

GHI Board of Directors
Regular Session
(Virtual Zoom)
June 17, 2021

Board Members Present: Bilyeu, Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer

Excused Absence:

Others in Attendance:

Eldon Ralph, General Manager

Tom Sporney, Assistant General Manager

Joe Perry, Director of Finance

Maesha McNeill, Human Resources Manager

Stuart Caplan, Director of Technical Services

Bruce Mangum, Contract Processor

David Benack, Audit Committee

Dale Wilding, Audit Committee

Rachel Glick

Jody Glick, daughter of Rachel Glick

Tom Adams, Jr.

Ben Fischler

Yu-Hsiu Wang

Michael Cunningham, guest of Yu-Hsiu Wang

Christopher Shuman

Bill Jones

Molly Lester

Stephen Holland

Altoria Ross, Recording Secretary

President Brodd called the meeting to order at 7:45 pm.

1. Approval of Agenda

Motion: To approve the agenda as presented.

Moved: James

Seconded: Lambert

Carried: 9-0

2a. Announcement of an Executive Session Meeting held on June 17, 2021

GHI's Board of Directors held an Executive Session meeting earlier this evening via internet audio/video conference, with Board members Erin Bilyeu, Stefan Brodd, Christopher Carbone, Zoe Carter-Woodbridge, Ed James, Denna Lambert, Jason Luly, Deborah McKinley, Heather Mortimer, and Audit Committee members David Benack, and Dale Wilding participating.

The following motion to call the meeting was made during a prior open meeting this evening and approved by Board members Erin Bilyeu, Stefan Brodd, Christopher Carbone, Zoe Carter-Woodbridge, Ed James, Denna Lambert, Jason Luly, Deborah McKinley, and Heather Mortimer.

Motion: I move that the Board of Directors hold an Executive Session meeting after this Open Session Meeting is adjourned, to discuss the following agenda items, as authorized by the pertinent sub-paragraphs of the Maryland Cooperative Housing Act § 5-6B-19 (e)(1).

Agenda item	Sub-paragraph of § 5-6B-19 (e)(1)
1. 2021-2023 Contract for a Consultant Arborist to Inspect Trees– 2 nd reading	(vi)
2. Member Financial Matters	(viii)
3. Member Complaint Matter	(iv)

During the meeting, the Board authorized the Manager to enter a contract with Rebecca Feldberg to undertake preventive maintenance inspections of trees in the GHI community at the contractor's bid of \$990.00 per month or \$23,760.00, over a 24-month period, plus 10 percent for contingencies, for a total not to exceed \$26,136.00.

The meeting began at 7:07 pm and adjourned at 7:27 pm.

3. Visitors and Members (Comment Period)

None.

4. Approval of 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:

- Anne Barnes, Sole Owner;
- Carl N. Ober, Sole Owner;
- Taku Iwasa, Sole Owner;

Moved: James

Seconded: Mortimer

Carried: 9-0

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

- Kelly Fitzpatrick (Mullen), Michael Fitzpatrick, Tenants by the Entirety, be changed to Kelly Mullen, Sole Owner

Moved: James

Seconded: McKinley

Carried: 9-0

5. Committee Reports

Communications Committee: The committee has agreed to work with the Transition Committee in regard to communications.

Permit Task Force: The taskforce meets twice a month and is making progress in the areas of recommendation.

Buildings Committee: The committee meets next Wednesday.

Outdoor Structures: The taskforce met last evening and has four members, and in August will have a policy for the Board to consider.

6. For Action or Discussion

6a. Proposed Actions after the June 7, 2021 Work Session with the Transition Task Force

On June 7, 2021, the Board held a work session with the Transition Task Force to review the work to date of the Task Force and its predecessor Succession Task Force and discuss the next actions in preparing GHI for a General Manager transition and related transitions. The Board will further discuss the Task Force's recommendations during its strategic planning work sessions on June 21 and June 27, 2021; however, the following actions that the Task Force recommended could be considered now:

- a) Decide by consensus whether Board and Audit Committee members should solely receive electronic documents instead of paper documents for Board meetings.
- b) Establish a date and time by consensus, to meet with Brendan Keany, former General Manager of Penn South Co-op, to discuss how that Co-op involves members with and without staff support, conducts Board meetings, and any other matters of interest to the Board. Mr. Tom Adams, Chair of the Transition Task Force contacted Mr. Keany who is willing to meet with the Board.
- c) Authorize the Transition Task Force to work with the Member Outreach Committee, the Communications Committee, the Long-Range Planning Committee, and Board of Directors in developing a member communication, engagement, and education timeline for next year that includes:
 - Planning a series of topical discussions aimed at informing members on key issues and soliciting input to guide policy and practice (Examples of topics include: GHI fees and why they increase; GHI policies and policy confusions; Board Committees and Task Forces – their benefit and cost; other priority topics identified.
 - Planning two member meetings – fall 2021 and spring 2022 – to address policy changes recommended before General Manager transition.

Motion: I move that the Board of Directors authorize the Transition Task Force to work as feasible with the Member Outreach Committee, Communications Committee, the Long-Range Planning Committee and Board of Directors in developing a member communication, engagement, and education timeline for next year that includes:

- Planning a series of topical discussions aimed at engaging members on key issues and soliciting input to guide policy and practice.
- Planning two member meetings – fall 2021 and spring 2022 – to address policy changes recommended before a general manager transition.

Moved: Luly

Seconded: McKinley

Carried: 9-0

6b. Permit Request to Create a Third Bedroom in an Existing Two-bedroom Unit at 1-D Gardenway – (Attachment #2)

GHI recently referred a Type II permit request from the Personal Representative (PR) of the estate of Arnold Glick (the deceased member at 1-D Gardenside), to the Architectural Review Committee, regarding three proposed improvements to the unit:

1. Installation of a gardenside privacy screen with a gate that required an exception to GHI Rule § Section VIII.A.5. The ARC voted 4-1-0 to recommend that the Board of Directors not grant an exception to permit a gate in the proposed privacy screen due to lack of neighbor consent. The PR subsequently decided not to construct the privacy screen; hence, the Board does not need to discuss this item.
2. Installation of a through wall air conditioning unit: – This item was referred to the ARC pursuant to GHI Rule § Section X.C. “Staff has the prerogative to refer any issues, whether or not explicitly clarified within these rules, to the appropriate committee and/or the GHI Board of Directors”. The ARC voted 5-0-0 to recommend that the Board of Directors or the Member Services Department help the PR reach a resolution with the neighbors regarding this item before staff issues a permit for this work. The PR subsequently decided not to install the through wall air conditioning unit; hence, the Board does not need to discuss this item.
3. Creating a third bedroom in the unit (refer to attachment # 2) : – Typically, when changes in a unit layout are proposed on a permit request, staff conditions the approval by requiring the member to restore the space back to the original layout upon resale. In this situation, the PR is proposing this change at resale. Staff referred this item to the ARC pursuant to GHI Rule § Section X.C. “Staff has the prerogative to refer any issues, whether or not explicitly clarified within these rules, to the appropriate committee and/or the GHI Board of Directors.”

During the ARC meeting on May 12, 2021, the following points were made:

- 1-D Gardenway is designated as a two (2)- bedroom unit.

- There is an existing wall across one bedroom that separates it into two rooms. The gardenside room is only 4'-8" wide. Member admits this wall is flimsy and has to come down.
- Member prefers to reconfigure this bedroom area to create two smaller bedrooms with a hallway to access the back bedroom, rather than restore it to one bedroom per the original plan.

The ARC voted 5-0-0 that the renovations involving the creation of a third bedroom, do not need an exception from the Board of Directors. This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors not permit the Personal Representative of the estate of the deceased member at 1-D Gardenway to create a third bedroom on the second floor of the unit.

Moved: Carbone

Seconded: Bilyeu

Carried: 7-2

Opposed: James, Luly

6c. Review 2021 First Quarter Financial Statements – (Attachment #3)

Joe Perry, GHI's Finance Director, presented the 2021 1st quarter financial statements and answered questions during the Board meeting.

6d. Workplace Protocols Due to the Lifting of Covid-19 Restrictions in P.G. County

Prince George's (PG) County lifted its mask mandate on Friday, May 28th, at 5:00 p.m. Fully vaccinated individuals may resume normal activities without wearing a mask. Based on Centers for Disease Control (CDC) guidelines, masks are still required on public transportation vehicles, in schools, and in childcare and health care settings. The CDC encourages unvaccinated individuals to continue wearing a mask until fully vaccinated and to get vaccinated as soon as possible. Vaccinated individuals can choose to continue wearing a mask despite the lifting of the mask mandate; however, individuals should remain respectful of personal space. Some businesses may also keep a mask mandate in place.

A GHI employee task force met on June 8, 2021, to review GHI's Covid-19 workplace protocols and made the following the recommendations:

- Continue to implement most of the protocols that have allowed GHI to operate successfully since June 8, 2020, i.e., adhere to a mask mandate, social distancing, and wearing appropriate PPEs while working in members' homes. No more than three persons in the kitchen or ten persons in the Board room at one time.
- Two changes should be made to the existing protocols, i.e., more than one person wearing masks should be allowed to travel in a GHI vehicle with open windows, and the practice of requiring employees to check their temperatures at the start of the workday and complete a health questionnaire should be discontinued.

- Members and visitors to the Administration Building should continue to wear masks while in the building.

The task force made its recommendations for the following reasons:

- There are several employees who have not been vaccinated and a few persons have not received vaccinations because of pre-existing health conditions.
- At present, there is no definitive information about a) the length of time a vaccinated person is protected from the coronavirus disease, b) when a booster shot may be needed, and c) the effectiveness of current vaccines against various variants of the virus that are occurring.

Staff will revisit its coronavirus workplace protocols at the end of August, based on further updates from the CDC.

Three committees have requested that they be allowed to resume in-person meetings in the Board room. The Board may wish to consider the following issues in deciding whether the Board and Committees should resume in-person meetings at the present time:

- P.G County has lifted its mask mandate.
- Vaccinated and unvaccinated persons may attend the in-person meetings.
- Space limitation of the Board room.
- Difficulty of hosting hybrid meetings.

Consensus: Members and guests will continue to wear masks while entering the GHI administration building. The Board and committees will continue meeting virtually until further notice.

6e. Obtain a Legal Opinion re: Legitimacy of Hiring an Investment Management Company to Invest GHI Funds

On June 3, 2021, the Board reviewed a report from the Legislative Government Affairs Committee which recommended specific actions that GHI should pursue to have the Maryland Code, Corporations and Associations section 2-405.1 revised or changed so that GHI's investments are not adversely impacted hindered by the Prudent Person Investor Rule provisions in this law. The Board discussed whether a legal opinion should be obtained to ascertain whether it would be legitimate for GHI to hire a professional investment management company to invest GHI funds as a prudent investor would, instead of pursuing legislative actions to have the Maryland Code, Corporations and Associations section 2-405.1 revised or changed.

Motion: I move that the Board of Directors direct the Manager to obtain an opinion from legal counsel about the legitimacy of hiring a professional investment management company to invest GHI funds on the basis of the prudent investor rule that is specified under Section 15-114 of the Maryland Code's Estates and Trusts Article.

Moved: McKinley

Seconded: Luly

Carried: 9-0

6f. Request the Finance Committee to Recommend a Cost Amount for Services GHI Provides to GDC – (Attachment #4)

On June 3, 2021, the Board of Directors of the Greenbelt Development Corporation (GDC) approved a motion to request that the GHI Board of Directors direct GHI's Finance Committee to consider and recommend the compensation amount to be included in attachment A of a proposed business agreement between GHI and GDC entities (attachment #4).

Motion: I move that the Board of Directors direct the Finance Committee to analyze and recommend, the compensation amount that should be included in attachment A of a proposed business agreement between GHI and GDC entities. The Finance Committee shall provide its recommendation by August 31, 2021.

Moved: Lambert

Seconded: Carbone

Carried: 9-0

6g. Recommendation for Changes re: the Manager's Memorandum for GHI Open Session Meetings and Advertising Board Meetings

Staff suggests that the Board consider whether it is acceptable to make the following changes that would reduce the time spent in preparing for Board meetings:

- a) Include the updated Board 12-month action plan in the Manager's memorandum for the GHI Open Session meeting once a quarter, instead of every Board meeting. Perhaps, a brief review of the 12-month action plan should be done every quarter and included on the agenda as an action item.
- b) Include the updated committee task list in the Manager's memorandum for the GHI Open Session meeting once a quarter, instead of every Board meeting.
- c) Exclude the GHI and the City of Greenbelt calendars from the Manager's memorandum for the GHI Open Session meeting. More current information about events are posted electronically on their websites and also in the e-newsletter.
- d) Discontinue advertising preliminary agenda items for Board meetings in the Greenbelt News Review prior to Board meetings. Final agenda items and the Manager's memorandum for Open Session meetings are published in the GHI e-newsletter 3 days prior to Board meetings, and Board members receive this information 6 to 7 days before a Board meeting.

Consensus: The Board agreed to receive the updated action Board plan and committee task list quarterly instead of every meeting, exclude the GHI and City of Greenbelt calendars from the Manager's Memorandum, and will revisit the discontinuation of advertising the preliminary Board agenda in the Greenbelt News Review when Yardi is up.

6h. Establish a Date for the 2022 Annual Membership Meeting

GHI's bylaws stipulate that the regular annual meeting of the membership of the Corporation shall be held during the month of May. Traditionally, regular Board meetings during January to May have been held on the first and third Thursday of each month. Hence, the Board may wish

to consider holding the 2022 Annual Membership Meeting on the second Thursday of May 22, 2021, i.e., May 12.

Motion: I move that the Board of Directors designate May 12, 2022, beginning at 7:30 pm. as the date and start time for the 2022 Annual Membership Meeting.

Moved: James

Seconded: Carter-Woodbridge

Carried: 9-0

7. Items of Information

7a. Board 12 Month Action Plan and Committee Task List

7b. Monthly GHI and City Calendars

7c. President's Items

President Brodd reminded the Board of the June 21 and 27 Strategic Planning Sessions that he finds very rewarding hearing Board ideas for the future of the cooperative.

7d. Board Members' Items

None.

7e. Audit Committee's Items

None.

7f. Manager's Items

GM Ralph alerted the Board of an attempted car jacking in 10 Court Southway. Another challenge in that court includes people from the nearby apartment parking in that court thereby reducing visitor parking. Some suggestions to combat the problems are to hire a roaming security officer, install fences, and posting a surveillance camera.

He also mentioned sending letters to the members of 10 Court Southway acknowledging the problems and soliciting solutions from members and then holding a Zoom meeting with them. Ben Fischler suggested that 14 and 12 Courts be included in this communication since those courts also receive heavy foot traffic.

Overall, GM Ralph said crime is down in GHI compared to crime in the city. Currently, the most prevalent crime is mail fraud.

Motion: To adjourn.

Moved: Carbone

Seconded: Carter-Woodridge

Carried: 9-0

The meeting adjourned at 9:44 pm.

Ed James
Secretary