



MAYOR'S BLUE RIBBON AUDIT COMMITTEE MINUTES MONDAY, MAY 10, 2021- 2:00 P.M. PUBLIC MEETING

CITY OF PORTSMOUTH, NH
City Hall – 1 Junkins Avenue

The Mayor's Blue Ribbon Audit Committee (AC) held the May 10, 2021 meeting in Conference Room A.

AC Members present: Chair Petra Huda, David MacDonald and Christopher M. White.

Also present: Judie Belanger, Finance Director; Denise Carpenter, Purchasing; Robert Sullivan, City Attorney and Marian Steimke, minute taker.

Call to Order and Brief Introduction of Members

Chair Huda called the meeting to order at 1:59 p.m. and the AC members introduced themselves.

Review of Charge of the Committee

Chair Huda said the AC would discuss goals and review proposals that have come in from accounting firms in response to the Request for Proposal RFP #44-21 (RFP).

Attorney Sullivan discussed the role of the AC, adding that the City is required to be audited annually. This committee is to make a recommendation to the City Council who will decide who should do the audit this year.

Attorney Sullivan discussed the requirements of the AC, which is a public body, and as such, must operate in compliance with the Right-to-Know (RTK) law. He discussed the requirements of minutes, posting and scheduling of meetings, restrictions, nonpublic sessions, quorums and allowable and illegal forms of communication amongst members outside of meetings. A quorum for this AC will consist of two (2) members, he said.

Chair Huda asked Director Belanger and Ms. Carpenter if they wanted to speak before the AC entered nonpublic session.

Attorney Sullivan cited the RSA that would be applicable to the reason why this AC can enter into nonpublic session. It must be done via motion, and that motion must state the statutory reason, which would be to discuss confidential information pertaining to commercial or financial information as per RSA 91-A:5 & 91-A:3.

All meetings must open in public session. Meetings can be run via Zoom for the time being under the Governor's emergency order.

At the end of the nonpublic session, the AC must vote to come out of nonpublic. Once back in public session, the AC can choose to vote to seal the minutes of the nonpublic session. Attorney Sullivan noted that vote must be done in public session.

All minutes should go to the City Clerk, including sealed minutes.

Regarding the approval of minutes, the AC can vote on approving them at the next meeting. Another option is to distribute drafts via email and if no one has an objection, they can be considered as approved.

Ms. Carpenter gave the sealed proposal package to the Chair and discussed her process for opening proposals. Once a contract is negotiated, it is then public, she added. Those present discussed the process.

Chair Huda requested that Ms. Carpenter present the proposals. Ms. Carpenter said the City received one proposal from Melanson, and she distributed copies to the AC. She also distributed the price proposals. She said the RFP was advertised in three places: the Portsmouth Herald, the City website, and the NH Municipal Association website. In addition, the City sent RFPs to four firms. Director Belanger discussed how she selected the firms to send the RFP to and stated she did not know any of the people at these firms. Ms. Carpenter said the firms were Roberts & Greene; Vachon Clukay; Plodzik & Sanderson; and Melanson.

Mr. MacDonald received a response to a letter he sent to a professional organization of CPAs and gave Director Belanger a copy of that response.

Attorney Sullivan listed what gets recorded in nonpublic minutes. Minutes must include names of participants; generally what is discussed; any motions or votes taken; time entered and time exited nonpublic session.

Chair Huda asked Director Belanger the process about renegotiating each year. The Director said the CPA firm they have used has not really increased their price at all. She said there is an engagement letter each year. She discussed agreed-upon procedures (AUP) and when an additional audit is required, which was invoiced separately.

Attorney Sullivan said there is a time constraint and recommended they act quickly. He also suggested that the AC's recommendation to the Council should be in writing. He finished by saying the recommendation should be a motion by the AC.

Mr. MacDonald moved to go into nonpublic session to discuss confidential information pertaining to commercial or financial information as per RSA 91-A:5 & 91-A:3. The motion was seconded by Mr. White. On a 3-0 vote, the motion passed at 3:02 p.m.

Director Belanger and Ms. Carpenter left the meeting at this time – 3:02 p.m.

Mr. White moved to enter public session, seal the minutes of nonpublic session and adjourn the meeting. Mr. MacDonald seconded. On a 3-0 vote, the motion passed at 4:41 p.m.

Date Approved: May 19, 2021 by 3-0 vote of the Audit Committee

Minutes Respectfully Submitted by
Marian Steinke, Legal Secretary