

GHI Board of Directors  
**Open Meeting**  
**(Virtual Zoom)**  
**February 16, 2023**  
**7:45 pm**

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

Excused Absences:

Others in Attendance:

Joe Perry, Director of Finance

Deanna Washington, Director of Member Services

Jim Morris, Director of Maintenance

Thomas Williams, Director of Technical Services

Bruce Mangum, Contract Processor

Bill Jones, Audit Committee Chair

Grace Fisher, Audit Committee

David Benack, Audit Committee

Henry Haslinger

Alicia Deligianis

Stephen Holland

Shawnda Atkins

Thomas Doggett

Scott Legendre

Ben Fischler

President Brodd called the meeting to order at 7:48 pm.

1. Approval of Agenda

**Motion: To approve the agenda as presented.**

Moved: Bilyeu

Seconded: James

Carried: 9-0

2. Statements of Closed Meetings

2a. Statement of a Closed Meeting of the Transition and Search Committee Held on February 1, 2023

The Transition and Search Committee held a closed meeting at 7:00 pm on February 1, 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 16, 2023

GHI's Board of Directors held a closed meeting at 7:00 pm on February 16, 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 January 5, 2023	(vii)
2. Consider Approval of the Following Contracts: <ul style="list-style-type: none"><li>• Contract for Information Technology Support Services During 2023 to 2026 - 2<sup>nd</sup> reading</li><li>• Separate Contracts for Repairs of Three Units Assigned to GHI</li></ul>	(vi)
3. Notice from a Bank re: Default on the Share Loan for a GHI Unit Rd	(iv) & (viii)
4. Complaint Matters	(iv)

During the meeting, the Board approved the following contracts:

1. A contract with FSi Strategies to provide Information Technology Support and Management Services, from March 1, 2023 to February 28, 2026, based on the following costs:
  - a) A basic cost of \$2,367 per month or \$28,404 per year, for providing Information Technology Support and Management services.
  - b) A total one-time cost of \$23,100 for cloud migration of all GHI computer files, plus an additional 10% for contingencies, for a total amount not exceeding \$25,410.
  - c) A cost of \$2,400 per year for storage of legacy applications (Micromain Maintenance Management and Jenark Financial) on the cloud, plus an additional 10% for unforeseen price increases, for a total amount not exceeding \$2,640 per year.
  - d) A cost of \$12,192 per year for Microsoft Business Premium software licenses plus an additional 10% for unforeseen price increases for a total amount not exceeding \$13,411 per year.
2. A contract with Warring Choice Builders to repair a unit assigned to GHI, at the contractor's bid price of \$14,925.00 plus 10% for contingencies, for a total cost not to exceed \$16,417.50.
3. A contract with State LLC to repair a unit assigned to GHI, at the contractor's bid price of \$51,225.00 plus 10% for contingencies, for a total cost not to exceed \$56,437.00.
4. A contract with North American Construction to repair a unit assigned to GHI, at the contractor's bid price of \$65,680.00 plus 10% for contingencies, for a total cost not to exceed \$72,248.00.

A motion to hold the closed meeting was approved during the open meeting of February 2, 2023, by Directors Bilyeu, Brodd, Hess, James, Lambert, Luly, McKinley, Mortimer, and Whipple.

2c. Statement of a Closed Meeting of the Transition and Search Committee Held on February 13, 2023

The Transition and Search Committee held a closed meeting at 3:15 pm on February 13, 2023, via internet audio/video conference to discuss matters pertaining to employees and personnel.

The closed meeting is 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 a 6-0-0 vote of the Transition and Search Committee during an open meeting on February 13, 2023.

2d. Statement of a Closed Meeting of the Transition and Search Committee Held on February 14, 2023

The Transition and Search Committee held a closed meeting at 3:00 pm on February 14, 2023, via internet audio/video conference to discuss matters pertaining to employees and personnel.

The closed meeting is 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 a 6-0-0 vote of the Transition and Search Committee during an open meeting on February 13, 2023.

2e. Statement of a Closed Meeting of the Transition and Search Committee Held on February 15, 2023

The Transition and Search Committee held a closed meeting at 3:00 pm on February 15, 2023, via internet audio/video conference to discuss matters pertaining to employees and personnel.

The closed meeting is 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 a 6-0-0 vote of the Transition and Search Committee during an open meeting on February 13, 2023.

3. Visitors and Members (Comment Period)

Alicia Deligianis wanted to make other members aware that she had suffered a flat tire due to sharp objects being left in the parking lot of her court by contractors. Director of Technical Services, Thomas Williams, asked Ms. Deligianis to bring any of the items she collected out of the parking lot to the Administration Building, so he can discuss with the contractors.

Molly Lester asked that the Records Retention Policy be revised on page 9, under Archives, to read, "Annual and Special Membership Meeting minutes, agendas, notices, and reports," as

opposed to, “Annual Membership Meeting minutes, agendas, notices, and reports.” President Brodd advised Ms. Lester her suggestion would be considered when that item comes up for discussion later in the meeting.

4. 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:

- Sara Eppley, Malik Antoine, Joint Tenants;
- Milagros E. Arias, Sole Owner;
- Patrick M. Gleason, Sole Owner;
- Derrick A. Lewis, Sole Owner;
- Kevin R. Mrugalski, Sole Owner;
- Charles Leuliette, Connie Leuliette;
- Marcella L. Michaud, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

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

- Lois Hunt is hereby changed to Lois Hunt, Sharon L. Hunt, Joint Tenants;
- Pamela L. DeJesus and Thea M. DeJesus is hereby changed to Pamela L. DeJesus, Sole Owner.

Moved: James

Seconded: McKinley

Carried: 9-0

5. Committee Reports

Vice-President McKinley reported that due to the Interim Chair for the Buildings Committee being out of the country, there will be no meeting in February 2023, but will meet as scheduled in March 2023.

President Brodd reported that the Legislative and Government Affairs Committee met and discussed upcoming legislation regarding rent control and rent stabilization that could impact GDC and GHI. He advised this is a topic on the agenda for later in the meeting tonight.

6. For Discussion/Action

6a. Approve Minutes of the Open Meeting Held on January 5, 2023 (Attachment #2)

**Motion:** I move that the Board of Directors approve the minutes of the Open Meeting held on January 5, 2023 as presented.

6b. Revisions to GHI's Records Retention Policy (Attachments #3a-3b)

In a report to the Board dated December 12, 2017, an Integrated IT Task Force recommended that the Board should revisit GHI's corporate records retention policy to determine what is legally required to be retained, what should be retained for historical purposes, and what should be disposed.

An original corporate records retention policy was prepared by staff in 2009, but it was apparently not reviewed by the Board of Directors at that time. Staff revised the 2009 document; thereafter Attorney Joe Douglass reviewed it and inserted several amendments. Based on Mr. Douglass's advice, GHI's external auditor Wegner CPA's LLP reviewed the draft and expressed satisfaction with the retention time periods for GHI records.

On February 21, 2019, the Board reviewed the draft of the revised policy that staff prepared and directed that it be forwarded to the membership for comment over a period of thirty days. After reviewing the member comments that were received, the Board established a Records Retention Task Force to review the draft policy that staff prepared and recommend changes that should be made.

The Records Retention Task Force submitted a revised draft of the records retention policy which the Board reviewed during a work session on January 26, 2023. The revised draft policy, including changes that resulted from comments during the work session, is presented in Attachment #3a. A clean copy of the draft revised policy document is presented in Attachment #3b.

This item is on the agenda for discussion and action.

**Motion: I move that the Board of Directors adopt the Records Retention Policy document as further revised on February 16, 2023.**

Moved: Hess

Seconded: McKinley

Carried: 9-0

6c. Proposed Amendments to GHI Bylaws

Board President Stefan Brodd is proposing that the Board request the membership to consider approving the following two motions regarding Bylaw amendments during the annual membership meeting on May 11, 2023.

- **Motion #1: To remove Article VIII Financial Regulations, Section 11 Expenditure of Funds and Contracts, paragraph d. from the GHI Bylaws, and to re-letter, under the same Article and Section, paragraph e. to d. and f. to e.**

Rationale:

1. This paragraph restricts the ability of the Board of Directors to let certain multi-year contracts in excess of specified amounts. In December of 2022, routine multiyear contracts for grounds maintenance and tree maintenance exceeded these amounts, and so necessitated a special membership meeting.

2. Special membership meetings require considerable time and effort from both the Board and staff to arrange and conduct. There is also always the chance that a quorum is not present, and so the meeting must be rescheduled. It should not be the case that special membership meetings be required for routine business such as the example above. Delays imposed by holding special membership meetings could also result in a gap in needed services or in contractors withdrawing their bids.
  3. The interest of the membership in overseeing the fiscal activities of the Board is well served by the provision in paragraph b. of this Article and Section that requires membership approval of any annual increase of ten percent or more in monthly “Operating Payments”. This includes multiyear contracts, and is a provision that is easy to understand and to adhere.
  4. Publicly revealing the details of contractors’ bids, as is necessitated by a special membership meeting, means that competing contractors are able to know each other’s prices and may cause the lower bidders to increase their future bid prices. This may possibly lead, in the example given above, to increased prices in the future for grounds and tree maintenance that could have been avoided if the contractors’ bids had been reviewed only in closed meetings.
  5. GHI staff have identified this paragraph as the most cumbersome and complicated provision in the Bylaws to administer.
  6. Fixed dollar amounts should not be included in the Bylaws, since the usual economic environment of low to moderate inflation means that they must be repeatedly adjusted upwards via Bylaw amendments.
- **Motion #2: To replace all instances of Roman numerals in the GHI Bylaws with their equivalent Western Arabic numerals.**

Rationale:

1. Roman numerals are archaic and not understood by all readers.
2. Roman numerals are not well suited to modern electronic document searches.
3. Roman numerals can be misunderstood, for example uppercase Roman II being misread as eleven.
4. The current Bylaws are not internally consistent with respect to their use of Roman and Arabic numerals.
5. The GHI Articles of Incorporation do not contain Roman numerals.
6. The new revision of the Member Handbook and Board Policies will not contain Roman numerals.

This item is on the agenda for discussion and action.

**Motion: I move that the Board of Directors direct the Manager to request legal counsel to review and advise about the appropriateness of the two motions and rationales for proposed bylaw amendments.**

Moved: McKinley

Seconded: Whipple

Carried: 9-0

6d. Staff's Recommendation to Revise the Pay Scales for GHI Employees (Attachments #4a-4b)

It is important to periodically adjust GHI's pay scales for groups of employees to ensure that they are competitive with those throughout the Washington Metropolitan marketplace. Staff recommends that GHI should hire a Compensation Consultant every 5 years to review our job classification structure and salary scales. In the meantime, the Board should consider adjusting GHI's pay scales based on either the average annual Consumer Price Index or average annual increase in wages and salaries for private industry workers.

On February 4, 2021, the Board of Directors accepted a report from Compensation GPS (a Compensation Consulting Firm) that included a revised job classification structure and pay scales for staff positions, and authorized the Manager to implement the pay scales that were presented, effective January 1, 2021.

On April 7, 2022, the Board increased pay scales for the various grades of GHI employees by 4.0% over the amounts that were approved on February 4, 2021, based on U.S. Bureau of Labor Statistics which showed that the average Consumer Price Index for the Washington Metropolitan area was 4.0% for the 12-month period ending December 2021, while the wages and salaries for private industry workers had advanced at a 4.2 percent pace.

U.S. Bureau of Labor Statistics show that the average Consumer Price Index for the Washington Metropolitan area was 5.6% for the 12-month period ending December 2022, while the wages and salaries for private industry workers had advanced at a 4.3 percent.

Attachments #4a and 4b show the current and revised pay scales, based on a 5.6 % increase and a 4.3% increase respectively.

This item is on the agenda for discussion and action.

**Motion: I move that the Board of Directors authorize the Manager to implement adjusted pay scales as presented for the various grades of GHI employees, which represent a 5.6% increase over the pay scales that the Board approved on April 7, 2022.**

Moved: McKinley

Seconded: Bilyeu

Carried: 9-0

6e. Consider Extension of Current General Manager's Employment Until a New General Manager is Hired

On September 30, 2022, GHI's General Manager Eldon Ralph submitted a letter to the Board stating that he would retire from GHI on February 28, 2023. It is unlikely that a new General Manager will be hired by February 28, 2023. Mr. Ralph has indicated his willingness to continue serving as General Manager at the Board's discretion until a new Manager is appointed. This

item is on the agenda for the Board to consider whether to extend Mr. Ralph's employment beyond February 28, 2023.

**Motion: I move that the Board of Directors approve an extension of General Manager Ralph's employment with GHI beyond February 28, 2023, until a new General Manager is appointed.**

Moved: Hess

Seconded: Mortimer

Carried: 9-0

6f. Proposed Rent Controls in P.G. County

Prince George's County Council is considering whether to enact legislation via CB-007-2023, an Act *"for the purpose of temporarily amending the Landlord-Tenant Code to limit landlords' ability to increase rent for certain tenants above a certain amount; providing for certain exemptions; providing that existing obligations or contract rights may not be impaired by this Act; and generally relating to rent restrictions for residential leases and rental dwelling units."* This legislation is scheduled for public hearing and enactment on Tuesday, February 28<sup>th</sup>.

During 2020, GHI's legal counsel advised that under the Prince George's County Code (see below), a housing cooperative is included under the definition of "Multifamily Rental Facility," which means that GHI falls within the definition of a "Landlord."

**PRINCE GEORGE'S COUNTY CODE - SUBTITLE 13. - HOUSING AND PROPERTY STANDARDS.**

**DIVISION 3. - LANDLORD-TENANT REGULATIONS.**

**Sec. 13-138. - Definitions.**

(a) For the purposes of this Division (and Division 4):

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(7) **Landlord** shall mean the legal and equitable owner(s) of a property, or any portion thereof, used or to be used as a single-family rental facility or a multifamily rental facility and shall include, without limitation, a mortgagee, vendee, contract purchaser, assignee of rents, receiver, trustee, executor, personal representative, lessee, or any person, firm, or corporation who manages the multifamily rental facility by contractual agreement with the owner.

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(9) **Multifamily Rental Facility** shall mean any building, structure, or combination of related buildings, structures, and appurtenances, operated as a single entity, housing cooperative ("COOP"), or a condominium, in which the landlord provides for a consideration three (3) or more rental dwelling units; .....

Both GHI and GDC may be adversely affected if CB-007-2023 is enacted. The Board should discuss GHI's position regarding this bill and consider authorizing Board President Brodd to send a letter to the P.G. County Council stating our position.

**Motion: I move that the Board of Directors authorize Board President Brodd to send a letter to the Prince George's County Council by February 28, 2023, requesting GHI be exempted from any rent control restrictions due to the enactment of CB-007-2023.**

Moved: Hess

Seconded: McKinley

Carried: 8-0-1

Abstained: Whipple

6g. Motion to Hold a Closed Meeting on March 2, 2023



**Motion:** I move to hold a closed meeting of the Board of Directors at 7:00 pm on March 2, 2023.

Moved: James

Seconded: Hess

Carried: 9-0

7. Items of Information

7a. President's Items

President Brodd reminded members of the upcoming Closed Meetings scheduled for February 23<sup>rd</sup>, February 27<sup>th</sup>, and March 1st.

7b. Board Members' Items

None

7c. Audit Committee's Items

None

7d. Manager's Items

None

**Motion:** To adjourn.

Moved: Hess

Seconded: Whipple

Carried: 9-0

The meeting adjourned at 8:18 pm.

Ed James  
Secretary