

IAAVT BOARD OF DIRECTORS MEETING MINUTES - APPROVED

December 11, 2016, at Bread Loaf Construction, 3:30 P.M.

Attending:

- | | | | |
|---------------------------------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------|
| <input checked="" type="checkbox"/> Gary Corey
(President) | <input checked="" type="checkbox"/> Lisa Rovner
(Immediate Past-President) | <input checked="" type="checkbox"/> Eric Morrow
(Vice-President) | <input checked="" type="checkbox"/> Dan Goltzman |
| <input type="checkbox"/> Megan Nedzinski
(Secretary) | <input type="checkbox"/> Larry Dean | <input checked="" type="checkbox"/> Kevin Racek
(Treasurer) | <input type="checkbox"/> Evon Calabrese |
| <input type="checkbox"/> Joseph Cincotta | <input checked="" type="checkbox"/> Ward Joyce | <input type="checkbox"/> Joel Page | |
| <input type="checkbox"/> Danny Sagan | <input type="checkbox"/> Diantha Korzun | <input checked="" type="checkbox"/> Carol Miklos
(Executive Director) | |

Items Discussed:

1. November Minutes

Motion to approve by Kevin R, Seconded by Gary C, Votes: unanimously in favor.

Members Service Agreement

1. Anti-Trust Policy

- a) Carol: We adopted National's Anti-Trust Policy and they want to know how we're reminding members. We've uploaded to AIA website, will bring a copy to all events, and discussed the need to respond appropriately if anyone asks us a question that goes against policy. All Board members are expected to sign it.
- b) Signed by all present
- c) Carol will send to remaining board members and explain it is to be returned to her – we assume a pdf is legal document.

2. Whistle Blower Policy

- a) Compilation of several chapters' policy that Carol put together. Gary motioned to approve, Kevin seconded Votes: approved unanimously

3. Conflict of Interest Policy

- a) Eric: concerned that the language may be weak, proposed that the all the committee members should also be signatories of this policy, not just the Board members. Made changes to document to add "committee members" everywhere appropriate.
- b) Gary went on record to say that he read Joseph Cincotta's comments re: COI. However, Lisa moved to approve the document Carol presented, with the changes proposed by Eric, which was seconded by Ward Joyce. Votes were unanimous in favor.

4. Credits Compliance

- a. Gary: explained that we, the Chapter, has been asked by National to provide all the credits required by an AIA member each year. We are required to customize each program in some way, rather than offering "canned" programs. We must provide content, be on the committee for the development of a program, provide a presenter, etc.

- b. Carol reviewed what she'd done: Taken all partnership format sheets from AIA for reporting programs offered in 2015. Efficiency Vermont's BBD conference, for instance, featured five of our members' presentations. So Carol wrote up the forms to show our member's involvement in the BBD program. We'll see if this will suffice or if we'll be required to participate on the committee for programming. All programs must be customized for our state.
- c. Eric: looked at what it would take to get all architects access to the 2030 online series programming. Reached out to National to see about a price of \$4,000 for the State rather than \$250/individual. He also reached out to N.H. for involvement. What would it look like if every chapter made this arrangement, he posed to National. Our membership is nearly 300, could this programming offer boost it to 400? The \$4000 investment is a breakeven after 16 individuals. To recover the costs: new members in 2016 would get free access if you become a new member.
- d. Dan G: We should be on the committee for E.V. to plan their yearly conference because we should have a voice and contribute our knowledge. We need a volunteer for that role. Other committees we are on already: ACX Conference. We could partner on: Energy Code Seminars at VTC. Carol mentioned that we could offer credits for the EPN Film Series if followed by a guided discussion.

6. Strategic Plan

- a. Gary: We have "Director's Manual" but not a Strategic Plan, per se. It has our goals, mission statement, structure, etc. Suggests we have Carol use this document as starting point and that we at some point looking at the template National sent us and look at AIA Maine's document. This needs to be done by February 1.
- b. Motion by Kevin "to have Carol use page 2 of the Board of Directors' Manual to satisfy AIA national requirements for a Strategic Plan,, seconded by Dan G, votes: unanimously approved

7. Financial Procedures

- a) Carol explained that these are procedures rather than policy – apply to staff. Kevin recommends, as our treasurer, that since this is what we are already doing, the document is appropriate as is. Gary made a motion to accept, seconded by Eric, approved unanimously.

8. Records Retention

- a) Carol explained it's a policy around how long we keep records of all sorts of transactions, financial, communications, etc. She brought to our attention that, for instance, we only have Board Minutes for the last 14 years. Does this mean we should clarify this issue on our submission to National?
- b) Ward moved that "we leave the document as is -- i.e., "that we will save minutes documents forever" and not show specific dates of when we began with anything." This was seconded by Kevin. Votes: unanimous in favor.

9. Further Business

- c) Gary moved that "Carol craft any new documents needed for National from any documents that she can find from other states, and send to Executive Committee for approval. Seconded by Dan.

10. Emerging Professionals

- a. Evon wants us to know that the date for Review of Portfolios with graphic designers will be April 7 at BCA. There will no design competition this year due to too few entries.

11. Budget Report

Kevin and Carol reviewed it, as well as did Exec Committee

Items of note:

- Balanced budget
- Carol's compensation: Carol's raise, \$2,000 there for office equipment
- More money for Retreat
- \$5000 for Admin assistant
- Sale of Archistream included
- Taken out money for caretaking Archistream
- Last year we made \$11k profit, but had we sold the Archistream would have been 28K
- Going to be more diligent about getting financial reports out before meetings for our review.
- \$23k for Archistream, we used only ¼ of that as it wasn't managed all year.
- Golf tournament was extra profitable
- Most everything did a bit better
- List of 6 items that have been requested by Carol. Reviewed them.
- Lisa motioned to approve Budget as presented, seconded by Eric, voted unanimously

12. Learning Unit

a. Ward made a motion that the Board not have to pay for this program since we came so far for this meeting/LU combo. Seconded by Kevin, voted unanimously

The group convened an executive session to discuss the Executive Director's salary and benefits for the future.

Respectfully submitted,
Ward Joyce