

Minutes
GHI Board of Directors
May 14, 2009

Present: Agans, Hickey, James, Lewis, Mazurksy, Morse, McFadden, Robles

Excused Absence: Novinski

Others in Attendance:

Gretchen Overdurff, General Manager	Sylvia O'Brien
Joan Krob, Director of Member Services	Anita Harrison
Joe Perry, Director of Finance	Tokey Boswell
Eldon Ralph, Director of Physical Plant	Cathie Meetre
Brenda Lewis, Director of Human Resources	Kris White
Dianne Wilkerson, Chair, Audit Committee	Liz Cruz
Michael Iacangelo, Audit Committee	
Dorothy Lauber, Audit Committee	
Patty Bergemann, Recording Secretary	

President Lewis called the meeting to order at 7:32 p.m.

1. Approval of Agenda

The following items were removed from the agenda: Approval of a living trust; Minutes from the Executive Session; Minutes from the Board of Directors meeting from April 9, 2009.

A membership application was added to the consent agenda.

MOTION: TO APPROVE THE AGENDA AS REVISED.

Moved: Hickey

Seconded: Morse

Carried 8

2. Visitors and Members

Tokey Boswell introduced himself to the Board and members in attendance. Mr. Boswell is running for position on the Board of Directors.

3. Approval of Membership Applications

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

- KEVIN SKOLNIK
- MARY FLEMING

Moved: James

Seconded: Morse

Carried 8

4. Living Trust

The living trust was removed from the consent agenda. It will be discussed further in Executive Session following the Board of Directors meeting.

5. Committee Reports*Communications Committee*

No comments or issues

Companion Animal Committee

Kris White, Chair of the Companion Animal Committee, summarized the committee's report. Topics included disaster preparedness with a focus on companion animals, the committee's grief support group, and a possible upcoming educational seminar.

6. Consent Agenda

The minutes from the Board of Directors meeting from April 9, 2009 were removed from the consent agenda to allow for discussion and changes.

MOTION: TO APPROVE THE CONSENT AGENDA AS REVISED.

Motion: Mazursky

Second: McFadden

Carried 8

7a. Minutes Submitted for Approval (CA)

- March 26, 2009, Regular Session – **APPROVED BY CONSENSUS.**

The Minutes of April 9, 2009 were removed from the consent agenda to allow for discussion. Directors Morse, Agans, and McFadden made changes to the wording of the minutes of April 9, 2009. Director James requested future changes to the wording of Board meeting minutes in writing in advance of the meeting. All Directors agreed to submitting suggested changes in advance.

MOTION: TO APPROVE THE MINUTES OF THE MEETING OF APRIL 9, 2009 AS REVISED.

Motion: McFadden

Second: Hickey

Carried 8

7b. Yard Line Certification: 11 & 13 Courts Laurel Hill Road

Yard Line Committee Chair Dianne Wilkerson presented yard plats for 11 and 13 Courts Laurel Hill Road. Plats were submitted with no significant changes. Member feedback from 11 and 13 Courts Laurel Hill Road was sought, and no negative feedback was received.

Member Sylvia O'Brien, asked about her yard plat. Wilkerson noted that the member's yard plat had no changes.

President Lewis asked for the signed yard plats for 11 and 13 Courts Laurel Hill Road as soon as possible from GHI staff, possibly Monday, May 18, 2009.

MOTION: THE BOARD OF DIRECTORS DOES APPROVE YARD PLATS FOR 11 LAUREL HILL ROAD AS PRESENTED.

Motion: McFadden

Second: Robles

Carried 8

MOTION: THE BOARD OF DIRECTORS DOES APPROVE YARD PLATS FOR 13 LAUREL HILL ROAD AS PRESENTED.

Motion: McFadden

Second: Robles

Carried 8

7c. Lost Animal Program

Kris White, Chair of the Companion Animal Committee, provided the Board of Directors with an overview of the proposed Lost Animal Program:

The Lost Animal Program was conceived to formalize an already existing informal network of pet owners and community members. The program would provide owners of lost animals with resources to help them get the word out about their lost pet and hopefully find them. The committee has created a companion animal ID form/poster for members to download. This form could be used to add photographs and information about companion animals. In the event of a lost pet, this preexisting form would help to save time by keeping all pertinent information in one place. The committee has put together a list of local animal shelters and veterinary hospitals to call in the event of a lost companion animal. The committee plans to utilize its webpage, as well as to have materials available to members in the lobby of the GHI office building.

The Board asked about legality and liabilities related to this program. Member Midge Cruz answered questions about legality; GHI would not be liable in the event of a lost animal, but the Board could inquire of GHI's legal counsel to be certain.

The Board discussed putting a cap on the amount of time that a companion animal ID form should be allowed to remain posted. It was decided that forms posted in public space would be taken down at the discretion of the animal's owner, while the owner of the establishment would decide those posted in private places where the form was posted.

The amount of work and maintenance required for a program of this scope was discussed with Ms. White. She is confident that the Companion Animal Committee will be able to handle the work involved. Several of the Directors commended the Companion Animal Committee on their dedication and hard work in serving companion animals and their owners in the community.

MOTION: THE BOARD OF DIRECTORS DOES APPROVE THE COMPANION ANIMAL COMMITTEE'S "GHI LOST ANIMAL PROGRAM" AS PRESENTED TO THE BOARD ON MAY 14, 2009.

Motion: James

Second: McFadden

Carried 8

7d. 2009 Underground Utility Contract – 1st Reading

After the Board packet was put together, GHI received bids from five contractors for underground utility repairs at twelve sites. Director of Physical Plant Operations Eldon Ralph discussed the contractors who placed bids for repairs. Three of the five contractors have never worked with GHI before. The lowest bidder, Mane-Line Utilities, Inc., was one of these three. Tom Sporney spent a good deal of time seeking out references for Mane-Line Utilities, and

their credentials are impressive. Mr. Ralph recommends contracting with Mane-Line Utilities, Inc. for underground utility repairs.

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH MANE-LINE UTILITIES, INC., FOR THE REPAIRS OF UNDERGROUND SANITARY SEWAGE, STORM DRAIN, AND WATER SUPPLY UTILITIES AT TWELVE (12) SITES AT ITS BID, \$39,339, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$43,273.

Motion: Morse

Second: Hickey

Carried 8

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH MANE-LINE UTILITIES, INC., FOR DRAINAGE SYSTEM IMPROVEMENTS AT FOUR (4) LOCATIONS AT ITS BID, \$24,577, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$27,035.

Motion: Hickey

Second: McFadden

Carried 8

7e. 1st Quarter Financial Statements

Director of Finance Joe Perry presented the 1st Quarter Financial Statements to the Board of Directors. He explained that the statements were written in a new format which utilized changes suggested by the Finance Committee. Mr. Perry and his staff are working on matching large allocations of funds from year to year so that fluctuations in the budget will stabilize. There were improper calculations earlier in the year; it is the goal of the Finance Department to identify areas of savings in the coming months to offset the improper calculations of earlier in the year.

President Lewis requested that the Finance Department report savings to the Board as they encounter them. Mr. Perry will try to match more of the larger financial events of the year with the same financial events of previous years. Once these financial allocations are matched, the Finance Department and the Board of Directors will be better able to see true savings.

7f. Strategic Plan Update

General Manager Overdurff began by apologizing for the wrong copy of the Strategic Plan being included with the Board packet. There are several versions of this document in existence; Overdurff would like guidance on how/if to include completed items on the Strategic Plan.

Director Morse suggested that completed items be removed from the Strategic Plan, and that a second document be created to archive completed items.

General Manager Overdurff discussed Key Results Area #5, Risk Management. Overdurff explained what topics might fall under the heading of risk management, and that many are already being addressed. Overdurff and the Board discussed areas of risk including but not limited to avoiding lawsuits, adequate insurance coverage, contract administration, and having a replacement reserve plan. The Board discussed the boundaries between what is considered risk, and what is considered part of ordinary operations. Audit Committee member Michael Iacangelo suggested the use of a tool scoring process, or “risk matrix”, to quantify the risk involved with various areas of the GHI’s operations.

General Manager Overdurff hopes to have the correct version of the Strategic Plan ready for the next Board meeting. The full revised Strategic Plan should be ready for the Board by the end of the summer, possibly September.

7g. Topics for Stakeholder Meeting

President Lewis asked the Board to consider the topics suggested by General Manager Overdurff for the Stakeholder Meeting, and decide which topics are higher priorities. The issues discussed included:

- *City right of ways.* This is a high priority item for the Board; there are six houses in which the right of way goes through the house itself.
- *Buses.* Director Agans expressed concern about the fate of the buses running through Greenbelt. Although the City of Greenbelt does not control the buses, it was thought that the City might have more political presence in regards to public transportation.
- *The City of Greenbelt's Forest Management Plan and the common trails and walkways.* The City does not maintain their forestlands; their invasive species may creep over to GHI's forests. The Board may look to the Woodlands Committee for more input on this topic.
- *Utility concerns: WSSC, Pepco, FIOS.* Some members have experienced problems with their services. The Board will acknowledge their shared partnership with these utility companies. The Board will check in with the City of Greenbelt to ask about their experience with FIOS in other areas.
- *Westway curbs and gutters.* The Board of Directors will thank the City of Greenbelt for their work on Westway concerning curbs and gutters.
- *Hillside outfall project.* Terry Hruby would like an update, but there may not be anything new. General Manager Overdurff will find out the best place to address it.

When the Stakeholder Meeting is held at GHI, the GHI president tends to chair the meeting. Members may be able to speak. The meeting should last at least two hours.

7h. Compressed Workweek Evaluation

Director of Human Resources Brenda Lewis addressed the compressed workweek. There has been a good deal of employee feedback collected, and most has been positive. Employees have been given many opportunities to share their thoughts and concerns, both in formal and informal settings and modes. There have been adjustments made in the Maintenance and Payroll Departments. Ms. Lewis explained the thorough marketing plan used to advertise the compressed workweek to members. This plan included advertisements and articles in the *News Review*, *Communicator*, and vendor letters. While she is confident that GHI members are aware of the compressed workweek, she has not received much feedback from members about the new schedule. Ms. Lewis will look into the amount of annual and sick leave used by employees to see if there has been any savings in these two areas.

The Board discussed possible extra expense incurred by members due to the compressed workweek. It was discussed that while members would have to pay for a lock out on the off Friday, they are gaining extra hours during which they would not have to pay for a lock out on the other nine days during that two-week period. The price of energy consumed per kilowatt-hour was asked about; Overdurff and (Brenda) Lewis will find out and report to the Board. The Board discussed a potential emergency in the GHI offices over the three-day weekend. A weekend walk-through was suggested and discussed.

Employee feedback was discussed in depth. According to the results of the most recent anonymous survey, GHI employees voted 27 for the compressed workweek, and 9 against. Director Robles asked why those who had voted against the compressed workweek voted as they did. Brenda Lewis explained that the day is longer, some employees have side jobs and less time for them, and some have young

children. However, most of the staff seems to favor the compressed workweek.

Brenda Lewis will continue to collect information on the cost vs. savings of the compressed workweek, as well as feedback from employees and members. An update will be presented to the Board of Directors at the end of the 2nd Quarter.

7i. Board Self-Assessment

The following items were discussed using the *Board Performance Checklist*:

Board meetings

- The Board should watch the number of times they make a consensus instead of a formal vote.
 - Nothing else from this section needs to be added as a goal for next year.
- Planning and Policy
- Board training had been offered for the newly elected Directors. This training is offered every year; all Directors are invited, but returning Directors have not been required to attend.
 - The Board should make sure that all directives to staff and committees are in written form.
- Management reports
- The Board receives Manager's reports twice monthly. Monthly reports on move ins/move outs? Quarterly is fine
 - The Board comes to meetings prepared; this has been strength for the Board over the years.
- Committees
- There needs to be a fair and objective procedure for selecting committee members. The current procedure is sloppy – if you apply, you are accepted. The committee manual does have a procedure written in it.
 - Committee members should be representative of the coop's membership. This means that there needs to be more member participation. There is no formal data about the statistics of members, but looking around, one can see that the committees are not representative. The Marketing committee has asked everyone in the committee to identify someone they know to join the committee and ask them to join. Cynthia Newcomer was working on a succession plan for committees in an effort to involve more people and prepare them to serve on a committee. It was asked if she will write a procedure for the Board to use with all committees. General Manager Overdurff will follow up.
 - The Board should provide each committee with written directives.
 - Training for committee members has been provided in past years. It was not provided this past year; perhaps it could be a goal for next year.
- Communication
- Keeping members' personal information confidential – The Board would like any specific instances of confidentiality breach brought up in executive session.

Some of the issues discussed relating to committees was mentioned in the Strategic Plan. The Board expressed that they should be included in the Strategic Plan.

7j. Two Year Profit Limitation – M.O.C. Change

Concerns related to a member avoiding the two-year profit limitation by moving out without selling were discussed. The Board discussed the policy as it stands now. Director Morse expressed concern that the policy may not take into account those people who are undergoing financial hardship. The Board discussed the policy in terms of abuse, financial hardship, unexpected changes in financial situations, and knowledge of the policy at the time that the members go to settlement.

Director James suggested that the policy might not do what it was intended to do, which is to prevent

speculation. He suggested removing the policy altogether. The Board discussed the possibility of demonstrating the prevention of speculation without taking away the policy, which may not benefit the membership.

The Board of Directors will discuss the purpose and effectiveness of the policy at a later Board meeting.

MOTION: THE BOARD OF DIRECTORS APPROVES OF THE ADDITIONAL LANGUAGE TO SECTION 8B OF THE CURRENT MOC VERSION, AND DIRECTS THAT CHANGES BE MADE AT ONCE FOR USE WITH ALL NEW MOC EXECUTIONS.

Moved: Agans

Second: McFadden

Carried 6-2

Opposed: Morse, Mazursky

8. Items of Information

General Manager Overdurff discussed an upcoming conference with the Board of Directors; she will share the brochure with the Board.

Audit Committee Member Wilkerson directed the Board's attention to the Board Task List. The Yard Line Committee's duties were listed under the ARC. A new box/space for the Yard Line Committee and its duties will be added for the next Board meeting.

9. President

President Lewis made several announcements:

- Screening of The City, Tuesday May 19 at 7:00pm at the Greenbelt Museum in the Community Center
- GHI received a letter from the City of Greenbelt regarding Peace Month in October. Directors may share this letter with committees; committees can sponsor a peace-related event in the celebration.
- On May 28, there will be a meeting regarding amending Prince George's County ordinances and sub-division regulations
- The Board received a card from General Manager Overdurff expressing her appreciation for recognition of her leadership and management team, and thanking the Board for its support, understanding of time off, and gift
- Green power – clean current – these will be distributed on Monday, May 26 from 5-9pm at the Community Center at a meeting with Matt Berres. This meeting is open to everyone in Greenbelt
- The Marketing Committee had table at the Green Man Festival, where they distributed flyers and information on upcoming events. They will have a table at the annual meeting and a booth at farmers market on May 31. Committee flyers may be shown there; information should be sent to Kathie Linkenhoker.
- Marketing Committee Open House on June 7. There are currently 50 units for sale
- On April 29, Director Morse and President Lewis went to a budget session to request curbing on Westway. It was put back into the City's 2010 budget. Members attended as well.
- On May 6, President Lewis attended the National Cooperative Business Association, and went to two senators to promote coop issues: 1) rural coop development grounds 2) overseas coop development 3) business. On May 7, 77,

President Lewis attended a National Coop Bank meeting with Eldon Ralph, Gretchen Overdurff, and Joe Perry. The bank is in good shape. There was no paper at the meeting; it was all online. Reusable bags were distributed to the Board and Audit Committee. There were great networking opportunities there.

10. Board Members

- Director Mazursky reported that the Green Ribbon Task Force is developing a report synthesizing their work.
- Director Agans reported the following:
 - There was a great idea at the NCBA meeting. Members were asked to discuss why they like being members of the coop, and their answers were videotaped and posted on YouTube. Perhaps GHI could do the same at the annual meeting, post the videos on the GHI website, and use them promotionally. This could be done with a regular camera.
 - There is a Finance Committee meeting on Wednesday.
 - Thanks was expressed to Audit Committee member Wilkerson for the valuable role she plays at the door!
 - Expressed that it has been wonderful serving with all Board members this year.
- Director McFadden reported that there would be a stakeholders meeting on May 27 to discuss the improvement of bike paths and walkway in the City of Greenbelt at 6:30 at the Greenbelt Community Center.
- Director Morse reported that the STP committee might vote to have a summer recess, due to a lack of participation, which may lead to the demise of the committee, or the morphing into a subcommittee.
- Director Hickey reports that he is making a dent in the building materials renovations and electronic reporting; some parts didn't make it into the computer, but he will have more at the next meeting
- Director Robles announced that she is not running for reelection, and expressed thanks to all members of the Board. Director Robles will make a short presentation at the annual meeting about recycling.
- Director James announced the following:
 - There will be a Member and Community Relations yard sale on Saturday
 - The Woodlands Committee will be giving out a variety of plants at the end of the annual meeting
 - The Buildings Committee is focusing on addition maintenance. They have a target date of August to get a report to the Board.
- Director Morse asked for a round of applause for Luisa's service to GHI.
- Audit Committee member Iacangelo announced that he did not run for Audit Committee this year. He expressed thanks to all he has worked with and his great respect for the Board, staff, and membership.
- Audit Committee member Lauber expressed that she has enjoyed working with those who are leaving, and hopes that they can come back and visit with their good suggestions.
- Audit Committee member Wilkerson expressed thanks to Michael Iacangelo for his years of service, and thanks to Patty Bergemann for taking notes.

11. Manager

General Manager Overdurff reported the following:

- GHI received a contract on 8A Laurel Hill Road. The house had just gone on the market, and did not even have a realtor.
- GHI has worked with the Woodlands Job Corp, which supplies workers for the summer – young people learning different job skills. Woodlands Job Corp presented GHI with a plaque in recognition of participation in the program; it has been a great partnership
- Right of way update – Overdurff spoke with Terry Hruby today, and had a meeting with Tom Sporney and Eldon Ralph
 - Craze announced to the Council that because the right of way goes through the structure, she recommends abandonment of those right of ways and redrawing property lines
 - A petition must be filed with the county. It is recommended that it be jointly filed with the county and GHI to vacate those right of ways; Overdurff will look into the cost
 - 58-60 Courts Crescent Road will be used as a study to approximate the total cost of the project
 - Anyone with questions or concerns can call Terry directly
 - These are the right of ways through the homes, not the yards
 - The impact of right of ways on new sheds and fences was discussed.
- Requested that the Board and Audit Committee members return any old copies of the audit to Joe Perry
- Expressed gratitude to all of the Board and Audit Committee members for a great year
- Discussed door prizes for the Annual Meeting. Because the New Deal Café is closed, the Board agreed to put all of the money for door prizes into Coop Grocery gift certificates.

CONSENSUS: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER TO PURCHASE TWO \$25 GIFT CERTIFICATES TO THE COOP GROCERY STORE AS DOOR PRIZES FOR THE ANNUAL MEETING, INSTEAD OF FIVE \$10 GIFT CERTIFICATES TO THE NEW DEAL CAFÉ.

- Eldon Ralph expressed thanks to Board members and Audit Committee members, both staying and leaving, for their courage and service
- Joan Krob expressed thanks to all who have donated to the Member and Community Relations table for the yard sale

Member Cathie Meetre, spoke regarding a membership application filed by Nancy Gray. She asked permission to speak to the situation in open session. Permission was granted to speak about the precedent, without giving specifics about the situation.

Meetre expressed that if a member is selling their home and receives a contract on that home, the person making the offer may not back out of the contract. The only exception

occurs if the Board of Directors declines the membership application of the prospective member; at that point, the prospective member must be allowed to back out of the contract. If a prospective member met the requirements of membership but deliberately used the Board's evaluation process as a means of escaping the contract, Meetre stressed that a very bad precedent would be set.

President Lewis thanked Ms. Meetre for expressing her concerns. She explained that the Board would discuss the matter in Executive Session and assured Meetre that the Board follows procedures and membership guidelines.

MOTION: TO RECESS TO EXECUTIVE SESSION AT 10 P.M.

Motion: Agans

Second: McFadden

Carried 8

The meeting recessed at 9:51 p.m.

Ed James
Secretary