

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

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

Excused Absences: Lambert, Mortimer

Others in Attendance:

Eldon Ralph, General Manager

Everett Hitchner, Human Resources Manager

Joe Perry, Director of Finance

Deanna Washington, Director of Member Services

Thomas Williams, Director of Technical Services

Bruce Mangum, Contract Processor

Gregory Rozanski, Management Office Administrative Assistant

Bill Jones, Audit Committee Chair

Grace Fisher, Audit Committee

Patrick Carroll

Anatol Sucher

Thomas Doggett

Tom Jones

April Ashpes

Barbara Melvin

Elizabeth Ingianni

Elizabeth Walker

Makeda Morris

Kiki Theodoropoulos

Joe Ralbovsky

Stephanie O'Brien

Scott Legendre

Sharon Hauptman

Henry Haslinger

Michael Reinsel

Ben Fischler

Claudia Jones

Shawnda Atkins

President Brodd called the meeting to order at 7:47 pm.

1. Approval of Agenda

Added to the agenda was Item 7g "Schedule a Closed Meeting for the Manager's 2022 Performance Evaluation."

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

Moved: James

Seconded: McKinley  
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Carried: 7-0

2. Statements of Closed Meetings

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

GHI's Board of Directors held a closed meeting at 7:00 pm on March 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 January 19, 2023 | (vii) |
| 2. Request by a Non-member to Temporarily Reside in a GHI Unit  | (iv)  |
| 3. Complaint Matters  | (iv)  |

A motion to hold the closed meeting was approved during the open meeting of February 16, 2023, by Directors Bilyeu, Brodd, Hess, James, Lambert, Luly, McKinley, Mortimer, and Whipple.

2b. Statement of a Closed Meeting of the Board of Directors Held on March 16, 2023

*The Closed Meeting is currently in recess and a statement will be provided at the April 6, 2023 Open Meeting.*

3. Visitors and Members (Comment Period)

Tom Jones, notified members that 4 of the 5 ballot seats up for re-election for the Board are currently vacant. Tom encouraged members to consider running for the vacant positions as well as the two vacancies on the Audit Committee.

Thomas Doggett asked about some repairs to his home that are outstanding, security upgrades, aging electrical work and installing a lock on the garage. Thomas also advised that he contacted staff regarding unidentified noises but did not receive any follow-up. President Brodd advised that he speak to staff to determine what happened and have them reach out to Thomas.

Ed James asked about the Tree Canopy Grant and if GHI has contacted anyone about this or the grants for the First Time Homebuyers Grant. Stefan advised no contact had been made regarding the Tree Canopy Grant, but he thought perhaps the Woodlands Committee was securing additional information. Stefan advised there are discussions underway for the First Time Homebuyers Grant.

Ben Fischler said the Woodlands Committee received questions about the Tree Canopy Grant, but had done no additional research regarding the process or requirements.

Claudia Jones advised that she attended a Finance Committee meeting and was very pleased to find out that GHI is solvent. Claudia thanked Ed, Bill, Chuck, and Joe for taking the time to help her understand some of the financial aspects of the cooperative.

4. Approval of Addendum for Trust Ownership and Trustee's Affidavit for 6-E Crescent Road

Elizabeth G. Walker requests approval of an Addendum for Trust Ownership and Trustee's Affidavit (Attachment #2), thereby allowing Elizabeth G. Walker, the trustee and beneficiary of the Elizabeth G. Walker Revocable Trust of 2023, dated March 2, 2023, to place her membership and equity interest into the Trust.

The updated Mutual Ownership Contract will be presented for approval under Approval of Membership Applications.

**Motion: I move that the Board of Directors approve the Addendum for Trust Ownership and Trustee's Affidavit of Elizabeth G. Walker, the trustee and beneficiary of the Elizabeth G. Walker Revocable Trust of 2023 dated March 2, 2023, thereby allowing Ms. Walker to place her membership and equity interest into the Trust.**

Moved: Hess

Seconded: McKinley

Carried: 7-0

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:**

- Carmen L. Adams, Sole Owner,
- Harleigh N. Ealley, Sole Owner,
- Te'Kima Anthony-Bey, Sole Owner,
- Andrew Eck, Sole Owner.

Moved: James

Seconded: Whipple

Carried: 6-0-1

Abstain: Hess

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

- Elizabeth G. Walker, Sole Owner, is hereby changed to Elizabeth G. Walker, Trustee dated 02 March, 2023.

Moved: James

Seconded: Hess

Carried: 7-0

6. Committee Reports

Vice-President McKinley reported that the Storm Water Management Subcommittee gained three new members, so the committee is up to six members now.

Director Whipple reported that the Architectural Review Committee met in March and discussed a fence request, some issues with the renovation of the Greenbelt Museum due to the atypical design of the unit(s), and staff's lack of guidance on exterior lighting for homes. ARC also discussed the Forever Homes document(s) and anticipates finalizing for presentation to the Board during the April 2023 meeting. ARC also discussed who would be responsible for updating the document(s) and seeks Board approval to be accountable for maintaining and updating the document(s) as necessary.

Secretary James reported that the Woodlands Committee met in March and the Eagle Scout Program is going very well. He also advised that the Canyon Creek tour that a number of Woodlands Committee members and friends attended was very informative.

7. For Discussion/Action

7a. Approve Minutes of the Open Meeting Held on February 2, 2023

**Motion: I move that the Board of Directors approve the minutes of the Open Meeting held on February 2, 2023, as presented.**

Moved: James

Seconded: Hess

Carried: 7-0

7b. Permit Request to Install a Fence in the Serviceside Yard at 10-U Southway

On February 2, 2023, GHI Technical Services staff received a permit request (Attachment #4) from the member at 10-U Southway, who desires to install a fence in the serviceside yard. The request was forwarded to the Architectural Review Committee meeting for consideration due to the following rule in the GHI Member Handbook:

- Section XII.1.c "Fences are allowed to enclose the gardenside yard, or the side yard, or the combined gardenside and side yards..."

The following points were discussed during the Architectural Review Committee on February 28, 2023:

- a. The member would like to install a horizontal board fence along his serviceside yard lines to stop pedestrians, pets, and cars from encroaching on his serviceside yard.
- b. The serviceside yard is one of the few un-fenced serviceside yards in the court and located near the pedestrian connection to 8 Court of Southway, therefore it is used as a short-cut, making it difficult for the member to plant a garden.
- c. It is also adjacent to the parking area for access to the storage lockers in the original boiler room, and drivers parking their cars can easily drive into the yard as there are no curbs or other barriers to stop them.
- d. Most serviceside yards in 10 Court of Southway have fences.

- e. The existing serviceside fences in the Court are of various different types, so the ARC decided not to be concerned about ensuring that the fence style is 'harmonious' with others in the court.

The ARC passed a motion by a vote of 6-0 to recommend that the Board of Directors grant a permit for the member to install a serviceside fence at 10-U Southway.

- Reasons for the ARC's motion: the fence would provide protection from pedestrians, dogs, and cars.

This item is on the agenda for discussion and action.

**Motion: I move that the Board of Directors allow the installation of a split-rail wooden fence on the service side of 10-U Southway as shown on the permit request forms, including drawings and photographs that the member submitted**

Moved: Hess

Seconded: Bilyeu

Carried: 7-0

7c. Companion Animal Committee's Report to the Board of Directors re: July to December 2022 Activities and 2023 Goals

Attachment #5a is a report from the Companion Animal Committee regarding its activities during the period July 2022 to December 2022 and attachment #5b is a report regarding the Committee's goals for 2023.

This item is on the agenda for discussion and action.

**Motion: I move that the Board of Directors accept the reports that the Companion Animal Committee presented, regarding its activities during the period July 2022 to December 2022 and the Committee's goals for 2023.**

Moved: Hess

Seconded: Whipple

Carried: 7-0

7d. Finance Committee's Recommendation re: Relocation Payments to Members Participating in the Pipe Replacement Pilot Program

On February 2, 2023, the Board of Directors reviewed the following list of options that the Finance Committee recommended to compensate members who are displaced during the Pipe Replacement Pilot Program for frame and masonry homes:

- 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 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) Receive input from the members relating to the full-fledged project before the Board of Directors makes a decision.
- f) Offer a bonus to be given to members who volunteer to be part of the pilot program.

After discussing the options stated above, the Board requested the Finance Committee to recommend the following:

- a) A base amount to be paid to each unit and additional amounts per person and per companion animal.
- b) A bonus amount to be paid to members as an incentive for them to participate in the pilot program.

The Finance Committee further discussed the matter and recommends that the Board consider the following options for compensating members:

- a) Compensate members at the rate of \$110 per day for each day they are unable to reside in their unit (plus one day for moving out and one day for returning to the unit if they choose not stay at a hotel arranged by GHI).
  - Notes: Simple. Easy to calculate, verify, apply, and understand.
- b) Compensate members based on the number of bedrooms of the original GHI unit.
  - Notes: Simple calculation. Justifiable. Consistent with the way coop fees are currently charged.
- c) Compensate members based on the number of people on the MOC.
  - Notes: Easy to understand. Theoretically simple but cumbersome for staff to administer. May lead to errors in calculation. Difficult to systematically check calculations for accuracy.
- d) Compensate members based on the number of people who live in the unit and the number of companion animals in the unit.
  - Notes: Violates GHI's rules. More complex than other options. Not verifiable. Application and validation are too difficult. Experience from HIP (optional replacement program) that we will run into problems when we try to accommodate everyone.
- a) Recommend a \$500 credit be applied to members' monthly fee as an incentive to participate in the Pipe Replacement Pilot Program.

This item is on the agenda for discussion and action.

**Motion: I move that the Board of Directors stipulate that members who participate in the Pipe Replacement Pilot Program shall be compensated as follows:**

- a) **A credit of \$110 per day shall be applied to the member's coop fee account for each day they are unable to reside in their unit, including one day for moving out and one day for returning to the unit after repairs are completed.**
- b) **A credit of \$500 shall be applied to a member's coop fee account as an incentive to participate in the Pipe Replacement Pilot Program.**

Moved: Hess

Seconded: Bilyeu

Carried 7-0

7e. Proposed Amendments to GHI Bylaws for 2023 GHI Annual Meeting

On February 16, 2023, the Board directed the Manager to ask legal counsel to review and advise about the appropriateness of the following two motions and rationales for Bylaws amendments that Board President Brodd proposed:

Amendment #1

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

#### Amendment #2

- **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.

After reviewing the proposed amendments, Attorney Joe Douglass responded as follows:

*“I agree that Paragraph d. in Article VIII, Section 11 should be removed from the Bylaws. For the reasons you stated, the requirements of that Paragraph are not practical, present serious procedural obstructions, and are not necessary, particularly given other provisions in the Bylaws. I also agree that the Bylaws should not impose flat dollar amount limits on anything. These become obsolete very quickly, as you have seen. Instead, if particular cost limits are considered appropriate, they should be stated as percentages of the current GHI budget. That way, as the budget is adjusted over time for inflation, the limits will adjust automatically.*

*Finally, I agree that the Roman numerals should be changed to Arabic numbers. Since this not a substantive change, my view is that a Bylaws amendment is not necessary. The Bylaws simply could be republished with Arabic numbers in place of the Roman numerals. A small note could be added on the first or last page, stating that the Roman numerals that appeared in earlier versions have been formatted as Arabic numbers for greater clarity and ease of reference, but that the numbering of Articles and Sections has not been changed”.*

This item is on the agenda for discussion and action.

**Motion #1: I move that the Board of Directors accept President Brodd’s proposal that GHI Bylaws should be amended to remove Article VIII Financial Regulations, Section 11 Expenditure of Funds and Contracts, paragraph d. from the Bylaws, and to re-letter, under**



the same Article and Section, paragraph e. to d. and f. to e. Further, I move that the Board of Directors direct that the proposed amendments to GHI Bylaws be considered and voted on by the membership, during the May 11, 2023 Annual Membership Meeting.

Moved: Bilyeu

Seconded: McKinley

Carried: 7-0

**Motion #2:** I move that the Board direct the Manager to republish GHI's Bylaws with Western Arabic numerals in place of the Roman numerals, after the Annual Membership Meeting occurs on May 11, 2023.

Moved: Bilyeu

Seconded: James

Carried: 7-0

7f. Motion to Hold a Closed Meeting on April 6, 2023

**Motion:** I move to hold a Closed Meeting of the Board of Directors at 7:00 pm on April 6, 2023.

Moved: James

Seconded: Hess

Carried: 7-0

7g. Schedule a Closed Meeting for the Manager's 2022 Performance Evaluation

The Board should schedule a date for the Manager's 2022 Performance Evaluation which will be conducted during a Closed Meeting.

This item is on the agenda for discussion and action.

**Motion:** I move that the Board establish March 30, 2023 commencing at 7:00 pm as the date for a Closed Meeting to conduct the General Manager's Year 2022 Performance Evaluation.

Moved: James

Seconded: McKinley

Carried: 7-0

7. Items of Information

7a. President's Items

President Brodd reminded members that the deadline for submitting membership petitions for topics for the Annual Meeting is April 6, 2023.

7b. Board Members' Items

None.

7c. Audit Committee's Items

None.

7d. Manager's Items

None.

**Motion: To adjourn.**

Moved: Hess

Seconded: McKinley

Carried: 7-0

The meeting adjourned at 8:24 pm.

Ed James  
Secretary