

4CORE Board Meeting Minutes: August 28, 2014

LOCATION Carnegie Building Meeting Room

BOARD MEMBERS PRESENT

Enid Brodsky
Lew Pratsch
Kurt Schneider
Paul Senecal
Werner Heiber
Peter May Ostendorp
Tom Holcomb

ABSENT

Mary Beth Miles
Mark McKibben
Mark Schwantes
Roy Peterson

4CORE STAFF/CONTRACTORS IN ATTENDANCE

Gregg Dubit
Teresa Shishim
Cynthia Aspen

GUESTS – None

Call to order – 3:04 pm

Introductions: Cynthia Aspen is the new Contract Finance Manager

OLD BUSINESS

Approve Minutes from July 24th

Kurt wanted to clarify (did not request this be changed in the minutes): EC did discuss and review how insurance benefit would impact everyone, not just ED. It impacted the ED position more than anyone else.

Enid moved to approve the July meeting minutes as presented; Lew seconded. **Motion approved.**

NEW BUSINESS

Board Composition

Executive Committee Positions – Peter is stepping down as Chair and Werner is willing to step into that position. As a reminder, the drafted bylaws stipulate a board election in January. A Vice-Chair is also needed. Peter will return to a Board member-at-large. A written resignation will be submitted.

Peter nominates Werner as Chairman to. Enid seconds the nomination.

Enid motions that Werner will fill the unexpired Board Chair position with the current Executive Committee Members until January 1, 2015. Kurt seconds. The question was asked about why the bylaws need to be amended if Chair position can just be replaced on a July to July schedule and the answer was

that four other board members terms will be serving 1 year terms if the board term is changed to January 1, 2015. Our financials are based on the calendar year and the annual budget is drafted by November. Elections are hard in the summer, as well, because many people are traveling during summer months.
Motion approved.

The Vice Chair position is now vacant, and there is nothing in the bylaws that say we need to elect one right away. Enid said she was willing, but Werner thought that this position is more about outreach in the community. Enid wasn't interested in this level of involvement. It was thought that Mark McKibben might be a good candidate and this will be discussed with him.

General Board; terms

4CORE By Law review and proposed Changes:

Kurt motions to change the following bylaws until further review of the remaining bylaws by the board to bring the board into compliance:

Proposed By-Law Changes

5.2 *Terms.* Directors shall serve two-year terms and are eligible for re-election for up to a total of three consecutive terms. Individuals may be re-elected after their three consecutive terms only **if they receive Board approval by a two-thirds majority of all current Board members.** The term year **will be from January 1st to December 31st.**

5.3 *Board Elections.* **In December** of each year the board of directors shall elect Directors to replace those whose terms will expire. ~~even number on even number year and odd number on odd numbered years.~~ This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

5.4 *Election procedures.* A Board Development Committee (BDC) shall be responsible for nominating a slate of prospective board directors representing 4CORE's diverse constituency. In addition, any director can nominate a candidate to the slate of nominees. ~~To ensure continuity, three to seven candidates shall be nominated in odd numbered years and four to six shall be nominated in even numbered years, depending on the number of board directors established by the Board.~~

7.1 *Officers.* The officers of the corporation shall consist of a chairperson of the Board, a vice-chair, a secretary and a treasurer. No person may hold more than one office. Officers shall be elected by the Board of Directors annually at the **January** Board meeting. Each officer shall hold office for a one-year term and until such officer's successor shall have been duly elected and shall have qualified, or until such officer's death, resignation, **term expiration** or removal. A vacancy in any office may be filled by the Board of Directors at any regular or special meeting called for that purpose.

(Related current By-Laws, applicable area underlined)

5.1 *Board role, size, composition, and compensation.* The board is responsible for overall policy and direction of the organization and will delegate responsibility of day-to-day operations to the Executive Director. The board shall have an odd number of directors, up to 13, but not fewer than 7 directors. The number of directors may be fixed or changed from time to time within such range by the Board of Directors. The intent of the composition of the Board is to have a diverse cross-section of Board directors from government, business, and the community-at-large. The specifics are provided in the Board Development Procedures document that is reviewed and approved by the Board annually. The board receives no compensation other than reasonable expenses.

7.3 *Vacancies.* Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the chair or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

9.1 *Amendments.* These bylaws may be amended by two-thirds majority of the board of directors. Proposed amendments may be submitted to the Secretary to be sent out with regular board announcements.

Board Development Policy & Procedure

3.4 Officers' Responsibilities

The officers of the corporation consist of a chairperson of the Board, a vice-chair, a secretary and a treasurer. No person may hold more than one office. Officers are elected or appointed by the Board of Directors annually in **December** for a one-year term.

4.1 Nomination Procedures

The following nomination procedure will be used:

- Annually in the **fall** (that is, sufficiently in advance of Board director annual selection, which occurs in **December**), and when there is an insufficient number of Board directors during the year, Board directors or coalition members nominate candidate(s), but do not promise directorship
- The BDC ensures that there is at least one qualified person for each vacancy
- Board candidates complete and submit the Candidate Nomination form to the ED
- Board determines if it makes sense to invite that candidate to join the Board

(Related Policies to be aware, and possibly change)

2.1 Board Composition

The Board will consist of seven to thirteen directors, per the Bylaws, with the following sectors represented:

- Two to three community-at-large/interested groups*
- Two to three government entities*
- Two to three industry/businesses*

- One to two utilities*

4.2 Automatic Nomination

If a government, business, or other entity contributes \$20,000 or more, then they will be extended an automatic invitation to nominate a Board member at the next Board meeting after the funds have been provided. If as a result the Board is temporarily expanded in size, then the Board will vote to increase the Board size and use the next vacancy to return the Board to its previous number.

4.6 BDC Appointments and Composition

- Appointments of the BDC chair and BDC members is made annually by the Board Chair with the advice and consent of the Board*
- Members of this committee are directors of the board
- The BDC consists of two to three Board directors and the ED.

Paul seconds. **Motion approved.**

Financial Update

Budget Forecast 2014 - Fund Balance and Reserves was presented by the Treasurer. Accounts receivable has a large amount that is expected to arrive soon.

Budget Preview 2015 - Minimum Operating Budget, w/o grants was presented by the Treasurer. Several grant applications are expected to be approved for 2014 and alleviate any need to dip into our reserves.

Fundraising opportunities for the remainder of the year include the Switch movie and the Durango Chamber Membership appreciation party. We need help inviting people to attend and get to the word out. We could also always use help with sponsorships for events and the newsletter.

May be an opportunity through Ecova will be shutting their doors and have equipment to donate. They may be willing to donate equipment to 4CORE, which could be sold as a fundraiser for 4CORE. Peter and Gregg will pursue this.

It is suggested that we approach our major partners and remind them that our organization brings value and we need funding to continue to provide this value. This is part of the greater outreach strategy that the new board Chair is undertaking. It was requested that a plan be made with contacts for each organization we will approach with who will be doing what with a specified message and what the communication gap issues have been in the past.

Other Updates

In the June 2014 Focus Area Performance document EE HomeRx is still losing money. There may be a need for contracted auditors this fall if the LPEA incentive comes on line. The board also needs to oversee the design of this program to be sensitive to the outgoing director as a contracted auditor in the future. Letters to the editor are an effective way to generate business and worked for Solarize and it was proposed that this be done for HomeRx. The seasonality of the program is a challenge for staffing. If we change to a referral model, we are building capacity locally for energy assessments. It was agreed to have Sarah Rank draft a business and marketing plan in the slow times and continue with audits as they come in.

LPEA Energy Audit Incentive Program- staff and Kurt attended a meeting at LPEA to discuss their program and staff from Energy Smart were also present.

Staff Succession updates - Finance Manager and ED positions

Executive Committee (in addition to Tom and Peter) has directed staff to run ads. Board members will post on LinkedIn groups and staff will create a paid ad too. 3 applicants have submitted. Timeline is tight.

Board 2015 commitment and recruitment

Those board members who will be staying on this board or joining should expect to be active and vocal in support of 4CORE. A separate advisory board may be formed as a better fit or option for those who are not able to commit more than 8 hours per month.

Additional Updates from the Agenda that were not covered:

- Local Funding Partner Strategies
- Indoor Air Quality EPA Env. Justice Small Project Grant

Paul made a motion to adjourn. Peter seconded. Motion passed. Meeting adjourned at 5:14 PM.

NEXT MEETING

September 25, 3:00 – 5:00 pm at the Carnegie Building

Drafted by Teresa Shishim, Program Manager

Respectfully submitted by:
Paul Senecal, Board Secretary
4CORE Board of Directors

Drafted by Bonnie Rozean, Finance Manager
Respectfully submitted by:
Paul Senecal, Secretary
4CORE Board of Directors