

Rose Kennedy Greenway Board of Directors Meeting
Tuesday, October 6, 2015 – 5:30 pm
185 Kneeland Street, 2nd Floor, Boston

Meeting Minutes

Board Members Present In Person: Georgia Murray, Mark Boyle, Kathryn Burton, James Chan, Janelle Chan, Helen Chin Schlichte, Bob Gore, Jim Kalustian, Beedee Ladd, Martin Lynn, Chris Manfredi, Jane Pappalardo, Young Park, Robyn Reed, Daniel Sieger

Board Members Absent: Chris Betke, Tim Morningstar, John Pregmon, Colleen Richards Powell, Jerome Smith, Daniel Toscano

RFKGC Staff: Jesse Brackenbury, Steve Anderson, Lucas Cowan, Laura Jasinski, Lev McCarthy, Michael Nichols, Anthony Ruggiero, Robert Stigberg, C. Bart Thompson, Jodi Wolin, Renee Wood

Open Session

Greenway Board Chair Georgia Murray called the meeting to order in Open Session with a quorum present, in person, at 5:30pm.

1. Chair Murray called for a motion to approve the minutes from the July 14, 2015 meeting of the Board of Directors. **On a motion by Bob Gore, and seconded by Jane Pappalardo, the minutes were unanimously approved.**

(Mr. Chan and Ms. Chan joined the meeting.)

2. Executive Director Jesse Brackenbury introduced Greenway Superintendent of Maintenance & Security Bob Stigberg to present on security on The Greenway.

Mr. Stigberg presented to the Board on the history of security on The Greenway, including the formation of a grant-funded park ranger program. Mr. Stigberg provided statistics on the type of interactions experienced by rangers in the parks and shared the program's challenges. Mr. Stigberg also outlined an increase in rule- and law- breaking occurring in the park during the latter half of the summer this year. Mr. Stigberg introduced Sergeant James Chin from the Boston Police Department to address the Board on enforcement measures being employed by BPD and on challenges BPD faces in policing The Greenway.

Board members asked questions related to the appropriateness and effectiveness of signage containing language proposed by BPD to aid enforcement, the locations of such signage, and the efficacy of other enforcement techniques.

3. Mr. Brackenbury introduced Ted Lubitz of Related Beal to present on a proposed department on Greenway-abutting parcel 1B. Mr. Lubitz shared plans for a mixed-use market rate, workforce and affordable housing residential building with an attached hotel and Greenway-facing retail. Mr. Lubitz also shared plans to dedicate at least \$500,000 to improving Greenway parcel 2 and \$75,000 to other neighborhood improvements in the vicinity of the development.

Board members inquired about plans for parcel 2 and whether the developer was working to identify funds if the planned investment was insufficient to adapt parcel 2 into usable space.

4. Renee Wood, Director of Finance and Administration, presented to the Board on unaudited from the first 12 months of the 18-month fiscal year that will lead to re-aligning The Greenway's fiscal year with the calendar year beginning in 2016. Based on the recommendations of the Conservancy's auditors, the Conservancy will extend Fiscal year 2015 to 18 months, including July 1, 2014, through December 31, 2015. In order to maintain full transparency, the Conservancy prepared unaudited financial statements for the first 12 months of the extended FY15 for review and discussion purposes. These numbers will be rolled into full 18-month FY18 audited financial statements in 2016.

In reviewing the unaudited Statement of Financial Position for June 30, 2015, Ms. Wood pointed out that the Conservancy currently has approximately five months of operating expenses on hand in Unrestricted Net Assets; this will decrease to a 4-month balance in the 18-month financials as we are about to enter a period with traditionally lower revenue and no major fundraising event. Ms. Wood also noted that the 12-month period ended June 30 had three major variances from a traditional year. First, our major public art installation increased both Programmatic expenses and contributions significantly. Second, endowment investment income experienced a significant decrease due to market fluctuations. And finally, while Unrestricted Changes in Net Assets from Operations, or "the bottom line," shows a surplus, this number will decrease in the full 18-month financials (in line with the Board-approved budget).

Board members from the Finance, Audit, and Risk Management Committee commended Ms. Wood for her presentation and relayed to Board members the financials were reviewed at the committee level and recommended for presentation to the Board.

5. Mr. Brackenbury introduced Laura Jasinski, Director of Planning and Programs, to provide an update on the Programs Department. Ms. Jasinski presented information on a breakdown on the type and location of The Greenway's 300+ events in 2015 and included information on new and upcoming events in 2015.

Mr. Brackenbury introduced Steve Anderson, Director of Park Operations, to update the Board on differences between The Greenway's layout as described in the Conservancy's lease with MassDOT and the city's street layout as is being re-negotiated with the state. Mr. Anderson shared concerns with the city-state process that may lead to Greenway-managed land being transferred from the state to the city, including areas where The Greenway currently offers programming. Mr. Anderson offered that the transfer may lead to differing standards of care being applied by the City and/or State when they make repairs to property commonly associated with The Greenway and that new standards may detract aesthetically and structurally from design decisions made to enhance the Greenway District. Mr. Anderson also addressed the impact the transfer might have on a joint irrigation system that currently supplies water to areas managed by Conservancy, city and state entities. Discussions with the City and State continue on these matters.

Board members asked questions related to the ramp parcels, whether the city-state process was open to Conservancy input, and whether there alternatives to a state-to-city transfer that might preserve the improvements made to The Greenway while meeting standards required by both the state and city.

Mr. Brackenbury introduced Anthony Ruggiero, Horticulture Foreman, to present a review for the Horticulture Department. Mr. Ruggiero addressed the Horticulture Department's work bringing parcels acquired under the new lease with MassDOT up to Greenway standards. Mr. Ruggiero also highlighted the department's volunteer and tour programs, tree pruning efforts, and recently-concluded North End Improvement Project.

Mr. Stigberg presented a review of the Maintenance Department's activities in 2015, including working with the Horticulture team to complete the North End Improvement Project. Mr. Stigberg offered that the department and contractors

from Work Inc. still experience operational difficulties due to the continued delay of construction of a maintenance facility by MassDOT. Mr. Stigberg also relayed that the maintenance team had worked to install public art projects this year. Mr. Stigberg and his department were commended for installation of the swinging benches in the North End Parks, which have already become another popular Greenway amenity.

(Ms. Pappalardo and Mr. Chan left the meeting.)

Mr. Brackenbury introduced Jodi Wolin, Director of Development, who presented news to the Board that the Conservancy had secured honorees for the 2016 Greenway Gala and that the Gala would be held on Thursday, June 16th in the Wharf District Park.

6. Mr. Brackenbury presented to the Board proposed additions or updates to several corporate governance documents. The updates were the result of conversations with The Greenway's outside counsel, Goulston & Storrs, and vetted by the FARMC. The proposed additions are to adopt a document retention policy and lobbying guidelines. The proposed updates include to amend the code of ethics, whistleblower policy, and transparency policy. The proposed deletion is to eliminate the corporate governance guidelines. The FARMC reviewed each proposed action prior to the referral to the full Board.

Mr. Brackenbury explained that the rationale for eliminating the corporate governance guidelines is that the key provisions of the document are redundant with the by-laws and other governance documents. Outside counsel confirmed the appropriateness of elimination. FARMC members reviewed the recommendation to eliminate the guidelines prior to referral to the full Board.

On a motion by Helen Chin Schlichte, and seconded by Chris Manfredi, the Code of ethics, Lobbying guidelines, Document retention policy, Whistleblower policy, and Transparency policy were unanimously approved. On a motion by Bob Gore, and seconded by Chris Manfredi, the proposal to eliminate the Corporate Governance Guidelines was unanimously approved.

7. Mr. Brackenbury and Lucas Cowan, Public Art Curator, presented for Board discussion proposed considerations for a next major project on The Greenway to follow on the success of the Janet Echelman installation.

Mr. Brackenbury noted that the planning process for a major project ought to begin now so that sufficient planning and fundraising time are allowed and the Board has had an opportunity to work with staff to denote priorities for such a project.

Mr. Cowan outlined public art themes for Board consideration and offered that a longer discussion of the subject would be planned for the December Board meeting. Mr. Cowan discussed a timetable for the next major project, the type of project the Conservancy might consider, and the process for soliciting partners for the project. Mr. Cowan also offered the Board some examples of themes for a potential public art project.

8. Chair Murray announced that the next meeting of the Board would be held on Thursday, December 10, 2015. Chair Murray also congratulated Greenway Executive Director Jesse Brackenbury on being named one of the Boston Chamber of Commerce's Ten Outstanding Young Leaders for 2015. Board Members also extended their congratulations to Mr. Brackenbury.
9. No members of the public present sought to be heard.

The Rose Kennedy Greenway Conservancy Board Meeting was adjourned, upon a motion made by Bob Gore and duly seconded by Beedee Ladd, and a unanimous vote in favor was held at 7:34pm.