

**Rose Kennedy Greenway Conservancy 2012 Annual Meeting
Tuesday, October 2, 2012 – Atlantic Wharf 290 Congress Street
5:30 pm Business Session – 6:30 pm Public Art Presentation**

Meeting Minutes

RFKGC Board Present: Clinton Bench, James Chan, Chris Fincham, Bob Gore, Phil Griffiths, Susanne Lavoie, Chris Manfredi, Georgia Murray, Young Park, Helen Chin Schlichte, Maryann Suydam

RFKGC Board Absent: Cheryl Cronin, Maggie Hunt, Woody Lynn, Gloria Larson, Ed Schlossberg

RFKGS Staff Attending: Nancy Brennan, Jesse Brackenbury, Linda Jonash, Jodi Woli, Lisa Schimmel, Charlie McCabe, Katelyn Littlejohn Kirnie, Darryl Milton

Business Session

Greenway board chair Georgia Murray opened the public meeting at 5:30 pm and welcomed the board and members of the public.

Ms. Murray presented a brief overview of the past year, including the Occupy Boston events; the development of the five year business plan and continuing dialogue with the Secretary of Transportation; Chapter 242 of the Acts of 2012 that was passed by the Legislature that alters the Greenway board's structure and adds more public records and open meeting law restrictions. Ms. Murray further noted that in light of the new legislation she wanted to specifically state that: all meetings of the board will be open to the public; there would not be any remote participation at this meeting; all votes will be taken by roll call; and the meeting would be videoed by Matt Conti of the NorthendWaterfront.com. It was stated that the minutes would be posted within 10 days of the meeting; all board members have received the open meeting law materials and will participate in a training with the Attorney General's Office soon.

A motion was made by Ms. Murray to approve the minutes of the July 24, 2012 public meeting, duly seconded a roll call of the board was made and the minutes were unanimously approved.

There was a question from the public regarding the Conservancy's compliance with Public Records Law, it was clarified by Ms. Murray that the Conservancy was working with the Secretary of State to ensure full compliance with the new legislation as of the January 1, 2013 start date.

On behalf of the entire board Ms. Murray acknowledged the outgoing members of Greenway Board and the Greenway Leadership Council: Maryann Suydam, Gloria Larson, Mike Cantalupa, James Chan, Francine Gannon, Donna Freni, Christian Scorzoni, Ed Lambert, Jason Aluia, Toni

Pollak and Dave Queeley. She thanked them all for their service to the Greenway and the Conservancy, presenting each with a gift.

Governance

Ms. Murray noted that the Greenway board was expanded to 21 members and the Conservancy was working with the appropriate nominating authorities to have the existing vacancies filled as soon as possible. The Chinatown Neighborhood Council has nominated James Chan, the Secretary of Transportation has nominated Clinton Bench and the Secretary of Energy and Environmental Affairs has nominated Phil Griffiths. **A motion was made by the board chair to approve the nomination slate, duly seconded a roll call vote of the board was called unanimously approving the slate of new members to the board.** Ms. Murray also asked that a slate for the Greenway Board's officers be approved as well. The slate for nomination of officers was Georgia as chair, Young Park as vice chair, Bob Gore as treasurer and Maggie Hunt as secretary. In addition Cheryl Cronin was nominated as chair of the Governance and Nominating Committee. **A motion to approve the slate of officers and the Governance Committee chair was made by the board chair and being duly seconded a roll call vote of the board unanimously passed the slate of board officers.**

Clinton Bench inquired as to when the next meeting of the governance committee would be held. Georgia Murray noted that the governance committee needs to be reevaluated before it meets again and she was hoping to have the current board vacancies filled as a step towards updating the board committees. Clinton Bench stressed the importance of the governance committee in recruiting strong new board members and working through the legislative changes particularly OML/PRL in light of the challenges that MassDOT has placed on the Conservancy's staff and board of directors. He stressed that open meetings for this committee would be very important.

Audit Report

Audit Committee chair Chris Manfredi presented to the board and the members of the public present the background and process of the audit in coordination with Mike Downey, a partner from accounting firm Feeley & Driscoll and Lisa Schimmel, the Conservancy's Director of Finance and Human Resources. It was noted that this is the third full year of operations for the Conservancy and there was a net increase in assets. The board discussed the breakdown of both the revenue side and the expenses by department, noting that Development Department had an increase this year due to filling the Director of Development position. Feeley & Driscoll declared a clean opinion noting that there were no misstatements and no adjusting journal entries were required which is fairly rare for a midsize non-profit. It was a smooth process for his team and they finished ahead of schedule. At this time questions were taken from the public including how revenue from foundations is reflected in the financial statements. There was a discussion on the proposed Greenway BID and the impact of the changes to Ch. 400 has had on its progress. Clinton Bench confirmed that MassDOT has agreed to meet with a group of abutters. A question of the constitutionality of the 400 legislation was also raised and if would be legally challenged. A member of the public suggested publically challenging MassDOT for

expecting that state funding would eventually be eliminated for the Greenway as a state park. Ms. Murray responded that the Conservancy was continuing to talk with the Secretary's Office about the research and recommendations five year plan and to work with MassDOT to stay at the table. It is not at all clear how the Greenway can continue without state funds.

Chris Manfredi called for a motion to approve the draft audited financial statements; duly seconded a roll call of the board was taken unanimously approving the draft audited financial statements.

There was public discussion of the concern of the potential loss of state funds and if a change in leadership prior to the end of the five year plan would change that outcome? Georgia Murray noted that MassDOT is in a tough position and we appreciate all they are juggling right now. This is an issue to address with the Governor and all were encouraged to talk to their local elected officials. A number of members of the public echoed that and continued to stress that the Legislature needs to step up on this issue, noting that declining conditions in the park could affect nearby non-profit institutions (Harbor Islands, NE Aquarium) as well. There was a question of whether the Conservancy would be better served as a part of DCR. Ms. Murray noted that it was a money issue and not a state agency issue.

There was a question regarding board fundraising expectations and the suggested annual goal of \$5,000 proposed as a "give and get" for each Greenway board members. What would happen if a member could not/would not raise that amount? Ms. Murray outlined the range of board responsibilities, explaining how the Greenway board had operated previously and clarified how individuals have contributed under their personal circumstances. She also noted that foundations often inquire into 100% of board participation and non-commitment was the real issue. A member of the public called for the Conservancy to relinquish the \$5,000 fundraising expectation seeing it as a "pay to play" requirement. Ms. Murray strongly objected to that, stating that while raising money is important, the dollar figure is not. We would work with board members on fundraising strategies that fit their individual circumstances. She also noted that the "pay to play" connotation was not relevant to this situation. Bob Gore also stated that the "pay to play" language alludes to a benefit for the individual in the end; there are no material gains for any Greenway board member.

Clinton Bench suggested that these questions are indicative of earlier questions regarding the Conservancy's financial status, board nominations and development strategy and encouraged an open dialogue moving forward. He was also glad to know that the board requirements and expectation policy was in place before the legislation.

Board Chair Georgia Murray adjourned the business session of the meeting at 6:30 pm

List of Documents used by the Conservancy at the meeting

- 1. Meeting Agenda for October 2, 2012**
- 2. Minutes of the July 24, 2012 Public Meeting**

3. **Board Nomination Slate for Chan, Bench, Griffiths**
4. **Nomination Slate for Board Officers and Chair of Governance and Nominating Committee**
5. **Draft Audited Financial Statements**

Board Chair Georgia Murray reconvened the meeting after a brief break for refreshments at 6:45 pm for a presentation on Public Art on the Greenway.

Public Art Presentation

Executive Director Nancy Brennan gave a brief executive director's report highlighting the recent National Public Lands Volunteer Day, and invited the audience to upcoming public programs/events. Ms. Brennan also noted that the Public Art Planning Process was funded with a grant from New England Foundation for the Arts and a generous gift from the Robert and Doris Gordon. Ms. Brennan thanked Conservancy staff Katelyn Littlejohn Kirnie, Linda Jonash and consultant Kate Gilbert for their work on the public art master plan. Conservancy board vice chair Young Park introduced the presenters for the public art presentation; Dr. Cher Krause Knight, Edward Saywell and Kate Gilbert and thanked the entire public art working group individually for their for their work on the master plan.

Dr. Krause Knight focused on temporary public art and it benefits to a community, including the discussions and dialogue that occurs with pieces that invite public dialogue because they ask questions or push limits. She also outlined the advantages of temporary installations, noting their flexibility and adjustable nature.

Edward Saywell praised the Conservancy's five year master plan, discussed envisioning the Greenway as an outdoor museum and pointed out the importance of determining priorities, fundraising strategies and continual public education and engagement.

Kate Gilbert reviewed the Greenway's five year approach for high quality public art on the Greenway, including strategy, content themes, and the crucial input of artists and the public at public meetings and through ideas submitted via the Conservancy's website. She noted that all related documents, including the evening's presentation was available on the Greenway website. She added Reminding the audience that the Greenway parks are an ever evolving space, Ms. Gilbert also reviewed the project types that will be looked at, the selection and review process, project planning and fundraising strategies. An overview of the recent RFQ for platform and magnet projects was also presented and it was noted that it could be found on the Conservancy's website as well.

A panel consisting of Dr. Krause Knight, Edward Saywell, Kate Glibert and Ketelyn Littlejohn of the Greenway Conservancy staff fielded questions from the public including topics such as how the Conservancy plans to market the RFQs; will musical institutions be engaged in the public art discussion; and urging the Greenway to teach the city to expand the concept of public art. The panel also fielded a question from Chinatown Residents Association Co-Chair Henry Yi who wants the Conservancy to incorporate Chinese history and culture in the development of the parks citing a pavilion in Chinatown Park as an example. Conservancy staff encouraged the CRA to have interested Chinese artists respond to the RFQ with proposals that fit the ideas and goals of the Chinatown community.

The meeting was adjourned by Georgia Murray at 8:10 pm