

## **NEW JERSEY HISTORIC TRUST**

### **NJHT Board of Trustees Meeting Wednesday, October 4, 2017 Hartley Dodge Memorial Building Madison, Morris County**

#### **Call to Order**

Ms. Foster called the meeting to order at 10:13 a.m.

#### **Open Public Meetings Act**

Ms. Guzzo notified the Board that notice of the meeting was made in accordance with the New Jersey Open Public Meeting Act.

#### **Roll Call**

Ms. Guzzo called the roll and confirmed the meeting had a quorum.

Trustees present: Janet Foster, Deborah Kelly, Peter Lindsay, Kenneth Miller, Katherine Ng, Meme Omogbai (10:20), Chris Perks, Patricia Anne Salvatore, Robert Tighue, and Maria Connolly.

NJHT Staff present: Dorothy Guzzo, Glenn Ceponis, Carrie Hogan and Michele Racioppi.

Public in Attendance: Margaret Westfield

#### **Approval of Minutes**

Ms. Foster asked if anyone had comments on the June Board meeting minutes, there being none Ms. Foster made a motion to approve the June meeting minutes, seconded by Mr. Tighue. The motion passed.

#### **Election of Officers**

Ms. Kelly of the Nominating Committee presented the following slate of officers:

Janet Foster – Chair

Kenneth Miller – Vice-Chair

Katherine Ng – Secretary

Robert Tighue – Treasurer

Ms. Foster asked if there were any nominations from the floor. There being no additional nominations Ms. Kelly made a motion to approve the slate of officers as presented by the Nominating Committee, seconded by Ms. Salvatore. The motion passed unopposed.

### **Public Comment**

Margaret Westfield mentioned the tremendous impact the Board's approval of grant awards will have with the historic community. Ms. Westfield also invited Board members to an upcoming event focused on decoys at the Bordentown Historical Society. *Prior to the start of the meeting the Mayor of Madison welcomed the board.*

### **Communications**

Ms. Foster referenced a letter from Morven Museum to the New Jersey Historic Trust and the 1772 Foundation thanking each for its support and regretfully withdrawing its 1772 grant award due to changed circumstances at the site.

### **Reports of Officers**

#### **Chair:**

Ms. Foster gratefully acknowledged the staff and members of the Grants & Loans Committee for their work on three concurrent grant rounds.

Ms. Foster conveyed the importance of committees meeting regularly since the Trust is a committee board. Ms. Foster asked that board members serve on two committees and that the committees meet regularly either by phone or in person. The committees should focus on action items identified in the Strategic Plan.

#### **Vice Chair**

No report.

#### **Treasurer:**

Mr. Tighue referenced the Treasurer's report included in the Board packet and thanked Ms. Hogan for assembling the report. Mr. Tighue went through the report and pointed out that at close out of the fiscal year the Trust returned \$30,000 back to the State's general fund. It was explained how Treasury takes out a portion of the Trust's budget for overhead costs; however, that amount is generally returned to the Trust later in the year. Ms. Guzzo noted the everything the board discussed at its last board meeting was included in the approved State budget. The Trust has also been approved to fill another full-time staff position. Ms. Guzzo reported that the Trust is advertising to fill that position currently. Mr. Tighue asked if the Board had any questions related to the Treasurer's report. It was asked if the perpetual endowment is used to compensate for staff time devoted to perpetual easements. Ms. Guzzo responded that the endowment is in place in case the Trust must enforce through legal channels the terms of the easement. Ms. Omogbai asked for clarification regarding the discrepancy between the budgeted amount of \$652,000 and the amount listed (\$650,000) as available. The additional \$2,000 is expected to be returned to the budget so the total available will be \$652,000. It was noted that when/if the additional \$2,000 is returned it will be placed in a line item for consultant services. Mr. Perks then made a motion to approve the FY 18 budget of \$650,000 and that if the \$2,000 is returned to the Trust as expected it will be

placed under the FY 18 budget line item of consultant services, seconded by Ms. Omogbai. The motion was approved unopposed.

**Secretary:**

No report.

**Executive Director's Report**

Ms. Guzzo referenced her report, additional handouts provided to the board and the staff's report within the Board packet. Ms. Guzzo provided a copy of the revised By-Laws for review. Ms. Guzzo suggested adopting the by-laws at the Trust's December board meeting following any changes the Board may wish to incorporate. Ms. Guzzo also explained the Policies and Procedures provided to the Board. These were all reviewed by each appropriate committee over the summer and should be voted on by the Board before the end of this meeting.

Ms. Guzzo then summarized the Trust's efforts to update and improve its database. Trust staff met with the Director of DCA's IT department and they suggested that the Trust hire a business analyst consultant to work with the Trust to analyze and outline the Trust's database requirements. The IT Department estimated about \$40,000 to contract with a consultant and update the database. Ms. Guzzo stressed that the Trust would like to complete the project by June 30, 2018 in order to incorporate the next grant round into the new database. Ms. Guzzo recommended using funds from the Trust's General Operating Budget or using 1772 Foundation administrative funds (non-grant funds) to hire the outside consultant. Ms. Salvatore made a motion to allocate up to \$40,000 from the Trust's General Operating fund to hire a consultant to update and improve the Trust's database. Following additional discussion it was decided that if funds from the General Operating Fund are not available, Ms. Guzzo will come back to the Board to determine another source of funds. Ms. Kelly seconded the motion and it passed unopposed.

Ms. Guzzo reported that the Trust's website *Journey Through Jersey* will be receiving an award from Preservation New Jersey at its annual Gala. Ms. Guzzo also informed the Board that the 2018 History and Historic Preservation Conference will take place in Paterson and that plans for the conference were moving forward. Ms. Guzzo reported that the second part of the Funders Panel sponsored by the Trust was coming up as well as a Heritage Tourism workshop in Newark.

Ms. Omogbai mentioned that she attended an event in Somerset County and was gratified to hear acknowledgement of the Trust's actions from the community.

**Report of the Department of Community Affairs**

No report.

**Report of the Department of Environmental Protection**

No report.

### **Report of the Department of Treasury**

No report.

### **Report of the Executive Committee**

Ms. Foster stated that the report of the Executive Committee was provided to all Board members this morning. Ms. Ng highlighted a number of areas within the report. Ms. Ng stated that the Committee met with Ms. Trimarco in August and developed five initiatives within the strategic plan. Ms. Ng stressed the importance of always keeping in mind the Board's actions with respect to those five goals and initiatives. Ms. Ng conveyed the Committee's recommendation that portions of the strategic plan be assigned to appropriate committees and that the committees take responsibility for advancing the goals of the strategic plan. Ms. Ng also noted that the Committee stressed the importance of raising the Trust's visibility with legislators. The Committee also suggested providing a tutorial to Board members on the use of social media to advance the Trust's cause. Additionally, Ms. Ng spoke about the Roles and Responsibilities of Trustees and the overall leadership goals of the Board.

### **Report of the Grants & Loans Committee**

Ms. Kelly thanked Trust staff for its work and specifically the work pertaining to the grant application reviews. Ms. Kelly referenced the Grants & Loans Committee Report in the Board packet. Ms. Kelly asked if there are any conflicts with any projects scheduled for discussion

#### Open Grants

Mr. Ceponis provided a brief update on the progress at East Point lighthouse, specifically pointing out the recent rededication that Ms. Kelly and Ms. Guzzo attended. Ms. Kelly reviewed some additional open grants and specifically brought up the two projects located in the Oranges. She stated that the Trust was sending termination letters for these projects as a last opportunity for the grantee to respond and resurrect the project or let them end and allow the money to be reallocated to other projects.

#### Sandy Grants

Ms. Kelly reported that the National Park Service provided a one-year extension to grant-funded projects. Ms. Guzzo discussed the Romer Shoal project which still has issues moving forward, specifically, working with DEP, OEM, FEMA and NPS to find a solution to getting the work done.

#### FY 15 CBT Grant Round

It was reported that FY15 funding bill passed both the Assembly and Senate and was signed into law by the Governor on July 13<sup>th</sup>. Staff are beginning to work on generating grant agreements.

#### FY 17 Preserve New Jersey Grant Round

Ms. Guzzo went through a PowerPoint presentation providing an overview of the number of applications, amounts requested, locations of applicants and explaining the review criteria. Ms. Omogbai asked if the lull between grant rounds affected the current grant round. Ms. Guzzo explained how applicants did not know when a round was going to be available so they could not prepare in anticipation of a round. Now that the Preserve New Jersey Act is in place the Trust

should be able to get back into a regular rhythm of grant rounds and applicants will be able to plan accordingly. The Trust plans on announcing next year's round in December with applications due in May and legislation prepared by the end of the year. Ms. Guzzo stated that the Trust plans on going back to alternating planning rounds with combined planning and capital rounds. The next round will be a planning round. Ms. Guzzo reported that Green Acres and Farmland Preservation programs are looking for passage of legislation before the end of the year as well and the Trust's recommendations will likely be part of that larger push for passage of legislation, which increases its chances of passage this year. Ms. Omogbai asked if a case can still be made that the Trust needs additional money to address the needs of our applicants based on the current grant round. Ms. Guzzo stated that the Capital Needs survey built a case for the need and the amount of requests for this round substantiated that increasing the amount of Trust funding is the number one priority moving forward in the Trust's strategic plan.

Trust staff then went through each recommended project for HSM grants. Prior to any discussions, Mr. Tighue recused himself from discussions and voting on the First Presbyterian Church of Haddonfield because he is a member of the congregation and Mr. Perks recused himself from discussions and voting on the Pomona Hall because he is a member of the Board of the Camden County Historical Society, the applicant. With Mr. Tighue and Mr. Perks outside the room, Ms. Kelly made a motion to fund as presented the Pomona Hall application and the First Presbyterian Church of Haddonfield application, seconded by Mr. Miller. The motion passed with Mr. Tighue and Mr. Perks recused.

Mr. Tighue and Mr. Perks reentered the room. Ms. Kelly then made a motion to approve as recommended by the Grants & Loans Committee the remaining HSM grants, seconded by Mr. Lindsay. The motion passed unopposed.

Trust staff then went through each recommended Level I Capital project. Prior to any discussions, Ms. Salvatore recused herself from discussions on Historic Cold Spring Village because she is the Executive director of the Village and from Naval Air Station Wildwood because she is married to the President of the organization. Ms. Salvatore left the room and Ms. Kelly made a motion to approve as recommended by the Grants & Loans Committee the applications from Historic Cold Spring Village and Naval Air Station Wildwood, seconded by Mr. Tighue. The motion passed with Ms. Salvatore recusing from voting.

Ms. Salvatore returned to the room. Ms. Kelly then made a motion to approve the remaining Level I Capital projects as recommended by the Grants & Loans Committee, seconded by Mr. Lindsay. The motion was approved unopposed.

Trust staff then went through each of the Level II Capital projects. Prior to any discussions, Ms. Ng recused herself because her firm, as general contractors, may choose to bid on some of the projects awarded grants in the future and left the room. Mr. Perks made a motion to approve all the projects as recommended by the Grants & Loans Committee, seconded by Ms. Omogbai. The motion passed. Ms. Ng then returned to the room.

FY 18 Cultural Trust Round

Ms. Kelly asked if Board members had any conflicts with any of the Cultural Trust projects. Ms. Salvatore recused herself from any discussion of Naval Air Station Wildwood because of associations with the organization. Ms. Guzzo then proceeded to provide a PowerPoint presentation on the Cultural Trust grant round beginning with a review of grant round statistics and criteria. Each Project recommended for funding was then briefly reviewed by Trust staff. It was noted that the Committee was recommending funding of the Holmes-Hendrickson House up to the full \$25,000 request, understanding that less may be awarded dependent on the available funds from the Cultural Trust. Ms. Kelly then made a motion to approve funding of Naval Air Station Wildwood, seconded by Mr. Tighue. Ms. Salvatore recused from the vote, the motion passed. Ms. Salvatore reentered the room. Mr. Perks made a motion to fund the remaining projects recommended for funding by the Grants & Loans Committee, seconded by Mr. Miller. The motion passed unopposed.

#### 1772 Foundation Grants

It was reported that 1772 Foundation grant applications will be due in December.

#### Discover New Jersey History License Plate Fund

Ms. Kelly reported that the License Plate fund had almost \$20,000 available in FY 17 and following subsequent grant awards the fund should have approximately \$16,000 available in FY 18. Ms. Kelly reported that the Grants & Loans Committee received two new applications and was recommending award of one grant from the fund. Ms. Kelly reviewed the grant application from South Mountain TheaterWorks + Television Productions for its project of season three of *Drive By History*. Ms. Kelly made a motion to provide a \$5,000 grant to the project, seconded by Ms. Salvatore. The motion passed without opposition. It was noted that the Committee will strongly encourage the grant recipient to promote/advertise the Discover History License Plate and grant program as part of the funded project. Ms. Kelly provided an explanation of the reasons the committee did not recommend funding of the other application.

#### License Plate Marketing

It was reported that the contract to market the Discover History License Plate had begun. The first phase focused on research and creating messaging and campaign themes. The firm was attempting to survey 500 people with the hopes of getting responses from at least 300. Ms. Kelly reported that the Committee is very pleased with the results to date and that there will be more to report in December.

#### **Report of the Easements and Acquisitions Standing Committee**

Mr. Miller referenced the Committee's report in the Board packet. Mr. Miller reported that with the passage of the Preserve New Jersey legislation, which gives the Trust the authority to purchase preservation easements, that the Committee is beginning to look into revising the Trust's regulations and developing policy and procedures to purchase easements. The Board had further discussions regarding getting the word out for our current perpetual easement program, especially to targeted audiences. Ms. Salvatore mentioned that the League of New Jersey Historical Societies recently ran an article on easements.

### **Report of the Combined Strategic Planning and Legislation and Policy Standing Committees.**

Ms. Foster referenced the Committee's report in the Board packet. Ms. Foster asked Board members to review and complete the Board Commitment Sheet provided and return it to her. Ms. Foster also referenced the Board Organizational Chart. Both documents provide good reminders of members responsibilities to the organization. Ms. Foster then spoke about implementation of the Strategic Plan. Specifically, Ms. Foster reviewed the Trust's objectives and needs as well as the clear action steps provided for in the report. Ms. Foster encouraged Board members to start with goals at the committee level and move forward from there as a group. It is important to keep moving forward and assessing how well the plan is working. Following the discussion Ms. Omogbai made a motion to adopt the Implementation Plan, seconded by Mr. Perks. The motion passed unopposed.

It was reported that the Trust received a draft of its agreement with MARCH, which will be circulated.

Ms. Guzzo explained that all of the Trust's Policies and Procedures were reviewed for accuracy and to ensure they reflect current policy. Each was sent to its respective committee for comment and then revised as appropriate. Ms. Omogbai suggested that the Revolving Loan program be made more user friendly and a more active program. Ms. Guzzo agreed, but to do so will require changing the Revolving Loan Regulations, which could be accomplished when our regulations are revised; however, in the meantime the Policies and Procedures need to be adopted for internal guidance. Ms. Omogbai made a motion to adopt the group of Policies and Procedure presented to the Board, seconded by Ms. Kelly. The motion was approved unopposed.

Ms. Foster then began a discussion of board governance and pointed out that board members were provided a number of items pertaining to board governance including bylaws, roles and responsibilities of board members, a board commitment form, and an organization chart organized by committee. Ms. Guzzo reminded the Board that they reviewed and commented on everything except the By-laws over the summer. The By-laws were recently revised by the Executive Committee and have not been reviewed by the full Board yet. Ms. Omogbai made a motion to adopt the Boards Roles and Responsibilities, Board Commitment Form, and Organization Chart as presented, seconded by Ms. Salvatore. The motion was approved with no opposition. The By-laws will need to be adopted at a later date after Board members have had a chance to review the proposed revisions.

### **Unfinished Business**

Ms. Hinton provided the Board with an update on the legal matter at the State Supreme Court regarding Morris County's open space program being sued for funding churches. Ms. Hinton explained that the state provided an Amicus brief on behalf of the Historic Trust but did not plan on presenting an oral argument unless asked by the court. Oral arguments for the case will be heard on either October 23<sup>rd</sup> or 24<sup>th</sup>.

**Public Comment:**

Ms. Westfield reassured the Board that its actions today regarding grant awards made a lot of people happy. Ms. Foster acknowledged that, but also pointed out that because of the Trust's limited funds, too many other applicants were not able to receive funds.

**New business**

The following 2018 meeting schedule was presented to the Board:

December 13, 2017

March 14, 2018

June 20, 2018

September 12, 2018

December 12, 2018

Ms. Foster made a motion to approve the meeting schedule, seconded by Mr. Miller. The motion passed unopposed.

**Adjournment**

There being no additional business, Ms. Foster made a motion to adjourn the meeting, seconded by Mr. Tighue. The motion passed and the meeting adjourned at 12:35 pm. The motion passed unopposed.