

Minutes
Board of Directors
GHI Regular Open Session
August 6, 2020

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

Excused Absence:

Others in Attendance

Tom Sporney, Assistant General Manager	Tom Adams
Joe Perry, Director of Finance	Cynthia Newcomer
Stuart Caplan, Director of Technical Services	Lauren Wisniewski
Joe Wiehagen, Director of Homes Improvement Program	Dana Cocchiarella
Bruce Mangum, Contract Processor	Molly Lester
Joyce Campbell, Audit Committee Member	Debbie McKinley
Robin Everly, Audit Committee Member	Josephy Ralbovsky
Neron Adams-Escalera, Director of Member Services	Kiki Theodoropoulos
Agnes Erskine, Recording Secretary	Debbie Ashpes
	Jason Luly
	Judith Davis, City Council
	Ben Fischler
	Frances DeBernardo

President Skolnik called the meeting to order at 7:46 p.m.

1. Approval of Agenda

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

Moved: James

Seconded: Hess

Carried: 9-0

2. Announcement of an Executive Session Meeting held on August 6, 2020

The Board of Directors did not conclude its business prior to the Regular session meeting but will report on its Executive session actions at the next GHI Regular session meeting.

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.

- Grace Fisher, Sole Owner;
- Laura B. Olson, Sole Owner;
- David L. Morris, Sole Owner;
- Katherine A. LaTour, Sole Owner.

Moved: James

Seconded: Brodd

Carried: 9-0

5. Committees and Homes Improvement Program Reports

Investment Committee: Hess reported that the Committee would hold a meeting.

6. For Action or Discussion6a. Approve Minutes of Special Open Session Meeting Held on July 9, 2020

Motion: I move that the Board of Directors approve the minutes of the Special Open Session Meeting that was held on July 9, 2020 as presented.

Moved: James

Seconded: Hess

Carried: 9-0

6b. Approve Minutes of Regular Open Session Meeting Held on July 9, 2020

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session Meeting that was held on July 9, 2020 as presented.

Moved: James

Seconded: Hess

Carried: 9-0

6c. Member Proposal to Establish a COVID-19 Fee Deferral Relief Fund for GHI Members

GHI has allowed members to defer up to four months of fees under a special COVID-19 emergency fee deferral policy. A group of GHI members submitted a proposal (refer to attachment #4a) to collect donations to help pay for fees deferred under the GHI COVID-19 Fee Deferral Policy. The proposal recommends roles and responsibilities for GHI and the sponsors of the Member Fund. On July 20, 2020, the Board reviewed the proposal and requested the Manager to ask GHI's legal counsel, whether GHI could receive donations, based on existing legal and regulatory requirements.

The opinion received from GHI's legal counsel Whiteford, Taylor and Preston is in attachment #4b. On the advice of legal counsel, staff also obtained an opinion (attachment #4c) from Wegner CPAs, GHI's External Auditor.

Director Ready will draft suggested motion and forward it to President Skolnik for possible action at a subsequent meeting.

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

During 2019, the Long-Range Planning 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 committee prepared the report in attachment #5 to present 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.

The Board initially discussed the report on July 9, 2020 but did not take any action. Some Board members felt that the paragraphs on demographics and census data should be revised.

Deferred to a future meeting. President Skolnik requested that any Director comments/suggestions be sent to him to forward to the LRPC chair.

6e. Nomination & Elections Committee Proposal for Electing Board and Audit Committee Members

Since it is uncertain when statutory restrictions imposed on large gatherings due to the COVID-19 pandemic will be lifted, the Nominations and Elections (N&E) Committee is exploring the feasibility of holding the 2020 Board and Audit Committee elections, without an annual meeting. The N&E Committee has submitted a proposal (attachment #6) to hold the 2020 Board and Audit committee elections and requests that GHI's legal counsel review the Pandemic Impact on the 2020 GHI Election document and Proposed Sample GHI Election Schedule in the proposal and advise whether it is feasible to proceed with the elections.

Motion: I move that the Board of Directors direct the Manager to request GHI's legal counsel to review the Pandemic Impact on the 2020 GHI Election document) and Proposed Sample GHI Election Schedule that the N&E Committee prepared and advise whether it is feasible to proceed with the 2020 Board and Audit Committee elections, without an annual meeting.

Moved: Hess

Seconded: Brodd

Carried: 9-0

6f. Request that Audio-visual Recordings of Board Meetings be Made Available to Members

On July 9, 2020, the Board discussed an email request (attachment #7a) from a member who 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.

The Board directed the Manager to obtain an opinion (attachment #7b) from GHI's legal counsel 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.

No action was taken.

6g. Proposal to Acquire an Adjacent Unit and Install an Access Doorway at the Bottom of the Stairways to Connect Two Units

Joe Ralbovsky and Carissa Ralbovsky became tenants by entirety and the member of 62-E Ridge Rd. on July 20, 2015.

The member in the adjacent unit at 62-F Ridge Rd. proposes to sell the membership interest in the unit and Joe and Carissa Ralbovsky propose to do the following:

1. Modify the Mutual Ownership Contract (MOC) for 62-E Ridge Rd., whereby one person (Carissa) is the member and create a new MOC for the other person (Joe) to acquire the membership interest in 62-F Ridge Rd.
2. Install an access doorway at the bottom of the stairways to connect the units, which the members will return to a normal wall should they plan to sell the units.

Attachment #8 is a letter from Joe and Carissa Ralbovsky that requests permission from the Board to proceed with their plan to acquire 62-F Ridge Rd. as described above and install an access doorway between 62-E and 62-F Ridge Rd.

Motion: I move that the Board of Directors approve the proposal presented by Joe and Carissa Ralbovsky, the member of 62-E Ridge Rd., regarding acquisition of the membership interest in 62-F Ridge Rd. under the following conditions:

1. **GHI will modify the Mutual Ownership Contract (MOC) for 62-E Ridge Rd., whereby one person (Carissa) is the member and approve a new MOC for 62-F Ridge Rd. with the other person (Joe) listed as the member of that unit, subject to both persons satisfying the requirements of GHI's Membership Selection Criteria Policy to become members of the two units.**
2. **GHI will allow the two members of 62-E and 62-F Ridge Rd. to install an access doorway at the bottom of the stairways to connect the two units, subject to approval of construction plans by GHI's Technical Services Department and P.G. County's Permitting Department for installation of the doorway. The doorway shall be returned to a normal wall by the members, should they plan to sell one or both of the units.**

Moved: James

Seconded: Jones

Carried: 7-2

Opposed: Watkins, Ready

At 9:59 p.m. Brodd motioned to extend meeting to 10:20 p.m. Seconded by Hess, carried 9-0.

6h. Proposed Revisions to Section VII: Fences of the Member Handbook

On May 21, 2020, the Board reviewed comments from members regarding rule revisions to Section VII: Fences in the Member Handbook that the Architectural Review Committee recommended. In considering the comments, the Board felt that GHI should continue to allow installation of new chain link fences and green paint should be added back to the color palette. The Board also stated that the ARC should be more specific in identifying what the term ‘*wire*’ applied to and correct a few reference errors.

During the ARC meeting on June 10th, the committee decided not to allow installation of new chain link fences, but to allow members to use original paint colors (including green) to touch up existing chain link fences; provided the areas being touched up totaled less than 25% of the total area of the fence. On July 8th, the ARC finalized its proposed revisions to the fence rules.

On July 23, 2020, the Board reviewed the ARC’s final revisions to the fence rules and chose to defer action. The Board President requested Board members to provide their change preferences by email within (48) hours. The Board President did not receive any emails from Board members; hence he is proposing the following revisions to the fence rules that the Board reviewed on July 23rd:

*Section VII.B .1. Existing chain link fencing **may** remain in place, ...*

*Section VII.B.2.iii. Chain link fences **needing** repairs exceeding 25% **shall** be painted or coated in black **or forest green** only.*

Section VII.F.2, Metal Approved Styles (Aluminum or Steel)

*Proposed addition: **1. Chain link fence with continuous top rail, chain link wire to be minimum 9-gauge thick, galvanized steel or vinyl-clad metal; for new installations, entire fence color to be forest green***

The rules in Section VII: Fences with up-to-date revisions are presented as attachment #9. The following should be noted:

- Repainted chain link fences can be green, brown or black
- 25%+ repaired chain link fences can be green or black
- New chain link fences must be green
- No color is specified for the 2-rail & 3-rail box metal fences (staff believes that these were intended to be black)

Deferred to future meeting, by Board consensus.

6i. Succession Planning Task Force's Report re: A Succession Policy and Emergency Back-up Plan for the General Manager's Position

GHI Board of Directors established a Succession Planning Task Force comprised of members Tom Adams & Amy Odegaard (co-chairs), Frank DeBernardo, Chuck Hess, Stephen Holland, and Tim Murray to review approaches to leader continuity and succession planning for organizations like GHI, and recommend policies and possible actions to reduce risks during

leader transitions and increase mission sustainability, resiliency and adaptability of GHI over the long term.

On June 18, 2020, the Board discussed a report from the task force regarding two of three deliverables:

- a) A Succession Policy to guide the Board in hiring a successor to the current General Manager when he retires.
- b) An Emergency Backup Plan to protect the organization by providing for stable leadership in the event of an unplanned absence of the General Manager and/or senior staff.

Following the June 18th meeting, the task force met to review several questions that were raised about the Succession documents and is now submitting the following documents for the Board's review:

- Attachment #10a: A cover memorandum with recommendations regarding questions and issues raised by Board on the draft GHI Succession Policy and Emergency Back-up Plan during the June 10th Board meeting.
- Attachment #10b: Final Succession Policy with track changes.
- Attachment #10c: Final Succession Policy with track changes accepted.
- Attachment #10d: Final Emergency Backup Succession Plan

Motion: I move that the Board of Directors accept the report that the Succession Planning Task Force submitted and adopt the Emergency Backup Plan and Succession Policy for the General Manager position as presented.

Moved: Brodd

Seconded: Socrates

Carried: 8-1

Opposed: Hess

6j. Proposed Board Meeting Schedule for the Remainder of 2020

If the annual meeting had been held on May 14, 2020, the new Board would have decided on a calendar of Board meetings and work sessions for the 2020-21 term during a Board meeting on May 21st. Due to the Coronavirus pandemic, it is uncertain when the 2020 annual membership will be held to elect a new Board of Directors. Hence, on May 21st, the Board approved meeting dates until the end of August. The meeting dates in August and proposed meeting dates until the end of 2020 are as follows:

Thursday, August 6 th	Regular Board Meeting
Thursday, August 20 th	Regular Board Meeting
Thursday, August 27 th	Work session beginning @ 7.00 p.m. between the Board and Finance Committee re: preliminary discussions about the 2021 budget
Thursday, September 3 rd	Regular Board Meeting

Thursday September 17 th	Regular Board Meeting
Thursday, October 1 st	Regular Board Meeting
Thursday, October 8 th	Work session beginning @ 7.00 p.m. between the Board and Finance Committee re: the first draft of the 2020 budget, followed by a member input session.
Thursday, October 15 th	Regular Board Meeting
Thursday, November 5 th	Regular Board Meeting – 1 st reading of the 2021 budget
Thursday, November 19 th	Regular Board Meeting – 2 nd reading of the 2021 budget
Thursday, December 3 rd	Regular Board Meeting
Thursday, December 17 th	Regular Board Meeting

Staff proposes that three additional meetings be scheduled to take place during the fall:

1. GHI/ City of Greenbelt work session to discuss matters other than zoning.
2. Orientation training program for the new Board of Directors.
3. A training program on interpreting financial statements for the new board of Directors

The schedule was approved by consensus.

Dates for these three activities can be scheduled in due course.

Staff requests that the Board of Directors approve the schedule of Board meetings from September to the end of December 2020 outlined in the above table, by consensus.

7. Item of Information

7a. Update re: Application for a Grant from the P.G. County COVID-19 Business Recovery Initiative Program

On May 29, 2020, GHI applied for a grant from the P.G. County COVID-19 Business Recovery Initiative (BRI) Program. Under the BRI Program, grant amounts range from \$5,000 to \$100,000. Recipients can use the BRI grant to support cash operating expenses including payroll, supplies, rent, fixed debt payments and other business critical cash operating costs.

Staff provided an update on the status of the application.

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

7c. Monthly GHI and City Calendars

7d. President's Items

Reported release of the annual report. Reported on Virtual Town Hall regarding Maryland Transportation projects.

7e. Board Members' Items

None.

7f. Audit Committee's Items

None.

7g. Manager's Items

None.

Motion: To adjourn.

Moved: Hess

Seconded: Jones

Carried: 9-0

The meeting adjourned at 10:17 p.m.

Ed James
Secretary