

Rose Kennedy Greenway Finance Audit Risk Management Committee
Tuesday, October 22, 2013 8:00 am -9:30 am
185 Kneeland Street, 2nd Floor
Meeting Minutes

FARMC: Bob Gore, Chris Manfredi, John Pregmon, Chris Fincham, Susanne Lavoie
FARMC Absent: Maggie Hunt

RKGC: Jesse Brackenbury, Amy Dwyer, Renee Wood

Feeley & Driscoll: Chris Previte (via Phone)

Co-Chair Chris Manfredi opened the meeting and welcomed all in attendance and moved to the first order of business, the approval of the minutes. With no edits or changes requested Ms. Manfredi called for a motion to approve the minutes, a motion was made and duly seconded and the minutes were approved by the committee.

Jesse Brackenbury noted that any changes made to the 990 by the committee today would be sent to the committee for final approval and then placed on a password protected website for the full board to review. The schedule B will be redacted of personal donor information and posted publically on the Greenway Conservancy's website. The committee was joined via phone by Chris Previte from Feeley & Driscoll to review the form 990 and answer any questions and highlight some slight changes from last year's filing. Mr. Previte noted two new schedules in the 990 (G, I) that highlight grants given inside and outside the United States. Two grants were listed in the 990 for reporting purposes for public art RFP travel stipends. It was decided that additional language would be added to the schedule F that would note that this was for conceptual design development for artwork.

The committee reviewed part 7, section J of the 990 that lists the Greenway board members and officers for calendar year 2012. Nancy Brennan is listed as a former executive director and the committee discussed the best way to address her departure in the 990. Feeley & Driscoll recommended removing former from this year's 990 and include it in next year's filing to indicate Nancy's departure in calendar year 2013. After a brief discussion the committee agreed. This section of the 990 also lists the board members without any particular order, the question was asked of the committee if they wanted to re-order the board list. After a brief dialogue it was decided to not change the board list in the 990 this year and consider changes for next year. The board also addressed the listing of the number of hours each board member works per week noting that although the number are not completely accurate that it is a fair representation of the comparison of the number of hours worked in relation to each other.

The board briefly discussed the language in the schedule O that described the recent changes to the Conservancy's governance documents including the Greenway by-laws,

procurement policy, capital improvement protocol, conflict of interest policy and code of conduct and ethics.

Mr. Previte asked the committee to review p.6 of the 990, the disclosure section that indicates how the Conservancy makes the document available to the public and suggested including "another website" because it is also available on the Attorney General's website as well. The committee agreed to this change. Following the discussion of the 990, Mr. Previte left the call.

The committee discussed the need to re-procure for auditing services. The staff recommendation was to compile a list of proposed auditors and begin the re-procurement process this winter. It was agreed that interviews would begin in January.

The capital repair and replacement document that was recently produced was reviewed by the committee and there were a number of questions for staff including the urgency of problems if maintenance is deferred for any reason. Questions about increased costs and public safety concerns if repair and replacement work is not done in a timely way were also addressed. The committee asked about certain projects that need to be addressed with MassDOT first and Greenway staff suggested categorizing projects as high, medium and low so that they can be reviewed by cost and priority. It was requested that the list be broken out by parcel so the board can strategize appropriately and communicate action on these items publicly.

Jesse Brackenbury presented an update on operating expenses and the progress on the staffing of the finance department. The committee wanted some clarification on if the part time CFO position was going to be a contract or a Greenway Conservancy employee.

The committee also reviewed and approved the 2014 meeting schedule.

The meeting was adjourned at 9:30 am.