



**Meeting Agenda and Documents**  
Teleconference  
December 14, 2015  
12:00 – 1:00 PM EST

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## Gulf of Maine Association Board of Directors Meeting Agenda

<b>Monday, December 14, 2015 • Teleconference 12:00 PM EST</b> <b>Call-in Information: 1-877-413-4790; ID: 9910857#</b> <b>All times below are EST</b>		
12:00 PM	<b>Welcome and Introductions</b> <i>W. Donald Hudson, Chair</i>	
12:05 PM	<b>Consent Agenda</b> A. June 17, 2015 Gulf of Maine Association Meeting Summary B. Fund Development Update	✓ For Approval <i>(Consent A-B p. 3-6)</i>
12:10 PM	<b>FY 14-15 Audit and Annual Management and Administrative Fee of 14.91%</b> <i>Randall Libby, Partner - Marshall and Libby, LLC. Certified Public Accountants</i>	✓ For Approval <i>("GOMA FY 14-15 Audit and M&amp;A Cost Allocation" attachment to GOMA Briefing Packet email and on GOMC website - Meetings section)</i>
12:20	<b>Management and Administrative Fee Application Change</b> <ul style="list-style-type: none"> <li>• Recommendation: Apply 14.91 % rate to Council Coordination/Secretariat budget starting July, 2016</li> </ul> <i>Cynthia Krum, GOMA Executive Director</i>	✓ For Approval <i>(Action B p. 6)</i>
12:25PM	<b>Budget vs. Actual Report, FY 16 Revised Budgets, FY 17 and FY 18 Budget Estimate, GOMC Dues Report</b> <i>Cynthia Krum, GOMA Executive Director</i>	✓ For Approval <i>("GOMA Financial and Scope of Work Documents" attachment to GOMA Briefing Packet email and on GOMC website - Meetings section)</i>
12:35 PM	<b>Canadian Association Financial report</b> <i>Peter McLaughlin, Canadian Association Secretariat</i>	✓ For Information <i>("GOMA Financial and Scope of Work Documents" attachment to GOMA Briefing Packet email and on GOMC website - Meetings section)</i>
12:40	<b>Six Month Contractor Scopes of Work</b> <i>Cynthia Krum, GOMA Executive Director</i>	✓ For Approval <i>("GOMA Financial and Scope of Work Documents" attachment to GOMA Briefing Packet email and on GOMC website - Meetings section)</i>
12:45 PM	<b>Gulf of Maine Association Transition – Discussion</b> <i>W. Donald Hudson, Chair; Cynthia Krum, GOMA Executive Director</i>	✓ For Information and approval <i>(Action D. p. 7-8)</i>
12:55 PM	<b>Other Business/Items Removed from Consent Agenda</b>	✓ For Information ✓ For Approval
1:00 PM	<b>Recess</b>	

# Consent Agenda Documents

## A. June 17, 2015 Gulf of Maine Association Meeting Summary

<b>Gulf of Maine Association Meeting Briefing Note</b>					
<b>Title of Agenda Item:</b> June 17, 2015 Gulf of Maine Association Meeting Summary					
<b>Submitted by:</b> Cynthia Krum					
<b>Type of Item</b> (place X in appropriate box)	<b>For Decision</b>	X	<b>For Direction</b>	<b>For Information</b> (internal GOMA)	<b>For Information</b> (External)
<p><b>Summary for the Gulf of Maine Association Meeting</b>  <b>Location: NH Dept. of Environmental Services Office, Portsmouth NH</b>  <b>June 17, 2015</b>  <b>12:45 PM EST</b></p> <p><b>Board of Directors members in attendance:</b> Steve Couture (proxy from Thomas Burack); Kathleen Leyden; Don Hudson; Priscilla Brooks; Lee Sochasky; Robert Capozzi (proxy from Perry Haines); Bruce Carlisle, Ru Morrison, Jen Anderson</p> <p><b>Others in attendance:</b> Mel Cote, Bill Whitman, Jack Schwartz, Rene Pelletier, Peter McLaughlin</p> <p><b>Contractor support:</b> Cynthia Krum, Michele Lechner</p> <p><b><u>Consent Agenda</u></b>            A. December 16, 2014 Gulf of Maine Association Meeting Summary            Approval of the consent agenda was:            Moved: Lee            Seconded: Steve            No Discussion            Unanimously approved</p> <p><b><u>Election of Officers</u></b>            Approval of the officers was:            Moved: Ru            Seconded: Lee            Discussion:  <ul style="list-style-type: none"> <li>• Need to bring in younger members</li> <li>• If another Canadian agency or nongovernmental organization is brought in who can participate on the Board and as an Executive Committee member they will replace one of the US members.</li> <li>• A thank you was expressed to the officers.</li> </ul>           Unanimously approved</p> <p><b><u>July 2014 – June 2015 Budget vs. Actual</u></b>            The 2014-2015 budget versus actual document materials was presented as laid out in the “GOMA Financial and Scope of Work Documents.” All income and expense categories were explained.            Accepting report was:            Moved: Steve            Seconded: Ru            Discussion:</p>					

- Question about need to follow the new super circular with federal grants. Cindy stated she has worked with their grants officer at NOAA to determine what applies. She had stated that she was told the changes primarily apply to new grant awards.
- Board will approve final version after year-end.

Unanimously approved

**July 2015 – June 2016 GOMA Operating Budget and Associated All Contractor Scope of Work Document**

The 2015-2016 budget and 2016-2017 budget predictions materials was presented as laid out in the “GOMA Financial and Scope of Work Documents.” Emphasis was placed on the fact that both of the fiscal year budgets are predicted to use funds from the unrestricted net assets to pay for management and administration. This is due to the fact that audits and grant closeout procedures take place after a large budget year. Currently we are predicting over \$500,000 of US federal funding expenditures in 2015 – 2016. If we will pass this threshold we will be required to complete a full audit.

Questions included:

Adoption of preliminary operating budget was:

Moved: Lee

Seconded: Priscilla

Discussion:

- It was pointed out that grant writing all needs to be in-kind – that we no longer have fund development support.
- There was a question regarding the cost of the audit in fiscal year 2016 – 2017. Cindy stated that to date GOMA pays the auditing firm \$9,500 for the audit. Of course management and administrative contractor time is in addition to this fee.

Unanimously approved

Scope of work document was adopted subject to revisions by Executive Committee and receipt of funding:

Moved: Lee

Seconded: Ru

Discussion:

- Cindy stated that there has been a change in operating procedure with contracting. In the past, even with grant projects, we only contracted based on the GOMA fiscal year. It is a time savings to contract grant project work based on need and grant end dates. This means that some project-based contracts span more than one fiscal year. Core service and management and administrative contracts would only be done within each fiscal year. When contracts are prepared for incoming grant funds, the scopes of work are determined with contract managers and committee co-chairs and do not get approval from the GOMA board.

Unanimously approved

**Canadian Association Financial report**

Robert Capozzi presented the Council of Atlantic Premiers, Trust Fund GOMC Association of Canadian Delegates Account, Statement of Change in Trust Fund Balance for the 12 months ended March 31, 2015. He presented the information per the Attachment and pointed out the \$2,282 trust Fund Balance. He also stated that New Brunswick Department of Agriculture, Aquiculture and Fisheries may pay dues this year. It has been many years since they were able to paid dues.

Acceptance of Canadian Association trust fund report was:

Moved: Lee

Seconded: Priscilla

Discussion:

- Rob pointed out that there was a recent audit and thanked Cindy for streamlining information that was needed.
- Peter McLaughlin will take over the role as Secretariat for the Canadian Association. Cindy will coordinate with Rob and Peter to make the transition.

Unanimously approved

**Planning for the Future**

Don started the conversation by stating that with funding reductions it is important to plan for the worst case scenario. The Executive Committee will start creating a plan for management and administration starting January, 2017 (to start after completion of the FY 2015-2016 audit). Need all hands on deck to think about changes that might be needed. Comments/recommendations included:

- The Executive Committee would meet in the fall of 2015 and prepare initial recommendations for the GOMA board meeting in December, 2015.
- It was pointed out that there needs to be full transparency with the full Board. When an Executive Committee call is scheduled the full Board should be alerted and invited if they would like to join the call.
- Bruce Carlisle clarified that NROC might use GOMA as the fiscal agent for other proposals that they are submitting.

**Other Business/Items Removed from Consent Agenda/Conflict of Interest Policy**

Cindy stated that she would be collecting signed conflict of interest policies electronically.

Meeting Adjourned at 1:50 PM EST

*Meeting Summary prepared by Cynthia Krum, GOMA Executive Director*

**Actions, Outcomes or Decisions Requested** (optional):

Approval

**B. Fund Development Update**

Gulf of Maine Association Meeting Briefing Note					
Title of Agenda Item: Fund Development Update					
Submitted by: Cynthia Krum					
Type of Item (place X in appropriate box)	For Decision	For Direction	For Information (internal GOMA)	X	For Information (External)
<b>Background</b> (required): <u>Federal Funding Proposals</u> There have been three federal funding proposals submitted since the last GOMA meeting in June, 2015. A brief description of each proposal is below.					
<b>Environment Canada Gulf of Maine Initiative Proposal</b> Ecosystem Indicator Partnership: <i>Modeling multiple stressors and environmental pressures in the Bay of Fundy</i> Requested Amount: \$155,652 CAD Time Period: April 2016 - March 2018					
<b>US Environmental Protection Agency</b> <ul style="list-style-type: none"> <li>• Gulfwatch: <i>Evaluation of the presence and type of microplastics accumulated by blue mussels (Mytilus edulis) in coastal waters of Massachusetts, New Hampshire and southern Maine.</i></li> </ul> Requested amount: \$51,395 Time Period: May 2016 - April 2018					
<b>US Geological Survey</b>					

Requested Amount: \$104,035 USD Title Support of Gulf of Maine Council on the Marine Environment Time Period: January 2016 - September 2016  <u>Additional Funding Received</u> There was \$15,000 contracted from USGS for the ESIP App development in summer 2015.
<b>Actions, Outcomes or Decisions Requested</b> (optional): Acceptance of report

**Action Agenda Documents**

- A. FY 14-15 Audit and Annual Management and Administrative Fee of 14.91%**
  - ***GOMA FY 14-15 Audit and M&A Cost Allocation* was sent via email and is available on the website at [www.gulfofmaine.org](http://www.gulfofmaine.org)**
- B. Management and Administrative Fee Application Change:**

Gulf of Maine Association Meeting Briefing Note					
A. Title of Agenda Item: Management and Administrative Fee Application Change					
Submitted by: Cynthia Krum, Reviewed by GOMA Executive Committee					
Type of Item (place X in appropriate box)	For Decision	For Direction	For Information (internal GOMA)	X	For Information (External)
<b>Background</b> (required): To date, the Gulf of Maine Association has not applied a management and administrative fee to the Council Coordination/Secretariat budget. The fee is applied to all other budgets. The Executive Committee recommends that we start applying the management and administrative fee to the Council Coordination/Secretariat budget starting in the next GOMA fiscal year, July, 2016 for the following reasons: <ul style="list-style-type: none"> <li>b. With reduced budgets it becomes more critical that the management and administration fee is charged against all expenses managed by GOMA.</li> <li>c. GOMA contractor expenses are a direct expense of grants and can be covered by the management and administrative fee on each grant. This is not as easy to justify with Council Coordination.</li> <li>d. There is no institutional memory as to why this decision was originally made.</li> </ul>					
<b>Actions, Outcomes or Decisions Requested</b> (optional): Acceptance of report					

- C. Budget vs. Actual Report, FY 16 Revised Budgets, FY 17 and FY 18 Budget Estimate, GOMC Dues Report, Canadian Association Report, and Six – Month Contractor Scopes of Work**
  - ***GOMA Financial and Scope of Work Documents* were sent via email and are available on the website at [www.gulfofmaine.org](http://www.gulfofmaine.org)**

**D. Gulf of Maine Association Transition:**

**Gulf of Maine Association  
Meeting Briefing Note**

**Title of Agenda Item: Gulf of Maine Association Transition**

**Submitted by:** Cynthia Krum

<b>Type of Item</b> (place X in appropriate box)	<b>For Decision</b>	X	<b>For Direction</b>		<b>For Information</b> (internal GOMA)	X	<b>For Information</b> (External)
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**Background** (required):  
 The Gulf of Maine Association Fiscal Year (FY) budgets, including fiscal agent services, have decreased from approximately \$1,350,000 in FY 14 -15 to \$800,000 in FY 15 -16. GOMA is predicting the FY 16 -17 to be around \$350,000. Due to this trend, the Gulf of Maine Association needs to reduce contractor level of effort and fees. The Gulf of Maine Association Executive Director contract for the next six months (January-June 2016) will be reduced by 62%. The recommendation is that GOMA moves toward a fiscal agent type relationship with the Gulf of Maine Council. There would be reduced effort by GOMA Executive Director and eventually by the Bookkeeper as well.

The tables below show which tasks will be transferred and which task categories will be maintained by the GOMA Executive Director:

<b>Table 1. GOMA Executive Director Tasks for Transfer to GOMC</b>		
<b>Tasks</b>	<b>Responsible Party</b>	<b>Comments</b>
<p><b><u>Committee Assistance for Funded Work:</u></b></p> <p>1. Oversee Contractor Selection for new funding sources if not predetermined in funding proposal.                      2. Recruit and decide on new Contract Managers if committee co-chair cannot provide service.                      3. Oversee Contract Managers preparation of documents for contracts (scope of work, contract amount, start-end date, signatory for contract) and submit to GOMA ED.                      4. Provide project based Contractor Scope of Services document in coordination with next fiscal year budgets.                      5. In coordination with Contract Managers, prepare requests for extensions to grantors and provide to GOMA ED for submittal.</p>	Council Coordinator	Additional funding of up to \$4,000 for January – June, 2016 only.
<p><b><u>Fund Development:</u></b></p> <p>1. Track funding opportunities, project development and complete proposal preparation.                      2. Provide Proposal Alert to GOMA ED to send to Secretariat Team.                      3. Submit to GOMA ED for review and final submittal.</p>	Committees	GOMA ED has prepared document with requirements and guidelines for proposal preparation.
<p><b><u>Prepare Narrative Reports for funders and submit to GOMA ED</u></b></p>	Appropriate contractor	Will be added to contractor SOW. They already assist, this adds full responsibility.
<p><b><u>Track in-kind match and submit to GOMA ED</u></b></p>	Appropriate contractor	Will be added to contractor SOW. They already assist, this adds full responsibility.



**Table 2. Summary of Continuing GOMA Executive Director Tasks**

**Financial Management and Internal Controls**

1. Oversee Budget Preparation for Annual Operating Budget for following year
2. Internal Financial Reports: Determine schedule and format, provide information and review Financial Reports for Gulf of Maine Association (GOMA), Gulf of Maine Council/Working Group (GOMC), and Fiscal Agent projects.
3. Oversee preparation of form 990's
4. Presentations: Present Budgets in one meeting of the Secretariat Team; one GOMA Board of Directors meeting. Present to Fiscal agent leads as needed.
5. Oversee Fund Accounting, Tracking and Estimating Expenditures
6. Act as resource to Fiscal Agent lead contacts for contracting and invoicing
7. Oversee Invoicing and Payments:
8. Internal Controls: Provide recommendations, carry out, and make decisions regarding internal controls and GOMA policy, practices and documents.
9. Manage negotiation and receipt of contracts and invoicing for all funding.

**GOMC Funding Application Review and Submittal**

1. Review proposals and oversee form preparation and submittal of grant applications, review application receipts.
2. Oversee tracking of proposal status and acceptance.

**Grant Management from Grantors**

1. Funding Requirements: Oversee Association compliance with all grant requirements
2. Grant Management: Coordinate submittal of grant extensions, special award conditions, work-plan and budget approvals, progress and final reports, and financial reports.
3. Alert GOMC contractors and Fiscal Agent leads for time line for preparation of narrative progress and final reports.
4. Maintain GOMA Executive Director registrations with online systems such as CCR, SAM, Dunn and Bradstreet, Grants Online, Grants.gov, FSRS and FedConnect.
5. Master Spreadsheets: Provide information and oversee Bookkeeper preparation, management and maintenance of Master Spreadsheet for each individual federal award. Forward Master Project Status Reports to Project Coordinators, Contract Managers as needed.

**GOMA Business Coordination**

1. Coordinate 1 GOMA meeting date, and arrange for a quorum and proxies.
2. Hold Executive Committee Calls as needed.
3. Prepare agendas, other documents and presentations as needed for GOMA meetings or calls.
4. Maintain Association Board of Directors membership, orient new members and update letterhead.
5. Prepare 1 GOMA Board Meeting Summary; prepare Executive Committee meeting summaries.
6. Maintain Board Record book at legal firm.
7. Negotiate fiscal agent agreements as needed and oversee agreements.
8. Coordinate with IT contractor to edit GOMA website as needed.
9. Collect mail.

**Contract Administration and Contractor Communications**

1. Contract Management of Bookkeeper and
2. Provide Contract Manager Orientation, familiarity with GOMA policies and practice
3. Coordinate Contractor/Contract Manager reviews. (March/April)
4. Contractor Selection Process Retention
5. Contract Preparation and tracking execution/needs for extensions in coordination with Bookkeeper
6. Coordinate Core Contractor Scope of Work Preparation and provide document in coordination with next fiscal year budgets to Secretariat Team and GOMA.

**Meeting Participation and Working Group Chair Support**

1. Provide information as needed to Working Group Chairs related to GOMA.
2. Review and edit all financial/GOMA related sections of meeting minutes.
3. Review Meeting location agreements and costs if GOMA is paying.
4. Participate in one Secretariat Committee call, and prepare documents and presentations for calls as needed.

**Actions, Outcomes or Decisions Requested** (optional):  
Acceptance of approach