

GHI Board of Directors
Open Meeting
(Virtual Zoom)
February 2, 2023
Starts at 7:45 pm

Board Members Present: Bilyeu, Brodd, Hess, James, Lambert, Luly, McKinley, Mortimer, Whipple

Excused Absences:

Others in Attendance:

Eldon Ralph, General Manager

Joe Perry, Director of Finance

Deanna Washington, Director of Member Services

Bruce Mangum, Contract Processor

David Benack, Audit Committee

Henry Haslinger

Dana Cocchiarella

Stephen Holland

Shawnda Atkins

April Ashpes

Erin Lee

Claudia Jones

Scott Legendre

Stephanie O'Brien

President Brodd called the meeting to order at 7:49 pm.

1. Approval of Agenda

Motion: To approve the agenda as presented.

Moved: Hess

Seconded: Mortimer

Carried: 9-0

2. Statements of Closed Meetings

2a. Statement of a Closed Meeting of the Transition and Search Committee Held on January 23, 2023

The Transition and Search Committee held a closed meeting at 8:46 pm on January 23, 2023, via internet audio/video conference to discuss a personnel matter.

The closed meeting was authorized by sub-paragraph §5-6B-19(e)(1)(i) of the Maryland Cooperative Housing Corporation Act.

The motion to hold the meeting was approved by an 8-0-0 vote of the Transition and Search Committee during an open meeting on January 9, 2023.

2b. Statement of a Closed Meeting of the Board of Directors Held on February 2, 2023

GHI's Board of Directors held a closed meeting at 7:00 pm on February 2, 2023, via internet audio/video conference to discuss the following matters, as specified in the noted sub-paragraphs of the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1):

1. Approve Minutes of a Closed Meeting Held on December 15, 2022	(vii)
2. Member Financial Matters	(viii)
3. Responsibility for Costs of Repairing Storm Water Main Pipes within the GHI Community.	(iv) and (vi)
4. Consider Approval of a Contract for Information Technology Support and Management Services During 2023 to 2026- 1 st Reading	(vi)
5. Complaint Matters	(iv)

A motion to hold the closed meeting was approved during the open meeting of January 19, 2023, by Directors Bilyeu, Brodd, Hess, James, Luly, McKinley, and Mortimer.

3. Visitors and Members (Comment Period)

Claudia Jones asked about upstairs one-bedroom units receiving water shut off valves as part of the plumbing pipe replacement project. As a member of the Buildings Committee, Director Bilyeu advised that it was her understanding that all units that do not currently have emergency water shut off valves would receive them.

4. Approval of Addendum for Trust Ownership and Trustee's Affidavit for 10-D Southway (Attachments #2a-2b)

The member at 10-D Southway requests approval of the Addendum for Trust Ownership to the Mutual Contract and Trustee's Affidavit (Attachment #2a), thereby allowing the member, the trustee and beneficiary of the Trust (Attachment #2b), to place the membership and equity interest in 10-D Southway, into the Trust.

The updated Mutual Ownership Contract will be presented for approval under new memberships.

Motion: I move that the Board of Directors approve the Addendum for Trust Ownership and Trustee's Affidavit dated January 27, 2022, thereby allowing the Member to place the membership and equity interest in 10-D Southway, into the Trust.

Moved: Hess

Seconded: Whipple

Carried: 9-0

5. Membership Applications

Motion: I move that the Board of Directors approve the following persons into the cooperative and membership be afforded them at the time of settlement:

- William A. Johnston, IV, Sole Owner;
- Eric K. Scharfenberg, Sole Owner;
- Edison Chona, Anthony K. Gervacio, Joint Tenants;
- Monica R. Taliani, Sole Owner;
- Meredith J. Pyle, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

Motion: I move that the Board of Directors approve the following Mutual Ownership Contract change:

- Victoria J. Phipps, Sole Owner, is hereby changed to Victoria J. Phipps, Trustee.

Moved: James

Seconded: Bilyeu

Carried: 9-0

Motion: I move that the Board of Directors approve the following Mutual Ownership Contract recreation:

- Myrtise Cruz, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

6. Committee Reports

Vice-President McKinley reported that the Buildings Committee is reviewing possible funding through PEPCO to assist in a pilot program for heat pump water heaters and having a staff member become certified in performing preventive maintenance services on heat pump water heaters. The Buildings Committee is also revisiting the installation of an EV charging station at the GHI Administration Building.

Director Whipple reported for the Architectural Review Committee that balcony repairs took place at Parkway Apartments, the committee is reviewing the RFP for the plumbing pipe replacement project, Thomas Williams is assessing how effective take-backs are for GHI, and the committee is developing an informational document on the Forever Homes Project.

Director Whipple reported that the Communications Committee settled on a design for the website vendor to begin building out and they anticipate a demo site being ready soon. The committee is currently sending to the website vendor all of the items to be included and recommends consideration of a Social Media Manager as a future staff position.

7. For Discussion/Action

7a. Approve Minutes of the Open Meeting Held on December 15, 2022 (Attachment #3)

Motion: I move that the Board of Directors approve the minutes of the Open Meeting held on December 15, 2022 as presented.

Moved: James

Seconded: Bilyeu

Carried: 9-0

7b. Schedule Dates for Reviewing a Report from the Transition and Search Committee and Conducting Interviews for the General Manager Position

This item is on the agenda for the Board to consider the following matters:

- Is February 23, 2023 at 7:00 pm an acceptable date for a Closed Meeting between the Board of Directors and the Transition and Search Committee to discuss the Committee's report regarding the results of its search for candidates for the General Manager position and the Round One interviews it has conducted with qualified candidates?
- Are Monday, February 27, and March 1, 2023 from 4:00 to 9:00 pm acceptable dates and times for the entire Board to participate in Round Two interviews with final candidates that the Transition and Search Committee recommend? Should the Transition and Search Committee participate with the Board in the final interviews?

Motion #1: I move that the Board of Directors hold a Closed Meeting on February 23, 2023 at 7:00 pm with the Transition and Search Committee, as authorized by sub-paragraph §5-6B-19(e)(1)(i) of the Maryland Cooperative Housing Corporation Act.

Moved: Mortimer

Seconded: Hess

Carried: 9-0

Motion #2: I move that the Board of Directors hold Closed Meetings on February 27, 2023 and March 1, 2023, from 4:00 pm to 9:00 pm as authorized by sub-paragraph §5-6B-19(e)(1)(i) of the Maryland Cooperative Housing Corporation Act.

Moved: Bilyeu

Seconded: McKinley

Carried: 9-0

7c. Investment Committee's Recommendation to Revise GHI's Investment Policy (Attachment #4)

On September 1, 2022, GHI contracted with Farr, Miller, and Washington to serve as GHI's Investment Advisor to invest GHI's assets. Mr. Scott Stroud, GHI's Advisor, reviewed GHI's current Investment Policy (Attachment #4) and recommended that GHI should also consider investing funds in '*Tax free and taxable municipal notes and bonds rated BBB or better at the time of purchase*'.

On January 12, 2023, the Investment Committee reviewed Mr. Stroud's recommendation and decided to recommend that GHI's Investment Policy should be amended to state that funds of the Corporation not expected to be needed for at least two years may also be invested in tax free and taxable municipal notes and bonds rated BBB or better at the time of purchase (refer to the proposed addition of Item L. to the policy in Attachment #4).

This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors adopt the change to GHI's Investment Policy that the Investment Committee recommended, as presented.

Moved: Hess

Seconded: Luly

Carried; 9-0

7d. Finance Committee's Recommendation re: Options to Compensate Members Displaced During the Pipe Replacement Pilot Program

On July 14, 2022, the Board of Directors directed the Finance Committee to recommend per diem or other compensation that should be paid to members who participate in the pilot program and are displaced while their units are being repaired.

After considerable deliberations, the Finance Committee agreed to submit the following list of options for the Board's consideration; these options may also be considered for the full-fledged program, upon conclusion of the pilot program:

- a) Pay each unit the same amount.
- b) Pay each unit a per diem of a fixed amount, times the number of days the unit is unusable plus two (2) additional days for moving out of and back into their unit. The two (2) additional days are because members will generally move out the day before the work begins and move back in the day after work ends.
- c) Same as b) above, except the per diem would depend on the number of residents and/or companion animals (or pets) in the unit.
- d) GHI to provide hotel room options on behalf of the membership. Members who choose the hotel room options would not receive any other compensation. Members who do not select hotel room options provided by GHI will receive monetary compensation commensurate with the average value of hotel stay.
- e) Relating to the full-fledged project itself, before the Board of Directors try and get some input from the members before they make a decision.
- f) Offer a bonus to be given to members who volunteer to be part of the pilot program.

This item is on the agenda for discussion and action. A motion was offered for consideration, after the Board selects one or more of the recommended options stated above, but action was instead taken by consensus.

Approved by consensus was a combination of Item b and Item c; a base amount that would include per diem and moving days as well as additional amount(s) for other occupants and/or companion animals. The Board would ask the Finance Committee to develop estimated figures for these items as well as a reasonable bonus amount under Item f.

7e. Motion to Hold a Closed Meeting on February 16, 2023

Motion: I move to hold a closed meeting of the Board of Directors at 7:00 pm on February 16, 2023.

Moved: James

Seconded: Bilyeu

Carried: 9-0

8. Items of Information

8a. President's Items

President Brodd reminded members of the upcoming work session between the Board and the membership on February 8, 2023 to discuss yard conditions and inspection standards.

President Brodd acknowledged member(s) requests to address recent parking issues and he advised that it would be on an upcoming Board agenda.

8b. Board Members' Items

Vice President McKinley reported that the Transition and Search Committee had recently lost a couple of members, but after a recent discussion, decided they are comfortable to continue their charge with the members who remain.

Secretary James indicated he received inquiries regarding the boat parked on Hamilton Place near the Administration Building, but no one had any information.

8c. Audit Committee's Items

None

8d. Manager's Items

None

Motion: To adjourn.

Moved: Hess

Seconded: James

Carried: 9-0

The meeting adjourned at 8:40 pm.

Ed James
Secretary