



Gulf of Maine Association

June 6, 2018 Meeting

12:30 PM – 1:15 PM

**NOAA Marine Fisheries
Greater Atlantic Regional Fisheries Office
55 Republic Drive
Gloucester, MA**

Briefing Book

Conference Call Access Information

Call In: 1 866-506-7697

Passcode: 9500660#

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Gulf of Maine Council on the Marine Environment
 June 6, 2018 • Gulf of Maine Association Meeting • Briefing Book

MEETING AGENDA

All Times are ET

GOMA Meeting • Wednesday, June 6, 2018 • 12:30 – 1:15 PM		
NOAA Marine Fisheries, Greater Atlantic Regional Fisheries Office, 55 Republic Drive, Gloucester, MA		
12:30 PM	Welcome and Introductions <i>W. Donald Hudson, GOMA Chair</i>	
12:35 PM	Consent Agenda DRAFT February 9, 2018 GOMA Meeting Summary	✓ For Decision <i>p. 4</i>
12:40 PM	July 2017 – June 2018 Budget vs. Actual Estimate <i>Joan LeBlanc, GOMA Coordinator</i>	✓ For Decision <i>pp. 5-6</i>
12:45 PM	Canadian Association Financial Report at March 31, 2018 <i>Christie Ward, NB – Canadian Association Secretariat</i>	✓ For Information <i>p. 7</i>
12:50 PM	July 2018 – June 2019 GOMA Operating Budget and GOMA Contractor Scope of Work Documents <i>Joan LeBlanc, GOMA Coordinator</i>	✓ For Decision <i>Briefing Note - p. 8</i> <i>Budget – p. 9</i> <i>SOWs – pp. 10-19</i>
1:00 PM	GOMA Plans for 2018 / 2019 <i>W. Donald Hudson, GOMA Chair</i> <i>Joan LeBlanc, GOMA Coordinator</i>	✓ For Direction
1:10 PM	Other Business <ul style="list-style-type: none"> • Items removed from Consent Agenda • Conflict of Interest Policy • Proxy Forms • Any other new business 	 <i>COI Policy - pp. 20-22</i>
1:15 PM	Adjourn	

**DRAFT Meeting Summary for the
Gulf of Maine Association Meeting
Held via Teleconference
February 9, 2018, 9:00 AM ET**

Board of Directors members in attendance: Priscilla Brooks; Steve Couture (proxy from Robert Scott); Peter McLaughlin (Proxy from Perry Haines); Don Hudson; Ru Morrison; Lee Sochasky, Kathleen Leyden

Board members not in attendance: Bruce Carlisle

Contractor support: Cynthia Krum

Consent Agenda

A. November 29, 2017 Gulf of Maine Association Meeting Summary
Approval of the consent agenda was:
Moved: Steve Couture
Seconded: Kathleen Leyden
No Discussion
Unanimously approved

A. Gulf of Maine Association Transition Planning

Comments included that the proposal in the briefing packet was straightforward and made sense. It was stated that the annual cycle of reporting and the annual meeting were critical to maintain. It was agreed that hours should be tracked so that the exact level of effort for the contract can be determined over time. One member asked if Joan had been approached yet about the contract possibility and it was verified that she had been and had expressed some interest. Don thanked Cindy for her work and Cindy thanked the board for their service.

Movement to offer a contract to Joan LeBlanc as Coordinator of the Gulf of Maine Association based on the scope of work included in the briefing packet was:

Moved: Steve Couture
Seconded: Lee Sochasky
No Discussion
Unanimously approved

B. Canadian Association Plans

Benefits and downsides were discussed about having someone on the Canadian side of the border maintain the Canadian Association. Currently this falls to a volunteer, Peter McLaughlin. The decision was for there to be more discussion amongst Canadian Association members and determine if there is a need. Otherwise, we would continue as we have always done it without assistance to maintain the Canadian Association and continuing to transfer Canadian Association funds to the US GOMA.

Meeting Adjourned at 9:50 AM ET

Meeting Summary prepared by Cynthia Krum, GOMA Executive Director

Gulf of Maine Association Meeting Briefing Note					
Title of Agenda Item: July 2017 – June 2018 Budget vs. Actual Estimates					
Submitted by: Joan LeBlanc, GOMA Coordinator					
Type of Item (place X in appropriate box)	For Decision	x	For Direction	For Information (internal)	For Information (External)
Background (required):					
Notes regarding the Gulf of Maine Council through Gulf of Maine Association operating budget projections for the fiscal year ending June 30, 2018:					
<ul style="list-style-type: none"> • Projected income of \$93,957 and projected expenses of \$109,305 will result in an estimated shortfall of \$15,348. The projected shortfall will be funded via unrestricted net assets. • Unrestricted net assets at June 30, 2018 are projected to be \$94,829. 					
Actions, Outcomes or Decisions Requested (optional):					
<ul style="list-style-type: none"> • GOMA Board Members are asked to review and approve the July 2017 – June 2018 Budget vs. Actual estimate. 					
Supporting Documentation (If applicable, list additional documents included in the Briefing Book following this Briefing Note):					
<ul style="list-style-type: none"> • <i>The GOMC through GOMA Operating Budget for Fiscal Year ending June 30, 2018</i> 					

**Gulf of Maine Council through Gulf of Maine Association
Operating Budget for Fiscal Year ending June 30, 2018 with Actual Results through April 2018 plus Estimate**

	Revised GOM Association FY 2018 Budget end June 30, 2018	Actual GOM Association FY 2018 (period End May 2018) <small>(invoicing thru April '18)</small>	Estimate GOM Association FY 2018 (May/June 2018) <small>(invoicing for May&June)</small>	TOTAL Projection GOM Association FY 2018 (Total Year Est)	Fav/(Unfav) Act FY18 vs Budget
Canada Federal Funding					
EC-GMI ending 03/31/2019	13,108	6,778	-	6,778	(6,330)
EC- AEI ending 03/31/2018	3,220	4,248	-	4,248	1,028
DFO ending 03/31/2017	15,000	15,000	-	15,000	-
Total Canada Federal Funding	31,328	26,026	-	26,026	(5,302)
GOMC Membership Dues NH Fee Agreement	48,998 9,000	21,438 9,000	27,560 -	48,998 9,000	- -
Total Gulf of Maine Council Funding	57,998	30,438	27,560	57,998	-
Fiscal Agent Income					
NROC - US Federal	3,136	4,389	-	4,389	1,253
RARGOM-Membership/Registration	7,840	5,208	336	5,544	(2,296)
Estimated Income	100,302	66,061	27,896	93,957	1,441 (6,345)
EXPENSES					
Education					
Information Technology	9,780	2,724	7,160	9,884	(104)
Secretariat (Coordinator)	47,000	39,300	7,700	47,000	-
Secretariat (Other Expenses)	2,500	1,008	2,900	3,908	(1,408)
Monitoring/Research					
Ecosystem Indicator Partnership	8,039	3,811	-	3,811	4,228
Climate Network	2,800	2,800	-	2,800	-
Management & Administration					
Gulf of Maine Association	38,254	26,152	7,000	33,152	5,102
Fiscal Agent Services	7,000 2,800	4,532 3,918	300 -	4,832 3,918	2,168 (1,118)
RARGOM NROC	118,173	84,245	25,060	109,305	8,868
Total Expense	(17,871)	(18,184)	2,836	(15,348)	2,523
Net Operating Surplus/(-Shortage)					
Gulf of Maine Council through Gulf of Maine Association					
Unrestricted Net Assets at June 30, 2017 (audited)	\$ 110,177			110,177	
Net Operating Surplus at June 30, 2018 (estimate)	\$ (17,871)			(15,348)	
Unrestricted Net Assets at June 30, 2018 (estimate)	92,306	0	0	94,829	

Gulf of Maine Association Meeting Briefing Note					
Title of Agenda Item: Canadian Association Financial Report at March 31, 2018					
Submitted by: Christie Ward, Canadian Association Secretariat					
Type of Item (place X in appropriate box)	For Decision	For Direction	For Information (internal)	For Information (External)	X
Background (required): Christie Ward will provide an overview of the Canadian Association’s Financial Report for the fiscal year ending on March 31, 2018.					
Actions, Outcomes or Decisions Requested (optional): None as this item is informational only.					
Supporting Documentation (If applicable, list additional documents included in the Briefing Book following this Briefing Note): <i>None – report will be circulated separately.</i>					

Gulf of Maine Association Meeting Briefing Note				
Title of Agenda Item: July 2018 – June 2019 GOMA Operating Budget and Associated GOMA Contractor Scope of Work Documents				
Submitted by: Joan LeBlanc, GOMA Coordinator				
Type of Item (place X in appropriate box)	For Decision	x	For Direction	For Information (internal)
				For Information (External)
Background (required):				
<u>July 2018 through June 2019 Proposed Operating Budget Overview</u>				
<ul style="list-style-type: none"> • GOMA Budget for the fiscal year ending June 30, 2019 includes total income of \$75,823 and total spending of \$76,633 resulting in a net shortfall of \$809. The shortfall will be covered by unrestricted net assets estimated to be \$94,020 at June 30, 2019. • The budget includes fiscal agent income of \$6,160 and expenses of \$5,500. 				
<u>Draft Budget for Fiscal Year ending June 30, 2020</u>				
<ul style="list-style-type: none"> • The DRAFT GOMA Budget for the fiscal year ending June 30, 2020 includes total income of \$72,035 and total spending of \$75,146 resulting in a net shortfall of \$3,111. The shortfall will be covered by unrestricted net assets estimated to be \$90,909 at June 30, 2020. 				
<u>Contractor Scopes of Work</u>				
<ul style="list-style-type: none"> • IT Services, Yellahoose, \$9,780, July 1, 2018 – June 30, 2019. • GOMC Council Coordination, Joan LeBlanc, \$47,000, July 1, 2019 – June 30, 2019. • GOMA Coordination, Joan LeBlanc, \$6,500, April 1, 2018 – June 30, 2019. • GOMA Bookkeeping, Seacoast Balanced Accounting, \$3,600, July 1, 2018 – June 30, 2019. 				
<u>Notes</u>				
<ul style="list-style-type: none"> • While unrestricted net assets will be utilized to cover the budget shortfall during the next two fiscal years, this strategy will not be sustainable for future years unless projected income levels increase or spending is reduced. • Budgeted spending for GOMA coordination is based upon an estimate of hours required to cover minimal GOMA tasks. GOMA coordinator will provide regular updates to keep GOMA board informed about how the budget matches up with required level of effort. 				
Actions, Outcomes or Decisions Requested (optional):				
<ul style="list-style-type: none"> • GOMA Board Members are asked to approve the proposed operating budget for FY18-19. • GOMA Board Members are asked to approve the Draft GOMA Contractor Scope of Work Documents. 				
Supporting Documentation (If applicable, list additional documents included in the Briefing Book following this Briefing Note):				
<ul style="list-style-type: none"> • <i>GOMA Operating Budget for Fiscal Year Ending June 30, 2019</i> • <i>GOMA Scopes of Work for July 1, 2018 through June 30, 2019</i> 				

Gulf of Maine Association
Operating Budget for Fiscal Year ending June 30, 2019

Red print denotes unsecured sources

	2018 - 2019 GOM Association Budget end June 30, 2019	DRAFT 2019-2020 GOM Association Budget end June 30, 2020
INCOME		
US Federal Funding		
Total US Federal Funding	-	-
Canada Federal Funding		
ECCC GMI ending 3/31/19	3,788	-
DFO ending 03/31/2019	15,000	15,000
Total Canadian Federal Funding	18,788	15,000
Membership Dues		
Nova Scotia Department of Intergovernmental Affairs (\$10K CAD)	7,438	7,438
New Brunswick Environment & LG (\$10K CAD)	7,438	7,438
Massachusetts CZM	18,000	18,000
Maine Coastal Program	9,000	9,000
NH Fee Agreement	9,000	9,000
Total Gulf of Maine Council Funding	69,663	65,875
Fiscal Agent Income		
RARGOM-Membership/Registration	6,160	6,160
Total Fiscal Agent Funding	6,160	6,160
Total Income	75,823	72,035
EXPENSES		
Education		
Information Technology	9,780	9,780
Secretariat (Coordinator)	47,000	47,000
Secretariat (Meeting Expenses)	2,500	2,500
Monitoring/Research		
Ecosystem Indicator Partnership	1,487	-
Climate Network	-	-
Management & Administration		
Gulf of Maine Association Coordinator	4,680	4,680
Gulf of Maine Association Bookkeeper	3,600	3,600
Gulf of Maine Association (other)	2,086	2,086
Fiscal Agent Program Expense		
RARGOM	5,500	5,500
Total Expense	76,633	75,146
Net Operating Surplus/(-Shortage)	(809)	(3,111)

Gulf of Maine Council through Gulf of Maine Association			
Unrestricted Net Assets at June 30, 2018 (estimate)	\$	94,829	94,020
Carryforward Dues	\$	-	-
Net Operating Surplus/(Shortage) FY 2018/2019		(809)	\$ (3,111)
Estimated Unrestricted Net Assets at June 30, 2019		94,020	90,909



**GOMC (Gulf of Maine Council on the Marine
Environment)
Core Contractor and GOMA (Gulf of Maine
Association) Scopes of Work
Contracted through GOMA
For Fiscal Year July 1, 2018 – June 30, 2019**

**Document to be reviewed on April 18, 2018 Working
Group Teleconference
Prepared by Cynthia Krum, GOMA Executive
Director in Coordination with the GOMC and GOMA
Contract Managers**

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<u>GOMA Management & Administration</u>	
GOMA Coordinator for the Gulf of Maine Association <i>Joan LeBlanc</i>	7
Bookkeeper for the Gulf of Maine Association <i>Balanced Seacoast Accounting, LLC</i>	9

CORE SERVICES

Scope of Work for: Yellahoose, LLC Contract Title: Information Technology Support, Programming and Systems Administration

Contract Length: July 1, 2018 – June 30, 2019

Contract Amount: \$9,600

Source of funds: GOMC Dues

Contract Manager: Prassede Vella

Contract review: Completed March, 2018 with recommendation for re-contracting

A. Hosting Tasks and Deliverables

For One Server (\$180 hosting fee for 10/1/2018- 9/30/19):

Note: Second server for ESIP will be terminated – can just use one server

- Routinely (daily) backup GOMC websites, databases and files.
- Periodically test backups to confirm that backups are complete.
- 12 month hosting of GOMC site

B. Information Technology Support, Programming and Systems Administration Tasks and Deliverables: (\$9,420)

Server Maintenance/Updates:

- Maintain server computer hardware hosting Gulf of Maine Council websites, databases, email and files. (Ongoing)
- Maintain networks connecting servers host GOMC products to the WAN. (Ongoing)
- Update server computer hardware and networking as needed to ensure 24/7/365 availability. (Ongoing)
- Evaluate, update and test operating system and application software to ensure security patches and value-added feature enhancements are implemented. (Ongoing)

Support

- Assist GoMC contractors and end-users to access and use GOMC's online products and services, e.g. email, listserves, online forms, databases, control panel software and applications.
- Promptly answer support-related issues submitted via phone or email, and if necessary address GOMC specific hardware and/or software problems.

Maintenance/Development/Design

- Overall - adding/updating search engine descriptions (metadata) for GOMC pages, and analyzing analytics to maintain and increase traffic
- Search engine optimization/review of Google Analytics for GOMC pages, and analyze analytics to maintain and increase traffic
- ESIP website

- Updates to ESIP website content including adding monthly journals as available
- Calls with ESIP Co-chairs regarding updates.
- Maintain, enhance and add data (unless major new data sets) to existing databases and app
- Climate Network:
 - Update and maintain site including Quarterly Outlook release (4 times annually)
 - Upload and release outlook file (via constant contact); upload on Climate Network Page; archive previous version
 - Calls with program manager
- Overall GOMC and GOMA
 - Continually, maintain and add data and information (As-needed)

Reporting

- Regularly update the Contract manager on hardware and software maintenance related events. (As-needed)
- Provide IT updates to your contract manager
- Monthly work report

Scope of Work for: Joan LeBlanc Contract for: Council Coordination

Contract length: July 1, 2018 – June 30, 2019

Contract Amount: \$47,000

Source of Funds: GOMC Dues

Contract Manager: Theresa Torrent, Working Group Chair

Contract review: Completed March, 2018 with recommendation for re-contracting

Tasks, Products and Deliverables:

1. Internal Policy and Council Coordination

Task 1.1: Council Coordinator will serve as the primary point of contact. The Coordinator will be responsible for overall Council management and logistics, providing support and continuity for Council management and internal policy functions. Specific work elements of this task include:

- Coordinate development and updating of internal administrative and operational policies (e.g. Terms of Reference, Reference Handbook, etc.)
- Provide support to Working Group Chair and Secretariat Team as needed.
- Assist Working Group Chair in tracking and following up on status and progress of implementing GOMC decisions and action items.
- Assist Council and provide recommendations on the formation of new committees, *ad hoc* groups, or advisory groups, as needed.
- Provide orientation and support to current and incoming Secretariat leadership as needed.

Task 1.2: Council Coordinator will facilitate any follow up activities relating to completion of the GOMC's 2018-2022 Action Plan.

Task 1.3: Council Coordinator will facilitate development and updating of the GOMC's two-year Work Plan. Specific work elements of this task include:

- Develop and disseminate templates, instructions and timelines for Working Group members to prepare or update two-year Work Plans.
- Coordinate process for development, updates, and approval of GOMC Work Plan.

Products and Deliverables:

- GOMC Reference Handbook posted to GOMC website (updates as needed)
- GOMC 2-Year Work Plan posted to GOMC website (updates as needed)
- GOMC 5-Year Action Plan posted to GOMC website

2. Administrative and Operational Meeting Support and Guidance

Task 2.1: The Coordinator will provide operational and administrative support and counsel for the Working Group Chair. Specific work elements of this task include:

- Assist Working Group Chair with organization of up to two (2) virtual Working Group meetings, up to ten (10) Secretariat Team conference calls, up to one (1) virtual Council meeting, and one in-person joint Working Group/ Council meeting.
 - Develop goals, agenda and logistics for the meetings.
 - Draft and finalize Working Group and Council meeting agendas in collaboration with the Working Group Chair.
- Prepare briefing packets for Council and Working Group meetings.
 - Disseminate requests for briefing documents and set deadlines for submissions, follow-up with reminders to gather materials needed for all applicable agenda items.
 - In collaboration with Working Group Chair, draft briefing materials for items related to Council Coordination functions.
 - Produce PDF of briefing book with final agenda and meeting materials, and post to GOMC website in advance of the meetings.
- Compile presentations from presenters to ensure smooth flow of meetings.
- Track in-kind meeting participation time (number of participants and number of hours).
- Prepare less formal agenda and meeting materials as needed to ensure smooth facilitation of Secretariat Team calls. Circulate Secretariat Team meeting materials via email (no posting to GOMC website needed).

Products and Deliverables:

- Placeholder and final agendas for meetings
- Completed briefing packet - seven working days prior to meeting for WG and Council
- Council and Working Group meeting materials posted to GOMC website

Task 2.2: Attend and provide summaries for meetings per task 2.1 above. Prepare meeting summaries for each meeting, including record of action and decision items. Update and finalize draft summaries to include any edits made via email or during the meeting where the draft summary is placed on the consent agenda.

Products and Deliverables:

- Prepare draft list of key action items / decisions and distribute to the meeting body (Working Group, Council or Secretariat). Summaries from Secretariat Team calls will be distributed within seven (7) working days, and summaries from Working Group and Council meetings will be distributed within two (2) weeks of the meetings conclusion.
- Prepare and maintain final meeting summaries with edits incorporated.

3. GOMC Communications

Council Coordinator will facilitate communication among the various GOMC organizational entities and partners and serve as the main point of contact. Specific elements of this task include:

- Maintain website content related to Working Group and Council meeting information, meeting materials, presentations, work plans, reports, and committee membership lists.
- Respond to inquiries from Council agencies, partners, stakeholders and the public.
- Prepare orientation package and materials for new Council, Working Group, and Committee members. Provide orientation and welcome to new members.
- Update website content and email listserves as needed.

4. GOMC Awards Program

Task 4.1: Coordinate awards nomination and selection process.

- Prepare nomination forms and conduct outreach to facilitate nominations.
- Prepare summaries of award nominations received.
- Provide technical assistance to those preparing nominations.
- Develop and facilitate process for review and selection of nominations.

Task 4.2: Coordinate awards ceremony and reception in collaboration with Working Group Chair and Maine Coastal Program (event sponsor).

- Coordinate production of awards plaques (provide design services as needed).
- Coordinate logistics for event.
- Write / edit talking points and speeches for awards ceremony as needed.
- Prepare agenda / program book and other event logistics.
- Prepare and circulate summary of award winners and photos to jurisdictions for public relations purposes following event.

Products and Deliverables:

- GOMC Award nomination forms developed and distributed
- GOMC Award winners selected
- GOMC Awards event coordinated with host jurisdiction
- Awards summary and photos to jurisdictions

5. GOMC Initiatives

Council Coordinator will provide a limited amount of support to help facilitate one or more GOMC initiatives. Specific work elements and level of effort related to this task will be

determined between the Working Group Chair and Council Coordinator and be scaled to reflect available capacity within the overall GOMC Coordinator's scope of work. Activities during the period of this contract will include:

Task 5.1: Work with GOMC and partner organizations to help facilitate advance planning around a multi-day Gulf of Maine Symposium expected to take place during 2019 in Portland, Maine.

Task 5.2: Work with Council, Working Group and Secretariat Team to facilitate learning, networking, and information exchange opportunities around Gulf of Maine issues of concern by organizing policy related presentations or discussions as part of Council and / or Working Group meetings.

6. GOMC Reporting

Council Coordinator will prepare reports regarding Council Coordination activities.

Products and Deliverables:

- Monthly work report to Working Group Chair and Gulf of Maine Association
- Mid-year progress and final year-end report for NH DES contribution agreements that directly fund Council Coordinator
- Annual report to GOMA summarizing in-kind contributions by GOMC members – to be prepared after close of fiscal year
- Other reports or highlighted GOMC lists of accomplishments if requested by Council

GOMA MANAGEMENT AND ADMINISTRATION

Scope of Work for: Joan LeBlanc

Contract Title: GOMA Coordinator for the Gulf of Maine Association

Contract Length: April 1, 2018 – June 30, 2019

Contract Amount: \$6,500

Source of Funds: Dues, Management and Administrative fee (including Fiscal Agent)

Contract Manager: Don Hudson, GOMA Chair

Contract Review: New Contract

Note: Tasks/deliverables below are for the Gulf of Maine Council on the Marine Environment, and fiscal agent arrangements with the Regional Association for Research on the Gulf of Maine.

Financial Management and Grants (if any are received)

1. Oversee Payments:

- Receiving invoices and contract manager approvals, coding, and submission of invoices to bookkeeper.

Frequency: Monthly

- Estimate:* 3-4 invoices per month
2. Oversee Bookkeeping:
 - Coordinate invoice approval.
 - Verify dues amounts for invoicing by Bookkeeper.
 - Review financial documents.
 - Review bank reconciliations in coordination with the GOMA Treasurer.
 - Review actual expenditures for all programs against budgets.
 - Consult with Bookkeeper on an as needed basis.
 - Oversee preparation of 1099's

Frequency: Ongoing, dues and 1099's– once a year
 3. Oversee Fiscal Agent agreements and services with:
 - a. RARGOM

Frequency: Primarily in fall when science meeting is held
 4. Ensure compliance with GOMA policy, practices and documents.
 5. Grants:
 - Manage negotiation and receipt of contracts, reporting, compliance and invoicing for any other funding sources.

Frequency: ECCC GMI fall 2018 progress report and spring 2019 final report.
 6. Oversee annual preparation of form 990
 7. Maintain federal and state registrations - SAM, Dunn and Bradstreet, Maine Annual Report

GOMA Business Coordination

1. Coordinate, prepare for and hold two GOMA Board of Directors calls/meetings including agendas, other documents and meeting summaries.
2. Maintain Association Board of Directors membership and compliance with bylaws.
3. Maintain Board Record book at legal firm.
4. Negotiate fiscal agent agreements as needed and oversee agreements.
5. Gather and manage mail from P.O Box for the Association. In coordination with Bookkeeper maintain filing system and file retention (electronic) for all contractors, vendors, grantors, grantees and all financial files.
6. Manage transition to electronic files whenever possible.
7. Collect signed COI policies on an annual basis.

Frequency: Primarily twice a year

Contract Administration and Contractor Communications

1. Contract Management:
 - Ensure communication regarding GOMA policies and practices.
 - Act as Contract Manager for the Bookkeeper
 - Select and support Contract Managers as needed.
 - Coordinate Contractor/Contract Manager reviews. (March/April)
 - For contract selection, retain applications and competitive review process documentation.
 - Assist Contract Managers with scope of work preparation for contracts.
2. Contract Preparation:
 - Prepare Core Contractor (Council Coordination and Information Technology) and GOMA management contracts and coordinate execution.

GOMC Meeting Participation and Working Group Chair Support

1. Participate in 2 Secretariat Committee calls, and prepare documents and presentations for calls as needed.
2. Provide GOMA information as needed to Working Group Chair.

Scope of Work for: Seacoast Balanced Accounting, LLC Contract Title: Bookkeeping for the Gulf of Maine Association

Contract Length: April 1, 2018 – June 30, 2019

Contract Amount: \$3,600

Source of Funds: Management and Administrative fee; Dues

Contract Manager: GOMA Coordinator

Contract review: Completed March, 2018 with recommendation for re-contracting

Note: Tasks/Deliverables below are for the Gulf of Maine Council on the Marine Environment projects, and fiscal agent arrangements with the Regional Association for Research on the Gulf of Maine.

TASKS/DELIVERABLES:

1. Manage and Maintain QuickBooks accounting system for GOMA (Gulf of Maine Association) and provide information to GOMA Coordinator as needed.
 - Deliverable date: Ongoing
2. Compile financial, accounting and grant reports and forms including:
 - Master Spreadsheet for ECCC GMI award: Track payments on contracts and sub-awards in Excel including amount paid to date, and Balance Due on subcontracts. Include additional information such as: schedule for financial and progress report deadlines, start & end date, match amounts in coordination with GOMA Coordinator. Deliverable date: AS needed
 - Complete all required financial reports for Federal Funds (ECCC GMI).
 - Provide general ledgers, profit and loss statements, and balance sheet.
 - Deliverable date: Balance sheet –quarterly; P&L and general ledgers – fiscal year-end and as needed.
 - Prepare Budget vs. Actual Results Analysis including cash flow position and unrestricted net asset balances.
 - Deliverable date: October, April and fiscal year-end
3. Assist with tax form 990 EZ. Deliverable date – November 15, 2018
 - Prepare needed financial documents for tax preparation. Participate in meetings as necessary
4. Prepare 1099 forms. Deliverable date: January 31, 2019
5. Request and track receipt of all funds including:
 - Dues, contracts in-lieu of dues and ECCC GMI
 - Funds from the Canadian Association (GOMA Coordinator will assist).
 - Deliverable date: As needed
 - Receipt of meeting registration fees, and annual membership dues as needed including drawdown from PayPal account for RARGOM.
 - Deliverable date: As needed
6. Prepare Final Annual Operating Budget for next Fiscal Year and future year projections in coordination with GOMA Coordinator.

7. Do insurance negotiation and assist with address change for new GOMA coordinator:
 - Negotiate and secure officers and directors liability insurance. (Fall)
 - Assist with address change
8. Perform all payments and bank transactions:
 - Prepare list of approved checks and draw-down spreadsheet to forward to GOMA Coordinator
 - Deliverable date: 1-2 days prior to check run
 - Prepare and send checks once each month with occasional additional checks if needed, make all required QuickBooks entries
 - Deliverable date: 7th of the month (or closest business day) and as needed
 - Reconcile bank accounts and forward bank reconciliations to GOMA Coordinator and GOMA Treasurer.
 - Deliverable date: monthly
9. Provide written acknowledgement for contributions/sponsorships/meeting registration fees (RARGOM) as needed.
10. Assist with maintenance of filing system and file retention (electronic) for all contractors, vendors, grantors, grantees and all financial files. Hard copy for invoices, approvals and receipts.
11. Other items as assigned in writing by GOMA Coordinator. Monthly work report and invoice submitted to GOMA Coordinator.

Conflict of Interest Policy for the Association of US Delegates to the Gulf of Maine Council on the Marine Environment

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (U.S. Gulf of Maine Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Additional Guidelines in Regards to RFP's and Contracting

- a. The US Association will adhere to applicable Federal regulations regarding sub-contracting of federal grants.
- b. An individual who contributes to writing an RFP may not apply for it.
- c. Individuals of a proposal review committee or panel shall abstain from participating in the review and/or selection of proposals generated by organizations of which these individuals are members. An individual may not comment or vote on decisions affecting the awarding of a contract for which that member has submitted a proposal.
- f. Individuals must treat all materials during an RFP review as strictly confidential. Violation of that confidentiality may constitute a conflict of interest if it gives unfair advantage to any party.

Board Member Agreement

I, _____, Association of US Delegates to the Gulf of Maine Council (US Association) Board member, agree to abide by this conflict of interest policy while performing my US Association Board role.

Signature _____ Date _____