



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

Minutes for the Finance Committee Meeting 14 March 2022

County Hall; 12 Court Street, Keene NH (+Zoom channel)
(Posted at CPCNH and Harrisville Community Power websites)

Meeting Minutes Approved March 28, 2022

Hodson called the meeting to order at 9:04 am

Present: Andrea Hodson (Committee Chair and Treasurer), Terry Clark (Member). Clifton Below, CPCNH Vice Chair and Finance Committee Member, attending virtually and indicating that it was not reasonably practical for him to attend in person due to the amount of travel time involved.

Vote was unanimous to accept the agenda as proposed.

Minutes. Motion was made to accept minutes of last two meetings, however the team agreed to defer approval for confirmation, specifically,

- Minutes for Feb 7th: Clifton suggested we add Federal to “can’t accept grants if we lobby”; the two attached budget scenarios were confusing. Andrea said she, Matt, Lisa, and April developed those budgets after the Risk meeting to reflect project outputs. Clifton suggested including the original budget.
- Feb 28th: Minutes deferred
- Although the Minutes for the Feb 14th meeting were approved on Feb 28th, the team subsequently corrected them to note Clifton joined at 9:11 am.

Review payables (Legal Counsel). Andrea reported that she sent the January statement to April and Cliff to review, and will send to Matt. This is consistent with FinCom’s recommendation that service purchasers will review invoices and approve as appropriate. (Clif approved the December invoice.)

Fiscal Financial Controls. Andrea shared where the policies are collected from Walpole and Cheshire County and others that provide ready examples for purposes of drafting similar policies.

Conflict of Interest. Legal Counsel prepared a working draft along with an overview.

- The team noted the Secretary’s role as described in the policy.
- Clif noted that the volunteer definition is narrow, and queried how would this policy apply to municipal employees acting on behalf of CPCNH - should there be a carve out for those? Andrea suggested we make that determination when the appointment letters are sent.
- Clif noted that the definition of conflict of interest - suggested we modify definition closer to that used by the City of Lebanon referencing NH judicial precedent citing from Atherton v. Concord 109NH 164 (1968) case.
- On the Receipt of Aggregation Service should also include other services offered by or through the corporation

- On “Personal Interest” Clif queried is there a conflict though a close friendship? How is that defined? Is there case law or is it defined elsewhere? Andrea believes close friendship is as possible as a family member and agrees it could be further defined.
- Clif queried whether Step-siblings should be added if “cousins” is too broad.
- Process of Disclosure - Clif asked should there be a provision to make it verbally at a meeting, as well as in writing, where it would show up later in the minutes. Andrea suggested written disclosure documents may be easier to retrieve versus looking for disclosure in the minutes.

The Conflict of Interest policy draft will be forwarded to the Exec Committee with FinCom’s notes.

Budget, expected donations. Andrea queried whether we should continue to book a \$10,000 gift? Clif said that is contingent upon whether the draft business plan being implemented with contractual support to be provided by Samuel Golding, which he presented to the donor.

Team resources. Andrea said Paul Looney supplied Walpole policy samples, and can help with the financial controls document. She also queried what can be shared and adapted by towns. Clifton said it will be a public document, so yes, it could be shared.

Accounting policies, division of responsibilities. Clifton reconciled roles called out in the JPA. The major suggestion is where the Exec Committee does certain things, suggesting that the Treasurer would do them. Anything rising to Exec Committee level also rises to full board level. Andrea suggested that the Exec Committee be used to keep the decision that rise to Board concise.

IT. Clifton suggested that all documents default to suggestion mode instead of editing mode in order to track changes more accurately.

HR. Andrea asked what will Finance Committee offer, if anything, in the way of support as the Exec Committee and full board decides on what positions to hire next? Is it possible for us to assist in the HR role? Clifton agrees it is reasonable. Andrea pondered the hiring process.

Meeting records. Clifton asked if meeting recordings could be uploaded to Google Drive or links. Terry will get them into the system some way.

Next meeting will be planned for March 28 at 9 am.

Motion to adjourn by Terry, Cliff seconded. Vote was unanimous to adjourn at 10:06.