



RI CHAPTER
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Minutes of Special Board Meeting

October 5, 2009
3:30PM-5:30PM

Offices of Woodard & Curran, Providence, RI

Members Present:

Connie McGreavy, Chair
Steven Turner, Vice Chair
Mark Winslow, Treasurer
Janice Greenwood, Secretary
Mark DiPetrillo
Norman Cook
Holly Grosvenor
Joseph da Silva
Dan Paquette
Justin Bownds
Steve Kitchin
Ken Filarski
Stephen Hughes

Members Absent:

James Lehouiller
Tony Dematteo
Jack Leyden

Others Present:

Dennis McCarthy
Lisa Whited, USGBC

1. **Call to Order** – The meeting was called to order at 4:27 PM upon reaching a quorum.
 - **Primary Meeting Purpose** – To make determinations regarding:
 - 1) Executive Director job description;
 - 2) Board & officer assessment report, i.e., Nominating Committee report/recommendations;
 - 3) Chapter program/priorities and associated board roles
 - Mrs. Whited attended the meeting to facilitate discussion by means of the dynamic governance process. She provided a Dynamic Governance Cheat Sheet hand out, and explained how the process works.
2. **Approval of Board Meeting Minutes** – (Sept. 17, 2009)
 - Mr. Turner asked that his comments noted under paragraph 6A be either documented in full or eliminated from the minutes altogether. They will be eliminated.
 - Mrs. McGreavy asked that the minutes show resolution of the motion by Mr. Paquette noted under paragraph 5D.
 - Mr. Paquette made a motion to approve the minutes with the above revisions, and Mr. da Silva seconded the motion. All in favor and none opposed.
3. **Items for Action**
 - A. Approve the Press Release regarding LEED Workshops:
 - No objections, however, no formal vote taken since no quorum at the time of discussion.

- B.** Approve the Contracts with RI DLT and state workforce boards Re: LEED Workshop:
 - Mr. Kitchin indicated that the DLT contracts are “boilerplate”; yet suggested legal counsel review the contracts prior to sending the press release. All agree. With regard to performance, the state has received waivers concerning reporting requirements. The RIGBC can provide certificates upon workshop completion; the two workforce boards can require students receiving free tuition to sign a release to obtain test results.
 - Mr. Kitchin made a motion to approve the contract if acceptable to legal counsel. Mr. da Silva seconded the motion. All approved.

- C.** Approve Master Services Agreements and Work Orders for Virtual Green Resources Center consultants:
 - Mrs. Main and Mr. Bownds have reviewed the documents multiple times. Neither of the two companies with proposals within the prescribed budget have Professional Liability Insurance.
 - Mr. Paquette stated that the contract, which was shared by the VT USGBC chapter, affords adequate protection and recommends the board approve them.
 - Mr. Filarski made a motion to approve the agreements. Mr. Kitchin seconded the motion. All in favor.

- D.** Approve the Executive Director job description and performance goals:
 - Mr. Bownds summarized the Executive Director job description and Year 1 performance goals drafted by the Finance Committee and previously distributed to the board.
 - The board discussed ideas on how the Executive Director should allocate time to the various responsibilities, such as devoting work hours equally to the 5 major responsibility areas.
 - The position could be either filled by a direct employee or a contract employee.
 - The budgeted amount for the position (\$80,000 per year full time or \$40,000 part time salary) includes benefits; it is not the salary amount.
 - The following edits to the job description were suggested by board members:
 1. Clarify that the goal is for the Executive Director position to be full time eventually, but that funding is currently available to finance only a part-time position.
 2. State that the Executive Director shall be expected to work with volunteers and or staff to solidify the fundamental organization structure of the RIGBC.
 3. State that the position does not need to be filled by a LEED AP at this time, however candidates should be informed that LEED accreditation (i.e., Green Associate) may become a requirement.
 4. Eliminate the salary component from the job description, rather include it in the job advertisement and offer letter.
 - Mrs. Greenwood made a motion to approve the Executive Director job description as written for a full time position, revised to reference interaction with volunteers, eliminate references to working hours, and eliminate reference to salary. Mr. da Silva seconded the motion. All in favor.

4. Board and Officer Assessment Report/Recommendations

- A.** Board Member self-assessments forms were distributed to board members, completed and returned to Mrs. McGreavy.

- B.** Board Member review:
 - Mrs. Whited facilitated a discussion of the results of the board assessment performed by Mr. Lehouiller as the first step towards making a healthier board. She pointed out four comments that appeared most important:
 1. 3A: The Board size should be reduced because of difficulty in getting a quorum and lack of participation of several members.
 2. 3D: All board members need to review if they are willing to actively participate, not just show up to meetings. It doesn't matter how much talent a person has, if the Chapter cannot leverage each person's talents, the chapter will not reach its potential.
 3. 3E: All board members need to contribute \$1,000 or agree to an increased time commitment or responsibility.
 4. 4A: The fulfillment of the Vice Chair position is not acceptable. The Vice Chair has been absent from meetings over 50% of the time. We need more from this leadership position to help push the

Chapter along.

- Using the dynamic governance model, Mrs. Whited asked each board member to recommend actions to improve the health and function of the board:
 1. Mr. Filarski: Because we are in the early stage, shape the board to achieve its mission.
 2. Mr. Bowns: Members need a clearly defined commitment level.
 3. Mr. DiPetrillo: It's easy to vary from our goal and become misaligned. We need to get back to our mission statement.
 4. Mr. Winslow: We need more responsibility to drive the committees, more commitment and action.
 5. Mr. Cook: Look back to see our strengths, and then move forward with the strong team.
 6. Mr. da Silva: Shape the board to achieve the mission. Also, suggested the board members hold a retreat as a mechanism to support and come together.
 7. Mr. Hughes: Need to fulfill the commitment for quorum expectations and set standards for absences.
 8. Mrs. Grosvenor: Strategize on how to accomplish our high goals, set realistic expectations.
 9. Mr. Turner: Create levels of involvement, make structural changes, maybe an advisory board, and meet less frequently. It should not be a requirement for committee chairs to be board members.
 10. Mrs. Greenwood: There are too many goals, our energies are diffused. We need to choose priorities and focus on those. Take the mission statement, take what we have done in the last year, where we want to go and look at where the opportunities are and where the weaknesses are and assemble a team to achieve the board's goals. Mission statement is good, but need to have refined goals to concentrate on.
 11. Mr. Paquette: Believes in the three Ts: time, treasure, and talent. All board members need to commit to a certain amount of time and solicit funds; set the size of the board in relation to the community it represents; be accountable. Suggested board members include vendors and people with more financial resources and time (such as retirees).
 12. Mr. Kitchen: Agrees with Mr. Paquette regarding time, treasure and talent. He also thinks the board should look at the mission statement to see if the board members have the right talent to achieve the goals.
 13. Mrs. Whited: The southeast region uses a self-assessment tool that considers board diversity such as ethnicity, connections to corporations, etc. One of the things absent on the RI board is socioeconomic diversity; the majority is Caucasian middle-aged men. When looking for new members for the board, RIGBC may want to consider diversifying. Also, the USBGC bylaws suggest a board size of 7-15 members. RIGBC may also want to consider establishing an advisory board.
 14. Mrs. McGreavy: There are major vacancies in Standing Committee leadership and other important areas of responsibility, including:
 - a. No Board member representation on the Program Committee, which Mr. McCarthy is chairing
 - b. No Board member representation on the Membership Committee; plus, membership is falling off
 - c. The Finance Committee is losing Mrs. Young, who has kept all the accounting records, among managing many other tasks
 - d. There has been no formal Sponsorship drive
 - e. The chapter's central mission, Education, is floundering
 - f. No board member has taken ownership of the web page or technology

As a result of these gaps, Mrs. McGreavy has been performing the duties, but cannot do it all, so others need to take on some of these responsibilities.

- Mrs. Whited then facilitated a discussion on how to address the needs identified:
 1. Strategic Plan Retreat:
 - a. Survey board members beforehand to assess their views on the organization
 - b. Retreat duration suggested to be 4 hours

- c. The purpose of the retreat would be to define the goals for the next 12 to 24 months, then prioritize them by voting
 - d. It is essential to then tie the strategic plan into an action plan for the next year and make sure the committee actions relate back to the goals.
2. Commitment & Orientation: Identify bylaws that should change.
 3. Committee Charge Sheets:
 - a. Recruit volunteers to be on the committees
 - b. The goal would be to have non-board members be the committee chairs, and have board members as liaisons to the committees. Committee chairs are a good source of future board members.
- Specific action items to be implemented:
 1. Membership:
 - a. Mr. Filarski offered to contact Laurie Drucker for input on responsibilities required to lead the Membership Committee and draft a job description for the Membership Committee chair position. Mrs. Whited will send Mr. Filarski a sample membership chair position description.
 - b. Mr. Turner and Mr. Hughes will jointly call current RIGBC members between now and the end of the calendar year regarding membership renewal.
 - c. Mr. Filarski will contact the LEED APs that are currently not RIGBC members to find out if they are interested in joining.
 - d. Mr. Winslow will send an e-mail to the current members and other contacts to solicit candidates for the membership chair position. The job description developed by Mr. Filarski will be attached to the e-mail.
 2. Sponsorship:
 - a. Mr. Paquette stated that Sponsorship should be led by a board member.
 - b. Mr. Paquette and Mr. Bownds will help with sponsorship.
 - c. Mrs. Whited will send a sample job description for a Sponsorship Chair position.

C. Bylaws Revisions:

- Mr. Turner suggested the bylaws need to be modified to adjust the number of members required for a quorum to reflect the actual board size without accounting for vacancies. Legal counsel should confirm the quorum requirements.

5. Adjournment

- A. The meeting adjourned at approximately 6:14 PM.



Janice M. Greenwood, P.E.
Secretary