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**Regular Meeting of the Board of Directors
Monday, July 10, 2006
American Lung Association of Maine
Augusta**

-MINUTES-

Members Present: S. Caulfield; P. Doran; D. Kingman; J. Klane; B. Miller; I. Most; M. Stern; P. Taylor; C. Toppan

Members Absent: E Caldwell; J. Musmand; J. Reny; J. Readinger; G. Terrien; J. Thibodeau

Staff Present: Christy Crocker

The meeting was called to order at 5:25 p.m.

Item 1. Roll Call & Announced

Margaret Stern, President welcomed everyone to the meeting.

New Board member Peter Taylor was welcomed to the Board and introduced to other members present.

A quorum was confirmed present.

Item 2. Approved Minutes of January 17, 2006 Meeting

A motion was made, seconded and approved to approve the minutes of the January 17, 2006 Board meeting.

Item 3. Officer Elections

The Board is required each year to elect a President, a President-Elect and a Secretary/Treasurer to serve one year terms.

The slate of officer candidates for 2006-07 is:

President:	Margaret Stern
President-Elect:	Dennis Kingman
Secretary/Treasurer:	Clough Toppan

George Terrien, the President-Elect for 2005-2006 did not wish to serve another year in this office, nor did he have interest in other officer positions at this time.

A motion was made, seconded and approved to elect the slate of officers as presented.

Following the election, the Board commented on the excellent work accomplished by George Terrien as a member of the Executive Committee in 2005-2006. The Executive Director was asked to send a written communication from the Board to George thanking him for his service in this capacity.

Item 4. Corporate Bylaws/Governance

Margaret Stern reported that as president for 2006-07, one of her goals will be to review the governance documents and structure of the Council. Tasks will include reviewing and updating the MIAQC By-laws, reviewing and updating internal policies and procedures, and preparing an organizational chart more clearly identifying chain of command and reporting processes.

A motion was made, seconded and approved to appoint a working group to update the Council governance documents and policies/procedures. Working group members will include: Margaret Stern; Dennis Kingman and Brant Miller.

Item 5. Authorization of Finance Administrator Position

Clough Toppan reported on the search process undertaken by the MIAQC Executive Director, and the subsequent interview of Chris Gagne for the Finance Administrator position. A memo detailing the search process, Chris' skills, a summary of the tasks to be performed, and a list of options for components of a contract for services was circulated to the Board in advance of the meeting. Clough and the Executive Director both recommend that Chris be hired to provide the needed financial management services. Clough further recommended that Chris be hired as an independent contractor.

A motion was made and seconded to allow the Executive Director to proceed with securing Chris Gagne as an independent contractor to perform financial administration duties for the MIAQC.

Following the motion, the Board discussed at length the provisions for hiring and managing staff as specified in the current MIAQC By-laws. Although not able to provide the MIAQC with any legal advice, Margaret recommended that the existing language would need to be amended to clearly provide this authority to the Executive Director. The Board further discussed:

- Desire for Chris to be bonded
- Need for the MIAQC to purchase QuickBooks for ease of data transfer and management
- Availability of training opportunities through Board members
- Cost analysis of other available accounting options (\$75-200 per hour for CPA/Accounting Firm; \$20-\$60 per hour for independent bookkeeping services)
- Inability of the Board to amend By-laws without a full Membership meeting.
- Need for a temporary solution to secure financial management services while the Board undergoes the governance review.

At the conclusion of the discussion, **the original motion was withdrawn.**

A new motion was made, seconded and approved to authorize Christy to issue a short-term contract with Chris Gagne as an independent contractor for financial management services through the end of the first quarter: September 30, 2006.

The Board recommended several provisions for inclusion in the contract. The MIAQC Executive Committee will have the opportunity to review the contract prior to its execution with Chris.

Item 6. Summary of Meeting with Indoor Air Quality Association and Review of IAQA-MIAQC Memorandum of Understanding

Margaret briefly reviewed the scope of the discussions with Bob Baker, president of the Indoor Air Quality Association (IAQA) and Glenn Fellman, IAQA Executive Director during their visit to Maine in June.

The IAQA has had significant success in creating relationships with external, independent organizations to achieve common goals. The IAQA expressed its interest in much of the work accomplished by the MIAQC. IAQA was not interested in seeing MIAQC become an IAQA chapter or be absorbed by IAQA in any way.

Margaret reviewed the draft Memorandum of Understanding (MOU) between the IAQA and the MIAQC. This MOU will give both organizations the opportunity to share information and discuss opportunities for increased collaboration.

The Board reviewed the MOU. A minor amendment to the draft was made to better clarify the training and certification opportunities offered by each group.

Following the discussion, **a motion was made, seconded and approved to adopt the Memorandum of Understanding Between IAQA and MIAQC as amended.**

Full text of the provisions of this memorandum is as follows:

* * *

This Memorandum of Understanding (MOU) is made by and between the Indoor Air Quality Association (IAQA), a Florida not-for-profit corporation, and the Maine Indoor Air Quality Council (MIAQC), a Maine not-for-profit corporation. As non-profit organizations representing the indoor air quality industry, IAQA and MIAQC hereby agree to the following:

- 1.) We recognize the value and importance of the work performed by each organization, and we encourage the continued growth and prosperity of each organization.
- 2.) We recognize the importance of membership benefits offered by each organization, and we encourage those in the IAQ industry to seek membership in one or both organizations.
- 3.) We agree to share information of common interest, and to work together on common causes as appropriate.
- 4.) We recognize the training programs and certification designations as are offered or may be offered by each organization respectively, and we encourage the public to

engage properly trained and certified individuals and companies to perform indoor environmental services.

- 5.) We agree to share this MOU with our members.

* * *

Margaret will prepare copies of the MOU for signature by herself and Bob Baker of IAQA.

Item 7. Financial Reports and Adoption of 2006-2007 Budget

Clough Toppan reviewed the general provisions of the proposed budget for 2006-2007. The budget draft was prepared by Christy Crocker, and includes a comprehensive budget narrative that clearly identifies how each line item was prepared and calculated for inclusion in the overall budget. The budget includes separate program budgets for the 2007 MIAQC Conference, the Residential Construction Training Modules, and the MIAQC Educational Programming. The Board was asked to pay particular attention to several items in the budget:

- 2006-07 Dues Structure: represents a dues increase of \$11.00 per person.
- Residential Construction Training Modules: review of overall income and expense strategies
- MIAQC Staff Salaries
- Purchase of new office computer
- Development Structure and Strategies
- Board Support Levels
- 2007 Annual Conference
- 2007 Board Retreat

The Board discussed the overall provisions of the budget, focusing on the approximate \$5000 shortfall as presented in the draft. It was the consensus of those present that a deficit budget could be desirable as the Council undertakes implementation of its corporate sponsorship plan. It was also the consensus of those present that careful monitoring of the budget would be required at each and every meeting of the Board throughout 2006-2007.

At the conclusion of the discussions, **a motion was made, seconded and approved to adopt the 2006-2007 MIAQC budget as presented.**

Item 8. Summary of 2006 MIAQC Conference

Passed over. 2006 Evaluation Tabulations sent to MIAQC Board in advance of meeting.

Item 9. 2007 Annual Conference – Call for Presentations

Margaret Stern reported that the Annual Conference Planning Committee was interested in implementing a Call for Presentations process in preparation for the 2007 Conference. The planning committee will be developing the documentation for the call for presentations in the next week or so. The deadline for receipt of presentation proposals will be September 30th.

Several members of the Board have had extensive experience with the call for presentations process. In particular, Jonathan Klane and Steve Caulfield had some concrete suggestions. Calls for proposals should request:

- Presenter's professional background and biography
- Core learning objectives of the presentation
- Brief abstract
- References regarding presentation ability
- Resources of source materials
- 45, 60, 75, or 90 minute presentation preference

In addition, the American Lung Association of Maine will be coming on board as a key conference sponsor to help us develop a health/medical track. The conference planning team would like to use this conference track sponsorship (\$5000) as a means to secure additional conference track sponsors at a similar level. The Board was asked to help identify the core tracks to be offered at the conference to secure both track sponsors and to include in the call for presentations. The Board identified the following tracks:

- Building Design & Construction (including Green)
- Health/Medical
- Facility Maintenance and Energy Performance
- Investigations, Testing & Research
- Cleaning & Remediation

A motion was made, seconded and approved to authorize the Conference Planning Committee to develop a multi-track protocol for the call for presentations. The protocol will be reviewed by Dennis Kingman, Steve Caulfield, and Margaret Stern prior to its dissemination. Board members will be asked to do everything they can to help circulate the Call for Presentations once available.

Peter Taylor offered to serve on the conference planning team as well.

Item 10. Committee Reports

Passed over. Annual Report of Activity sent to MIAQC Board in advance of meeting.

Item 11. Other: MIAQC Staff Performance Evaluation and Authorization to Extend Current Staff Contract

Margaret Stern asked that Brant Miller complete his notes from his performance evaluation of the Executive Director. Margaret will be doing the same, with the goal to solidify the process of regular, consistent employee evaluations. Christy Crocker has submitted a written response (via e-mail) that can then be circulated to the Board for a final employee performance, salary, and benefits review.

In the interim, a motion was made, seconded and approved to extend the Executive Director's employment contract with its current provisions until such time as a new one could be prepared.

Item 12. Set Date(s) for Upcoming Meetings

The following meeting schedule was set. Board members were asked to mark their calendars accordingly.

Wednesday, September 13, 2006

5:00 p.m. to 8:00 p.m.
Maine Medical Center – Portland

Wednesday, October 18, 2006
5:00 p.m. to 8:00 p.m.
Augusta Location to be Determined

Tuesday, November 14, 2006
5:00 p.m. to 8:00 p.m.
Maine Medical Center – Portland

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

Respectfully Submitted,
Christine G. Crocker
July 11, 2006