

**Rose Kennedy Greenway Finance Audit & Risk Management Committee
(FARMC) Meeting
Wednesday, July 27, 2016 – 11:00 am
185 Kneeland Street, 2nd Floor, Boston**

Meeting Minutes

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

Committee Members Participating Via Phone: Kim Sherman Stamler

Committee Members Absent: Thomas O'Brien

RFKGC Staff: Jesse Brackenbury, Michael Nichols, Renee Wood

Open Session

FARMC Co-Chair Chris Manfredi called the meeting to order in Open Session with a quorum present, in person, at 11:04am.

1. Ms. Manfredi called for a motion to approve the minutes from the June 15, 2016 meeting of the FARMC. **On a motion by Robyn Reed, and seconded by Mark Boyle, the minutes were unanimously approved.**
2. Ms. Manfredi introduced a discussion on the pending investigation into allegations of improper conduct. Ms. Manfredi introduced Bud Ris, who was appointed Investigating Officer at the June 15, 2016 meeting.

Mr. Ris thanked Lisa Schimmel (not present at the meeting), a CPA who assisted Mr. Ris in the initial inquiry, and Renee Wood, the Conservancy's Director of Finance and Administration, for their time spent on this matter. Mr. Ris recapped his charge as the Investigating Officer. He remarked that he was only willing to accept the role if allowed full latitude to independently review every area of the Conservancy's books and any other documentation he deemed necessary to conduct a full, fair inquiry.

Mr. Ris noted that the charge of an Investigating Officer appointed pursuant to the Conservancy's Whistleblower policy is to consider whether improper conduct has occurred. To guide such a review, the policy outlines 13 possible bases for improper conduct to have occurred. An Investigating Officer's charge, Ris offered,

is to inform the FARMC whether a reasonable basis exists for further examination through a formal investigation.

Mr. Ris also noted that no staff or Board member saw [his report](#) or was provided an opportunity to comment until he asked for its distribution for today's FARMC meeting. Mr. Ris did consult the Conservancy's outside counsel in advance to confirm adherence to the whistleblower policy.

Mr. Ris offered that he organized [his report](#) around eight categories of claims by the anonymous complainant(s).

Mr. Ris offered his conclusion that "[there is no reasonable basis for launching a formal investigation into the complaints set forth in the GU document.](#)"

Mr. Ris discussed his investigation, which included 60 hours of his time spent over a 30-day period and considerable additional time from Ms. Schimmel and Conservancy staff.

Mr. Ris outlined his [eight areas of analysis and investigation](#) and summarized his conclusions on each question.

Mr. Ris offered that many of the anonymous claims stemmed from the process by which the Janet Echelman project was considered, budgeted, adjusted, and approved. Mr. Ris offered that his review demonstrated that each milestone in the Conservancy's timeline for the procurement of professional services for the Echelman project was properly noticed publicly by staff, placed on the agenda for public meetings of the FARMC and full Board, considered and approved by the FARMC and full Board, and matched by private fundraising, earned income, art grants, and unrestricted non-public funds. Mr. Ris also offered that the Conservancy's outside, independent auditors reviewed the release of donor funds in association with the Echelman project and also found them to be properly disbursed.

Mr. Ris also noted that no public funds were improperly allocated to the Echelman project, that the ED's salary was not out of alignment with the competition for comparable positions at other non-profit organizations, and that the Conservancy's auditors had recently completed a clean audit of the organization's books. Mr. Ris reiterated his view that "there is no reasonable basis for launching a formal investigation into the complaints set forth in the GU document."

Board members asked questions about whether Mr. Ris' report would be publicly available and made available. Mr. Boyle specified that a motion would be appropriate to send the report directly to MassDOT internal audit department. Staff indicated that the report would immediately be placed [online on the Conservancy's website](#), linked from the minutes of this meeting, and shared with interested stakeholders, including MassDOT. Staff also indicated that MassDOT continues to receive quarterly and annual financial reports from the Conservancy in the manner prescribed by MassDOT and that all of those reports are publicly available on the Conservancy's website.

Counsel reiterated that under the Conservancy's Whistleblower Policy the Committee must take action in response to Mr. Ris' report. **On a motion by Janelle Chan, and seconded by Mark Boyle, "the FARMC determines that no reasonable basis exists to commence a formal investigation" into the anonymous claims investigated by Mr. Ris. The vote passed unanimously, with Mr. Ris abstaining from the vote.**

Mr. Boyle asked for a motion to share the results of the report with MassDOT internal audit department. **On a motion by Mark Boyle, and seconded by Robyn Reed, "the FARMC moved to share Mr. Ris' report directly with MassDOT's internal audit department." The vote passed unanimously, with Mr. Ris abstaining from the vote.**

Janelle Chan left the meeting

Mr. Brackenbury and Ms. Manfredi offered thanks and praise to the full Conservancy staff for their continued excellent performance throughout this process.

3. 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 Mark Boyle and seconded by Robyn Reed, and a unanimous vote in favor was held at 11:55am.