

Minutes
Board of Directors
GHI Regular Open Session
July 9, 2020

Board Members Present: Brodd, Hess, Holland, James, Jones, Ready, Skolnik, Socrates and Watkins

Excused Absence:

Others in Attendance

| | |
|---|----------------------|
| Eldon Ralph, General Manager | Ben Fischler |
| Tom Sporney, Assistant General Manager | Tom Jones, N&E Chair |
| Joe Perry, Director of Finance | Wayne Williams |
| Joe Wiehagen, Director of Homes Improvement Program | Sam Lee |
| Maesha McNeill, Human Resources Manager | Kiki Theodoropoulos |
| Bruce Mangum, Contract Processor | Donna Hoffmeister |
| Joyce Campbell, Audit Committee Member | Claudia Jones |
| Carol Griffith, Audit Committee Chair | Candice Shipp |
| Robin Everly, Audit Committee Member | Andrea Wiggen |
| Agnes Erskine, Recording Secretary | Molly Lester |
| Jackie Neighbor | Aviva Glasser |
| Lauren Wisniewski | Aileen Kroll |
| | Michael Hartman |
| | Lore Rosenthal |

President Skolnik called the meeting to order at 8:09 p.m.

1. Approval of Agenda

Motion: I move that the Board of Directors approve the agenda.

Moved: Hess

Seconded: Brodd

Carried: 9-0

2. Announcement of Executive Session Meetings

2a. Announcement of Complaint Hearing Held in a Closed Meeting on June 15, 2020

A complaint panel comprised of Board members Bill Jones, Stephen Holland and Steve Skolnik, held a complaint hearing on June 15, 2020 with a member in a closed session meeting, as authorized by sub-paragraph § 5-6B-19 (e)(1)(iv) of the Maryland Cooperative Housing Act. Audit Committee member Joyce Campbell attended the hearing.

The motion to call this meeting was approved by a 7-0 vote of the Board of Directors during an Executive session meeting on May 7, 2020.

The complaint hearing commenced at 7:12pm and ended at 7:28pm.

2b. Announcement of an Executive Session Meeting held on July 9, 2020

GHI's Board of Directors held an Executive Session this evening via videoconference, with Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Sue Ready, Steve Skolnik, Anna Socrates, Tami Watkins and Audit Committee members Joyce Campbell, Robin Everly, and Carol Griffith participating from remote locations.

The following motion to call this meeting was made during a prior open meeting earlier this evening and approved by Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Sue Ready, Steve Skolnik and Anna Socrates.

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) |
|---|-----------------------------------|
| a. Approve Minutes of Executive Session Meeting Held on June 4, 2020 | (vii) |
| b. Member Financial Matters | (viii) |
| c. Consider Approval of the Following Contracts: <ul style="list-style-type: none"> • Contract for Replacement of the HVAC System for the Administration Building - 2nd reading • Contract for Pre-Sale Repairs to a GHI Unit – 1st reading | (vi) |
| d. Member Complaint Matters | (iv) |
| e. Personnel Matter | (i) |

The Board approved the following contract during the meeting:

- A contract to replace the Administration Building's HVAC system, including the baseboard heaters, for the contractor's bid price of \$187,910, plus 10% for contingencies, for a total cost not to exceed \$206,701.

The meeting began at 7:03 p.m. and adjourned at 7:46 p.m.

3. Visitors and Members (Comment Period)

- Tom Jones announced that the N&E Committee is evaluating whether it is possible to hold elections of members of the Board, Audit Committee, and N&E Committee without an annual membership meeting, due to COVID-19.

- Aviva Glaser (19-B Ridge Rd.) and Lore Rosenthal (2-R Gardenway) requested establishment of a safety task force to monitor HIP practices in view of COVID-19.
- Claudia Jones (7-D Laurel Hill) asked if signs are allowed in yards.

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.

- **M. Isobell Taylorch, Sole Owner;**
- **Avi G. Friedman and Sylvia R. Jacobson, Joint Tenants;**
- **Candice C. Shipp, Sole Owner;**
- **Ryan P. Pidgeon, Sole Owner;**
- **James L. Whalen, Sole Owner;**
- **Altoria B. Ross and Alto Bell, Joint Tenants;**
- **Andrea Wiggen, Sole Owner.**

Moved: James

Seconded: Hess

Carried: 9-0

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

- **Alexander E. Barnes and Brianne M. Boylan, Tenants by the Entirety;**
- **Amber Steele, Settlor/Trustee, Steve R. Dinkins, Settlor, Becky L. Steele, Settlor, Revocable Living Trust dated 24 March 2020.**

Moved: James

Seconded: Hess

Carried: 9-0

5. Committees and Homes Improvement Program Reports

Homes Improvement Program: Sporney reported on year 5+ progress. Completed 41/46 attics, 46/48 bath fans, and 43/54 mini-splits.

Member Outreach Committee: Brodd reported on GHI New Member Social.

Board and Architectural Committee: Watkins reported on the Forever Homes campaign.

Yards and Exteriors Task Force: James reported on development of a list of top priority items to be dealt with by GHI.

6. For Action or Discussion6a. Approve Minutes of Special Open Session Meeting held on June 4, 2020

Motion: I move that the Board of Directors approve the minutes of the Special Open Session meeting that was held on June 4, 2020 as revised.

Moved: James

Seconded: Jones

Carried: 9-0

6b. Approve Minutes of Regular Open Session Meeting held on June 4, 2020

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session meeting that was held on June 4, 2020 as revised.

Moved: James

Seconded: Brodd

Carried: 9-0

6c. Finance Committee's Recommendations re: Questions about Postponing the HIP for Some Units Beyond 2020 due to COVID-19

On June 18, 2020, the Board passed a motion that directed the Finance Committee to recommend what actions the Board should take and the rationales for those actions, regarding the following questions:

1. If HIP options currently chosen for 2020 have a price increase or rebates are not available, should GHI make up the cost difference to preserve member cost at the 2020 level?
2. If the members commit to purchase specific HIP options (e.g. casement windows or door features) but their installation is delayed, should GHI bill for these options in 2020?

The Finance Committee discussed this matter on June 25 and made the following recommendations:

1. Motion #1: Members who pay for their optional modifications of standard replacement reserve items (e.g., casement windows, mail slots, peepholes) at normal time of payment of invoices at the 2020 price can have them held for later installation by Spring 2021 without any additional cost. Rationale: The only cost to GHI members as a whole appears to be the effort of storing the materials.

Motion carried: 4-0-0

2. Motion #2: Members who do not have their optional 2020 HIP items such as mini-splits and attic insulation installed by Spring 2021 will be offered a chance to purchase them later with whatever price is negotiated at that later date, unless a motion is passed at a GHI membership meeting allowing the difference in costs to be added to co-op fees of

the entire membership. Rationale: In the May 14, 2015 GHI annual membership meeting at which the membership voted on the 2016-2020 HIP, it was stated that members who choose options “would bear the cost individually”. So, the Board should not change this stipulation without getting approval from the membership. Note that members who have these optional HIP items installed by Spring 2021 get them at the 2020 price.

Motion carried: 5-0-0

3. Motion #3: Members who have optional 2020 HIP items installed after 2020 and thereby lose PEPCO rebates, will not have the lost rebate reimbursed them by other GHI members, unless a motion is passed at a GHI membership meeting allowing the amount of the rebates to be added to co-op fees of the entire membership. Rationale: Same as 2 above. Note that the 2016 cohort paid more for their mini-splits than the 2020 price and also did not get PEPCO rebates.

Motion carried: 5-0-0

Motion #1: I move that the Board of Directors adopt the following recommendation: Members who pay for their optional modifications of standard replacement reserve items (e.g., casement windows, mail slots, peepholes) at the normal time of payment of invoices at the 2020 price can have the items held for later installation by June 30, 2021, without any additional cost.

Moved: Hess

Seconded: James

Amended and
carried by a later
vote

Motion to Amend: I move to insert the phrase “regarding postponements of HIP installations in some units beyond 2020, due to COVID-19 concerns” after the word “recommendation”.

Moved: Jones

Seconded: Hess

Carried: 9-0

Motion #1 as Amended: I move that the Board of Directors adopt the following recommendation regarding postponements of HIP installations in some units beyond 2020, due to COVID-19 concerns:

Members who pay for their optional modifications of standard replacement reserve items (e.g., casement windows, mail slots, peepholes) at the normal time of payment of invoices at the 2020 price can have the items held for later installation by June 30, 2021, without any additional cost.

Moved: Hess

Seconded: James

Carried: 9-0

Motion #2: Members who do not have their optional 2020 HIP items such as mini-splits and attic insulation installed by June 30, 2021, will be offered a chance to purchase them

later with whatever price is offered by GHI at that later date, unless a motion is passed at a GHI membership meeting, allowing the difference in costs to be added to co-op fees of the entire membership.

Moved: Jones

Seconded: Hess

Carried: 7-2

Opposed: Socrates and Holland

Motion #3: Members who have optional 2020 HIP items installed after 2020 and thereby lose PEPCO rebates, will not have any lost rebate reimbursed to them by GHI, unless a motion is passed at a GHI membership meeting or by a Membership Referendum, allowing the amount of the lost rebates to be added to co-op fees of the entire membership.

Moved: Hess

Seconded: James

Carried: 7-2

Opposed: Socrates and Holland

6d. GHI Long-Range Planning Committee's Report of Findings and Observations re: Initial Research and Data Analysis

The GHI Long-Range Planning Committee (LRPC) was formed in 2018 by the Board of Directors “to study, discuss, and make recommendations on any issues affecting GHI’s ability to continue providing affordable high-quality housing for its members, along with offering any new facilities, services, or benefits the membership may approve.”

During 2019, the committee gathered existing data on GHI homes, fees, and membership, conducted a member survey with the Member Outreach Committee, met with staff, and heard from GHI committees. The purpose of this report in attachment #5 is to present the data gathered from initial research and member surveys, along with findings and observations. This data will assist the LRPC in identifying key areas for long-range planning. After completing the data analysis phase, the next stage is identifying strategic priorities for long-range planning, using the information the committee has gathered to date.

Discussion was deferred to a later meeting.

6e. Member's Request that Audiovisual Recordings of Board Meetings be Made Available to Members

Attachment #6 is an email from Ms. Lauren Wisniewski, the member of 57-B Ridge Rd. who has asked whether there are plans to make recordings of virtual open session Board meetings available for members to view later, when it is more convenient. She would like to know the reasons if there are no plans to post recordings. The member stated that she hopes GHI continues to hold virtual meetings in the future, since they are more accessible to all members.

Motion: I move that the Board of Directors direct the Manager to request an opinion from GHI's attorney about the ramifications of posting recordings of virtual open session Board meetings on GHI's website or providing file copies of the recordings to individual members who request them.

Moved: Brodd

Seconded: Hess

Carried: 9-0

6f. Investment Committee's Recommendation for Changes to the Investment Committee Charter and Investment Policy

On May 5, 2018, the Board reviewed an opinion from the law firm Pentiuik, Couvreur and Kobiljak P.C, a nationwide housing cooperative law firm, regarding the applicability of the Prudent Person Investor Rule to GHI. The firm stated that GHI is governed by the Prudent Person rule and made the following recommendations:

- a) Certain types of investments, such as hedge funds or speculative stock, are viewed as intrinsically speculative and therefore considered inappropriate as fiduciary investments. Based on the existing policy, it appears GHI's investments are in line with the rule. It may be advisable for the Board to nevertheless revisit its investment policy and its committee policy to clarify that the Committee itself is not to do any act that binds the Corporation and that it only makes recommendations. Such recommendations would then be more appropriately addressed by a financial advisor who is licensed and bonded for handling investment portfolios. That is not to say that the Corporation could not act through its own Board to make these investments, although in our opinion is creates more risk than necessary for Directors and committee members who are unpaid volunteers.
- b) We recommend that the existing policy for investment and the committee procedures be revisited by the Board in order to correct any ambiguities in the authority of the committee members.

The Investment Committee has submitted a revised committee charter and Investment Policy for the Board's consideration. Attachment #7a is the version with track changes and attachment #7b is the version with accepted changes.

Motion: I move the Board of Directors adopt the revised Investment Committee Charter that the Investment Committee submitted as further revised.

Moved: Hess

Seconded: Brodd

Carried: 8-0

(Director Watkins was not present)

6g. Proposed Revisions to GHI's Policy for Unlocking Crawlspace

During the March 19, 2020 Board meeting, a Director observed that maintenance staff was issuing crawl space keys to members or contractors (Verizon, Comcast) for access to

communications equipment and suggested that it should be staff that opens crawl space doors, instead of members or contractors. Accordingly, staff has revised the policy for unlocking crawlspaces (refer to attachment #8).

Motion: To extend the meeting until 10:15pm.

Moved: Brodd

Seconded: Socrates

Carried: 9-0

Discussion was deferred to a later meeting.

By Consensus: To be placed on the July 23 agenda.

7. Items of Information:

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

7b. Monthly GHI and City Calendars

7c. President's Items

None.

7d. Board Members' Items

James inquired about the City/GHI Stakeholder's meeting; inquired about possible distribution of an Annual Report to membership; inquired about inactive Verizon boxes being disposed of by City of Greenbelt.

7e. Audit Committee's Items

None.

7f. Manager's Items

- Ralph reported on NCOZ Work Session for July 20, 2020 and suggested another Work Session for the Fall. Informed the Board of virtual meeting on update of MAGLEV.
- Perry reported on the number of members receiving COVID-19 deferrals.

Motion: To adjourn.

Moved: Hess

Seconded: James

Carried: 9-0

The meeting adjourned at 10:20 p.m.

Ed James
Secretary