



BOARD OF DIRECTORS MEETING AGENDA
14 Maple Ave, Morristown, NJ
Wednesday, January 7, 2015, 5:30 pm

Corrigan, James	Gallagher, Zach – Vice Chair	Meyer, Ana	Taylor, Faith –Chair	Block, Florence
DeHaut, Timothy	Kalisher, Aaron	Richardson, Jed	Topping, Daniel	Garrigus, Mary Ellen
DeVos, David - Secretary	Kasper, Tracey	Rodriguez, Nicole	Woodruff, Gregg - Treasurer	Villere, Medea
Donnelly, RJ	Merolla, Vance	Seliga, Ed – Imed Past Chair	AJ Sabath - Advocacy	McClellan, Harry

TOPIC	Discussion	Action Items
Roll Call (quorum is 2/3 of 14 = 10)	Meeting called to order at 5:52 by ES, have quorum	None Required
Welcome New Board Members	<p>ES welcomed new Directors. Introductions made. ES concluding 10 years on as Board Director. As Chairman - Year in Review and parting comments</p> <ul style="list-style-type: none"> • 2014 was strong year and now chapter is well positioned to move ahead to 2015 • 2014 accomplishments and seeds planted positioned for growth • EP Committee Grown • Advocacy Committee grown – more visibility – should have Advocacy Day in 2015 • Chapter support and visibility for LEED projects • Metrics created as management tool. • Great results of audit - vetted by DOL and auditor • PR – more visibility – more press around gala • Relationship with JC mayor • Branches need more work to progress –value of chapter 	None Required

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	<p>to them – need engagement and participation.</p> <ul style="list-style-type: none"> • Word – resiliency – shifted into background – do not lose sight of it; has become the normal way of doing business • Think about next level for board – structure, board members involvement • Supporter of NJ FREE – goals to 2050 – drafted by Bob Smith – 1st state in country to have this legislated • More happening in Somerset –Ed now chair of that board – sustainability and green building high on agenda <p>Ed thanked all board members for support</p>	
Approve Agenda, Conflict of Interest, Antitrust Policy	Reviewed and approved	None Required
Approval July, September, November 2014 Board Meeting Minutes (Attachment)	Motion made to approve minutes, seconded and approved	None Required
Selection of Officers using Dynamic Governance	<p><u>Motion</u> - The 2014 Executive Committee (Ed Seliga – Chair, Faith Taylor – Vice Chair and Zach Gallagher – Secretary) presented the following revision to the Board of Directors: Section 7.3 to be amended such that “Officers shall serve a term of one year with the exception of Chair which shall serve a two year term. Officers may run for election for the same position (or other executive committee position) in successive years with the approval of a majority of the Board of Directors” via dynamic governance.</p> <p>This motion carried by majority vote by the Board of Directors and a dynamic governance process followed to elect the 2015 Officers</p> <p><u>Associated Notes</u> By-Laws state under Section 7.3: “Officers shall serve a term</p>	Revise By Laws to reflect Motion as approved by Board.

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	<p>of two years but may run for election for the same position in successive years with the approval of a majority of the Board of Directors”.</p> <p>This was not the intent of the Board of Directors when this section of the Bylaws was previously amended and would not have allowed for an appropriate election process this year. In accordance with Section 11.1 of the Bylaws, “Revisions to policies and procedures...can be carried out in the form of updated policy proposals to be presented by the Executive Committee to the Board of Directors for adoption via majority vote or dynamic governance”.</p> <p>Dynamic Governance led by Paul Lalli . Chair – 2 year position – Faith Taylor Vice Chair – 1 year position – Zach Gallagher Treasurer – 1 year position – Gregg Woodruff Secretary – 1 year position - David DeVos</p>	
Advocacy Report (Attachment)	<p>AJ Sabath reviewed Advocacy Report At 2014 Retreat – Metric defined for Advocacy. Meetings to continue in 2015. AJS is also working with South Branch to build membership by securing NJ government officials for events.</p>	None required
Grant Update	Current Grant expires 1/15/15. Submitting for new grant.	None required
Investment Plan Update	Investment - Proposal to invest \$500,000 in low risk neutral fund. If account falls below \$500,000 will be paying prorated fee.	FB proposed waiting to end of 1 st quarter to assess the chapter operating capital should we not receive a 2015 education grant. Board concurred.
Retreat Overview	Annual Retreat to be held on Wednesday, February 25 th , at Wyndham Worldwide, 14 Sylvan Way, Parsippany from 9:30 –	Agenda to be sent prior to retreat for review.

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	<p>3:30. FB to draft Preliminary Agenda</p>	
Chapter Evolution Update	<p>FB – USGBC embarking on a Chapter Evolution Process to raise the bar on performance and best practices among the National Chapters.</p> <p><u>Integrated Chapters Status</u> – give up 501 c3 and integrate governance with USGBC Nation <u>Aligned Chapter Status</u> — own 501 c3 and own board – consistent KPI’s and mission, vision and operating best practices with USGBC National <u>Independent Chapter Status</u> – no longer considered a chapter of USGBC</p> <p>FB scheduling information conference call with Chapter Evolution team at USGBC. Concept and next steps will be presented at Retreat.0</p>	Retreat Topic
New Business	<p>Jim Corrigan proposed supporting the USGBC NJ relationship with BOMA as he is active in the organization.</p> <p>David DeVos - Elements of LEED –a newly developing approach by USGBC as an alternative to “all or nothing” LEED. As an alternative of achieving all the LEED credits at one time – the opportunity would exist to collect credits over time making the process more accessible to consumers and vendors. DDV will discuss Elements of LEED with Marc Heisterkamp on Thursday as to how to begin process on existing buildings. Investor does not need huge capital – can tackle small components of sustainability at a time. Issues to be resolved – how to charge fees, and process of management.</p>	Non Required

TOPIC	Discussion	Action Items
Adjourn	Next Meeting March 11 , 2015 , Morristown office, 5:30 – 7:30 pm Motion made to adjourn meeting, seconded and approved.	Meeting Adjourned at 8:40 PM