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**Regular Meeting of the Board of Directors
Tuesday, January 23, 2007
Via Conference Call**

-MINUTES-

Members Present: E. Caldwell*; J. Klane*; D. Kingman; J. Reny; M. Stern; G. Terrien; J. Thibodeau; C. Toppan

* = present for portions of the meeting only

Members Absent: S. Caulfield; P. Doran; B. Miller; I. Most; J. Musmand; P. Taylor

Staff Present: Christy Crocker

The meeting was called to order at 5:10 p.m.

Item 1. Welcome, Announcements and Meeting Quorum

Margaret welcomed everyone to the call.

A quorum was confirmed present at the outset of the meeting, but was not present for the full meeting. Any votes taken during the meeting were done when a full quorum was present.

A decision was made to reconvene the Board to address actions that could not be taken at the meeting. These are noted in the minutes that follow.

Item 2. Accepted Minutes

A motion was made and seconded to accept the minutes of the November 14, 2006 meeting. A roll-call vote was taken. Motion carried.

Item 3. Nominations for Director to Complete Jay Readinger Term

Clough Toppan reported on his efforts to personally contact those individuals who have expressed an interest in completing the term recently vacated by Jay Readinger. Gene Kaler,

Cressey Mollison, and Steve Carr, all current members of the Council, have come forward as a result of the newsletter notification to the membership. David Early, not currently a MIAQC member, was contacted by Peter Taylor. Only one resume has been received to date from Cressey Mollison.

Those present felt more information was needed on the qualifications of each of the candidates before an appointment could be made. Clough will continue his efforts to obtain resumes, as well as discuss with the candidates what strengths they might be able to bring to the Board. The Board will be reconvened by conference call to make the final appointment based on the Executive Committee's recommendations.

Additional discussion focused on the lack of provisions in the Bylaws preventing individuals from joining the MIAQC and immediately becoming eligible for Board service. It was the general consensus of those present that some type of MIAQC membership requirement should be implemented so that new Board members at least have a personal working familiarity with the MIAQC and its mission.

Board members will have an opportunity to review this issue as part of the upcoming Board Retreat. An item will be placed on the agenda for the next regular meeting of the Board on May 1.

Item 4. MIAQC Policy Initiatives and Projects

Christy Crocker provided brief summary reports on:

- A. MIAQC's service as the administrator of the legislatively mandated task force (LD 1971) studying mold in Maine buildings is near completion. Ivan Most served as the moderator of each of the meetings, which were held in October, November and December. Christy drafted the preliminary draft of the final report, and has been working with representatives of DEP and DHHS to revise the report for final review. The report is complete and is now undergoing departmental review. The tentative date for report presentation is February 1, 2007. A copy of the final draft was circulated to the Board. Christy is available to the Board to answer any specific questions they may have about the provisions in the report.
- B. The MIAQC has initiated legislation to get the newly published E 1465 ASTM-2006 standard for installation of passive/active radon systems in new residential construction adopted as a model standard for Maine. The legislation proposes to include this standard as part of the growing family of Maine model building codes. In accordance with MIAQC's agreement with the American Lung Association of Maine, ALA-ME is taking a significant role in the implementation of strategies to have the bill adopted.
- C. A copy of the preliminary listing of legislative bills the MIAQC will follow was forwarded to the Board in advance of the meeting. Any member of the Board that has questions regarding the legislation can contact Christy for details. The Policy Committee of the MIAQC relies heavily on Board-adopted policy statements when considering positions on legislative initiatives.

Item 5. Board of Directors Retreat Planning

Margaret Stern and Christy Crocker provided a review of the efforts to secure quality facilitation services for the upcoming February 27th Board Retreat. All three options are based on programs offered through the Maine Institute of Civic Leadership/Board Network/Maine Association of Nonprofits. A summary of each was provided to the Board in advance of the meeting.

The discussion quickly focused on the two lesser priced options, and the advantages and disadvantages of each. Because of the possibility for an extended relationship with the facilitator of the “Legal Responsibilities of Nonprofit Boards” to address future legal/governance issues, it was the consensus of those present that this was the preferred option.

A quorum not being present, the Board directed the Executive Committee to secure the services of Rob Levin, attorney/consultant of the Legal Responsibilities of Nonprofit Boards program.

Mr. Levin’s program will fill the morning portion of the Retreat agenda. It was the consensus of those present that the afternoon portion of the Retreat be devoted to Development.

Item 6. 2007 Annual Conference

Christy Crocker provided a brief update on the progress on the 2007 Maine IAQ Conference. Conference brochures are being printed, and are expected to be delivered within the next week to 10 days. Plans for the program overall are progressing well.

Members of the Board were asked to do everything possible to promote the program to their colleagues and professional peers.

Item 7. Residential Construction Trainings Update

Because of the trainers’ schedules, the Pilot presentation of the *Building Shell* training has been delayed until February 13th at Central Maine Power Company in Augusta. Any member of the Board interested in participating in the pilot is welcome to do so.

Item 8. Residual Business from Prior Board Meetings

Complete discussion of both pieces of residual business from prior meetings--consideration of having the Executive Director serve as the Registered Agent and consideration of registration as a Charitable Organization in Maine—were delayed until the conclusion of the February 27th Board Retreat. The Executive Committee will be asking the retreat facilitator to assist the Board with these issues specifically.

Item 9. MIAQC By-Laws and Policy/Procedure Review: MIAQC Committees

The Board spent a significant amount of time reviewing the provisions in the Bylaws relative to Committees. However, because a quorum was not present, actions to address these issues could not be voted on. Those presented identified the following issues for the Board to address in subsequent action:

- 1) Confirm Existing Committee Chair appointments through June 2006
- 2) Accept resignation of Brant Miller as Development Committee Chairperson
- 3) Appoint George Terrien as the provisional Chair of the Development Committee.
- 4) Consider strategies to better engage MIAQC members in Committee activities
- 5) Engage in further discussion on whether Committee chair term limits should be implemented.

The Board also engaged in some strategic discussions on the role of the Development Committee and the role of MIAQC Board members to address issues of Development. Ongoing development concerns for the MIAQC will be addressed at the Board Retreat. In addition to a brainstorming session, those presented requested the afternoon retreat agenda allow for some additional strategic discussion of MIAQC's approach to development.

George Terrien agreed to prepare a preliminary agenda for the Development portion of the Retreat for review and consideration by the Executive Committee.

The Board further expressed a preference for the Board member candidate filling the vacated term of Jay Readinger to have some development skills and opportunities they can bring to the Board. Clough offered to research this with the individual candidates.

Item 10. Status Report: Memorandum of Understanding with IAQA

Margaret Stern will be contacting IAQA to determine if Bob Baker, IAQA Board President, has signed the Memorandum of Understanding between IAQA and the MIAQC.

Item 11. Executive Reports

- a) President: passed over
- b) President-Elect: passed over
- c) **Secretary Treasurer**
 - i. Second Quarter Statements

Clough Toppan reviewed all of the second quarter reports prepared by the MIAQC finance administrator, Chris Gagne. There have been no surprises in the last quarter, and overall, the budget statements are a significant improvement from those provided in prior years.

Clough will be working with Christy and Chris Gagne to address some remaining issues, specifically how best to present budget projections and year to date actuals to minimize confusion.

The next quarter will be a significant one for the MIAQC, as income and expenditures from both the IAQ Conference and the Residential Construction trainings begin to come in.

ii. Suspend Reviewed Financial Statement Until Conclusion of FY 06-07

Christy Crocker asked the Board to consider suspending its policy to have a reviewed financial statement prepared for the prior fiscal year. Existing policy requires that MIAQC secure a reviewed statement every other year. In accordance with this policy, a statement for 05-06 should be prepared. However, given the change in finance administrators, Christy recommended that a statement be prepared for 06-07, so that any problems with the new system for managing MIAQC accounts can be addressed expeditiously.

While no action could be taken at this meeting, it was the consensus of those present that suspending the preparation of a reviewed statement until 06-07 was an appropriate use of MIAQC resources.

iii. Extend Contract of Finance Administrator Through July 31, 2007

The existing contract with Christine Gagne, finance administrator, expires January 31, 2007. Christy recommended that her contract be extended through July 31, 2007 to provide the Board an opportunity to review year-end statements. At that point, the Board can consider extending her contract on a yearly basis.

No action could be taken at this meeting, but it was the consensus of those present that extending Chris' contract through July 31, 2007 was appropriate.

iv. The MIAQC has received a verbal commitment from Northeast Laboratory Services for a \$10,000 donation. Christy will be drafting a brief written agreement for review by the Executive Committee prior to signature.

d. Executive Director

Christy Crocker reported that the MIAQC has successfully complete several large projects. These four projects have been the primary focus of Christy's time and effort.

- Partnership with the Board of Pesticides Control to produce a series of trainings on recently adopted regulations requiring IPM in buildings
- Service as the Administrator of the legislatively-mandated task force on Mold in Maine Buildings
- Successful implementation of a Call for Presentations process for the Maine IAQ Conference, resulting in more than a dozen unique topics for presentation at the program in March

- Completion of our first EPA grant to provide residential construction trainings to low-income communities

Christy also briefly reported on the purchase of a new computer for the MIAQC and successful transfer of MIAQC records and data. The entire purchase is under budget.

Item 12. Additional Committee/Subcommittee Reports

Passed over.

Item 13. New Business

There was no other business to come before the Board at this time.

Item 14. Confirmed Date(s) for Upcoming Board Meetings

February 27, 2007 – Board Retreat – All Day
Maple Hill Farm Bed & Breakfast – Hallowell

March 28, 2007 – 2007 Maine IAQ Conference – Board attendance recommended

May 1, 2007 – Regular Meeting of the Board of Directors
5:00 p.m. to 8:00 p.m. – Augusta location to be determined

June 1-8 window – MIAQC Annual Business Meeting and Seminar
(no IH topic due to ABIH training conflict)

June 12, 2007 – Annual Meeting of the 2007-2008 MIAQC Board
5:00 p.m. to 8:00 p.m. – Augusta

The meeting was adjourned at 8:00 p.m.