

**Summary for Meeting of the
Association of US Delegates to the Gulf of Maine Council on the Marine Environment**

Wednesday, June 15, 2011

7:15 – 8:25 AM

Bar Harbor Regency

Bar Harbor, Maine

Directors in attendance: Donald Hudson, Jack Wiggin, Priscilla Brooks, Michael Walls (proxy from Thomas Burack), Kathleen Leyden, John Ruairidh Morrison, John Annala

Directors not in attendance: Douglas Grout, Bruce Carlisle, Peter Lamb

Others in attendance: Mel Cote, Betsy Nicholson, Rebecca Newhall, Stephen Perkins, Susan Russell-Robinson, Cynthia Krum

1. Welcome and introductions, Don Hudson, President

Don Hudson, President of the US Association, welcomed everyone. Introductions were made.

2. Acceptance of December 8, 2010 Meeting Summary

Comments made:

- Clearly state points made during the meeting in the meeting summary with bullets
- Add John Annala's name to the Directors in attendance list.

Outcome/ Action: Accepted December 8, 2010 meeting summary. This was moved, seconded and unanimously approved with the addition of John Annala's name to the Directors in attendance list.

3. FY 2012 Provisional Budget Presentation

Cindy reviewed the budgets and pointed out all unconfirmed funding, which was in red print on the budget document. She stated that the Management and Finance Committee and Working Group recommend an optimistic approach to the provisional budget by including predicted funding sources. Cindy also reviewed the July 2011 to June 2012 Scopes of Work document to show what the budget was funding. She explained that some core service and US Association contractor fees have been reduced due to available funding. She pointed out the reserve account balance and showed the small amount allocated from the reserve account to this budget. She also mentioned that we were not anticipating an FY11 audit since we anticipate closing the fiscal year below the \$500,000 federal funding threshold. She noted that the RARGOM administrative fee was included in the budget contingent on the fiscal agent agreement being approved by this Board of Directors.

Comments made:

- Those present agreed with the optimistic approach.
- There was a suggestion to provide updated scopes of work in December.
- It was also suggested that the new Secretariat send the updated Core Services scope of work once it was complete.

- Directors agreed to task the Management and Finance Committee with adding additional funds (not represented in the provisional budgets) as available to contracts.

Outcome/ Action: Approved provisional budgets and recommended Council approval. This was moved, seconded and unanimously approved.

4. US and Canadian nonprofit combined governance

Don explained the US and Canadian nonprofit combined governance document in the Council Briefing Packet. Don presented the rationale for why we need to have the CA and US Associations work more closely together. He pointed out repetition in meetings and governance and expressed the importance of having a better relationship across borders.

Comments/questions made:

- Is there a need for separate management of each country's funds? Don suggested that there could be separate votes on funds at the combined Board meeting if needed.
- There was a question about who was on the ad-hoc committee. Don reviewed the list that was in the briefing document.
- Discussed the possibility of a name change. It was suggested that we would use a "Doing Business As" name until we had time to research a name change.
- Ru clarified that receiving funds was not a problem with a joint membership Board of Directors (his organization has a joint board).
- Priscilla asked if there were any known downsides. Don stated that he did not see any. He stated that there may still have been tension regarding equality of funding amounts from each side of the border, but he noted that that tension already existed.
- Susan suggested making sure that the US and Canadian federal groups check on the legality of joint board oversight of their respective funds. It was stated that it was not a problem with NOAA but may be with other federal agencies.
- One idea raised was doing business during the Council meeting – a subset Board could vote at the Council meetings on budgets, etc.
- What were the benefits discussed by the ad-hoc group? Multiple benefits including streamlining decisions and a new governance structure were discussed. Don also pointed out that this recommendation was spearheaded by past and current Working Group Chairs. In addition, developing a relationship between Management and Finance and the Associations is seen as a potential benefit.
- It was pointed out that most non-profit Boards do not operate without a Council.
- A comment was made that at the Council meetings issues are often raised by Americans and Canadians then respond to those ideas.
- The role of the Board needs to be better defined. Generally committees of boards do the work – not the board itself.

Outcome: Overall meeting participants were in support of the idea although many questions still remained. The role of the Board needs to be better defined and it will be important to look at the structure.

5. RARGOM fiscal agent proposal

The briefing document was provided and discussed. Cindy clarified that this proposal was not on the Council agenda, just USGOMA. However the Council has had an on-going relationship with RARGOM. This fiscal agent relationship would start on July 1, 2011.

Comments:

- Needs to be presented to Council. Perhaps it could be raised during the Regional Partnership agenda item. The RARGOM MOU needs to be updated.
- No downsides to the fiscal agent agreement were raised.

Outcome/ Action:

- The fiscal agent agreement was moved, seconded and unanimously approved. John Annala did not vote due to his relationship with RARGOM.
- RARGOM will initiate updating their MOU with the GOMC
- The RARGOM agreement will be signed by Don Hudson and John Annala at the conclusion of the meeting.

6. Other Business - Update on NROC proposal with USGOMA as fiscal agent

Betsy Nicholson explained that NOAA expected to know in the next two weeks about the grant application for NROC that was submitted through the US Association as NROC's fiscal agent. She explained that the funds, if awarded, would be available through September, 2012.

Meeting adjourned at 8:25 a.m.

Summary submitted by Cynthia Krum, Executive Director