

**Minutes
Board of Directors
GHI Regular Open Session
July 6, 2017**

Board Members Present: Brodd, Hess, Holland, James, Jones, Kapfer, Seely and Skolnik

Excused Absent: McFadden

Others in Attendance:

Eldon Ralph, General Manager	Melissa R'Kingsley
Tom Sporney, Assistant General Manager	Diane Wilkerson
Joe Perry, Director of Finance	Susan Walker
David Bowles, Director of Technical Services	Bobbie Schwier
Maesha McNeill, Acting Director of Member Services	Ben Fischler
George Bachman, Director of Maintenance	Molly Lester
Jacqueline Lilly, Audit Committee	Lynne Slater
Henry Haslinger, Audit Committee	Bob Snyder
Daniel Fischler	Sue Stern
	Monica Johnson, Recording Secretary

President Skolnik called the meeting to order at 7:43 p.m.

1. Approval of Agenda

Motion: The Board of Directors does approve the agenda.

Moved: Hess

Seconded: Holland

Carried: 8-0

2. Visitors and Members (Comment Period)

Susan Walker mentioned her concerns about putting rain gardens in GHI.

Susan Stern thanked the Board for approving her membership.

Melissa R'Kingsley addressed the Board on an ongoing issue concerning her unit.

3. Approval of Membership Applications

Motion: That the Board of Directors approve the following persons into the cooperative and membership is afforded them at the time of settlement:

- **Isaac Leigh Rehner, Sole Owner;**
- **Thomas Howard Raymond Leamond, Sole Owner;**
- **Benjamin Beachy Wilhelm, Sole Owner;**
- **Vincent C. Wilding, Dale N. Wilding, Tenants by the Entirety;**
- **Susan S. Stern, Eugene J. Schweitzer, Joint Tenants;**
- **Vagner Lima Da Silva, Sole Owner;**

Moved: James

Seconded: Hess

Carried: 7-0-1

Abstained: Jones

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

- Daniel J. Fischler, Sarah N. Schellin changed to Daniel J. Fischler, Sole Owner;
- Earl W. Bailey changed to Earl W. Bailey, Rachel Bailey, Joint Tenants.

Moved: James

Seconded: Hess

Carried: 8-0

4. Committee Reports and HIP Reports

Woodlands – Kapfer reported that the committee is working on recommendations re: PGC Dept. of Environment.

Companion Animal Committee – Skolnik reported that the committee is working on several projects.

Solar Task Force – Skolnik reported that the Task Force would be meeting with a solar contractor.

Addition Maintenance Program Task Force – Hess reported that there would not be an August meeting.

Finance – Hess reported that the Finance Committee would move their August 10 meeting to August 24.

Homes Improvement Program – Joe Wiehagen, Director of Homes Improvement Program, reported progress as follows:

- HVAC 25% completed
- Electrical 78% completed
- Siding 17% completed
- Doors 4% completed

Crawlspaces – Sporney reported that a pre-bid is scheduled for Tuesday July 11, 2017.

Buildings – James reported that the committee sent recommendations to the Board after their recent meeting.

5a. Approval of Minutes: June 1, 2017 GHI Special Open Meeting

Motion: I move that the Board of Directors approve the minutes for the June 1, 2017 special open meeting as presented.

Moved: James

Seconded: Hess

Carried: 8-0

5b. Approval of Minutes: June 1, 2017 GHI Regular Open Meeting

Motion: I move that the Board of Directors approve the minutes for the June 1, 2017 regular open meeting as presented.

Moved: James

Seconded: Hess

Carried: 8-0

5c. Certification of Yard Lines for 19A-M Hillside

The Yard Line Committee recommends that the Board certify yard plats for 19A-M Hillside Rd as presented.

Staff submitted the recommended yard plats to the pertinent members for comment and did not receive any negative feedback.

Motion: I move that the Board of Directors certify yard plats for 19A-M Hillside Rd as presented.

Moved: Jones

Seconded: Hess

Carried: 8-0

5d. Request from the Member of 8-K Southway to Have a 2/3 Lite Door Installed During the HIP

In February 2016, Ms. Bobbie Schwier, the member of 8K Southway, requested the 2/3 lite door style for her 2017 HIP door upgrade; a style which was not an approved choice for the Homes improvement Program. Between April and June of 2017, Ms. Schwier requested options for obtaining the 2/3 lite door style through multiple email and phone communications.

The only door style now available that approximates the 2/3 lite door is the 1/2 lite door which was ordered for her unit. The 2/3 lite door style (the door glass extends two-thirds of the door slab) was installed inadvertently on frame units whose members had ordered a 1/2 lite door during the first year of the HIP. The installation of this door style resulted from conflicting labelling of the doors. One manufacturer interpreted the 2/3 label to mean a 1/2 lite door style, which resulted in the 2/3 lite door rather than the originally intended 1/2 lite door. With a 4 to 6 week or more lead time for door orders, the issue was not discovered until it was too late to make a change for the entire cohort.

The suggested simplest way of obtaining the 2/3 lite door is for Ms. Schwier to first accept a 1/2 lite door, then request the contractor to order and install a new door slab with a 2/3 lite at her expense. The new door frame installed by the HIP contractor and paid for by GHI would remain in place. Ms. Schwier is requesting the Board to change the HIP door selections to allow the 2/3 lite door style as an option in the HIP that is available to members.

Points of interest for this discussion include the following:

- The current contract is not priced for the 2/3 lite door style; we are awaiting price information from the contractor for this option,
- The 2/3 lite door style is not available for masonry homes,
- The 2/3 lite door style was introduced inadvertently into the community in 2016, and the original intent for the HIP was to offer four door styles - solid, 2-lite, half-lite and full-lite doors.

Motion: I move that the Board of Directors approve the request of the member at 8K Southway, and direct staff to accommodate the member's request to install a 2/3 lite door, with additional incurred costs incurred by the member.

Moved: Hess

Seconded: Jones

Carried: 6-1-1

Abstained: Holland

Opposed: Kapfer

5e. Woodlands Committee Recommendation re: Drainage Options for 127 Greenhill Rd Proposed by P.G. County's DEP Storm Water Management Division

On June 15, 2017, the GHI Board directed the Woodlands Committee to review five drainage options for the non-GHI property at 127 Greenhill Rd, proposed by Prince George's County Department of Environment Storm Water Management Division, and provide its evaluation and

recommendation to the Board.

The Committee's report states that the information provided thus far by the Department of Environment is inadequate to make an informed consent or denial for Right-of-Entry for the Subject Proposal, and recommends that GHI request a face-to-face meeting between Department of Environment engineers, the Woodlands Committee and staff to further discuss the proposal.

Motion: I move that the GHI Board of Directors direct the Manager to arrange a meeting between Prince George's County Department of Environment Storm Water Management Division Officials, the Woodlands Committee and staff for the purpose of enabling the Woodlands Committee to formulate a definitive recommendation regarding the position GHI should take regarding the Department of Environment's proposed drainage options for the property at 127 Greenhill Rd.

Moved: Brodd

Seconded: Seely

Carried: 8-0

5f. Yard Solutions' Task Force Report re: A Member Survey of Members' Needs, Wants, and Concerns About Their Yards and GHI Common Areas

On June 9, 2016, the Board established a 21st Century Garden City Solutions Task Force to survey members and propose more appropriate solutions for screening, fencing, sheds, plants, rain barrels, patios etc. in members' yards.

On December 1, 2016, the Board accepted a survey form that the Yards Solutions Task Force had prepared and directed that it be distributed to the membership for their feedback.

A report from the Task Force that summarizes the results of the survey that was conducted.

Motion: I move that the Board of Directors accept the survey report submitted by the Yard Solutions' Task Force regarding members' needs, wants, and concerns about their yards and GHI common areas.

Moved: Brodd

Seconded: James

Carried: 7-0

Director Hess was out of the room.

5g. 2016-17 Audit Committee's Recommendation to Establish a Repository on GHI's Website to Include all Board Decisions Regarding the HIP

A memorandum from the 2016-2017 Audit Committee to the Board of Directors which recommends that GHI's web site be updated by October 31, 2017 to include all Board decisions regarding the Homes Improvement Program and for decisions which have been reversed or revised by the Board of Directors to be clearly identified.

Motion: I move that the Board of Directors direct the Manager to post on GHI's website by October 31, 2017, all motions that the Board has approved that pertain to the Homes Improvement Program, including those which have been reversed or revised by the Board.

Moved: Jones

Seconded: Holland

Failed on a later vote

Amendment: To change the date to January 15, 2018.

Moved: Jones

Seconded: Kapfer

Carried: 8-0

Motion as Amended: I move that the Board of Directors direct the Manager to post on GHI's website by January 15, 2018, all motions that the Board has approved that pertain to the Homes Improvement Program, including those which have been reversed or revised by the Board.

Moved: Jones

Seconded: Holland

Failed: 3-5

For: Holland, Kapfer, Seely

Against: Brodd, Hess, James, Jones, Skolnik

5h. 2016/17 Audit Committee's Recommendation that the 2018 Budget Include a Provision for a Comprehensive Examination of GHI's Internal Controls Environment

In its 2016-17 report to the membership, the Audit Committee recommended that the Board of Directors budget for an internal controls' evaluation in the 2018 budget so a comprehensive examination of GHI's internal controls environment may be conducted and steps taken to implement an effective internal controls environment.

Motion: I move that the Board of Directors not accept the Audit Committee's recommendation that the 2018 Budget include funds for a consultant to be hired to undertake a comprehensive examination of GHI's internal controls environment.

Moved: Brodd

Seconded: Jones

Failed: 4-4

For: Brodd, James, Jones, Skolnik

Against: Hess, Holland, Kapfer, Seely

Substitute Motion: I move as a substitute motion to direct the General Manager to inquire into the costs and potential scope of an Internal Control Audit and report back to the Board by September 1, 2017.

Moved: Kapfer

Seconded: Holland

Failed: 3-5

For: Holland, Kapfer, Seely

Against: Brodd, Hess, James, Jones, Skolnik

5i. 2016-17 Audit Committee's Recommendation re: Treasurer's Duties and that GHI's Finance Director be Required to Maintain an Active CPA License

In its 2016-17 report to the membership, the Audit Committee made the following recommendations:

a) For the Board of Directors, particularly, the Board Treasurer, to become more attuned to the management of GHI's and GDC's financial affairs, to more effectively fulfill the Board's fiduciary duties, and to assure proper stewardship over the Cooperative's financial assets, we specifically recommend that the Treasurer sign off on:

(i) The monthly bank reconciliation reports;

(ii) The accuracy of the quarterly and annual financial statements;

(iii) The Finance Department's five-year projections of future cash available; and that this report should be presented to the Board by the Treasurer, on a quarterly basis with a report on any significant changes to such forecasts.

Minutes: GHI Board of Directors Meeting of July 6, 2017

- (iv) *The letter to the external auditors from GHI making certain representations in conjunction with the annual financial audit;*
- b) *The Audit Committee further recommends that any person serving in the position of GHI Finance Director be required to have and maintain an active CPA license, since such license carries the responsibility of meeting continuing education requirements.*

GHI's bylaws, Section V1, Officers, §5. Treasurer, state "The treasurer shall be ex officio Chair of the finance committee and shall review the financial records and statements of the Corporation. It shall be the duty of the treasurer to closely study the financial affairs of the Corporation and to make such recommendations to the Board of Directors and to the membership as he or she may deem to be necessary or desirable."

GHI's bylaws, Section V, Directors §4. Powers and Duties, b. state that the Board shall: "Appoint, assign the duties of, and determine the salary of a general manager, who shall assume administrative control of the business of the Corporation. Employment or removal of the general manager must be voted by a majority of the entire Board of Directors. The general manager shall have the authority to employ or discharge all other employees of the Corporation."

Suggested Motion #1: I move that the Board of Directors (accept/not accept) the 2016-17 Audit Committee's recommendation regarding the duties of the Board Treasurer and (direct/not direct) that the Treasurer review and sign-off on the following documents that are prepared by staff:

- a. **Monthly bank reconciliation reports;**
- b. **Quarterly and annual financial statements;**
- c. **Quarterly reports to the Board of Directors, on five-year projections of future cash available, with statements on any significant changes to such forecasts;**
- d. **The letter to the external auditors from GHI making certain representations in conjunction with the annual financial audit;**

Suggested Motion #2: I move that the Board of Directors (accept/not accept) the 2016-17 Audit Committee's recommendation that any person serving in the position of GHI Finance Director be required to have and maintain an active CPA license.

Item was discussed. No action taken.

5j. 2016/17 Audit Committee's Recommendation re: Safeguarding of Sensitive Information

In its 2016-17 report to the membership, the Audit committee recommended that the Board implement the following recommendation regarding "Safeguarding of Sensitive Information" by September 30, 2017 that was included in the External Auditor's AU-C §265 letter:

Safeguard of Sensitive Information

During the audit fieldwork, it was brought to our attention that the Cooperative maintains a "shared drive", which contains policies and procedures as well as certain sensitive information such as the user names and passwords for the Cooperative's bank accounts. We were informed that this shared drive can be accessed by employees, directors and officers, and committee members, and that the directors, human resources staff and the general manager have editing

rights.

In order to protect the Cooperative's resources and prevent theft or embezzlement, we recommend that all sensitive information be removed from the shared drive to a secured and password protected drive, which only authorized personnel and officers can have access to. In addition, each employee should be provided with a unique user name and password to access the Cooperative's system. An employee's user names and password should not be shared with or used by anyone else. Employees should only be given access to certain areas of the system that are necessary for them to carry out their duties. An employee's user name and password must immediately be deactivated when the employee is terminated or leaves the Cooperative's employment.as outlined below be implemented no later than:

The External Auditor did not communicate with staff beforehand before making its recommendation. Staff subsequently informed the External Auditor that the document it was a procedure document to scan checks and money orders into North State Bank. It did have a user name and a password, but that was tied specifically to the equipment used to scan checks and money orders into GHI's bank account at North State Bank. There was no access to the assets of the corporation nor was there access to account activity. The scanner is no longer in use nor is that bank account open to further check/money order scanning. The External Auditor amended its AU-C §265 letter to include staff's comments.

Item was discussed. No action taken.

5k. Review Minutes for the 2017 Annual Membership Meeting

A draft of the minutes of the May 2017 Annual Membership Meeting. After the Board reviews and accepts them, they will be included on the May 10, 2018 annual meeting agenda for review and approval by the membership.

Motion: I move that the Board of Directors accept the draft minutes for the May 11, 2017 annual membership meeting as presented on July 6, 2017 and direct staff to include them on the agenda for the May 10, 2018 annual membership meeting, for review and approval by the membership.

Moved: Brodd

Seconded: Kapfer

Carried: 8-0

5l. Request from the Greenbelt Labor Day Festival Committee for a Contribution

A is a letter from the Greenbelt Labor Day Festival Committee for a contribution towards promotion of the 63rd annual festival in September within the center of Greenbelt. The Festival Committee is requesting sponsors to contribute amounts of either \$100, \$250 or \$500.

GHI's Contributions Policy, shown in attachment # 10b, outlines the process for requesting a contribution. All requests should fit one or more of the stated criteria. An updated chart of donations is also shown in attachment #10c.

Motion: I move that the Board of Directors approve a contribution of \$250 to the Greenbelt Labor Day Festival Committee towards its promotion of the 63rd annual festival within the center of Greenbelt during September 2017.

Moved: Jones

Seconded: Hess

Carried: 8-0

5m. Adoption of Investment Resolutions

A. Lafayette Investments

Lafayette Investments holds GHI's investments, including an Advantage Money Market Account. The recent change in GHI staff requires a new Corporate Resolution. Attachment #11 is a copy of this document for your review. All accounts held by Lafayette Investments are carried by First Clearing, LLC, member of the New York Stock Exchange/SIPC.

Suggested Motion: I move that the Board of Directors adopt the corporate resolution with Lafayette Investments as presented on July 6, 2017, for the establishment and maintenance of trading accounts and authorize the following individuals as signers: Steve Skolnik, President; Charles Hess, Sr., Treasurer; Eldon Ralph, General Manager; Tom Sporney, Assistant General Manager; Joseph Perry, Jr., Director of Finance.

B. Vanguard Investments

The Vanguard Group holds a GHI bond mutual fund account and a federal money market account. The recent change in GHI staff requires a new Corporate Resolution. Attachment #_ is a copy of this document for your review.

Suggested Motion: I move that the Board of Directors adopt the corporate resolution with the Vanguard group as presented on July 6, 2017, for the establishment and maintenance of Vanguard Mutual Fund, Federal Money Market, and/or Vanguard Brokerage Accounts and authorize the following individuals as signers: Steve Skolnik, President; Charles Hess, Sr., Treasurer; Eldon Ralph, General Manager; Tom Sporney, Assistant General Manager; Joseph Perry, Jr., Director of Finance.

By Consensus: To have the Investment Transfer Resolution Task Force review the resolutions and recommend changes that need to be made.

5n. Adoption of Bank Resolutions

National Cooperative Bank and Greenbelt Federal Credit Union each require an updated Corporate Resolution to be executed. GHI has the following accounts with National Cooperative Bank:

- Greenbelt Homes, Inc. General Checking
- Greenbelt Homes, Inc. Trustee Account

- Greenbelt Homes, Inc. Certificate of Deposit

GHI has the following accounts with Greenbelt Federal Credit Union:

- Greenbelt Homes, Inc. Checking and Savings

A copy of the resolution for National Cooperative Bank accounts. A copy of the resolution for Greenbelt Federal Credit Union accounts. The Board is asked to approve both of them. It is necessary for the Board President to sign the resolutions and each copy to be witnessed by the Board Secretary.

Suggested Motion: I move that the Board of Directors adopt the National Cooperative Bank corporate authorization resolution as presented on July 6, 2017, and authorize the following individuals as signers: Steve Skolnik, President; Charles Hess, Sr., Treasurer; Eldon Ralph, General Manager; Tom Sporney, Assistant General Manager; Joseph Perry, Jr., Director of Finance.

Suggested Motion: I move that the Board of Directors adopt the Greenbelt Federal Credit Union Corporate Resolution as presented on July 6, 2017, and authorize the following individuals as signers: Steve Skolnik, President; Charles Hess, Sr., Treasurer; Eldon Ralph, General Manager; Tom Sporney, Assistant General Manager; Joseph Perry, Jr., Director of Finance.

By Consensus: To have the Investment Transfer Resolution Task Force review the resolutions and recommend changes that need to be made.

5o. Proposal to Establish an Integrated Information Technology Task Force

The Board may wish to consider establishing an Integrated Information Task Force to recommend solutions for a myriad of information technology issues that need to be addressed, e.g.

- Establishment of corporate email addresses for Board and audit committee members
- Remote participation in meetings
- A member portal on GHI's website
- Improvements to GHI's website
- A digitized system of member files that records all information pertaining to the members and their units.
- An updated property management system with financial and maintenance management modules that could also enable members to review their financial records.

After the task force is established, a charter should be developed before it begins its work.

Motion: I move that the Board of Directors approve the establishment of an Integrated Information Technology task force to recommend solutions for a variety of information technology issues that need to be addressed.

Moved: Hess

Seconded: Holland

Carried:8-0

5p. Record of Board Poll Conducted to Allow Approval of a Membership Application before a Prospective Member of 9-E Ridge Attended a Pre-purchase Orientation

Ms. Sue Stern, a member of 5-K Gardenway proposes to acquire the membership interest in 9-E Ridge Rd. On June 15, 2017 Ms. Stern requested the Board to exempt her cousin Dr. Eugene Schweitzer who proposes to be a co-member of 9-E Ridge Rd, from having to attend a pre-purchase orientation meeting due to his busy work schedule. GHI's membership selection criteria policy states that an applicant must attend a pre-purchase orientation to be considered for membership in GHI.

On June 16, 2017, President Skolnik conducted a Board poll by e-mail regarding whether Dr. Schweitzer should be allowed to become a member of 9-E Ridge Rd without attending a Pre-Purchase Orientation (PPO) meeting; provided he agrees to *try* in good faith to attend one of the two upcoming PPO meetings, and if that fails due to the exigencies of his unique medical practice, *commit* to attending one within, say, 3 months after the closing date?

The record of the Board Poll conducted by email was as follows:

Board Member	Vote on Board President's Proposition	Date email vote received
Steve Skolnik, President	Yes	6/16/17
Stefan Brodd, Vice President	Yes	6/17/17
Ed James, Secretary	Yes	6/16/17
Chuck Hess, Treasurer	Yes	6/16/17
Bill Jones	Yes	6/16/17
Diana McFadden	Yes	6/17/17
Paul Kapfer	Yes	6/16/17
Linda Seely	Yes	6/16/17
Steve Holland	Yes	6/16/17

The Manager conveyed the Board's decision to Ms. Stern on June 19 and informed her That Dr. Schweitzer should attend a pre-purchase orientation meetings on any of the following dates within the next three months:

- June 26 7:00 PM
- July 08 11:00 AM
- July 24 7:00 PM
- Aug. 05 11:00 AM
- Aug. 21 7:00 PM
- Sep. 02 11:00 AM
- Sep. 25 7:00 PM

Items of Information:

6a. Update on City of Greenbelt/GHI Hoarding Taskforce Initiative

The City of Greenbelt's Social Services Division, Greenbelt CARES and Greenbelt Homes Inc., are currently participating in a pilot project to develop best practices for addressing the problem of

hoarding in Greenbelt. The project is being funded by a \$5,000 grant obtained from the Greenbelt Community Foundation.

The program would gather experts from around the County and State to collaborate and develop protocols and standards about how to address hoarding in the City. For the pilot project, the focus would be on identifying and assisting, with mini grants, residents residing in GHI who have been identified with hoarding issues. In addition, the grant funds would allow the development of a support group for family and caregivers of City residents identified as hoarders, develop literature that identifies local resources, and a workshop for professionals and interested parties. Proceeds of the workshop would be used to offer additional mini-grants for GHI residents.

Since its formation in the fall of 2016, the grant has enabled the provision of supportive services to persons with excessive clutter/hoarding tendencies and assisted them with de-cluttering, organizing and disposing of items that pose potential risk for fire. It has also provided mini-grants to those enrolled. The Task Force has met with personnel from various departments within the city and with persons in private industry, drawing from their expertise to gain insight when it discovered hoarding conditions that are a potential risk to life or of fire. The Task force has also established a monthly support group for family and friends of hoarders, counseled those residents who have enrolled in the program to develop a plan for use the mini-grant funds.

The task force plans to hold a “Hoarding Information Event” in mid-September within the Greenbelt community.

6b. Letter of thanks from Greenbelt Nursery school for \$125 GHI Donation

A letter from the Greenbelt Nursery School thanking GHI for a donation of \$125 that it made to the school earlier this year.

6c. Board 12 Month Action Plan and Committee Task List

6d. Monthly GHI and City Calendars

6e. President

Skolnik reminded the board of the Stakeholder’s meeting on Monday July 17 at 7:30 pm.

6f. Board Members

6g. Audit Committee

None

6h. Manager

Ralph reminded the board that on Tuesday July 25 there would be a Finance Training Session, and on Sunday July 23 is the GHI Strategic Planning meeting

Motion: To adjourn.

Moved: Hess

Seconded: Holland

Carried: 8-0

The meeting adjourned at 10:35 p.m.

Ed James
Secretary