

Minutes  
GHI Board of Directors  
May 28, 2009

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

Others in Attendance:

Gretchen Overdurff, General Manager	Dorothy Lauber, Audit Committee
Joan Krob, Director of Member Services	Patty Bergemann, Recording Secretary
Joe Perry, Director of Finance	Kathleen Gallagher, Nominations and Elections Committee
Eldon Ralph, Assistant General Manager	Gail Phillips
Tom Sporney, Staff Engineer	Judith Davis, Mayor of Greenbelt
Dianne Wilkerson, Chair, Audit Committee	
Henry Haslinger, Audit Committee	

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

1. Approval of Agenda

**MOTION: TO APPROVE THE AGENDA AS REVISED.**

Moved: Lewis

Seconded: Robles

Carried 9

2. Certification of Election, Chair, Nominations and Elections Committee

Kathleen Gallagher of the Nominations and Elections Committee presented the results of the election for the Board of Directors and Audit Committee of May 21, 2009. There were five available seats on the Board of Directors, each for a two-year term. In order of most to least votes earned, the candidates were: **Lewis, Agans, Boswell, Novinski, Hickey, Hess**. The first five were elected to the five available seats; Hess was not elected.

Ms. Gallagher then shared the results of the Audit Committee election of May 21, 2009. There were three available seats, each for a one-year term. Three candidates ran, and all three were elected: **Wilkerson, Lauber, and Haslinger**.

Ms. Gallagher gave the election certification to Secretary James. At that point, Director Robles stepped down and Director Boswell was seated. Vice President Mazursky offered a welcome to Director Boswell.

3. Board Reorganization & Election of Officers; Code of Ethics Acknowledgement

Vice President Mazursky opened the floor for nominations for President of the Board of Directors. Exiting President Lewis nominated Director Agans as President. Secretary James seconded the nomination; it was carried by nine votes.

**MOTION: THAT DIRECTOR SUZETTE AGANS IS NAMED PRESIDENT OF THE BOARD OF DIRECTORS OF GREENBELT HOMES, INC.**

Moved: Lewis

Seconded: James

Carried 9

Exiting Vice President Mazursky called for nominations for Vice President of the Board of Directors. Incoming President Agans nominated Director Novinski. Director Hickey seconded the nomination.

Director McFadden nominated Director Morse for Vice President of the Board of Directors. The nomination was seconded by Director Boswell.

A paper ballot was taken, and the results were counted and presented by the Audit Committee. Director Novinski won the vote for Vice President with 7 votes; Director Morse earned 2 votes.

**MOTION: THAT DIRECTOR PATRICIA NOVINSKI IS NAMED VICE PRESIDENT OF THE BOARD OF DIRECTORS OF GREENBELT HOMES, INC.**

Moved: Agans

Seconded: Hickey

Carried 7

Director Mazursky called for nominations for Secretary of the Board of Directors. Incoming President Agans nominated current Secretary James. Hickey seconded the nomination; it was carried with 9 votes.

**MOTION: THAT DIRECTOR ED JAMES IS NAMED SECRETARY OF THE BOARD OF DIRECTORS OF GREENBELT HOMES, INC.**

Moved: Agans

Seconded: Hickey

Carried 9

Director Mazursky opened the floor for nominations for Treasurer of the Board of Directors. Director Mazursky nominated Director Boswell; Director McFadden seconded the nomination.

Incoming Vice President Novinski nominated Director Lewis for Treasurer. The nomination was seconded by Director Morse.

A paper ballot was taken, and the results were counted and presented by the Audit Committee. Director Lewis won the vote for Treasurer with 9 votes.

**MOTION: THAT DIRECTOR SYLVIA LEWIS IS NAMED TREASURER OF THE BOARD OF DIRECTORS OF GREENBELT HOMES, INC.**

Moved: Novinski

Seconded: Morse

Carried 9

The Board of Directors reorganized at 7:43 p.m., at which point incoming President Agans took over as chair of the meeting.

A copy of the Code of Ethics was given to each director. The need for returning directors to sign the acknowledgement again was discussed.

**CONSENSUS: THAT EACH RETURNING MEMBER OF THE BOARD OF DIRECTORS RE-SIGN THE CODE OF ETHICS.**

4. Visitors and Members

Gail Phillips asked two questions concerning the trim painting program. She wanted to know what is considered “trim” and is therefore covered by the trim painting program. Ms. Phillips also asked the Board of Directors why the eaves on the service side of her home are not included in the trim painting program. Assistant General Manager Ralph answered that the eaves of the home should be included in the trim painting program. Ms. Phillips stated concerns and problems arising from this year’s scheduled trim painting. General Manager Overdurff expressed apologies from GHI, and Ralph promised to contact Ms. Phillips in order to resolve the problem on Monday, June 1. Ms. Phillips asked the Board if, in the future, a letter can be sent out to the members before trim painting begins in order to explain exactly what is included in the program.

Mayor Judith Davis shared information about June’s Peace Month celebration, inviting any organization, committee, and group to participate with an activity or demonstration that exemplifies peace. Peace Month will also be celebrated next year in June, so those organizations needing more preparation time may wish to look to the future for their activity.

5. Approval of Membership Applications

**MOTION: THAT THE FOLLOWING PROSPECTIVE MEMBER IS ACCEPTED INTO THE COOPERATIVE AND MEMBERSHIP AFFORDED HER AT THE TIME OF SETTLEMENT:**

- MARA D. HEMMINGER

Moved: James

Seconded: Morse

Carried 9

**For the record: The Board of Directors authorized the General Manager to enter into a sales contract to purchase 10E Plateau Place.**

**MOTION: THAT THE BOARD OF DIRECTORS APPROVES THE FOLLOWING MUTUAL OWNERSHIP CONTRACT CHANGES:**

- MICHELE ANN TOUCHET AND LUTZ RASTAETTER, TENANTS BY THE ENTIRETY, TO MICHELE ANN RASTAETTER AND LUTZ RASTAETTER, TENANTS BY THE ENTIRETY.

**For the record: Board Poll accepted the following Mutual Ownership Contract change on May 20, 2009, and membership was afforded her at the time of settlement:**

- Karen Wallace, to Elena L. Weed

**For the record: Board Poll accepted the following Mutual Ownership Contract for refinancing:**

- **Robert Cochran and Rachel Channon, Tenants by the Entirety**

#### 6. Committee Reports

Dianne Wilkerson, Chair of the Yard Line Committee, presented the newest information concerning the City Rights of Way that passes through six homes: 62A, B, 60A, K, 58A, M Crescent Road.

The Yard Line Committee is currently working on yard plats for 58, 60, and 62 courts of Crescent Road. GHI is in the process of discussing possible solutions to the Rights of Way issue with the City of Greenbelt. Because of the controversy for the six homes (and yards), the Yard Line Committee would like to withhold the yard plats for those six homes until a solution is agreed upon between GHI and the City of Greenbelt.

The Board asked what ramifications might be involved in withholding the plats for certification. Wilkerson explained that the members who reside in the six controversial homes are anxious for the Rights of Way to be moved from their property. The issue will be discussed during the Stakeholders Meeting on June 17, and these members may attend that meeting if they wish to do so. Director Morse asked how the City Rights of Way affects the sale of those homes affected. Wilkerson explained that the one affected home that was recently sold took a long time to sell (more than a year). Taxes for those six units were discussed. It was agreed that the Board of Directors would accept the non-controversial yard plats for 58, 60, and 62 courts of Crescent Road, with the six controversial plats withheld until the issue is resolved with the City of Greenbelt.

Director Hickey shared some updates from the Architectural Review Committee (ARC). Linda Shepherd had requested an exception for an oversized shed; ARC denied her request. Director Hickey explained that ARC has been tasked with a report on acquiring new materials, as well as a life cycle analysis for new materials. ARC's outline for the entire program will appear on an upcoming agenda.

#### 7. Consent Agenda

#### **CONSENSUS: TO APPROVE THE CONSENT AGENDA AS REVISED.**

Moved: Lewis

Seconded: McFadden

Carried 9

#### 8a. Minutes Submitted for Approval (CA)

- April 23, 2009

The minutes from April 23, 2009, were removed from the Consent Agenda.

#### 8b. 2009 Underground Utility Contract – 2<sup>nd</sup> Reading & Final Passage (CA)

**MOTION APPROVED BY CONSENT AGENDA: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, 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 APPROVED BY CONSENT AGENDA: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, 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.**

8c. Designation of GDC Stockholders

President Agans explained the practice of designating GDC stockholders. General Manager Overdurff offered to answer any questions related to designating GDC stockholders; there were no questions from the Board.

**MOTION: IT IS MOVED THAT EACH MEMBER OF THE BOARD OF DIRECTORS OF GREENBELT HOMES, INC., BE GRANTED A PROXY FOR 1/9<sup>TH</sup> OF THE GHI SHARES OF STOCK IN THE GREENBELT DEVELOPMENT CORPORATION. THESE PROXIES SHALL REMAIN IN FORCE UNTIL NEW PROXIES ARE VOTED.**

Moved: Lewis

Seconded: Novinski

Carried 8

Abstained: Boswell

8d. Assignment of Member Complaints Panels

The Board of Directors discussed the makeup of the three Complaints Panels. New Member Complaints Panels were assigned as follows:

**Member Complaints Panel 1:** James, Lewis, McFadden and Wilkerson.

**Member Complaints Panel 2:** Agans, Hickey, Mazursky and Lauber

**Member Complaints Panel 3:** Boswell, Morse, Novinski, and Haslinger

8e. Board Meeting Procedures

Possible changes to the Board meeting procedures were discussed by the Board. President Agans suggested that the time to move to the last agenda items be moved from 10:30 p.m. to 10:00 p.m. There were no other changes made to the Board meeting procedures. An informal survey was done to make sure that 7:00 p.m. was still an acceptable time for Executive Session; all directors can attend at 7:00 p.m.

8f. Strategic Plan Update

General Manager Overdurff explained the changes made to the Board's Strategic Plan, based on feedback from the Board. She suggested a work session during the summer, which is one of the goals on the Strategic Plan. A new objective to add to the Strategic Plan is Risk Management; General Manager Overdurff will provide more information about that topic. A format for the Strategic Plan Archive List was discussed and the Board requested a list similar to the plan itself, with the date of

completion added to each item as it is completed and added to the archive. General Manager Overdurff will provide the archive list at the next meeting.

There was a discussion of various items on the Strategic Plan that may be difficult to accomplish, such as tracking member feedback. A due date of September 2009 for a formalized system for tracking these items was suggested.

President Agans asked about the due date associated with the Member and Community Relations (MCR) Committee item. It was discussed that many of the activities in which MCR participates would fit into the goal outlined in the Strategic Plan. General Manager Overdurff suggested that the Board change the due date for that item to “ongoing.” Director Boswell suggested that a short report be given to the Board by MCR, with a due date for the report. The due date for said report was set for August 2009.

The Board then discussed objective 1.2a and 1.2b, related to reorganizing the member handbook, and rewriting the member handbook, respectively. A professional writer should be involved in both projects. The Board decided that items 1.2a and 1.2b should be combined as one item on the Strategic Plan. A discussion ensued about changes in rules, notifying members of the rule changes, and when changed rules take effect. Secretary James made the point that not all GHI rules are in the handbook. Audit Committee Member Wilkerson recounted a situation in which a member wrote a letter to the Board explaining that she was quoted a rule that appeared on the website, but that was not in the member handbook. While rules are technically in effect as soon as they are passed by the Board, members are not notified of the rule changes immediately. President Agans indicated that GHI residents can view updated rules online, or they can call GHI or go to the office to inquire about new or changed rules. Secretary James replied that not all members have the internet, and Wilkerson mentioned that not all residents (namely, the elderly) can go to the GHI office building to inquire about new rules. Secretary James brought up the fact that Mutual Ownership Contracts (MOCs) state that members are responsible for all rules in the member handbook, but that the MOCs do not say anything about members being responsible for rules posted on the GHI website. James suggested that rules do not go into effect until the members are notified through the GHI newsletter, the *Communicator*. This topic will be discussed further at a later date.

The Board had a discussion about large expenditures pending, and the need to educate members about these expenditures. More information is needed from the Buildings Committee, so this item will not be due until October 2009.

Director Mazursky asked about energy tax credits for window replacements, and if the cooperative would be eligible for these credits if window replacement was undertaken using replacement reserve funds. Assistant Manager Ralph explained that to his knowledge, the tax credit is only available for those individuals or entities that pay income taxes. Because GHI does not pay income taxes, GHI would not be eligible for the tax credit. However, if members were to replace windows in their individual units, and if those members paid income taxes, they would be eligible for the tax credit.

The Board discussed risk management, and President Agans inquired about the need for a subcommittee to further explore this topic. Because there is so much that could potentially be included under the topic of risk management, General Manager Overdurff agreed that a subcommittee would be a good idea. It was decided that this Risk Management Committee should be open to both Board and non-Board members, with the suggestion of including former Audit Committee Member Mike Iacangelo, as he has prior experience with risk management. General Manager Overdurff and Director Morse volunteered to serve as part of this committee as well. The Board should expect a policy statement from this committee by the due date listed on the Strategic Plan.

The Board began discussing the possibility of scheduling a training session. Director of Finance Perry offered training on how to read financial statements. The training would last for approximately two hours, and would include written materials, review of a balance sheet, and important vocabulary and definitions.

President Agans began a discussion about a training focused on conflict resolution. Both the Board and certain staff members would receive training in the area of conflict management. A day-long training on conflict resolution in a one-on-one scenario with Wendell may be possible. While this training is not exactly what President Agans had in mind, it would get the Board and staff on the path toward learning more about conflict resolution on a larger scale and within larger groups. President Agans explained that she knew of a good training program in Baltimore, but that she was unable to find resources locally. Directors Morse and Novinski, as well as General Manager Overdurff, will look into local resources related to larger-scale conflict resolution and will report back to the Board. The training proposal was tabled for a later meeting.

The Board then asked Mayor Davis about an issue involving the Greenbelt Advisory Committee on Environmental Sustainability (GREEN ACES). Mayor Davis gave an overview of the issue as it has evolved.

8g. UDB Copier Lease

President Agans asked if the cooperative is required to go out for bids for a new copier lease. General Manager Overdurff explained that a lease for a copier is not something that is normally bid for; rather, the staff tries to work with companies from whom they have received excellent service in the past. GHI's other contract with Commonwealth has been very successful, and the service has been excellent.

Director Morse asked about the possibility of leasing a color copier. General Manager Overdurff and Director of Member Services Krob explained that the staff did look into leasing a color copy machine, but that they decided against that route because it would be significantly more expensive.

**MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER TO ENTER INTO A LEASE AGREEMENT WITH COMMONWEALTH DIGITAL OFFICE SOLUTIONS TO LEASE A KONICA/MINOLTA BIZHUB 751 COPY MACHINE OVER 60 MONTHS FOR A TOTAL COST OF \$25,800, OR \$5,160 PER YEAR.**

Moved: Novinski

Seconded: McFadden

Carried 9

8h. Set Summer Meeting Schedule & Board Training

The Board of Directors discussed various dates for summer Board meetings, hearings, and training sessions, with suggestions from General Manager Overdurff based on summer contracts needing approval. The following summer meeting/training/hearing schedule was set:

- June 1, 7:00 p.m. – Informal Hearing
- June 17, 7:00 p.m. – Special Meeting for first reading of contracts (directly before the Stakeholders Meeting)
- June 25, 7:30 p.m. – Regular Board Meeting, Executive Session at 7:00 p.m.
- June 29, 7:00 p.m. – Formal Hearing
- July 9, 7:00 p.m. – Informal Hearing
- July 16, 7:30 p.m. – Regular Board Meeting, Executive Session at 7:00 p.m.
- July 22, 6:30 p.m. – Special Meeting for second reading of contracts (if necessary; Buildings Committee Meeting to follow at 7:00 p.m. to discuss report on energy)
- August 13, 7:00 p.m. – Finance Training with Joe Perry

- August 20, 7:30 p.m. – Regular Board Meeting, Executive Session at 7:00 p.m.
- August 27, 7:00 p.m. – Member Input Budget Session

The Board discussed the Special Membership Meeting; it was decided that it is too soon to set a date and reserve a room for that meeting. President Agans asked if the fall would be the best time to schedule a Board retreat/workshop. The Board and staff agreed; this retreat/workshop will be scheduled at a later date.

The Board then discussed and set the Board meeting schedule for the fall. The Board will have their Regular Meetings on the **first and third Thursdays** of each month, starting in September.

A Member Complaints Panel needs to be scheduled. Member Complaints Panel 2 will hear this complaint; the date and time for the session will be set at a later date.

General Manager Overdurff made known that GHI's tax appeal will be held sometime within the last two weeks of June. She will need to be present for the tax appeal; if it conflicts with any of the meetings or other Board sessions, Assistant Manager Ralph will represent GHI staff at the Board session.

8i. Finance Committee Recommendation

President Agans explained that during the audit process, it was discovered that the cooperative has a good deal of money in its account that is not insured. However, there is new information to share with the Board. General Manager Overdurff explained that the information gained from the audit is not correct. Overdurff spoke with the Chief Operations Officer at North State Bank, where GHI has several accounts. Almost all of the money in North State Bank is currently insured. There is approximately \$35,000 that is not insured, but that can be rectified by putting that money into smaller short-term CDs. This will bring the balance in that particular account down, and will eliminate the risk. General Manager Overdurff shared that North State Bank is doing very well, and that they experienced a successful first quarter.

**MOTION: THE BOARD OF DIRECTORS RECOMMENDS TO STAFF TO HAVE ALL ACCOUNTS INSURED.**

Moved: Lewis

Seconded: Boswell

Carried 9

President Agans spoke on behalf of the Audit Committee and made a recommendation that the Finance Committee make annual notification to equity sharers of the cooperative. Treasurer Lewis explained the situation that sparked this recommendation from the Audit Committee. GHI has a portion of the equity interest of nine of the newer homes that were built in the 1960s. It was suggested that these nine members be notified annually to remind them of the fact that they share their equity interest with GHI.

**MOTION: THAT GHI ANNUALLY NOTIFY MEMBERS OF EQUITY SHARING WITH GHI.**

Moved: Morse

Seconded: Lewis

Carried 9



9. Items of Information

President Agans briefly explained the shared profit analysis that was prepared by Kathie Linkenhoker. Director Mazursky asked if new committee chairs and Board liaisons needed to be set. President Agans said that new committee chairs and Board liaisons could be decided at the next meeting, and asked for any requests for changes to Board liaisons be emailed to her before the next meeting. Director Morse asked for more information about the webinar in CAI's Board Member Series.

There were no other notes about the items of information.

10. President

President Agans expressed thanks to the directors for voting for her as President.

11. Board Members

- Director Mazursky shared extended congratulations and a welcome to Director Boswell.
- Director Boswell expressed his thanks to all of the Board members, and shared an article about cement board siding.
- Secretary James shared information about a trail work/woods maintenance project begun per a request from a member. He stated that the MCR Home and Garden Tour would be held on June 14, and that there would be an STP Keep Cool workshop held on June 14 to coincide with the tour.
- Director Novinski expressed her thanks for the added responsibilities entrusted to her by the Board.
- Treasurer Lewis shared the following:
  - She expressed her congratulations to the officer nominees, and a welcome to Director Boswell.
  - Donna Hoffmeister was appointed Court Liaison for 6 Plateau Place.
  - The Annual Meeting was very informative. The committee displays at the meeting were phenomenal, and the Communications Committee had more than 60 responses to their website.
  - The Marketing Committee is ready for its open house on June 7. The booth at the farmers' market has been cancelled for May 31, and will be postponed until later in the summer. Any committee may have their materials distributed at that booth. The Marketing Committee is looking for other venues in the area to attract prospective buyers.
  - The Juneteenth Celebration will be a county-wide event and a good opportunity to share the open, welcoming Greenbelt community. The museum will be involved.

- The USDA webinar on strategic planning and strategic thinking was very interesting. One thought from the webinar was that a mission statement should be no more than ten words long.
- There was an email on the Greenbelters list about GHI members having difficulty refinancing; perhaps the Board can look into ways to help.
- Director Lewis expressed her thanks for the support given to her in the past few years, and she is looking forward to passing that support on to President Agans.
- Director McFadden expressed congratulations to all who are here, and happiness that the Board members will all be serving together. The Companion Animal Committee is having further discussions about the disaster preparedness plan, which will be presented at an upcoming Board meeting. The Companion Animal Committee is also following the wake of the recent dog attack. The status of the New Deal Café was discussed.
- Director Morse expressed congratulations to the Board members who were reelected, to Director Boswell, and to the new Board officers. Director Morse shared his thoughts about the Annual Meeting, and was gratified by the discussion that was held about the proposed bylaws change, as well as the way in which the membership voted. Director Morse shared that the Communications Committee is still working on the website revamp, and that the committee had a meeting today. Finally, Director Morse expressed deep gratitude to former President Lewis for her service.
- Audit Committee Member Wilkerson expressed congratulations to incumbent Board members, Director Boswell, and Audit Committee Member Henry Haslinger.
- Audit Committee Member Lauber recently had visitors who stayed in the Guest House. She shared two suggestions that were given by her visitors: 1) It is not possible for two people to read by the light of the lamp on a dark day; and 2) Make it possible for visitors to use their computers while they are staying in the Guest House.
- Audit Committee Member Haslinger shared that his election is a homecoming of sorts, as he worked for GHI from 1972 to 1976. He expressed that he is looking forward to serving on the Audit Committee.

## 12. Manager

- Director of Finance Perry expressed congratulations to all Board members and officers.
- General Manager Overdurff shared the following:
  - Shared a welcome back to incumbent directors, and a welcome to Haslinger and Director Boswell. The Board had a good year under former President Lewis's leadership, and they will have another good year this year.
  - A training session for new Board and Audit Committee members was scheduled for **Tuesday, June 9**, at 7:00 p.m. The training will focus on

- specific things needed for this Board setting, and is open to all Board members, though is not required for returning directors.
- The website from the USDA webinar on strategic planning is available for any Board member who wishes to listen to it.
- Management had to increase the Fidelity bond to \$3 million in order to meet federal requirements. This will cost an additional \$693 in annual premium.
- President Agans mentioned a Washington Post article about state legislation related to foreclosure.
- Mayor Davis expressed congratulations to Director Boswell.
- General Manager Overdurff expressed birthday wishes to Vice President Novinski.

**MOTION: TO ADJOURN.**

Moved: Sylvia

Seconded: McFadden

Carried 9

The meeting adjourned at 9:56 p.m.

Ed James  
Secretary