

USGBC Meeting Minutes

Phone Call

October 3, 2013, 6:30 – 8:30

ROSTER:

Members:	Title	Attendance and Number of meetings attended in 2013		Email
John Pietroniro	Chair	Yes	11 out of 11	john.prg@comcast.net
Hillary Gaynor	Vice Chair	Yes	10 out of 11	hillary.gaynor@beangroup.com
Ed Gagnon	Treasurer	Yes	8 out of 11	edward.f.gagnon@baesystems.com
Jeff Bennett	Responsible Director of Education	Yes	9 out of 11	jbennett@brusscon.com
Mark Goldstein	Responsible Director for Nominating	No	9 out of 11	markg@milestoneengcon.com
Gretchen Young	Secretary	Yes	11 out of 11	gretchenyoung6@gmail.com
Jay Purcell	Responsible Director for Value	Yes	5 out of 5	jpurcell@myfairpoint.net
Jill Robinson		Yes	10 out of 11	jrobinson@exeter.edu
Karena Sisco		Yes	11 out of 11	ksisco@brharch.com
Guests:				
Rick Smith	Board Counsel	Yes		smith@bernsteinshur.com

MINUTES:

#	Item	Outcome
	Committee Chair John Pietroniro called the meeting to order at 6:30pm	
1	<u>Conflicts of Interest</u> - None	Done
2	<u>Opening Round</u>	Done
3	<u>Quorum Check</u> – 7 present out of 9 total members at time of check; 5 required for Quorum.	Done
4	<u>Approval of Previous Minutes</u> August – Approved September – Approved	Done
5	<u>Meeting Time Discussion:</u> John clarified that face-to-face meetings are 6:30 to 8:30 and are held 4 times a year Regular meeting are optional face to face. The members who can attend in person can meet at 6:30 for informal conversation and formal meeting with call-in participants to start at 7:00.	Done

6	<p><u>Review of Strategic Goals:</u></p> <p>#1 - Create a sufficiently robust organizational structure to support all other goals. Policies and Procedures manual needs to be completed Board to determine if:</p> <p>a) Policies that are limited to providing additional detail when the By-Laws and organizational documents are ambiguous or incomplete; or,</p> <p>b) A Policy on each aspect of governance, so that the Chapter could almost be run completely from the Policy Handbook.</p> <p>Directors notebook needs to be completed/populated</p> <p>#2 - Outreach – Idea Charette</p>	Done
7	<p><u>Update on Education:</u></p> <p>Jeff has reached out to the USGBC to see if we could pro-rate the cost for the webinars considering only a few months remaining this year. This was not an option.</p> <p>The next year long membership option starts January 1, 2014. It is anticipated that this will be \$1,500 for the year long membership. Jeff will confirm cost and redistribute the pro-forma for this option.</p> <p>The board will take the remainder of the year to get something in place for next year.</p> <p>Planning Details: Locations - Keen – Keen State has agreed to host these events Concord – John thought that Graponie Auto would be willing to host - Jeff thought potentially NHTI would be a better option as there would be a natural connection with students</p> <p>Seacoast - Jill to see if there is any potential to do this at Phillips Exeter - Gretchen to see if there are any potential places at UNH</p> <p>Funding – Currently only \$750 has been appropriated for this project – additional funding required to purchase year long membership</p> <p>Webinars – need to chose which webinars to show – Jeff will send suggestions to the board</p> <p>The LEED GA course did not receive enough participation and will not be held this fall – maybe try again in the future.</p>	Done
8	<p><u>Nomination Package Update:</u></p> <p>Mark, John and Gretchen have completed the package for the nomination of new board members. Package to be distributed to all chapter members on Friday, October 4 per the Board By-Laws. Elections to be held in November and announced December 5th at the annual event.</p>	Done
9	<p><u>Green Apple Day of Service:</u></p> <p>Jill held a Green Apple Day of Service at Phillips Exeter this year. They did a number of projects including building bird houses, benches, trails, removal of invasive species etc. 70 people participated in the green apple day of service at this location. From what Jill could tell there was little participation in NH but that there was more in Mass. She thought maybe the issue was that it was on a Saturday this year and because it is so early in the fall that teachers and others that may host such an event, are more focused on just getting the school year under way that there is no time for this. John will pass these thoughts onto the representative from National that will be participating in a phone conversation on Friday.</p>	Done
10	<p><u>Reach Out Efforts:</u></p> <p>Karena updated the board that she has completed and distributed a letter to all members and included one of the decals.</p> <p>Karena and Ed are working on a new letter for lapsed members.</p> <p>Currently Rick is the return address – Rick and Hillary to update where returned mail should go.</p>	Done

11	<p><u>Annual Meeting:</u> The annual meeting has been set for December 5th, 2013 Past meetings have been held at Derry Town Hall, Oak Point and the Hampton Inn in Exeter. Last years event at the Hampton Inn was very successful and received good feedback from attendees. Some of the successes from last year include location, great food, and great speaker. After discussion board agreed to host similar event in same location. This year's event should be shorter then last year – perhaps shorter networking time and slightly shorter presentation. Ideas for speakers could be someone from National to discuss LEED 4.0 or keep to a bigger picture like last year. All board members to think of potential speakers. John to contact Hampton Inn and caterer.</p>	Done
12	<p><u>Green Build 2013</u> The chapter has budgeted to send a board member to the convention. To be discussed at the next meeting prior to the event. No action was taken.</p>	Done
13	<p><u>National Initiatives</u> USGBC has made a commitment to stay in touch with the local chapters. A representative from Nation is going to host a call tomorrow at 10:00 for interested board members. Planed discussion items include grant opportunities and Green Build.</p>	Done
14	<p><u>Annual Repot:</u> The chapter will need to be thinking of the upcoming annual report. Currently revenue, membership and donations are down from previous years. Spending is also down A full audit of financial may not be required for the chapter as was originally thought. To be confirmed during conversation with National.</p>	Done
15	<p><u>USGBC 20 years old:</u> USGBC is 20 year old and is taking a look forward at what will happen in the next 20 years. New Hampshire Chapter to think about hosting the Northeast Regional Summit this year.</p>	Done
16:	<p><u>Other:</u> Outreach - To enhance the connection between the Chapter and the LEED community, we should create a congratulation letter to the owners of any buildings achieving LEED certification. Directors Notebook – Rick has sent out an email outlining what is needed to complete the Directors Notebook. There are several blanks and pieces that need to be updated. All board members should read through and collect the required information. A copy of the directors notebook email from rick has been attached to these minutes for reference.</p>	Done
17	<p><u>Proposals:</u> John proposed to amend the approval of appropriating \$750 for a years worth of webinar series to \$1,500. All members discussed. Proposal passed with unanimous agreement.</p>	
18	<p><u>Closing Rounds</u></p>	Done
19	<p><u>Next Meeting:</u> Phone Call with optional Face-to-face November 7th, 2013, 7:00 – 8:30 Milestone Engineering & Construction, Inc. 6:30 – 8:30 Call in number: 712-432-0460 x 780744# 7:00 - 8:30</p>	

Board of Directors Notebook:

Section I of the Directors Notebook will be a page with the Vision and the Mission Statement followed by the document attached to this e-mail labeled "2012 NHDOJ Guidebook for Non-Profit Organizations." This Guide includes the Duties of Board Members under NH law at page 5 and the Ten Basic Responsibilities of Non-Profit Boards on Page 17.

Section II of the Directors Notebook will be comprised of items prepared by USGBC NH that address Guidebook suggestions listed in the Guidebook's order. Those items are:

- a. The Governing Board – a list of Board members and officers and their contact information. Can we get thumbnail photos?
- b. Board Diversity. Diversity for USGBC has a special meaning and this is the place in the Director's Notebook to discuss how USGBC guidelines affect the composition of the board and how Board Orientation works – include a copy of the Orientation Agenda.
- c. Duties of Board Members. For USGBCNH this means:
 - (i) attending a certain number of meetings each year; we should quote the rules regarding attendance in this section
 - (ii) participating in strategic planning – include a copy of the strategic plan in this section along with a copy of the committee structure and contact info for committee chairs
 - (iii) being familiar with the Chapter's major activities. For this section we should include a discussion of the annual contest, annual meeting, green eggs and any other major recurring events
 - (iv) reviewing meeting minutes – the notebook should include a link to the minutes of prior meetings
 - (v) assuring that tax filings are made. For the Chapter that means knowing that the 990-N Receipt is in hand. The receipt allows the Chapter to maintain its IRS status in those years when it is not required to file one of the 990 reporting forms. In years when a 990 is required a filing with both the IRS and NH Charitable Trusts Unit is required. See attached e-mail regarding latest 990-N, We'll include this e-mail in the notebook
 - (vi) dissenting when the need arises. This is a good place to put information about the Chapter's use of Dynamic Governance;
 - (vii) maintaining the integrity of financial matters. This section should include the most recent budget, most recent treasurer's report and discussion of fundraising activities and dues billing procedures along with a discussion of internal controls to prevent fraud theft and error. I recommend putting a copy of the first page of the directors' insurance policy (if there is one) in this section
 - (viii) knowing the Chapter's non-Board consultants – list names and contact info for people like me(!)
 - (ix) avoiding conflicts of interest – the Chapter's Conflict of Interest policy goes here
 - (x) being familiar with the membership structure – we can quote a section of the by-laws here regarding membership dues and requirements

Section III of the Directors Notebook will contain the basic organizational documents

- a. Articles of Agreement –filed 3-24-3009 with Secretary of State's Office
- b. Copy of our IRS 501
- c. (?) status confirmation letterc. Most recent periodic filing with the Secretary of State's Office ("Annual" Report)
- d. Identify NH DOJ Registration as #18038 U.S. Green Building Council-NH Chapter Edward Gagnon 309 Wilson Hill Road Frankestown NH 03043
- e. Most recent periodic filing with NHDOJ – Form NHCT-2A if we file a 990N with the IRS (we need to determine if the state actually requires this, The rule seems to be stated differently earlier in the guidebook)
- f. By-Laws Just include the 2012 version
- g. Policies/Rules [Policy and Procedures "Manual?"]

Section IV of the Directors Notebook USGBC Documents and Resources. I need help on this section. I see one sub-section as being just links to certain national and regional items of interest and a second sub-section as containing actual copies of USGBC rules/directives, etc., if there are any you feel are important enough to be included in full