Minutes GHI Board of Directors November 2, 2006

Present: Agans, Alpers, Hudson, Lauber, Lewis, McFadden, Moore (8:20 p.m.), Morse, Ready

Others in Attendance:

Gretchen Overdurff, General Manager CJ Evans, Recording Secretary

Steve Ruckman, Director of Finance Linda Levine Eldon Ralph, Director of Physical Services Hsue Tung Joan Krob, Director of Member Services Lora Katz Brenda C. Lewis, Director of Human Resources Bill Orleans Tom Sporney, Staff Engineer Dave Mills Dianne Wilkerson, Chair, Audit Committee **Don Comis** Michael Iacangelo, Audit Committee Jim Cohen Marat Moore, Audit Committee **Beverly Dziduch**

President Lewis called the meeting to order at 7:30 p.m.

1. Approval of Agenda

MOTION: MOVE APPROVAL OF THE AGENDA.

Moved: Ready Seconded: Lauber Carried

2. <u>Visitors and Members</u>

There were no visitors or members who wished to address the Board at this time.

3. Approval of Minutes

MOTION: MOVE APPROVAL OF THE MINUTES OF OCTOBER 5, 2006, AS REVISED.

Moved: Ready Seconded: Agans Carried

4. Approval of Membership Applications

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

- DIANA M. CAMPBELL
- CAROL L. MAC ADAM
- LETITIA BROWNWYN ZURLA, LOWELL OWENS AND MARJORIE OWENS

Moved: Lauber Seconded: McFadden Carried

<u>MOTION:</u> THAT THE BOARD OF DIRECTORS APPROVES THE FOLLOWING MUTUAL OWNERSHIP CONTRACT CHANGES:

- ROBERT OLLINGER AND SUSAN WEISEL, JOINT TENANTS TO ROBERT JAMES OLLINGER AND SUSAN WEISEL OLLINGER, TENANTS BY THE ENTIRETY
- STEPHEN D'ESPOSITO AND CHRISTINE D'ESPOSITO, JOINT TENANTS TO STEPHEN D'ESPOSITO, SOLE OWNER

Moved: Lauber Seconded: Agans Carried

5. Committee Reports

There were no committee reports.

6a. <u>Proposed Gardenside Addition, 1H Gardenway</u>

Mr. Mills expressed his desire for the addition to blend with the rest of the community, while trying to make the space efficient. If the addition were approved with revisions, he would be happy to make changes to the original design. The Board discussed implications pertaining to safety and liability, the removal of the spiral staircase and deck railing from the original design, and the need for consent from neighbors.

MOTION: THE BOARD OF DIRECTORS DOES ALLOW CONSTRUCTION OF THE PROPOSED GARDENSIDE ADDITION AT 1H GARDENWAY, WITHOUT EXTERIOR SPIRAL STAIR AND RAILING AT THE ROOF. PERMISSION TO BUILD ADDITION EXPIRES AFTER ONE YEAR.

Moved: Ready Seconded: Alpers Carried 6-1

Abstained: Agans

6b. <u>Proposed Oversize Vinyl Shed, 11E Laurel Hill – Mr. Hsue Tung</u>

Mr. Tung addressed the Board requesting exception for a 7'x7' Rubbermaid shed, which is larger than the allowable 3'x5'x4' shed. The proposed shed would be erected in the back corner of his yard adjacent to 11F Laurel Hill. The approved 3'x5' shed would be much too small for Mr. Tung's needs. Director Ready explained that the A&E committee considered Mr. Tung's request, but did not feel the size restriction of vinyl sheds should be reconsidered and recommended against allowing the exception.

MOTION: THE BOARD OF DIRECTORS DOES NOT APPROVE AN EXCEPTION FOR THE INSTALLATION OF 7'x7'x7' VINYL SHED IN THE GARDENSIDE YARD AT 11E LAUREL HILL ROAD.

Moved: Agans Seconded: Morse Carried 7-0

6c. Yard Line Certification: 2B Eastway

The members at 2B Eastway responded to staff that the proposed yard plat was acceptable. Because there was no objection, the following motion was made.

<u>MOTION</u>: THE BOARD OF DIRECTORS DOES APPROVE YARD PLAT FOR 2B EASTWAY AS PRESENTED.

Moved: Ready Seconded: Hudson Carried 7-0

6d. Request for Exception – Post Settlement Occupancy

Ms. Tobie Matava requested consideration to allow her and Ms. Jane Dusselier to rent back their home after settlement. The buyer, Mr. Reid Rottach, had not given permission for the rent back. The motion was made and seconded to not allow the post settlement occupancy, but was later withdrawn after discussion. Director Ready felt that this issue was brought to the Board prematurely and would prefer that it be brought back to the Board once the contract has been approved. General Manager Overdurff explained to the Board that because rent backs have been a problem in the past, they are generally not allowed. The Board discussed its concern that the rent back had not been agreed upon between the buyer and seller.

MOTION: THE BOARD OF DIRECTORS DOES NOT GRANT THE MEMBERS REQUEST AT 18A RIDGE ROAD TO RENT BACK THEIR HOME AFTER SETTLEMENT.

Moved: Alpers Seconded: Agans Withdrawn

6e. 2007 Proposed Operating Budget - 1st Reading

The 2007 proposed operating budget was presented to the Board for first reading. It was noted that after the first reading, changes can only be made to reduce the budget. The budget contains a large increase in insurance costs, which Director of Finance Steve Ruckman explained reflects an overall industry trend. President Lewis expressed concern about employee health insurance and General Manager Overdurff advised that the new plan was well received by employees. The employee health savings accounts will be funded at 85% in January, so employees will not be in a negative situation (Director Moore arrived 8:20 p.m.). Director Ready expressed her disapproval at funding the health savings accounts in January rather than funding them quarterly. It was requested that insurance representative Brent Polkes attend an upcoming Board meeting to discuss the current insurance plan.

<u>MOTION</u>: THE BOARD OF DIRECTORS ADOPTS FOR FIRST READING THE OPERATING BUDGET FOR THE YEAR 2007 IN THE AMOUNT OF \$7,554,745 WITH ESTIMATED DEPRECIATION ON MEMBERS' HOMES AT \$503,508.

Moved: Alpers Seconded: Ready Carried 8-0

6f. Board Member Code of Ethics

The Board discussed the definitions given in the Manager's Memorandum. It was suggested that the definitions be included in the actual Code of Ethics document. It was also suggested that Maryland law be consulted for legal definitions of the terms. It was noted by Director Ready that the definitions were intended to be explanatory items, and that the Board should be considering the adoption of the Code of Ethics document. The Code of Ethics was defined by Director Ready as duties incumbent upon any director, which the Board is bound to follow, but has the ability to change. President Lewis reiterated that members of the Board cannot act as Board members outside of the Board room. Director Hudson felt the Code of Ethics was dangerous as currently stated. Director Agans requested

clarification adding that if members of the Board are expected to follow the Code of Ethics, it is important that they understand what it means. The bylaws were consulted and revealed that it is the responsibility of the membership to remove directors, with a two-thirds vote required. President Lewis referenced the NAHC Duties of the President, which provide that the members of the Board sign a code of ethics. Board members were encouraged to re-write and submit any revisions they felt strongly about.

6g. <u>Conflict of Interest Policy</u>

Audit committee member Iacangelo requested that staff inquire about insurance and if it would be affected by a conflict of interest policy. Punctuation revisions were considered and requested to be emailed rather than discussed during the Board meeting. It was pointed out that the Prohibited Actions section had been recently added, and Director Hudson felt this should have been disclosed. It was requested that the original Conflict of Interest Policy be brought back to the Board with all revisions shown. Changing the name of the document was also discussed and the name "Duties of the Board" was recommended. Audit committee member Wilkerson noted that "Code of Ethics" would mean something quite different than "Duties of the Board". This item will be brought back to a future Board meeting.

6h. Revision of Rules for Wood Stoves

Director Agans pointed out that a consistent term should be used to refer to wood stoves. The term "heavy usage" would be difficult to enforce, so it was recommended that the last two sentences of the first paragraph of Section 11 should be removed. Staff Engineer Tom Sporney noted that the second sentence reflects the recommendation by the National Fire Prevention Association, which recommends cleaning appliances and flues once per year. Several members of the Board agreed that cleanings should occur at least once per year.

MOTION: TO REMOVE THE LAST TWO SENTENCES IN THE FIRST PARAGRAPH OF SECTION 11 TO READ:

ALL FIREPLACES, WOOD STOVES, AND CHIMNEYS MUST BE KEPT CLEAN IN ORDER TO REDUCE THE OCCURRENCE OF CREOSOTE BUILDUP AND THE SMOKE AND FIRE HAZARDS ASSOCIATED WITH THIS.

Moved: Moore Seconded: McFadden Carried 5-3

<u>MOTION</u>: THE BOARD OF DIRECTORS APPROVES OF THE REVISIONS TO SECTION 10 TO READ:

A MEMBER HAVING ANY SOLID-FUEL OR GAS-FIRED APPLIANCE (BUILT-IN FIREPLACE OR FREESTANDING STOVE) SHALL OBTAIN HO-6 INSURANCE COVERAGE, AND PROVIDE EVIDENCE OF SUCH INSURANCE COVERAGE PRIOR TO FINAL INSPECTION FOR NEW INSTALLATIONS, AND ANNUALLY IN CONJUNCTION WITH THE REQUIRED INSPECTION (SEE §XXI.B.11).

Moved: Moore Seconded: Morse Carried 5-3

The Board discussed requiring members with wood stoves to carry the HO-6 policy. The HO-6 policy would cover any upgrades and betterments made by the member in case of a fire. It would also cover

damage to a neighbor's home caused by a fire. Director Ready objected to the idea of singling out members with wood stoves because fires are just as likely to occur in clothes dryers as in wood stoves. Without a history of fire problems with wood stoves, it is unfair to require extra coverage. It was recommended that information be sent to the members with wood stoves outlining wood stove rules. President Lewis noted that by voting for the suggested motion, the Board would be voting for the required HO-6 policy for members with wood stoves.

MOTION: THE BOARD OF DIRECTORS DOES APPROVE THE PROPOSED RULES CHANGES TO \$XXI AS DESCRIBED ABOVE AND AMENDED AT THIS MEETING.

Moved: McFadden Seconded: Moore Carried 6-2

6i. Green Ribbon Task Force Revised Charter

Board members discussed the verbiage used in the Charge to the Green Ribbon Task Force.

<u>CONSENSUS</u>: THE FIRST PARAGRAPH OF THE GREEN RIBBON TASK FORCE CHARTER SHOULD READ:

GHI'S BOARD OF DIRECTORS, RECOGNIZING NEEDS OF MEMBERS AND POPULATION CHANGES OVER TIME, INTENDS TO FORMULATE A STRATEGIC PLAN WITH A CLEAR VISION, STRATEGIES AND GOALS THAT WOULD BE THE CORNERSTONE FOR THE GOVERNANCE OF THE COOPERATIVE OVER THE NEXT 30 YEARS. GREENBELT HOMES, INC. IS AN HISTORIC COMMUNITY. THE BASIS OF THIS PLAN SHOULD BE THE PRESERVATION OF THE ORIGINAL CHARACTERISTICS AND VALUES UPON WHICH THE COOPERATIVE WAS BUILT. THEREFORE, A TASK FORCE IS PROPOSED TO CONCEIVE OF A VISION FOR THE FUTURE, TO DEVELOP STRATEGIES AND RECOMMEND PROCEDURES FOR MAKING THE CHANGES NEEDED TO MAKE THAT VISION A REALITY.

The Board approved of the Organization section, with the exception of item number 3, which was revised to read:

3. THE TASK FORCE SHALL CONSIST OF NOT MORE THAN ELEVEN MEMBERS FROM THE GHI MEMBERSHIP WHO ARE APPOINTED BY THE PRESIDENT OF THE BOARD. MEMBERS SHALL BE SELECTED FROM INTERNAL SOURCES. EXTERNAL SOURCES MAY BE USED IN AN ADVISORY CAPACITY AND MAY INCLUDE STRUCTURAL AND FINANCIAL PLANNERS, ARCHITECTS, ENGINEERS, DEMOGRAPHERS, HYDROLOGISTS, WRITERS, HISTORIANS, ARCHIVISTS, ENVIRONMENTALISTS, ETC., AND WILL BE SELECTED ACCORDING TO THEIR INTEREST AND EXPERTISE.

It was noted that after the Green Ribbon Task Force meets and begins work with the AIA, it can come back to the Board with suggested changes to the Charter.

<u>MOTION</u>: THE BOARD OF DIRECTORS ADOPTS THE CHARTER TO THE GREEN RIBBON TASK FORCE AND DIRECTS THAT IT BE DISTRIBUTED AND UTILIZED IN THE FORMATION AND OPERATION OF THIS TASK FORCE AS AMENDED.

Moved: Agans Seconded: Ready Carried 8-0

Chair of the Green Ribbon Task Force, Jim Cohen, thanked the Board for selecting him as chair and is looking forward to working with other members of the Task Force.

6j. <u>Board Meeting Procedures</u>

It was noted that currently the procedures state that two separate meetings are required for member requests for exceptions. Rather than change the current practice, it was recommended that the verbiage be revised.

CONSENSUS: REQUESTS FOR EXCEPTIONS TO THE RULES AND REGULATIONS IN THE MEMBER HANDBOOK SHALL BE BROUGHT TO THE BOARD AT TWO SEPARATE MEETINGS FOR APPROVAL UNLESS THE REQUEST HAS BEEN REVIEWED BY A COMMITTEE.

Director Ready requested that executive sessions take place after the Board meetings rather than before. It was noted that it is difficult for some members to get to regular sessions on time and executive sessions at 7:00 p.m. are especially difficult for them. It was decided the Board meeting Agenda will indicate whether executive sessions will be held before or after meetings to accommodate those members of the community required to be in attendance.

<u>CONSENSUS</u>: EXECUTIVE SESSIONS WILL BE HELD AFTER THE REGULAR BOARD MEETINGS (REMOVE FIRST PARAGRAPH UNDER EXECUTIVE SESSIONS) UNLESS GHI MEMBERS ARE ASKED TO BE IN ATTENDANCE.

Director Ready commented that it would fit her schedule better to receive the paper copy of the Board packet on Friday (prior to the Board meeting) rather than Monday. She would still like to get the Agenda and Manager's Memorandum through e-mail on Friday too. It was noted by staff that in some cases, because of time constraints, the packet may need to be delivered Saturday morning. Director Morse requested that the minutes be emailed to Board members on Friday as well. It was decided that the section on voting and the section on videotaping should be removed. A comma was added to the last sentence after the word alone.

MOTION: TO APPROVE BOARD MEETING PROCEDURES AS AMENDED.

Moved: Moore Seconded: Alpers Carried 8-0

7. <u>Items of Information</u>

General Manager Overdurff gave an update on GHI-owned homes on the market, 2A Eastway and 3K Eastway. As a general trend, she explained, homes are taking longer to sell.

MOTION: TO EXTEND THE MEETING.

Moved: Ready Seconded: Agans Carried

Ms. Overdurff advised that a number of open houses have been held, but buyers are becoming choosier. Reducing the price may or may not help. Many have shown interest in 2A Eastway, but closet space has been a concern of interested parties. Director Alpers recommended purchasing s small storage unit from Ikea to provide extra storage space.

<u>CONSENSUS</u>: STAFF SHOULD LOOK INTO PURCHASING A SMALL STORAGE UNIT FOR 2A EASTWAY.

The Board discussed inexpensive ideas to make 3K Eastway more attractive such as adding curtains, flowers, furniture and other such items to make it more welcoming. It was noted that 3K Eastway has been on the market since September and 2A Eastway since August.

8. President

President Lewis announced that twelve members had applied to be court liaisons and would be receiving their welcome letters this week. She noted that members should be made aware of leaf bag distribution and added that volunteers are still needed for Saturday distributions. She also informed the Board that Sheila's mother passed away Monday and expressed sympathy to Sheila and her family.

9. Board Members

Director Ready requested that the starter be replaced on the light in the GHI restroom. Audit committee member Wilkerson commented that she was able to hear Director Morse tonight, since the air conditioning unit was not on. Audit committee member Moore noted that GHI was established in 1957, which means it will be having its 50th anniversary next year.

10. Manager

Director of Finance Ruckman announced that he would need to collect budget books after the meeting.

MOTION: TO ADJOURN.

Moved: Moore Seconded: McFadden Carried 8-0

The meeting adjourned at 10:45 p.m.

Dorothy Lauber Secretary