



GOMA Board of Directors Annual Meeting
Meeting Agenda and Documents
Teleconference
December 8, 2016
9:00 – 10:00 AM EST
Call in Information: 866-506-7697; 9500660#

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Gulf of Maine Association Board of Directors Meeting Agenda

Thursday, December 8, 2016 • Teleconference 9:00 PM EST Call in Information: 866-506-7697; 9500660# All times below are EST		
9:00 PM	Welcome and Introductions <i>W. Donald Hudson, Chair</i>	
9:05 PM	Consent Agenda A. June 22, 2016 Gulf of Maine Association Meeting Summary	✓ For Approval <i>(Consent A-B p. 3-5)</i>
Action Agenda		
9:10 PM	A. FY 15-16 Audit Presentation, Annual Management & Administrative Fee Discussion and Approval, and Discussion of need for FY 17 Audit <i>Randall Libby, Partner - Marshall and Libby, LLC. Certified Public Accountants</i>	✓ For Approval <i>(p. 5-6 and "GOMA FY 15-16 Audit Documents" on GOMC website - Meetings section)</i>
9:30PM	B. Budget vs. Actual Report, FY 17 Revised Budget, FY 18 Budget Estimate, GOMC Dues Report, Canadian Association Financial Report, and Additional Contractor Scopes of Work <i>Cynthia Krum, GOMA Executive Director</i> <i>Peter McLaughlin, Canadian Association Secretariat</i>	✓ For Approval <i>("GOMA Financial and Scope of Work Documents" on GOMC website - Meetings section)</i>
9:50 PM	C. Gulf of Maine Association Workload Report <i>W. Donald Hudson, Chair; Cynthia Krum, GOMA Executive Director</i>	✓ For Information and approval <i>(Action D. p. 6-7)</i>
9:55 PM	Other Business/Items Removed from Consent Agenda	✓ For Information ✓ For Approval
10:00 PM	Recess	

Consent Agenda Documents

A. June 22, 2016 Gulf of Maine Association Meeting Summary

Gulf of Maine Association Meeting Briefing Note					
Title of Agenda Item: June 22, 2016 Gulf of Maine Association Meeting Summary					
Submitted by: Cynthia Krum					
Type of Item (place X in appropriate box)	For Decision	X	For Direction	For Information (internal GOMA)	For Information (External)
<p>Meeting Summary for the Gulf of Maine Association Meeting Held via Teleconference June 22, 2016 1:10 PM EDT</p> <p>Board of Directors members in attendance: Steve Couture (proxy from Thomas Burack); Don Hudson; Priscilla Brooks; Bruce Carlisle, Peter McLaughlin; Lee Sochasky; Theresa Torrent (proxy from Kathleen Leyden)</p> <p>Others in attendance: Rebecca Newhall</p> <p>Board members not in attendance: Ru Morrison</p> <p>Contractor support: Cynthia Krum</p> <p><u>July 2016 – June 2017 GOMA Operating Budget and Associated Contractor Scope of Work Documents</u></p> <p>Cindy Krum did a brief presentation of the FY 16-17 Budget and Scopes of Work. She stated:</p> <ul style="list-style-type: none"> • That the \$14,985 of unrestricted net assets that are applied to the budget will only be needed if no additional funds are received. • She reminded the board that we budget based on 100% confirmed funds with the exception of a few of the expected dues payments. • She noted that there are a few outstanding funding applications. If these are received and spent during the upcoming fiscal year, the full amount of unrestricted net assets will not be needed. • Dues predictions were reviewed. Cincy pointed out that since preparing the budget the New Hampshire Department of Environmental Services contract in lieu of dues has been received. • She also pointed out that approximately one half of the budget is due to fiscal agent income/expense and the other half of the budget is Gulf of Maine Council income/expense. • There was one question about whether or not Nova Scotia Environment paid dues in the prior FY 15-16. The answer is yes but to date they have no plans to pay them in the FY 16 – 17 year. • Cindy also explained that the reason why we reference the next fiscal year as FY 16-17 (would just be FY 17 if in the US) is because Canadian and US participants have different methods for referencing fiscal years. <p>Moved: Lee Sochasky Seconded: Steve Couture No Discussion</p>					

Unanimously approved

Consent Agenda

A. December 14, 2015 Gulf of Maine Association Meeting Summary

Approval of the consent agenda was:

Moved: Steve Couture

Seconded: Priscilla Brooks

No Discussion

Unanimously approved

July 2015 – June 2016 Budget vs. Actual

Cindy reviewed the budget versus actual statement. She explained that expense is approximately \$100,000 lower than predicted last December. This is primarily due to the fact that NROC has applied for an extension on the U.S. Fish and Wildlife funding and therefore did not spend at the initial rate intended. It was requested that we have a separate line for each individual jurisdiction's dues payment on the financial summary for the budget versus actual so that jurisdictions can easily determine if their state or province paid dues. We will begin doing this with our next financial statements.

Moved: Steve Couture

Seconded: Peter McLaughlin

No Discussion

Unanimously approved

Canadian Association Financial Report

Peter reviewed the income statement at the fiscal year ended March 31, 2016 for the Association of Canadian Delegates to the Gulf of Maine Council on the Marine Environment. Cindy explained this was for informational purposes and was not voted on by this Board. The Canadian Association has a separate Board that would vote on these items. Peter explained that they were doing some needed paperwork to update the Canadian Association.

Report on GOMA Contracts/Revised Role

Cindy stated that the reduction in workload was working out remarkably well. She felt that partially this was due to the fact that there was institutional memory and it was easy to sort out what needs to be done and what does not. It was discussed that there would be an audit in the upcoming year. At the December, 2016 Gulf of Maine Association meeting we will discuss whether or not the Board recommends audits going forward with lower annual expenditures. One board member commented on the amazing transition in such a short time. Another agreed that it is working even though there is a tight budget and that we should definitely continue into next year. Theresa explained that Kathleen had asked for clarification about why unrestricted net assets were being used for the FY 16 – 17 budget. Cindy explained that they were needed due to the fact that more time is required to carry out an audit and that we do not predict that the full amount will be needed due to potential additional funding that will be received.

Full Board Re-election

It was explained that all board members needed to be re-elected for another three-year term. Although there are no term limits, it is important to re-elect on a three-year basis. We do not have staggered terms. There was a question as to whether or not all board members had been asked if they would accept this nomination. It is customary that board members only leave the Gulf of Maine Association when they leave the Gulf of Maine Council. Because no Board members were currently leaving the Council, they were not asked in advance. All board members were represented on the call except for Ru Morrison. It was moved that the following board members be elected to another three-year term:

Don Hudson

Lee Sochasky

Priscilla Brooks

Steve Couture

Bruce Carlisle

Ru Morrison
 Kathleen Leyden
 Perry Haines

Moved: Steve Couture
 Seconded: Peter McLaughlin
 No Discussion
 Unanimously approved

Conflict of Interest Policies

Cindy explained that she had just sent these out electronically and that it was a requirement that board member sign it and return it to her as soon as possible.

Meeting Adjournment

It was determined that Cindy and Theresa would remain on the line to review the additional questions asked by Kathleen and that if any required additional board action that it would be done via email. Meeting adjourned at 1:55 EDT.

Meeting Summary prepared by Cynthia Krum, GOMA Executive Director

Actions, Outcomes or Decisions Requested (optional):

Approval

Action Agenda

A. FY 15-16 Audit Presentation, Annual Management & Administrative Fee Discussion and Approval, and Discussion of need for FY 17 Audit

- **GOMA FY 15-16 Audit Documents** is available on the website at www.gulfofmaine.org
- Please see Briefing Notes below for Annual Management & Administrative Fee and Need for FY 17 Audit

Gulf of Maine Association Meeting Briefing Note					
Title of Agenda Item: Annual Management & Administrative Fee					
Submitted by: Cynthia Krum, Reviewed by GOMA Chair					
Type of Item (place X in appropriate box)	For Decision	X	For Direction	For Information (internal GOMA)	For Information (External)
Background (required): As was approved at the December 2015 Gulf of Maine Association Board of Directors meeting, in fiscal year 16–17 we have started applying management and administrative fee funds to cover only Gulf of Maine Association expense. In prior years we also applied to Council Coordination expense. Annually we set a management and administrative rate based on the prior year audit. For fiscal year 15–16, the management and administrative rate calculation is 21.14% (please see management and administration cost allocation letter with audit documents). This rate includes Council Coordination because it was prior to the start of our new operating procedure. The auditors also did a calculation for fiscal year 15–16 without the Council coordination expense. This calculation is 12.61%.					

<p>Considerations:</p> <ul style="list-style-type: none"> We need to come up with a rate that will adequately cover the minimal Gulf of Maine Association expenses with a decreased budget. <p>Recommendation:</p> <ul style="list-style-type: none"> Take the average of the two numbers and set the management and administrative rate at 16.87% with any new funding received after December 8, 2016 Review the rate again in December, 2017
<p>Actions, Outcomes or Decisions Requested (optional): Acceptance of recommendation</p>

Gulf of Maine Association Meeting Briefing Note				
Title of Agenda Item: Need for FY 17 Audit				
Submitted by: Cynthia Krum, Reviewed by GOMA Chair				
Type of Item (place X in appropriate box)	For Decision	For Direction	X	For Information (internal GOMA)
				For Information (External)
<p>Background (required): For at least the last 16 years the Gulf of Maine Association has contracted with an independent auditing firm for a full audit with the exception of one year when they did a compilation.</p> <p>Considerations:</p> <ul style="list-style-type: none"> An audit will not be required for fiscal year 16 -17 Audits are often requested if funding proposals are being submitted GOMA is a unique organization with Board members representing other entities and management and administration is carried out by contractors. <p>Recommendation:</p> <ul style="list-style-type: none"> Talk with the auditors during the meeting about the three different options - compilation, review and full audit. Determine what the board recommends for fiscal year 16 -17 				
<p>Actions, Outcomes or Decisions Requested (optional): Making a recommendation</p>				

B. Budget vs. Actual Report, FY 17 Revised Budgets, FY 18 Budget Estimate, GOMC Dues Report, Canadian Association Financial Report, and Additional Contractor Scopes of Work

- GOMA Financial and Scope of Work Documents* are available on the website at www.gulfofmaine.org

C. Gulf of Maine Association Workload Report:

Gulf of Maine Association Meeting Briefing Note
Title of Agenda Item: Gulf of Maine Association Workload Report
Submitted by: Cynthia Krum, Reviewed by GOMA Chair

Type of Item (place X in appropriate box)	For Decision	For Direction	For Information (internal GOMA)	X	For Information (External)
<p>Background (required):</p> <p>The transition in FY 16-17 to less contractor deliverables and level of effort to manage the Gulf of Maine Association has been effective and efficient. Currently the Gulf of Maine Association contractor expense is under budget. Michele Lechner, the Bookkeeper has set up a very efficient system. Cindy Krum, the Executive Director is no longer involved in Gulf of Maine Council meetings or discussions. There have also been less grants for her to manage.</p> <p>Considerations:</p> <ul style="list-style-type: none"> An early prediction is for a 60% reduction from FY 16-17 to FY 17-18 for the operation of GOMA. However, this needs to be reviewed dependent on deliverable requirements and level of audit selected. 					
<p>Actions, Outcomes or Decisions Requested (optional):</p>					