

**Rose Kennedy Greenway Finance Audit & Risk Management Committee  
(FARMC) Meeting  
Wednesday, June 15, 2016 – 12:00 pm  
185 Kneeland Street, 2<sup>nd</sup> Floor, Boston**

**Meeting Minutes**

**Committee Members Present In Person:** Chris Manfredi, Mark Boyle, Janelle Chan, Robyn Reed

**Committee Members Absent:** Thomas O'Brien, Bud Ris, Kim Sherman Stamler

**RFKGC Staff:** Michael Nichols, Renee Wood

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Open Session

FARMC Co-Chair Chris Manfredi called the meeting to order in Open Session with a quorum present, in person, at 12:00pm.

1. Ms. Manfredi called for a motion to approve the minutes from the April 26, 2016 meeting of the FARMC. **On a motion by Mark Boyle, and seconded by Robyn Reed, the minutes were unanimously approved.**
  
2. Ms. Manfredi introduced a discussion based on the Greenway Conservancy indirectly being notified of allegations of improper conduct. The allegations were made in a document created and circulated anonymously by a person or group asserting their document represented whistleblower claims.

Conservancy outside counsel Peter Kochansky of Goulston & Storrs, P.C. provided an overview of the Conservancy's Board-approved 'Policy on Reporting and Investigating Allegations of Suspected Improper Conduct.' Mr. Kochansky outlined the 13-part definition of improper conduct and spoke to processes and procedures triggered by properly-filed allegations covered under the policy. Mr. Kochansky recommended evaluating the claims under the whistleblower policy even if the Complainant(s) did not follow the procedure laid out in the policy.

A Committee discussion followed regarding the document and the Conservancy's response. Ms. Manfredi offered that the FARMC and Conservancy should be fair and thorough in addressing any allegations made in the spirit of the whistleblower policy. Committee members discussed the Conservancy's policy for handling such claims, suitable candidates to be named an Investigating Officer in accordance

with the policy, and the procedure under the policy for the Investigating Officer to make an 'initial determination as to "whether a reasonable basis exists for commencing a formal investigation." Committee members also reached consensus that the Complainant(s) shall be afforded the protections and anonymity guaranteed under the whistleblower policy even while recognizing that Complainant(s) did not comply with the policy in raising the claims in the document.

Ms. Manfredi proposed naming Bud Ris as Investigating Officer. She offered that Mr. Ris has only recently joined the Conservancy's Board after a lengthy career in non-profit management, including serving as the Executive Director of the New England Aquarium, and that Mr. Ris did not serve on the Board during the time period in question in the Complainant(s)'s document.

Committee members discussed naming Mr. Ris as the Investigating Officer for purposes of determining whether a reasonable basis exists for commencing a formal investigation. Committee members discussed providing the Investigating Officer with the assistance of a finance professional, preferably one with non-profit experience, and options were discussed and considered. Committee members also discussed whether the Conservancy should seek an outside investigator. A consensus was reached that the Investigating Officer's analysis, as outlined under the whistleblower policy, is an initial review meant to inform the FARMC and that a formal investigation should take place only if a reasonable basis exists for doing so. Committee members also expressed that any formal investigation would rightly be conducted by an outside person or entity.

Committee members inquired about the current practice for reviewing expenditures related to MassDOT funds. Renee Wood, the Conservancy's Director of Finance and Administration, offered that the Conservancy recently underwent an independent audit. Ms. Wood added that the Conservancy reports on a quarterly basis to MassDOT on the expenditure of MassDOT funds and that the Conservancy's outside auditors audited our MassDOT reports and pulled invoices for review in accordance with generally accepted accounting practices.

**On a motion by Janelle Chan, and seconded by Robyn Reed, the Committee unanimously voted "to appoint Bud Ris to conduct an inquiry consistent with the Conservancy's 'Policy on Reporting and Investigating Allegations of Suspected Improper Conduct' to assist the FARMC in the FARMC's**

**determination of whether a reasonable basis exists to further investigate the anonymous allegations of improper conduct. Bud Ris is further authorized to utilize the assistance of Lisa Schimmel and/or additional third parties to support his inquiry.”**

3. Ms. Wood provided updates on a collection of procurements first discussed and approved at the March 22, 2016 FARMC meeting. The first was anticipated for the replacement of garbage barrels in the Wharf District Park that was contingent on receiving outside private funding support. Ms. Wood updated the Committee that the funding did not materialize and the Conservancy was not moving forward with the procurement. The second was for a collection of smaller procurements to the same vendor, Matt Foti, that has come in at roughly \$59,000 combined for tree replacements and tree pit improvements in several locations on The Greenway, including new parcels. The third was for two procurements to the same vendor, Groundscapes Express and Eastern Landscaping, for a combined \$44,000 related to providing and installing mulch and compost to plant beds and delivering the same products as needed for horticultural projects.
4. Ms. Wood provided an update to the Committee that based on a recommendation by the Harvard CAP Team, a pro bono consulting group, made to the full Board at the most recent Board meeting that the Conservancy has posted a job listing for an Earned Income Manager. Ms. Wood offered that the consultant’s recommendation, supported by the Board and management, was that in order to grow earned income the Conservancy would need to invest in staffing to address related opportunities. Ms. Wood encouraged committee members to share the posting widely and noted that the Conservancy is an equal opportunity employer.
5. No members of the public present sought to be heard.

**The Finance, Audit and Risk Management Committee Meeting was adjourned, upon a motion made by Robyn Reed and seconded by Janelle Chan, and a unanimous vote in favor was held at 1:01pm.**