

**Rose F. Kennedy Greenway Conservancy Board Meeting**  
**Monday December 3, 2012 – 5:30 to 7:30 pm**  
**Atlantic Wharf, 290 Congress Street 2<sup>nd</sup> Floor**

- DRAFT PENDING APPROVAL AT THE NEXT PUBLIC MEETING

Meeting Minutes

RFKGC Board Attending: Clinton Bench, Chris Betke, James Chan, Cheryl Cronin, Chris Fincham, Phil Griffiths, Maggie Hunt, Susanne Lavoie, Martin (Woody) Lynn, Chris Manfredi, Georgia Murray, Jane Pappalardo, Young Park, John Pregmon, Helen Chin Schlichte

RFKGC Not Attending: Robert Gore

RFKGC Staff: Nancy Brennan, Jesse Brackenbury, Jodi Wolin, Steve Anderson, Charlie McCabe, Lisa Schimmel, Darryl Milton, Amy Dwyer, Linda Jonash

---

Minutes

Georgia Murray, Chair of the Greenway board opened the meeting and welcomed all present and noted that she would be shifting the order of the agenda to accommodate some late arriving board members and ensuring a 2/3 majority of the board to approve the Conservancy's revised by-laws. Ms. Murray then called for a motion to approve the minutes of the October 2, 2012 Annual Meeting.

**A motion was made and duly seconded. A roll call vote of the board was called and the minutes were approved: 10 votes in the positive, none in the negative.**

Ms. Murray introduced Chris Manfredi, Chair of the Audit and Risk Management Committee to review the FY12 990's. Ms. Manfredi briefly reviewed the audit process and referred to the presentation that she and Feeley & Driscoll made at the October Annual Meeting. She thanked them as well for the preparation of the 990's and Form PC; further noting the hard work of the Conservancy's Finance Director Lisa Schimmel. The discussion was opened to questions, with none raised the board chair called for a motion to approve the FY12 990 and Form PC.

**A motion was made and duly seconded. A roll call vote of the board was called and the FY 12 990 was approved: 10 votes in the positive, none in the negative.**

Ms. Murray moved to the revised Greenway by-laws updated by Goulston and Storrs to ensure that they are consistent with chapter 242 of the Acts of 2012. Goulston & Storrs attorney Jack Eiferman provided an overview of the changes and to address and questions from the board. Mr. Eiferman reviewed many sections of the updated by-laws, focusing on Sections 1, 2 and 3 for the purposes of the meeting. He also explained the areas where the Conservancy's by-laws now differ from standard non-profit by-laws.

There was a clarification of the term "membership" in the by-laws: the Conservancy's new membership program is not an entity within governance, but a program of financial support and public engagement.

There was additional questions regarding the nomination process and it was confirmed that one name does constitute a list for the purpose of these by-laws. It was specifically noted by attorney Eiferman that Greenway board members have a fiduciary responsibility to the entire Greenway and are not delegates of their respective nominee. There was further discussion on the process for the election of officers, term limits and votes taken by the board. Attorney Eiferman updated the board on the changes to committees in the by-laws and noted that the board will now have three committees; Audit, Risk Management and Finance; Investment; and Development. He clarified that the board was required to have an Audit committee. It was noted by a board member that the number of committees was not prescribed in the legislation, but specified within the by-laws and could be changed if the board wanted to with a 2/3 vote of the board. It was confirmed that committees can take action if there is a quorum of the committee and that the majority of that group are in agreement on the issue. A board member asked for clarification of a reference to the president of the corporation in the by-laws and if that was redundant with the board chair. Nancy Brennan noted the section that describes that the board chair serves as the president of the corporation.

There was a discussion of unanimous consent in writing by the board and how it is generally used for expediency or greater show of support for an issue. The question was asked if there was any other meaning in the by-laws. Attorney Eiferman directed the board to section 2.17 that unanimous consent of the board in writing was allows in the by-laws as long as it did not violate any provisions of the open meeting law. A board member noted that the reason for the question was for the sake of expediency of an issue and procedural rules of order such as Robert's Rules and asked if that had been give any consideration. Ms. Murray noted that the board was welcome to raise any questions regarding Robert's Rules or make any suggestions on streamlining the current procedural process. Hearing no other questions regarding the by-laws, Ms. Murray called for a motion to approve the by-laws as amended.

**A motion was made and duly seconded and a roll call vote of the board was called and the by-laws as amended were approved: 12 in the affirmative and none on the negative.**

Ms. Murray turned to the discussion of the nomination slate for the three proposed new board members Christopher Betke, John Pregmon and Jane Pappalardo. Chris Betke and John Pregmon each spoke about their excitement to become a board member and noted their commitment to the entire Greenway. Ms. Murray called for a motion to approve the nomination slate.

**A motion was made and duly seconded and a roll call vote of the board was called and the nomination slate of new board members was approved: 12 in the affirmative none in the negative.**

It was noted that the remaining vacancies are in the process of being filled including two for the Governor and one for the Mayor.

#### Executive Director's Report

Nancy Brennan presented an executive director's report that began with a discussion of the kick off of the Conservancy's membership program and highlighted a number of this year's public programs like the Food Truck Thowdown, the Boston Local Food Festival, the Conservancy's food vending program and

the upcoming 2012-2013 Winter Lights events. Ms. Brennan also discussed the 2012 program survey encouraging everyone to take the survey and forward to key stake holders. The Conservancy's volunteer program was highlighted noting that volunteer hours nearly doubled to 2,250 this season. There was an update on the Conservancy's recent public art RFQs noting that the Winter Lights RFQ received 70 submissions from 16 states and 7 countries and the Connection RFQ received 100 artists' submissions from both from New England and around the world. Ms. Murray reminded everyone of the board designated funds that were authorized about a year and a half ago to jump start this process and noted the success of this project to date.

#### Expansion of South Station and Municipal Harbor Plan/Greenway District Planning Study

Linda Jonash, Director of Planning and Design presented on two timely long term planning projects that will impact the Greenway. The expansion of South Station (led by MassDOT) and the Municipal Harbor Plan and Greenway District Planning study (led by the BRA). Ms. Jonash briefed those present on the scope of the South Station project and the need for the expansion, the project team, the anticipated timeline, the project tasks and cost estimates and funding sources.

Ms. Jonash reviewed potential opportunities and impacts to the Greenway including circulation through the parks, future development for Dewey Square and parcel 22 and wind and shadow impacts. The BRA driven Municipal Harbor Plan and Greenway District Planning Study is expected to be a two year planning process to develop a formal municipal harbor plan for Boston and establish the zoning mechanisms to codify the 2010 Greenway District Planning Study. Ms. She reviewed the project need, the BRA's team and partners, the schedule and projected cost for the project. The project is expected to begin in January, 2013 and will engage a harbor plan community advisory committee and initiate an extensive public process to confirm scope of work and deliverables for the project.

The board had a number of questions related to these projects including if the previous issues concerning the post office had been resolved, how would the interaction between the Conservancy and these large planning teams work. In addition, the board noted that these were exceptions to chapter 91 that the Conservancy would need to stay on top of and that being vigilant to mitigation on shadow impacts and keeping the parks green should remain a priority. It was also noted that climate change impacts are being incorporated into the scope of the study.

There was a brief discussion on the viability of development on parcels 12 and 18, noting that parcel 18 was more likely to move forward. Ms. Murray reminded those present that roughly a year ago there was going to be a tri-partite process that addressed the development of parcel 12 and it was acknowledged that the ramp parcel were not currently a priority for MassDOT or the City.

Clinton Bench introduced Tom Evans from MassDOT who will be involved in the planning process for these studies moving forward.

Georgia Murray in closing noted that there will be a January meeting that will be scheduled soon that will include the approval of the carousel contract and possible review of a horticulture improvement protocol that the Conservancy and MassDOT are working on.

**The meeting was adjourned at 7:30 pm**

**List of Documents Used by the Conservancy at the Meeting**

- 1. Agenda for the December 3, 2012 Board Meeting**
- 2. Minutes of the October 2, 2012 Annual Meeting**
- 3. Amended By-Laws for the Greenway Conservancy**
- 4. FY12 990**
- 5. Board Nomination Slate for Betke, Pregmon and Pappalardo**
- 6. Bios for Board Nominees Betke, Pregmon and Pappalardo**