

Minutes
GHI Board of Directors
October 1, 2009

Present: Hickey, James, Lewis, Morse, McFadden, Mazursky, Agans, Boswell

Excused Absence: Novinski

Others in Attendance:

Gretchen Overdurff, General Manager
Joan Krob, Director of Member Services
Joe Perry, Director of Finance
Tom Sporney, Staff Engineer
Eldon Ralph, Assistant General Manager
Dianne Wilkerson, Chair, Audit Committee
Henry Haslinger, Audit Committee

Dorothy Lauber, Audit Committee
Patty Bergemann, Recording Secretary
Gail Phillips
Doug Love
Rose Erin Coums
Terri Rutledge, New Deal Café
Bill Wilkerson, New Deal Café

President Agans called the meeting to order at 7:42 p.m.

1. Approval of Agenda

A discussion of a contribution request from the New Deal Café was added to the agenda.

MOTION: TO APPROVE THE AGENDA AS REVISED.

Moved: Lewis

Seconded: Hickey

Carried 7

2. Visitors and Members

Gail Phillips shared a concern with the Board about insufficient lighting in courts. President Agans explained how courts are prioritized and ranked to receive additional lighting. An alternative method for lighting was suggested, such as keeping porch lights lit which has worked well in several areas. Turning on porch lights to add illumination to dimly lit courts was suggested as a future article for the *Communicator*. Staff will communicate with City personnel to get tree branches trimmed back that are obscuring light from street lamps. Ms. Phillips asked the Board for advice in handling a parking issue in the court which she explained. The matter was referred to staff.

3. Living Trust

This item was removed from the agenda.

4. Approval of Membership Applications

MOTION: THAT THE FOLLOWING PROSPECTIVE MEMBERS ARE ACCEPTED INTO THE COOPERATIVE AND MEMBERSHIP AFFORDED THEM AT THE TIME OF SETTLEMENT:

- ANNE B. SHAW
- MICHAEL J. CJHESNES
- WILFRID SCHROEDER
- JEANNETTE E. ALLEN

Moved: James

Seconded: McFadden

Carried 7

5. Committee Reports

There were no committee reports to review.

6. Consent Agenda

There were no items on the consent agenda.

7a. Proposed 4'x6' Tricycle Shed, 3D Plateau Place

Staff Engineer Sporney summarized the history of the request for the Board. Sporney shared a graphic of where the shed would be placed, and what it would look like after being scaled down to reflect the suggestions made by ARC (flatter roof, shallow walls). Mr. Love, member at 3D Plateau Place, shared his proposed tricycle shelter with the Board, including the proposed changes to the originally proposed structure. Director Boswell explained that ARC decided to call the structure a "portico for parking of a special vehicle" in order to avoid the issue of constructing a second shed in the member's yard. In response to a question from Director James, Sporney stated that the proposed structure would not be located in a City right-of-way.

MOTION: THE BOARD OF DIRECTORS DOES ALLOW INSTALLATION OF A 4'X6' TRICYCLE COVERED PORTICO IN THE SERVICESIDE YARD AT 3D PLATEAU PLACE. THE STRUCTURE WILL HAVE A ROOF STARTING AT 6'-0" ABOVE THE DECK PLATFORM AND A ROOF SLOPE OF 4:12. THE STRUCTURE WILL BE OPEN WITH BALUSTERS ON THREE SIDES. THE EXCEPTION IS GIVEN TO ACCOMMODATE ACCESSIBILITY. THE MEMBER IS DIRECTED TO REMOVE THE STRUCTURE AT RESALE.

Moved: Morse

Seconded: McFadden

Carried 7

7b. Yard Line Certification: 9N Southway and Boiler Room

Yard Line Committee Chair Wilkerson explained that the boiler room at 9N Southway, one of several boiler rooms earmarked for storage units, is the first to have its yard line surveyed. The Yard Line Committee has not received any feedback from members about the proposed yard line. In response to a question, Wilkerson explained that the member's yard is fenced, while there is no fence around the yard of the boiler room.

MOTION: THE BOARD OF DIRECTORS DOES APPROVE YARD PLATS FOR 9N SOUTHWAY AND ADJACENT BOILER ROOM AS PRESENTED.

Moved: James

Seconded: Boswell

Carried 7

7c. 2009 Fall Concrete Sidewalk Contract – 1st Reading

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH CPE, INC., FOR THE FALL REPAIRS OF CONCRETE SIDEWALKS AT 28 SITES AT ITS BID, \$17,050.00, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$18,755.00.

Moved: James

Seconded: Lewis

Carried 7

7c1. Donation Discussion – New Deal Café

General Manager Overdurff stated that a request for a contribution was received from the New Deal Café. Ms. Rutledge and Mr. Wilkerson of the New Deal Café explained their request seeking \$300 from GHI toward the purchase of blackout curtains. In response to a question, the Board was assured that the café is a not-for-profit organization. A question was posed as to the need for curtains when the café currently has curtains. It was explained that the curtains in place were purchased by a member of the café for a special event and could remain if the owner is reimbursed for their cost. President Agans

reminded the Board that \$200 remains in the contributions fund and that the Board has received an additional request from Coop Month for either a \$25 or \$50 donation.

MOTION: THE BOARD OF DIRECTORS APPROVES OF A DONATION TO THE FOLLOWING ORGANIZATIONS: NEW DEAL CAFÉ \$150; COOP MONTH \$50.

Moved: Lewis

Seconded: James

Carried 5-2

7d. 501(c)(3) Mission

Director Lewis provided an overview of the work done toward obtaining 501(c)(3) status, and asked Board members for their suggestions and feedback. President Agans asked about the distributions policy; as written, the policy would only allow giving contributions to other 501(c)(3) organizations, thereby excluding coops and not-for-profit organizations; this policy will need to be rewritten before presentation to a lawyer. In response to a question from Director Morse, Director Lewis explained that this organization would be completely separate from GHI, and would need to have a separate Board of Directors; it would not be a membership organization.

Director Morse suggested that “social principles” be added to the Bylaws stating the purpose for which the organization is formed. Director Boswell asked if a mission statement is required, and suggested that the language of the mission statement and articles of incorporation do not correspond well enough. Boswell also expressed concern about a lack of control due to the separation of the Board of Directors of GHI and the 501(c)(3) organization. Director Lewis explained that the Bylaws of the organization require Board members to be residents of Historic Greenbelt, which was defined when Old Greenbelt became a National Historic Landmark. Director Mazursky recommended appointing Matt Berres to a position on the Board of Directors of the 501(c)(3) organization, since he is a resident of Historic Greenbelt, as well as a staff member at GHI. Director James asked about indemnification required for obtaining 501(c)(3) status. General Manager Overdurff explained that insurance is necessary when dealing with grants. Some of the sought-after grants would benefit GHI, while others would benefit wider areas of Historic Greenbelt, indirectly benefiting GHI members. In response to a question from Director Morse, Director Lewis explained that the organization will be written for all of Historic Greenbelt for three reasons: 1) the organization would be seen legally as interested in more than just GHI; 2) there may be grants for GHI, but other grant areas would be open for application; and 3) an organization comprised of a historic district would open another range of grants to benefit historic areas.

The Board discussed the fact that the GHI Board of Directors does not have jurisdiction over the Board of Directors of the 501(c)(3) organization; rather, they are merely making recommendations about the organization. The Board also discussed the degree of involvement of the City of Greenbelt in this project; to date, all volunteers have been GHI members or staff. The possibility of renovating historic buildings, obtaining a grant to develop a cooperative entity that could possess Roosevelt Center, and propaganda were all discussed by the Board. Director Lewis explained that the next step is to incorporate the suggestions from the Board and send the proposal to a lawyer for review.

7e. Strategic Plan – KRA #5, Risk Management

General Manager Overdurff gave an overview of the origin of this topic. She explained that while GHI has a good risk management policy, the Board might not know enough about the policy itself or how it is implemented. In response to a question from President Agans, Overdurff explained that Board and staff members are liable for everything done by the staff (all of the coop’s operations), as well as all decisions made by the Board of Directors. In response to a question from Director Morse, Overdurff stated that GHI has a disaster management plan in place; however, it needs some work and a subcommittee might be needed to study different aspects of the plan.

Director Boswell expressed an interest in seeing everything in place addressing the topic of risk management in order to get an idea of what is covered and what areas are needed. Boswell asked about personal violence between members and the coop's responsibility in such cases. Overdurff explained that member issues comprise one of the largest areas of the risk management program; that there are well-defined processes for dealing with member issues.

The Board went on to discuss coordinating GHI's emergency management plan, exploring the possibility of coordinating with the City's emergency management plan. The need for a chain of communication was discussed, as well as involving organizations such as the Citizens' Emergency Response Team (CERT). Director Hickey stated that he would try to contact someone involved with CERT to come to a meeting to speak to the Board about their agency and its emergency response plan for Greenbelt.

President Agans stated that a committee needs to meet to further discuss this topic. Director Boswell asked for an outline of the topics addressed by risk management; General Manager Overdurff will compile an outline for the Board.

8. Items of Information

There was discussion about the upcoming candidates' forum on Tuesday, October 6. The need for a timekeeper for the forum was discussed. Because of the forum, the Member and Community Relations Committee meeting scheduled for that night will not be held. The Board discussed the community wide open house on October 18, and the Investment Committee meeting on October 7.

9. President

President Agans wished a happy coop month to the Board and shared a proclamation of coop month that she received from the City of Greenbelt. Agans thanked Director Boswell, General Manager Overdurff, and Director of Member Services Krob for their work at the committees training. President Agans reminded the Board that the annual picnic will be held on Sunday, October 4; Director Boswell requested that an announcement be made asking members to attend meetings and join committees. Agans shared information about a prospective retreat facilitator, Jack Requito, as well as information about an upcoming webinar on succession planning.

CONSENSUS: TO HIRE JACK REQUITO AS FACILITATOR OF THE BOARD RETREAT.

10. Board Members

Director McFadden commended President Agans on the recent committee training, and stated that the Companion Animal Committee meeting did not occur last night.

Director Morse shared his experience using [www.freecyclegreenbelt @yahoogroups.com](http://www.freecyclegreenbelt@yahoo.com) and suggested that the Board put a blurb about the site in an upcoming issue of the Communicator.

Director Lewis told the Board about Justin Ross's tax seminar. She explained that all participants received a folder of materials, pushing them to apply for applicable tax credits. Lewis informed the Board of a senior tax seminar to be held on October 8 at 2:00. Director Lewis shared a review of the Coop Month display in the Greenbelt public library, and shared that all of the Greenbelt coops will be represented at the Farmers' Market on Sunday. Lewis told the Board about an upcoming focus group with residents who are faculty or staff at the University of Maryland, sponsored by the Marketing Committee.

Director James reported on a tour to be taken by the Woodlands Committee. He shared information from the Buildings Committee and updates from the City Council work session held last night, including pesticides used in Greenbelt. In response to a question from Director Lewis, James explained that the City does not deal with residences; rather, their work is confined to mostly field and woodland management, and they will remove invasive species. Director James informed the Board of three GHI homes to be featured in the solar homes tour. He stressed the need for residents to call police immediately if they see graffiti in their area.

Director Boswell shared that Director Novinski has Lyme disease and that she will be absent from Board meetings for a while. Boswell explained that he will be leaving for Ireland, and will miss all GHI events from October 2nd through the 16th.

Director Mazursky expressed his excitement to be part of the Marketing Committee. Mazursky also stated that he noticed three pairs of shoes hanging over the power lines near 6 Court Ridge Road, and stated that he wondered if the shoes were related to gangs in the area.

Director Hickey complimented the Greenbelt Volunteer Fire Department for helping a woman get her keys out of her locked vehicle. Hickey informed the Board that a realtor who asked him why the only realtor in the area notified about GHI owned homes for sale is Mary Kingsley; other realtors in the area are upset at not being given a fair chance to sell these homes approached him. In response, General Manager Overdurff explained that she looks at the sales records of the realtors in the area before hiring someone to sell a GHI-owned home.

11. Manager

General Manager Overdurff had nothing further to share with the Board.

MOTION: TO RECESS AND RECONVENE THE EXECUTIVE SESSION AT 9:50 P.M.

Moved: McFadden

Seconded: James

Carried 7

The meeting recessed at 9:37 p.m.

Ed James
Secretary