

**Rose Kennedy Greenway Conservancy
Finance, Audit & Risk Management Committee Meeting
Tuesday, December 10, 2019– 12.09 p.m.
185 Kneeland Street, 2nd Floor, Boston**

DRAFT Meeting Minutes

Committee Members Present In Person: Bud Ris (Co-chair), Kim Sherman Stamler (joined at 12.16 p.m.), Mark Boyle, David Wilkinson

Committee Members Present Over the Phone: None

Committee Members Absent: Karen Johnson (Co-chair), Susanne Lavoie, Robyn Reed

RFKGC Staff Present: Jesse Brackenbury, Tracey Cooke, Srivi Radhakrishnan

Non-Committee Members Present: Ronni Rausch, Arthur J. Gallagher & Co.

Open Session

Co-Chair Bud Ris called the meeting to order in Open Session at 12:09 pm.

1. Mr. Brackenbury updated the Committee members that Robyn Reed, Kim Sherman Stamler, and Susanne Lavoie would be stepping off the Finance, Audit and Risk Management Committee, and Ms. Linda See, Ms. Rosalind Gorin and Ms. Deniz Johnson would be proposed for addition at the upcoming December 17, 2019 Board meeting.

2. At 12.11 p.m. Ronni Rausch from Arthur J. Gallagher & Co., the Conservancy's insurance brokers briefed the Committee on increasing coverage for umbrella insurance. The Conservancy currently has coverage for \$4M in umbrella insurance for a cost of \$7,943. She proposed that the Conservancy take up additional coverage for umbrella insurance up to \$5M for a total cost of \$9,813 or up to \$10M for a total cost of \$10,300. Mr. Brackenbury contextualized this and said that the Conservancy currently has general liability and property insurance that is mandated by the agreement between MassDOT and the Conservancy. The members of the Committee had questions on who is currently liable for any claim made by a user of the Greenway and whether the Conservancy could be sued for gross negligence. Committee members also wanted to know more about the policies that the Conservancy currently has. The Committee members requested for further information on the current coverage that the Conservancy has and also

wanted different quotations for the proposed Terrorism policy coverage from multiple vendors. Ms. Rausch said she would provide more details on this. Mr. Brackenbury and Mr. Ris agreed that the Committee would revisit this item after more information was presented in advance to the Committee members so they could make an informed decision; an additional FARMC meeting will likely be scheduled to devote to the topic of insurance

Ronni Rausch exited the meeting at 12.40 p.m.

3. After a motion was made by Mr. Ris and seconded by Mr. Boyle, the minutes from the October 24, 2019 meeting were unanimously approved at 12.41 p.m.

4. Mr. Brackenbury introduced the next item on the agenda, the procurement of AE Event Services for \$76.5K for a three-year contract for event management services for the Gala on The Greenway and Glow in the Park. This procurement was essential with the departure of one of the Director of Programs who had managed this in the past. This would allow the Fundraising department to focus on the fundraising for these events and for Programs to manage their robust Programs season. After a motion called by Mr. Ris at 12.47 p.m. and seconded by Mr. Wilkinson, this motion was passed unanimously.

5. Mr. Brackenbury presented the next item on the agenda. The Conservancy is currently accepting responses to two Request For Proposals: a State of Good Repair study and a Climate Change Asset Management resilience study for The Greenway. He said that though the Conservancy had sent out separate RFPs, parties were invited to apply for both bids. Either contract might exceed the FARMC procurement approval threshold and if both were awarded to a single firm (via two separate contracts), it might exceed the Board \$125K threshold. This procurement will be brought to the 12/17/19 Board meeting.

Mr. Boyle had questions about whether the Conservancy was satisfied with Block By Block's performance to which Mr. Brackenbury replied to the affirmative. He also had questions regarding security on the Greenway to which Mr. Brackenbury responded by saying that since one ranger was on long term disability, the Conservancy had engaged the services of "New England Security" a professional firm and has budgeted to continue to make use of this service to supplement the Conservancy's Ranger program in 2020.

Mr. Boyle left the meeting at 1.06 p.m.

6. Mr. Brackenbury then presented the organizational and said that these would be presented at the Board meeting on December 17, 2019. The Committee members had questions on the staff turnover and staff successes. Mr. Brackenbury noted that Mr. Shillaber, Director of Horticulture, has departed the Conservancy after working for 10 years.
7. At 1.11 p.m. Mr. Brackenbury presented the budget. He said that the Conservancy was presenting a balanced budget at \$6.38M and the surplus from 2019 was primarily being used to fund Capital Projects in 2020. He mentioned that this year's operational budget was higher because the Fundraising Department was being heavily invested in. He said that the Conservancy was operating with a ~5-month operating reserve and reminded the Committee that the Conservancy had approximately \$650K in Board designated funds that the staff recommended saving as a "rainy day fund." Mr. Wilkinson asked why the projected capital expenditures for 2020 were \$1.24M vs. projected capital revenue of \$1.06M. Ms. Cooke explained that there was a difference in timing between the influx of money and the actual expenditure in the park.
8. At 1.25 p.m. Ms. Cooke gave an update on the audit. Additionally, she said that the Conservancy is considering hiring the consulting arm of AAFCPAs to help the Conservancy in an overhaul of the Accounting and Payroll software.
9. At 1.27 p.m., Mr. Brackenbury gave an update on the proposed Guidelines for review of nearby real estate development projects. He said that these proposed updated guidelines were formulated by a working group comprised of members of the Board and Conservancy staff. The policy would be brought to the Board on 12/17/19 for a vote.
10. At 1.32 p.m., Mr. Brackenbury gave an update on two small changes that were being proposed to the Conservancy's Procurement Policy. The policy would be brought to the Board on 12/17/19 for a vote. The members of the Committee suggested that for both these proposals, the Board should be given a copy of both the old documents and the proposed documents so they can go over the changes and then vote on them.
11. No Members of the public present sought to be heard.

Upon a motion made by Mr. Wilkinson and seconded by Mr. Ris, The Finance, Audit and Risk Management Committee of the Rose Kennedy Greenway Conservancy Board of Directors was unanimously adjourned at 1:35 pm.