Brackenbury discussed the Conservancy's investment matrix, including the distribution of current investments, and TIFF's performance over the years. Jesse noted that the committee was considering whether this was the best allocation, or whether the Conservancy should invest in more passive, socially responsible, or other investments. Committee members asked questions about "negative filtering" for investments. Mr. Brackenbury responded that the Investment Committee has been discussing and considering socially responsible investing strategies.

7. No Members of the public present sought to be heard.

Upon a motion made by Mr. Ris and seconded by Ms. Reed, the Finance, Audit and Risk Management Committee of the Rose Kennedy Greenway Conservancy Board of Directors was unanimously adjourned at 1:00pm.