



**Rose Kennedy Greenway Board of Directors Meeting
Tuesday, May 14, 2019 – 5:30 pm
185 Kneeland Street, 1st Floor, Boston**

Meeting Minutes

Board Members Present In Person: Alli Achtmeyer, Mark Boyle, Kathryn Burton, Robertstone Goodridge, Roz Gorin, Carmine Guarino, Doug Husid, Deniz Johnson, Karen Johnson, Rebecca Lee, Bryant McBride, Robyn Reed, Bud Ris, John Shea, Kim Sherman Stamler, Brad Snyder, David Wilkinson.

Board Members Present On Phone: Jim Kalustian

Board Members Absent: Susanne Lavoie, Tom O'Brien

RFKGC Staff Present: Alan Auger, Jesse Brackenbury, Keelin Caldwell, Tracey Cooke, David Dalena, Rachel Lake, Samantha McGinnis, Rebecca McKeivitz, Eileen Ong, Alex Pittman, Robert Stigberg, Cheryl Sullivan and Erin Webb.

Non Board Members Present In Person: David Kelleher (AAFCPA), James Cassetta, (WORK Inc.)

Open Session

Greenway Board Vice Chair Kathryn Burton called the meeting to order in Open Session with a quorum present at 5:35pm.

1. Vice Chair Burton called for a motion to approve the minutes from the March 26, 2019 meeting of the Board of Directors. **Upon a motion made by David Wilkinson, and seconded by Bryant McBride, the minutes were unanimously approved.**
2. Mr. Brackenbury discussed the nomination of John Shea as chair of the development committee. The committee has long been chaired by Kathryn Burton, who steered the committee through times of transition and helped raise considerable funds for the Conservancy, most notably for the Carolyn Lynch Garden and the biggest Gala of The Greenway's history. Mr. Brackenbury thanked Ms. Burton for her service and introduced John Shea. **Upon a motion made by Brad Snyder and seconded by Mr. McBride, the motion to nominate Mr. Shea as the chair of the Development Committee was unanimously approved.**

3. Bud Ris introduced Form 990 & Form PC. FARMC had reviewed these forms in their most recent meeting and on behalf of the committee, Mr. Ris explained to the board that the forms contained useful descriptions of The Greenway and its activities during 2018 and revealed no surprises about the Conservancy's financial situation. Mr. Ris noted that a downturn in the endowment at the end of 2018 had since recovered and that the audit was clean.

David Kelleher from AAFCPAs was present to answer questions about the forms and to discuss a new change in the law which taxes employers for pre-tax benefits provided to employees. AAFCPAs has written to legislators in protest of this new law, but until action is taken on the state level, The Greenway must pay taxes on employee pre-tax commuter benefits.

Ms. Burton thanked the finance staff for their efforts. **Upon a motion made by Deniz Johnson, and seconded by Mr. Ris, the 990 was unanimously approved.**

4. Mr. Brackenbury presented the board with information about a proposed public art acquisition by well-known Nigerian-British artist Yinka Shonibare. Under the agreement, the Conservancy will pay Yinka's studio £130,000 for the production of a sculpture to be displayed on The Greenway in 2020. The studio will retain ownership of the piece but sell the piece via auction upon de-installation and reimburse the Conservancy from the proceeds of the sale. While there is no guarantee of a sale, Yinka's most recent work has sold for millions. In addition to the sculpture, Yinka will be doing the Greenway Wall mural in 2020. Mr. Brackenbury notes that only private funds and competitive grants are ever used for public art on The Greenway, but as the expenditure is over \$100K, board approval is required. Ms. Lee asked about plans for programming around this installation. Mr. Brackenbury described The Greenway's past efforts and future plans. **Upon a motion made by David Wilkinson, and seconded by Brad Snyder, the Board unanimously approved the motion to approve payment of £130,000 to Yinka Shonibare.**

Mr. Brackenbury described to the board the currently open Request for Proposals for the basic maintenance contract. Mr. Ris noted that it is a fiduciary responsibility of the Conservancy to put this large contract out for bid regularly and to keep issues of quality and reliability in mind. A small working group of board members has been looking at this issue. Mr. Brackenbury was seeking the authority to negotiate and to find final budget amounts. **Upon a motion made by Bryant McBride, and seconded by Deniz Johnson, the Board unanimously approved the motion to authorize Mr. Brackenbury to negotiate and execute a contract with one of the two RFP process finalists for as close to the 2019**



budgeted amount (\$700K) as possible, but not to exceed the budgeted amount by more than 10% (i.e., \$770K).

Kim Sherman Stamler joined the meeting at 6pm

James Cassetta, President and CEO of Work, Inc. discussed with the board his hopes that WORK Inc. would continue to hold the basic maintenance contract. Mr. Cassetta described the history of the relationship and their RFP submission. Board members discussed the importance of the RFP process and thanked Mr. Cassetta for his presentation.

5. Director of Development Alex Pittman and Mr. Ris presented a draft mission statement crafted by a small working group of board members, including Ms. Achtmeyer, Mr. Goodridge, Mr. Ris and Mr. Shea. The group presented the first sentence to the board for approval as the official mission statement: “The Conservancy has sole responsibility for managing all aspects of the Rose Kennedy Greenway, including horticulture, programming, public art, maintenance, and capital improvements.” The staff will work on accompanying text about vision and values. **After a motion made by Mr. Shea, and seconded by Mr. Wilkinson, the Board unanimously approved the proposed mission statement.**
6. Ms. Pittman provided an update on Fundraising activities. She showed a list of sponsors for Gala, noting high levels of board support, and expressed gratitude to Ms. Achtmeyer for co-chairing the event. The board discussed possibilities for additional sponsors for Glow in the Park, a more informal event the evening after Gala. Ms. Pittman also discussed the many in-kind gifts The Greenway has received this year, plans for a spring appeal, and introduced David Dalena, the Conservancy’s new Senior Development Officer.
7. Director of Maintenance and Capital Bob Stigberg provided an update on Maintenance activities. The Conservancy recently acquired two new electric vehicles, bringing the fleet to three, purchased with capital funds from MassDOT. The shipping containers behind the building now have electricity. Maintenance staff have been assisting with public art installations, including Karl Unnash and Augmented Reality. Updates to the Rings Fountain are anticipated to be completed by Memorial Day.



8. Karen Johnson gave an investment update on behalf of the Investment Committee. The Conservancy currently has two providers, and while its investment profile is low risk, the current volatile environment may result in returns being slightly below par. The Committee is considering hiring an Investment Manager.
9. Mr. Brackenbury provided the board with Greenway updates. New City regulations require that everyone asking the government to take action on an issue, however small, register as a lobbyist, and accordingly, Rachel Lake has registered on behalf of the Conservancy.

Brad Snyder left the meeting at 7:05

The design and community process for Parcel 2, a small area at the northern end of The Greenway, is beginning shortly under the direction of the BPDA. Construction procurement and oversight will be conducted by the Conservancy. It is hoped that the park will open in 2020. The BID Enhancements Committee has commenced meeting and their \$500K annual fundings will begin with the start of their fiscal year on July 1, 2019.

Deniz Johnson left the meeting at 7:15

Mr. Brackenbury reminded the board of the initiatives to celebrate The Greenway's tenth year, including new public art, a meadow, beehives, banners along The Greenway, the Rings Fountain upgrades and a commissioned dance piece. In staffing notes, Mr. Brackenbury noted that a new Volunteer Coordinator has started, a new Programs Coordinator is due to start shortly, and hiring for a Project Coordinator for the Maintenance department should happen soon. Samantha McGinnis, who co-leads Programs, will be departing at the end of June; the Conservancy has hired an Assistant Director. A Park Ranger position is open. The position of Senior Maintenance Technician remains open.

The Rose Kennedy Greenway Conservancy Board Meeting was adjourned, upon a motion made by Mr. McBride and seconded by Mr. Husid, and a unanimous vote in favor was held at 7:19pm.



DELETE BELOW:

Cheryl's notes.

Kathryn burton calls meeting to order 6:35

Staff

Alex

Rebecca

Erin

Alan?

David

Bob

Samantha

Keelin

Eileen

Tracey for part

Rachel?

Other

Kelleher from AAF

Jim from Work, inc.

Board

Jim on the phone

Pretty sure:



Carmine
John Shea
Alli
Roberstone
Bud
Rebecca Lee
Doug
Deniz
Kathryn
Robertstone
Bud
David
Bryant

Approval of meeting minutes
David motions to approve
Bryant seconds
All in favor aye

Minutes are approved

Move into #3 Governance matters

Jesse takes that one

Just one single item for a vote which is that Kathryn has been long serving chair of development committee. John going to take over.

Few people sign up for this committee Thanks to Kathryn, she stepped into big shoes, did it through big transitions, lots of uncertainty, kathryn helmed, raised a lot of money, including carolyn lynch gift and biggest gala. Thank you for carrying the torch, thank you to john for carrying the torch.

Guy next to doubt, Brad Snyder moves

Bryant seconds

All approve

To sing john's praises, eaton vance long time supporters, eaton vance hosting public art reception, they

4. Tax Filings 990 & Form PC

Bud says even non profits have to file taxes. Bud says that FARMC reviewed forms, no big surprises, useful description of who we are and what we do, no big surprises, big downturn in endowment but since recovered, faltered again last few days. Less grant money because we spent down Lynch money. Audit clean .



Alli came in at 5:40

Dave Kelliher is here from AAF CPA Firm to answer questions and to talk about new change in law which means we have to pay taxes on pre tax commuter benefits.

Disqualified

Even if a non profit offeres pretax benefits to employees, gross number 18K in pre tax benefits, that was taxed at 21% from feds, 8% from state.

Our firms has put letter out to legislators. Big change that Dave has flagged.

Dave asked if the number had stayed contant and it has, maybe go up a little as staff expands.

Kathryn asks if any questions about 990?

Going forward, we'll do a safe harbor, about \$5000 every quarter.

Kathryn recommends everyone review 990, thank you to the entire finance staff.

Vote to accept 990 motiion to approve woman in red, second was.....Bud? All accept, formally approve.

Legislation requires our 990 done on time, unlike many non profits, only works well because our books are clean and auditors are good.

Woman next to tracey comes in at 5:50

Yinka acquisition, Discussed in depth at finance committee. Yinka is a big deal. He was one of five proposed for mlk monument in common. He will be biggest artist name. In addition to this sculputre he'll be doing 2020 mural. Nigerian british artist. Wind sculputre. Whats different about this one his studio will still own it but when they sell it they will pay us back for the 130 british pounds, no guaranteed but he's a big name and we think it will sell as much of his other work has sold. Thanks quick back ground. No public dollars are ever spent on public art except for competitive bids, but board needs to vote on expenditure because it's over \$100K. Rebecca asks where it will be installed? Jesse not sure, texting lucas. Wind sculputre on parcel behind mural, next to trade and atlantic wharf.

Artist's work often sells in millions.

Rebecca asks about artist in residence, if he will interact with children. Is there programming around this for people who might otherwise not come to greenway? JEsse says we've moved away from doing programming around art because it didn't draw in a big way. Genreally for 2020 lucas is thinking of doing programming around art in general, but not sure exactly. Giving a platform to a certain kind of artist.

Other questions?

Ok for jesse to negotiate and pay \$130 pounds approximately how many us dollars?

Dave motioned,

Brad seconded,



Everyone is okay with itf
Work inc.

To allow negotiations iwth two finanalists. New contract intended to being october 1st, next board meeting in september. Small working group working on it, will report back. Two finalists, this motion would authorize jesse to negotiate with two. Fiduciaty responsiblity to put this out to bid every now again, bud says, important to look at issues of quality and reliability, but it's really important to put this out for big maybe third or fourth time we put this out to bid.

Move to authorize jesse to negotiate - find budget amounts. Bryant moved, johnson second. All in favor,
Kim came in at 6pm

601 jim from work in came in to make presentation
President of work inc, subcontractor of greenway. 500 million company, at the greenway since day one. Senator kennedy, menino, peter meade all got together to get work inc in on the greenway. We are one of few private contractors they deal with. Jim walked through timeline that he handed out. Competitors are for profits and that concerns jim a lot. It's a tough world, jim respects that

Rfp says decision will be made by may 3, now it's past that, no decsion
Staffing same as ten year ago. Ten years ago there weren't food trucks, there weren't so many events. Work Inc added full time staff person to clean chinatown. Proposing investment in equipment. It's a tough contract in the winter, proposing to invest in equipment that will result in a reduction of charge on snow removal. Will guarantee costs for 3 years. When Dept of Labor adjusts wages, Work inc asks that greenway honors those increases. Nine people on greenway, several there for four years, people stay for a long time. Work inc will meet tthe numbers. Jim walks through at least once a week. This isn't about profit, it's about mission, Work inc knows how to do job, it's been challenging due to The Greenway's success. Want to continue to support The Greenwya's success.

Manager been with them 36 years, spends 2, 2 ½ days on greenway, doesn't bill to greenway.

Brad Snyder asks some questions. Like, amount they are bidding is above what we just agreed to pay. Staff and work inc have to negotiate. Will do best we can with number voted. Brad thinks there's a disconnect - if you want more, how are you going to meet needs of greenway at that number?

Kathryn reminds that we just voted to authorize decision, more conversations



Doug says he appreciates the presentation, appreciates the passion but we have to respect the process and allow the negotiation to happen. There is a process that has to happen, there's another bidder.

That ends number 5

6. Mission Statement

Last time we met the group decided mission statement needed work.

Robertstone, ally, john and bud met to discuss and did a lot of word smithing.

Recommends a 3 tiered structure, top mission statement needs to be approved by board

Bud asks for clarification, just asking for approval on bold print top paragraph, other paragraphs just offering clarifications. Point of statement to be really clear,

Kathryn loves the whole thing. Woman next to kathryn (susanne lavoie??) close to description says she likes it, it's concise and good.

Joke about oxford comma

Motion to approve

John motioned, guy next to david seconds.

Totally approved

Gala is 3 weeks away. Here's a beautiful list of our sponsors. Lots of board member names, lots of stars, all good. Fill your tables, get us your guest names, if you can't use the seats, we'll sell them. We have a stack of gala invitations. Huge thank you to ally for coming once a week to discuss details. She and her husband are hosting a private event next week with governor (she got him twice). Still have some work to do,

Any questions for alex? Live appeal two pronged approach, still have cards on table, have a way to give by credit card. ALli thanks to those who have given, trying to get board at 100%.

Have had extensive meetings to not replicate last year Have two rooms, can't set up that one tent is better than another. Design is so different it will be nice and clean and short. Governor so good, it will work.

Follwing night is glow in the park Young professionals, fun drinks, food trucks, very different from gala. \$65K is goal. Tickets are \$85, wont' make final with tickets, looking for sponsorships, robertstone and alex went to see a potential sponsor today,



Jesse asks who are our sponsors? Autodesk presenting sponsor, citizens, msf, pembroke, Kim asks about spreading net wider to salons, etc for their employees, offering employees a party on Friday night, Deniz points out that there are lots of profitable start ups in the area, could ask them.

Alex shows graph that we made, talks about all the great gifts we've received. In-kind, Yotel, airlines for example. Year to date, actual versus budgeted looks terrific. We do very conservative budgeting, goal always to exceed, increased emphasis on individual donors. Postcard will follow with spring appeal. This postcard went out a few weeks ago, hit at same time as gala mailing but different list, David is here, first time we've had a staff exclusively focused on major donors, he'll be reaching out to board members. David sees lot of promise.

Kathryn thanks Alex for all her work,

Now Bob gives update on maintenance

2 new electric vehicles, bringing fleet to three, due to capital fundraising from MassDOT. All carry half ton, really pleased with them.

Expanded electrical so cars can plug in.

Conex boxes now have power to them. Sounds mundane, but big stuff, now they are lit, we are happy.

Assisting with public art, AR and Karl Unnash, team installed all electrical so it lights up at night (goes on at 6:30)

Rings fountain - it's ten years old. Got a great price on some lights, taken a lot of effort by team starting in December with WET design. Cleaning needed to happen to start work, installed lots of wire, install junction boxes,

Our staff worked with WET, in some cases corrected their design,

WET engineers said it was best maintained fountain they'd seen, real compliment to maintenance staff. We've been maintaining it in house for all these years.

Jim says we should put this into the press, this isn't a glamorous story but it's a really good one about the commitment that goes into maintaining. Rebecca, our capital projects manager, helped keep everyone organized, let the charge. Thank you Rebecca - o

This is one of our projects for our ten year anniversary, proud to make the investment in improving. All this bad weather, WET is behind schedule, our staff has us ahead of schedule

Plan was to go live before Memorial Day, we're on track to do that. Keelin talking to dance company to commission a dance/performance in fall also some live performances

Karen Johnson is woman in red.



Karen to give investment update: we've been watching funds investments, we have two providers, TIFF that specializes in endowments, and fidelity. So much volatility lately, that will affect our core endowment. Thinking about who is managing our money
Probably end up being a little below par, our investment portfolio is low risk but still, with this volatility. Kathryn asks if we go out to bid for investment help. Some frustration with TIFF< thinking about going to a manager, so we're thinking of having some conversations to see if we should open up negotiations or open it up to bid. Board members, can you recommend a firm? Right now we are information gathering so we'd like some people to talk to.

Jesse, Greenway Updates.

Dates to remember include openings at trillium, city winery,

Volunteer coordinator started

Programs coordinator challenging role to have vacant at this time of year, our intern from last summer Olivia is filling role.

Project coordinator to join bob's team, in final stages

Assistant director of programs, samantha leaving end of june, we hope we are close to making an offer to a finalist.

Senior maintenance tech position open

Newly open park ranger position open

We will send job descriptions to board for help with distribution.

Any questions?

Lobbying ordinance: state law, you have to register as a lobbyist, everyone has to do it, including Rachel, maybe jesse, because we are engaged in conversation about liquor licenses, there is no longer a threshold. Guy on the right of me wonders if there will be any ramifications to us being a lobbying organization in terms of our fundraising. There are specific guidelines around donating to lobbyist group. Rebecca says, problems is it's a really bad piece of legislation - everyone who asks government to take action on an issue is a lobbyist. It's a badly written ordinance, lots of groups mobilizing to educate councilors on what they've done. Guy on my right is john shea.

j

7:05 brad snyder left

Parcel 2 at northern end of greenway, near beverly, intended to be a park, collected money from related beal and others to start a community process for design. Small budget, small area, hope remains it will go into construction in spring 2020, open later in 2020, keep fingers crossed.

Greenway BID, this has been focus for them, this is the only part they are adjacent to, it's a weekly lot for the most part. BID has been pushing city on this. Maintenance does some work now, but not a lot. Board member compliments staff because there's really not that much trash anymore. Bud asks if we want green or we want something provocative. Kim says RFP isn't



around public art, it'll be mostly benches and greenery. Community process this summer will demonstrate what people want, board members agree it's a tough area.

BID Enhancements committee has been meeting, their fiscal year starting 7/1 there will be money to contribute to enhancements, lots of brainstorming, the process begins! Half million dollars to improve the greenway, maybe it's a mess but okay.

Deniz Johnson left at 7:15

Jesse reminds that it's our tenth year. We have great stories to tell, public art, meadow, banners, bees. Banners are a nice touch of green in a spring that has no green. If weather gets nice everything will look great.

No one else for public comment

Lets' close meeting

Mot9oin bryant

Secont doug

All approve

Meeting ends at 7:19pm

Notice of Public Meeting Rose Kennedy Greenway
Conservancy, Board of Directors Tuesday, May 14, 2019,
5:30PM – 7:30PM 185 Kneeland Street, 1st Floor
Conference Room

Agenda

1. Welcome Jim Kalustian, Chair
2. Approval of March 26, 2019 Meeting Minutes (5 mins) Kalustian
 - Vote
3. Governance matters (5 mins) Kalustian
 - Vote
4. Tax filings (990 and Form PC) (15 mins) Bud Ris, FARMC Co-Chair; Tracey Cooke,
 - Vote Dir. of Finance & Administration



5. Procurement approvals (10 mins) Jesse Brackenbury, Executive Director
 - Vote

6. Mission Statement (10 mins) Alex Rogers Pittman, Director of
 - Vote Development

7. Fundraising updates (15 mins) Pittman

8. Maintenance update (15 mins) Bob Stigberg, Director of Maintenance & Capital

9. Investments update (10 mins) Karen Johnson, Investment Comm. Chair

10. Greenway updates (5 mins) Brackenbury

11. Public comment

12. Adjourn

*Next scheduled meeting of the Board of Directors: Tuesday, September 10, 2019
5:30PM*

Reed, Robyn
Sherman Stamler, Kim
O'Brien, Tom
McBride, Bryant
Johnson, Karen
Lavoie, Susanne
Kalustian, Jim
Burton, Kathryn
Achtmeyer, Alli
Husid, Doug
Boyle, Mark



Ris, Bud
Snyder, Brad
Guarino, Carmine
Gorin, Roz
Johnson, Deniz
Shea, John
Goodridge, Robertstone
Lee, Rebecca
Wilkinson, David