

**Rose F. Kennedy Greenway
Leadership Council Meeting
October 14, 2009
3:00 PM
Minutes**

Present: Mike Cantalupa, Dawn Chavez, Chris Colbert, Donna Freni, Francine Gannon, Bill Lane, Dan Nuzzo, Dave Seeley, Rick Sullivan, Ann Thornburg

Staff: Nancy Brennan, Lynn Gifford, Alexandra Lee, Priscilla Bradley

Guests: Robert Hale, Susan Nelson, Ted Furst, Ann Fanton, Shirley Kressel, Chris Fincham, Blanca Batteau, Matt Conti, Caitlin Marlotte, John Romano, John McQueen, Tom Palmer, Steve Passacantilli, Lauren Shurtleff, David Kubiak

Further Review of the FY09 Audit

Chair Ann Thornburg welcomed everyone to the meeting. Conservancy Executive Director Nancy Brennan thanked Business Manager Lynn Gifford and Susan Nelson of TDC for their help in putting together the presentation to review the FY09 Audit and clarify some of the points that were made at the annual meeting in September. She noted that from 2005 when the Conservancy was founded until February 2009 the organization was focused on fundraising for endowment and programs and planning for operation of the parks. In February the Conservancy began managing the Greenway. FY09 is a transition year where expenses represent only four months of park operation.

Nancy compared FY08 and 09 expenses and projected expenses for FY10 where park operations becomes an increasingly larger percentage of expenses. She outlined the financial resources and reserves of the Conservancy and how Permanently Restricted Funds (endowment), Temporarily Restricted and Board Restricted funds may be used. She explained in detail the assets, liabilities, statement of activities, program activities and the financial position of the Conservancy. At the close of the presentation, Nancy, Lynn Gifford and Susan Nelson answered questions from the public that are listed in Attachment A.

Conflict of Interest

Ann Thornburg introduced Bob Hale, an attorney at Edwards Angell Palmer & Dodge who has assisted the Conservancy Board with a conflict of interest policy and who, with Ann Thornburg and Nancy Brennan has developed a draft Conflict of Interest statement for the Greenway Leadership Council.

Bob explained that the Conservancy is a private, 501 (c)(3) non-profit corporation established under the same rules as many universities, hospitals and other charitable organizations. The rules that apply to public entities do not apply to these organizations. However, the Board of the Conservancy adopted many policies similar to those that apply

to public entities. The public entity Conflict of Interest rules do not apply to the Conservancy because it is a private non-profit corporation.

The same statute set up the Leadership Council as an advisory body to the Conservancy Board. The Greenway Leadership Council situation is unique in that it requires a majority of its members to have specific interests or live in neighborhoods close to the Greenway. In other situations, these interests could be considered conflicts of interest, but because of the legislative requirements as an advisory council, they are not.

The draft statement focuses on disclosure, which is the main remedy for any conflict of interest. It says that all of the members may be part of all deliberations, but must disclose to the other members what their specific interest (employment, neighborhood resident, property owner, etc) is that could affect their viewpoint on matters under discussion. It also says that if a council member or his/her family member could profit from a matter under discussion, the member should not only disclose, but also not vote on the matter. Generally speaking, simply owning property or being a nearby resident is not by itself considered a financial interest. Financial interest generally means and individual is a stockholder in a project under consideration, or an employee of the project proposer.

Another concern was that members of the GLC could potentially be lobbied for support on the part of developers. Taking guidance from how the IAGs handle this matter, a line was included that says "... members of the Council should refrain from individual discussions or meetings involving any developer or proposer of a proposal that requires action by the Council."

Discussion

In answer to the question about why anyone would even participate in a discussion if they had a financial interest in a project, it is within the rights of the Chair and the rest of the Committee to ask an individual not to participate. The important step is to disclose the interest and let the rest of the Committee decide.

In response to a question about the special role of advisory councils - advisory councils generally do not pose difficulties with conflict of interest because they are not fiduciaries of an organization. For example, the GLC only makes recommendations to the Conservancy; it does not approve budgets or make binding decisions. The Conservancy Board can decide to follow their recommendations or not.

There was an active exchange of views about the number of GLC meetings open to the public. Some advocate public meetings to ensure transparency and accountability to constituents. The public wants to hear the actual deliberations, not just the decisions. Some recommended a balance of public meetings and non-public meetings. **Actions:**

1. The draft Conflict of Interest statement will be placed on the website. The public is invited to comment.
2. The Leadership Council will vote on the statement at another meeting after receiving any additional comments.

Role of the GLC with Constituents

How can the GLC fulfill its conduit mission?

Nancy Brennan noted that we have a group of constituents who are very interested in what we are doing, who love the Greenway, and want to see even more programs. Others believe that the Greenway is underused. Still others want very limited programming, or are not satisfied with the actions of the Conservancy. Ann Thornburg stated that she would like to find ways that the Leadership Council can better serve as a conduit for communication and input from the public.

Director of Public Programs Alexandra Lee described how, with little to no budget, the Conservancy tries to reach out to the public, both to inform about programs and to seek input. She described the email constituency of individuals, community organizations, schools, business neighbors, donors, churches and clubs. She noted that we collect comments on the web, use social networking sites, and distribute the Greenway brochure as widely as possible. However we could use much more marketing and getting the word out about what we are doing. We believe we are doing a good job, but more input could help us to provide better and more relevant programming.

Discussion Points:

How can we serve as conduits?

Several noted that our job is to engage the entire Commonwealth, right? We could share email lists from our organizations with the Conservancy. We should be marketing the Greenway, getting increasingly more people to use the Greenway.

We need to be ambassadors. Over time we need to talk to people about what we know is going on. Each park lends itself to different kinds of activities. This is not all that different than any other large park; individuals enjoy different parts of the park for different reasons, and we should find out what they are.

You really can't get away from the one-on-one connection. If you make connections with individuals, the growth becomes exponential as each person discovers the parks for himself/herself. Right now many people, even people really close by, do not know what the Greenway is.

Some Council members do not feel as connected as they would like to be. How can we leverage what the Conservancy is already doing?

What are your thoughts on how we gather information?

You could perhaps send out a survey through the local neighborhood groups to find out what they believe is important, what they would like to see. You could send a specific message to people to invite their feedback.

We could invite more people to our meetings. We could have GLC meetings in the individual neighborhoods at a time that is convenient for people.

The meetings for Parks and Recreation are held all around the state. This has some real value, and each one is different.

Public Comments

Meetings in the neighborhoods are a really good idea.

You could have a neighborhood block party where a neighborhood champion personally reaches out to other individuals and organizes a potluck where we talk about the Greenway. It could be anyone organizing this, not necessarily a GLC member.

We could have a friends group for the Greenway. Sometimes these just start with three or four people who have common interests and then they bring their friends and it grows exponentially. One-on-one really works.

Not all neighborhoods are the same. Some have groups that are already organized; others are different.

We should develop a much bigger email list. We should have an active campaign to get more emails to keep people in the loop.

Perhaps we are focusing much too narrowly and should broaden our base to engage those who are not only interested in the Greenway but the Harborwalk, the ICA, the Aquarium and others.

Actions:

The public is urged to send their comments via the web comments line.

The meeting was adjourned at 5:30 pm.

ATTACHMENT A

Questions on the FY 2009 Audit

1. What were the sources of the endowment funds?
2. What makes up contracted services?
3. Where did the money for the Inaugural event come from?
4. How did you develop the FY10 budget? Have you reached an equilibrium or do you see major changes?
5. How long is the Work Inc. contract?
6. Have you begun to receive money from the State?
7. When does the State begin paying half your budget?
8. What is the source of funding for the Greenway?
9. Is it possible to get a payroll report that tells what the Conservancy employees make?
10. Do you use benchmarks from other parks? Who did you benchmark against?
11. Is it fair to take benchmarks from other parks when there aren't any that are quite comparable?
12. Isn't the amount you spend on administration and fundraising excessive?
13. What is the real number for maintenance and horticulture?