



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**


BOARD OF DIRECTORS – MINUTES

Meeting Type: **Special Meeting of the Board of Directors Called by the Chair**
 Meeting Location: **Nowak Room, Town Offices, 10 Front Street, Exeter NH**
 Meeting Date: **Thursday, June 23, 2022**
 Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall**

1. Call to Order, Roll call of Member Representatives and Alternates and Verification of Meeting Quorum

Chair Clifton Below called the meeting to order at 10:07 am and called the Member roll as follows:

Member	Director	Present / Absent	Alternate	Present / Absent
Cheshire County	Terry Clark	Absent	Chris Coates	Absent
Dover	Chris Parker	Absent	Jackson Kaspari	Absent
Durham	Mandy Merrill	Present	Nat Balch	Present Virtually
Enfield	Kim Quirk	Present virtually	Jo-Ellen Courtney	Absent
Exeter	Nick Devonshire	Absent	Julie Gilman	Present
Hanover	April Salas	Present Virtually	Peter Kulbacki	Present virtually
Harrisville	Andrea Hodson	Absent	Andrew Maneval	Absent
Hudson	Craig Putnam	Present virtually	Kate Messner	Absent
Lebanon	Clifton Below	Present	Greg Ames	Absent
Nashua	Doria Brown	Absent	Bob Blaisdell	Absent
Newmarket	Toni Weinstein	Absent	Steve Fournier	Present
New London	Jamie Hess	Absent	Tim Paradis	Absent
Pembroke	Matt Miller	Present virtually	Jackie Wengenroth	Absent
Plainfield	Evan Oxenham	Present virtually	Steve Ladd	Absent
Portsmouth	Kevin Charette	Absent	Peter Rice	Present virtually
Rye	Lisa Sweet	Present	Howard Kalet	Absent
Walpole	Paul Looney	Present virtually	Dennis Marcom	Present virtually
Warner	Clyde Carson	Present virtually	George Packard	Absent
Webster	Martin Bender	Present virtually	David Hemenway	Present virtually

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The Directors and Alternates attending virtually noted that it is not reasonably practicable for them to drive to Exeter today.

2. Action Items

- **Director Sweet Report: Contract Amendment Recommendation for Herndon Enterprises**

Lisa Sweet presented the contract extension for Henry Herndon Enterprises. She noted that Henry has worked a total of 200 out of the 300 authorized hours so far.

The contract amendment is for 600 hours for 6 months at a rate of \$85 per hour. The contract includes a provision for deferred compensation of 50 hours out of every 150 hours worked, and states that if CPCNH does not launch CPCNH will not pay Henry will the deferred compensation. The contract can be cancelled at will.

Peter Kulbacki left the meeting at 10:21 am

Steve Fournier moved to approve this first amendment to the consulting services agreement with Herndon Enterprises LLC as presented in the 6/23/22 Board packet and authorize the Chair to execute the amendment. Julie Gilman seconded the motion.

Matt Miller stated that he felt the proposed contract is a good contract. However, he said that we need to move away from an ad hoc salary determination and come up with specific salary structure. CPCNH needs access to proper salary data and make a salary rate determination decision based on that data so that we can easily justify the decision to our towns.

April Salas expressed a concern about a lack of process and insufficient time to review proposals. She was also concerned about so much work being done by contractors and questioned whether some of the work should have been done by contractors.

Peter Rice left the meeting at 10:29 am

Mandy Merrill said that as someone who's relatively new to the process she has found Henry to be very responsive and helpful and she thinks he's well worth the proposed rate.



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Chair Clifton Below called a roll call vote.

Member	Director	Vote	Alternate	Vote
Cheshire County	Terry Clark		Chris Coates	
Dover	Chris Parker		Jackson Kaspari	
Durham	Mandy Merrill	Yes	Nat Balch	
Enfield	Kim Quirk	Yes	Jo-Ellen Courtney	
Exeter	Nick Devonshire		Julie Gilman	Yes
Hanover	April Salas	Abstain	Peter Kulbacki	
Harrisville	Andrea Hodson		Andrew Maneval	
Hudson	Craig Putnam	Yes	Kate Messner	
Lebanon	Clifton Below	Yes	Greg Ames	
Nashua	Doria Brown		Bob Blaisdell	
Newmarket	Toni Weinstein		Steve Fournier	Yes
New London	Jamie Hess		Tim Paradis	
Pembroke	Matt Miller	Yes	Jackie Wengenroth	
Plainfield	Evan Oxenham	Yes	Steve Ladd	
Portsmouth	Kevin Charette		Peter Rice	Absent for vote
Rye	Lisa Sweet	Yes	Howard Kalet	
Walpole	Paul Looney	Yes	Dennis Marcom	
Warner	Clyde Carson	Absent for vote	George Packard	
Webster	Martin Bender	Yes	David Hemenway	



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The motion was approved with 11 votes in favor, and one abstention with some people being absent for the vote.

David Hemenway joined the meeting at 10:36 am

- **Treasurer Report: Budget Recommendation**

The treasurer, Kim Quirk presented a budget that has the assumption that the contracts for Henry Herndon Enterprises and Community Choice Partners were approved. Kim pointed out that the Community Choice Partners line was based on 420 hours, not the 400 approved.

Matt Miller commented that the “Staff Search” should be changed to reflect the case that it was normal that the cost of a Recruiting firm is a finder’s fee of 30 to 50 % of the agreed salary. In addition, the Services agreements will include deferred payments it is unlikely that we will have any service agreement costs before we start operations.

April Salas was concerned that we had said to vendors that we will be hiring a team and a deferred compensation approach does not reflect that strategy. She added that we have not considered other costs that we are likely to incur with DWGP such as any costs incurred as a result of the cost sharing agreements and the costs of establishing reserve accounts.

Kim proposed approving this budget because it is most reflective of current costs. The next budget will be fund raising budget that will have far more detail.

April Salas suggested either projecting a cost and sticking to that approach or not. She said that we do not need to necessarily present a balanced budget, but that we need to be aware of promises that have been made in presentations to funders.

Steve Fournier said that the bottom line is the most important for town managers – they do not need too much detail.

Matt Miller said that we need to approve budget so that we can see that Board the has agreed to expenditures. What we show on the website is another issue, as this could be a budget projection, not an actual budget.

Kim Quirk moved to approve the 2022 Budget Totals as presented in the Board Packet for today, except to delete the \$2,000 for “Staff Search”. Lisa Sweet seconded the motion.



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Chair Clifton Below called a roll call vote.

Member	Director	Vote	Alternate	Vote
Cheshire County	Terry Clark		Chris Coates	
Dover	Chris Parker		Jackson Kaspari	
Durham	Mandy Merrill	Yes	Nat Balch	
Enfield	Kim Quirk	Yes	Jo-Ellen Courtney	
Exeter	Nick Devonshire		Julie Gilman	Yes
Hanover	April Salas	Yes	Peter Kulbacki	
Harrisville	Andrea Hodson		Andrew Maneval	
Hudson	Craig Putnam	Yes	Kate Messner	
Lebanon	Clifton Below	Yes	Greg Ames	
Nashua	Doria Brown		Bob Blaisdell	
Newmarket	Toni Weinstein		Steve Fournier	Yes
New London	Jamie Hess		Tim Paradis	
Pembroke	Matt Miller	Yes	Jackie Wengenroth	
Plainfield	Evan Oxenham	Yes	Steve Ladd	
Portsmouth	Kevin Charette		Peter Rice	Absent for vote
Rye	Lisa Sweet	Yes	Howard Kalet	
Walpole	Paul Looney	Yes	Dennis Marcom	
Warner	Clyde Carson	Yes	George Packard	
Webster	Martin Bender	Yes	David Hemenway	

The motion was approved with 13 votes in favor, and none opposed.



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- **Gifts and Grants Solicitation and Acceptance Policy for Board Adoption**

Matt Miller questioned a statement at the top of page 26 that says in bold gifts that can be generally accepted without review include “Cash, marketable securities, et cetera”. He thought that is not what we mean and that we should change it to reflect what we actually mean. Other questions arose during the discussion. April Salas suggested that given that there are a number of questions we table this until we can get some of the questions answered and clarity on the statement regarding reviews.

Clifton Below declared that by unanimous consent consideration of this policy was deferred to the next Board meeting.

- **Conflict of Interest Policy for Board Adoption**

Clifton Below noted that this policy has been reviewed by DWGP, the Finance committee, and the Executive committee and that it is a very comprehensive policy. Matt Miller pointed out a minor typographical error.

Matt then raised a concern about contractors participating in meetings where decisions were made about their contracts with CPCNH. This led to extensive discussions about various scenarios and the level of participation allowed to the contractor in this circumstance. The consensus was that contractors would need to recuse themselves and move to the area available to the general public. Some Board members proposed that this circumstance should be referred to legal counsel but there was concern that we need to have a conflict-of-interest policy in place prior to interviewing vendors responding to the RFP. Sterve Fournier said that if we need to amend the policy in the future, we could always amend it then.

Newmarket alternate Director Steve Fournier moved to adopt the Conflict of Interest Policy as presented in the Board packet with one typo correction as noted [correct a reference on p. 34 under §6.2.3 that refers to Section 6.1.2 to instead refer to Section 6.2.2] . Exeter alternate Director Julie Gilman seconded the motion.

Chair Clifton Below called a roll call vote.

Member	Director	Vote	Alternate	Vote
Cheshire County	Terry Clark		Chris Coates	



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Dover	Chris Parker		Jackson Kaspari	
Durham	Mandy Merrill	Yes	Nat Balch	
Enfield	Kim Quirk	Yes	Jo-Ellen Courtney	
Exeter	Nick Devonshire		Julie Gilman	Yes
Hanover	April Salas	Yes	Peter Kulbacki	
Harrisville	Andrea Hodson		Andrew Maneval	
Hudson	Craig Putnam	Yes	Kate Messner	
Lebanon	Clifton Below	Yes	Greg Ames	
Nashua	Doria Brown		Bob Blaisdell	
Newmarket	Toni Weinstein		Steve Fournier	Yes
New London	Jamie Hess		Tim Paradis	
Pembroke	Matt Miller	Yes	Jackie Wengenroth	
Plainfield	Evan Oxenham	Yes	Steve Ladd	
Portsmouth	Kevin Charette		Peter Rice	Absent for vote
Rye	Lisa Sweet	Yes	Howard Kalet	
Walpole	Paul Looney	absent	Dennis Marcom	
Warner	Clyde Carson	Yes	George Packard	
Webster	Martin Bender	Yes	David Hemenway	

The motion was approved with 12 votes in favor, and none opposed.

- **Volunteer Policy and Handbook**



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April Salas explained that this policy and handbook was developed under the last executive committee for the explicit purpose of clearly defining how CPCNH engages volunteers and having it be official so that there was no ambiguity as to an individual's connection to the organization. It defined and covered them under our standards of conduct, expectation, compensation and insurance.

Clifton Below highlighted one material change from how the policy was introduced is clarification of the definition of volunteer, so to actually exclude member representatives, directors, alternates, and employees of members who may perform tasks on behalf of CPCNH as part of their municipal or county employment acting in a ministerial non decisional capacity on behalf of CPCNH. Clifton gave the example that the town of Exeter had their tech person help set up this meeting and CPCNH does not have to have him sign the volunteer policy, because he is helping us as a municipal employee.

Lisa Sweet recommended, in the first page describing CPCNH, removing the section that says what the CPCNH website describes because the website does change over time.

Newmarket alternate Director Steve Fournier moved to approve the Volunteer Policy and Handbook, with the deletion of the website details on page 40 of the agenda packet. Lisa seconded the motion.

Chair Clifton Below called a roll call vote.

Member	Director	Vote	Alternate	Vote
Cheshire County	Terry Clark		Chris Coates	
Dover	Chris Parker		Jackson Kaspari	
Durham	Mandy Merrill	Yes	Nat Balch	
Enfield	Kim Quirk	Yes	Jo-Ellen Courtney	
Exeter	Nick Devonshire		Julie Gilman	Yes
Hanover	April Salas	Absent	Peter Kulbacki	absent
Harrisville	Andrea Hodson		Andrew Maneval	
Hudson	Craig Putnam	Yes	Kate Messner	



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Lebanon	Clifton Below	Yes	Greg Ames	
Nashua	Doria Brown		Bob Blaisdell	
Newmarket	Toni Weinstein		Steve Fournier	Yes
New London	Jamie Hess		Tim Paradis	
Pembroke	Matt Miller	Yes	Jackie Wengenroth	
Plainfield	Evan Oxenham	Yes	Steve Ladd	
Portsmouth	Kevin Charette		Peter Rice	Absent for vote
Rye	Lisa Sweet	Yes	Howard Kalet	
Walpole	Paul Looney	absent	Dennis Marcom	
Warner	Clyde Carson	Yes	George Packard	
Webster	Martin Bender	Yes	David Hemenway	

The motion was approved with 11 votes in favor, and none opposed.

3. July and August Meeting Dates and Locations

Clifton Below reported that Lisa Sweet and Henry Herndon suggested having the July and August meetings in at the Derry Field School in Manchester, with a box lunch to follow. There was general consensus on having the July meeting at the Derry Filed school.

4. Other Business

Craig Putnam reminded everyone that he had sent out an email message with a survey link regarding possibly switching from Google Workspace to a different solution. He asked those that had not filled out the survey to do so.

Mandy Merrill reminded members of the new legislative and Regulatory Affairs Committee to respond to an email about when we might be able to get together.



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5. Adjournment

Mandy Merrill moved to adjourn the meeting. Steve Fournier seconded the motion. Clifton Below declared the motion to adjourn adopted by unanimous consent.

Clifton Below adjourned the meeting at 12:22 pm.