

Barnstable County Agricultural Society
E-Board Meeting
8-21-2019

Present: Jay Zavala, Randy Aronson, Susan Fitzpatrick, Joanne McCarthy, Lynn Barry, Judy Flynn, Pat Briggs, Judy Collins, Russ Norton, and Wendy Brown.

Absent: Joe Brait and Karen Schwalbe.

Meeting called to order by Jay Zavala at 5PM.

Acceptance of meeting minutes from 6-19-19, Motion to accept minutes by Judy Collins 2nd by Judy Flynn.

Old Business:

Solar Update:

Start date to be determined soon. Meeting held with the abutters, only 2 people showed up and they were both Mashpee residents. We will be doing battery stations and car chargers. Research being done for ground level solar panels as well. Estimating a minimum of 400,000 revenue. Lot 2 will not be included in the solar project per Town of Falmouth request. Russ questioned if we have any legal recourse to push for Lot 2 to be included.

Tax Update:

Will have to pay taxes on events that are not considered nonprofit, parking lots, cell tower and solar. Looking into proportionality so only to be taxed on certain events. All the information is with the attorneys for determination of taxes. We are currently taxed on 365 days a year and on all acreage. Increase in taxes will be negotiated in Sol Systems contract. Currently the Town of Falmouth is happy with all the events that are going on with the grounds.

New Business:

Financial sheets are all on the portal for viewing.

Nominating Committee update:

Question has arisen regarding the immediate family definition within the guidelines. Guidelines committee have found a number of discrepancies with the definition of immediate family, so the E Board should determine what it means.

Jay Zavala motioned to postpone the nominating of new board members citing the following:

“Motion to postpone the Nominating Committee’s report and subsequent related motions and elections until next year’s nominating cycle to give the Guidelines Committee, the Executive Board, and the Board of Directors time to continue and complete refining the policies, guidelines, and bylaws of the Society’s business and governance structure.”

The reasoning supporting this sound “postponement” motion includes:

- The vice president, Joe Brait, is not ready to ascend due to health issues; and,
- Incumbents, President, Jay Zavala, and Trustees, Judy Collins and Russell Norton have agreed to serve an additional year. The Executive Board composition will not be reduced; and

- Clearly defining what this Board of Directors want their bylaws to state and mean is in the best interest of actual independence and equal representation for all board members; and
- Compliance with IRS Governance Guidelines must be evaluated and considered; and
- The year will give the Guidelines Committee, Executive Board, and Board of Directors sufficient time to complete its business and governance restructuring; and
- This approach is without prejudice to any recommended nominee, the Nominating Committee, or sitting board members

Judy Flynn motioned to accept, 2nd by Judy Collins, All in favor with 1 abstention. So moved.

Guidelines Committee has drafts that will need to go through the Executive Board.

Joanne McCarthy reported that Jay and Russ will stay on to assist with the solar project, Judy Collins will stay on another year as well. Jay further clarified that he was asked to stay on by Joe Brait.

Jay called nominee and informed him of the question raised and informed him of the direction going forward without prejudice to anyone.

Motion to adjourn by Jay Zavala, second by Susan Fitzpatrick, meeting adjourned at 6PM.

Respectfully Submitted by

Susan Fitzpatrick
Secretary

NEXT MEETING:

E-Board September 18, 2019 5PM

Annual Meeting September 18, 2019 6PM