



P.O. Box 2438, Augusta, Maine 04338

Telephone: 207/626-8115

Fax: 207/626-9015

E-Mail: [miaqc@gwi.net](mailto:miaqc@gwi.net)

Web: [www.miaqc.org](http://www.miaqc.org)

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**Regular Meeting of the Board of Directors  
Tuesday, August 30, 2005  
Dana Center at Maine Medical Center  
Portland**

**-MINUTES-**

**Members Present:** E Caldwell; P. Doran; J. Hastings\*; D. Kingman\*; B. Miller; I. Most; J. Musmand; M. Stern;  
G. Terrien; J. Thibodeau; C. Toppan  
\* = present via conference call.

**Members Absent:** M. Bonzagni; S. Caulfield; D Lewia; J. Reny

**Staff Present:** Christy Crocker

The meeting was called to order at 5:05 p.m.

**Item 1. Welcome/Announcements**

Margaret Stern, President welcomed everyone to the meeting.

A quorum was confirmed present.

**Item 2. Accepted Minutes from the June 21, 2005 Meeting**

A motion was made, seconded and approved to accept the minutes as presented from the Tuesday, June 21, 2005 meeting of the Board of Directors.

**Item 3. Treasurer's Report**

The Treasurer opened his report by noting that, overall, the financial statements as presented are a fairly accurate reflection of the current fiscal status of the MIAQC. While there are still some errors to be corrected, the statements show significant financial improvement from those presented to the Board in June.

A. Cleaning for Health & IAQ

The statement as distributed is the first comprehensive statement that has been made available to the Board for this program. Most income and expenses are as shown. The program performed better than original projections. The net gain of \$2,031.25 does not account for staff salary and overhead.

B. Annual Conference:

All income and expenses are accounted for from the March 2005 program. The program exceeded net proceeds projections by just over \$1000.00.

C. Year-end Statement

The preliminary year-end statement for June 30, 2005 shows a net loss of \$7,350.02. Although the program ended the year in the red, it should be noted that the Council budget anticipated an \$11,628.00 loss for the year.

D. Residential Contractor Trainings

This statement was just made available and was not shown on the original meeting agenda. \$1000 in sponsorship support is still pending for these programs. Some expenses for the independent evaluation are still pending. Overall, however, the program sponsorship covered most, but not all of the program's expenses. For a first time effort, this should be deemed a success.

A brief discussion followed the Treasurer's report, after which a **motion was made, seconded and approved to accept the Treasurer's report as presented.**

**Item 4. Preliminary Open Discussion: The Future of the Maine Indoor Air Quality Council**

A. Lead-in Discussion of a Board of Directors Development Policy

George Terrien presented a draft of a proposed policy outlining the Board of Directors' responsibility to assist the MIAQC in its development efforts. This policy was developed as a means to solidify Board members roles in the overall financial health of the organization, while at the same time recognizing the variety of disciplines and individual circumstances and contributions of Board members. This policy could become part of the MIAQC policy and procedures manual, or could be incorporated as part of the MIAQC by-laws for greater impact.

The statement as presented reads:

Members of the Board shall each accept the responsibility of contributing to the funding of the Council annually. Each member shall determine the amount of his or her contribution. Additionally, every member of the Board shall participate directly in raising funds for the Council, in a manner to be determined and coordinated by the Development Committee.

In a brief discussion, Board members expressed their support for this statement as drafted. However, in light of the need to first address the overall direction the Council is likely to take in the next year, **a motion was made, seconded and approved to table action on this statement until the Board had progressed further in its discussions regarding MIAQC's future.**

B. Options for the Future of the MIAQC

Brant Miller reviewed in detail the discussions and developments that have occurred since the last meeting of the Board. In summary, the Development Committee has met to determine and prioritize tasks as part of an overall development plan, and discussions have commenced regarding logistics of possibly merging with the Lung Association. Copies of minutes from the Development Committee, as well as a discussion draft highlighting some of the administrative/logistical hurdles of becoming part of ALA-ME, were distributed to the Board in advance of the meeting. These documents are meant to serve as guides for the discussion at this meeting.

#### The Problem:

Although the MIAQC has had significant success programmatically, it has made little progress in becoming financially independent. Ongoing, long-term sustaining funding from the American Lung Association of Maine is unlikely to be a viable option, especially given national Lung Association consolidation efforts.

#### The Options as Discussed by the Board:

##### Option 1: Remain Independent.

Remaining independent with a similar governing structure and workplan would require securing a minimum of \$36,000 in sustaining funds per year.

##### Option 2: Merge with an Existing Organization with Common Mission and Interests

- i. The American Lung Association of Maine has offered to have the Maine Indoor Air Quality Council become a program arm of the Lung Association.
- ii. Margaret Stern reported on her preliminary discussions with the Executive Director of the IAQA regarding options for the MIAQC to become a chapter of a national IAQ that is being created from the merger of three IAQ groups: the IAQA, the Am. IAQ Council, and the IESO.

#### C. Open Discussion

The Board was given the opportunity to openly discuss any and all issues and concerns regarding the structural and financial future of the Council. The bulleted items that follow in these minutes represent a summary of some of the critical issues and concerns that were raised.

##### Membership:

- If merger with an outside organization is to be considered, it will need to be decided what to do with the membership.
- Board has a core responsibility to its voting membership. Members have a role to play in the overall governance of the Council.
- Concern that membership would not wish to remain members of a MIAQC if MIAQC is restructured as part of the ALA-ME?
- ALA-ME does not currently have members
- Membership will need to have a say in what we do. Final determination must be made by membership at June annual meeting or a special meeting called in advance of June meeting.

#### Alignment with Organization with Like Interests

- Consideration of a merger with any other group should recognize the mission, values and workplan of each organization. If there is significant alignment in missions, values and workplans, then consideration of a merger makes sense.
- Original charter of ALA-ME very heavy in public health
- MIAQC public charter includes public health, but recognizes interdisciplinary backgrounds of members: professional/technical expertise, education, communications, policy
- MIAQC needs to have as a priority focus: what affiliation with a specific outside organization could do for the MIAQC (secondary focus: what can MIAQC bring to outside organization.)

#### Financial Sustainability a Critical Issue

- Merging with a larger organization, especially in consideration of a merger with ALA-ME, would provide critical ongoing financial support so that MIAQC can focus on advancement of its workplan. There is value to be considered in aligning with a strong organization.

#### Value of Remaining Independent

- Perception that part of our success and value has been our independence
- Perception that part of our success and value has been more our interdisciplinary component. Recognition of public health, but also professional/technical
- Independence of setting program and workplan
- Constraint of funding availability

#### Logistical Hurdles of the ALA-ME Option

- Future of ALA-ME unclear given regional consolidation by 2010
- MIAQC as part of ALA-ME provides ALA-ME with strong IAQ emphasis as it approaches a regional merger. Does ALA-ME give as much back to MIAQC?
- Will merging with ALA-ME dilute our mission and workplan or enhance it? Would MIAQC have ability to continue its technical/professional affiliations, or would the public health aspects of ALA-ME supercede?
- Legal/Employment issues with Christy's contract
- No Board within a Board. How would workplan conflicts and differing priorities between MIAQC and ALA-ME Board be resolved?
- ALA-ME not a membership organization.

#### General Issues Relative to ALA-ME

- MIAQC owes a huge debt to ALA-ME, both for its vision in founding the MIAQC, as well as its ongoing financial and in-kind support.
- No one has, to date, questioned the MIAQC's independence as an objective provider of IAQ guidance, policy and education.
- Would MIAQC be subject to corporate pressures if it diverges completely from ALA-ME?

#### General Issues Relative to Merger with Other National IAQ Organization

- This concept has only begun to be explored. Similar issues of mission, education, policy, workplan alignment will need to be considered.

#### Future of Annual Conferences, Policy, Education

- Huge momentum in this significant programmatic effort of the MIAQC. Would a merger with another organization stall this momentum?
- Huge momentum in advocacy arena. Would alignment with another group alter perception of value of MIAQC?

#### Board responsibility

- The Board's responsibility is to the health and sustainability of the mission of the MIAQC.

#### Time Line

- Not necessary to rush considerations and decision. MIAQC has financial resources to carry through remainder of fiscal year: June 30, 2006.
- Desire to have this be a thoughtful deliberative process. MIAQC will be stronger for having done so.

#### D. Proposed Course of Action

As part of the open discussion, the Board identified several courses of action.

- 1.) Given the length of time that will be needed to adequately explore all of the options, the Board determined that fiscal sustainability and ongoing independence, if it is to remain an option, would need to be advanced regardless of development of other options. To not do so, would by default require the Council to secure an alternate path.

In recognition of this, **a motion was made, seconded and approved to:**

- a. Have the Council proceed with the development plan as prepared by the Development Committee**
  - b. Adopt the policy on Board Development as presented and tabled earlier in the discussion at this meeting for inclusion in the MIAQC Policy & Procedures Manual**
  - c. Place the Board Development Policy on the agenda for consideration by the membership at its next business meeting for inclusion as part of the MIAQC Bylaws.**
- 2) The Development Committee will develop a document identifying what MIAQC believes an optimal merger agreement/structure should look like. This document will be distributed to all members of the Board for their review and comment.
  - 3) **A motion was made, seconded and approved to authorize Margaret to continue discussions with appropriate national organizations for fact-finding purposes to explore MIAQC's options as a regional chapter.**
  - 4) A meeting with Ed Miller has been set for Wednesday, September 14<sup>th</sup> at 9:30 a.m. MIAQC representatives at that meeting will include: Brant Miller, Peter Doran, Margaret Stern, George Terrien and Clough Toppan. The meeting will be used to

present the MIAQC's annual report to ALA-ME, as well as have an open discussion with Ed regarding options/structure for merger with ALA-ME. Ed will be asked to prepare a preliminary proposal in advance of the meeting.

- 5) The Communications Committee will prepare a strategy for communicating to the membership the issues of ongoing independence or merger/consolidation.

**Item 8. Confirm Dates for Upcoming Meetings of the Board of Directors**

The dates for upcoming 2005-06 Board meetings are:

Tuesday, November 15, 2005  
5:00 p.m. to 8:00 p.m.  
Augusta location to be determined

Tuesday, January 17, 2006  
5:00 p.m. to 8:00 p.m.  
Maine Medical Center, Portland

February 15 or 16, 2006  
Annual Board of Directors Retreat  
All Day  
Maple Hill Farm Bed & Breakfast, Hallowell

Tuesday, May 23, 2006  
5:00 p.m. to 8:00 p.m.  
Augusta location to be determined.

The meeting was adjourned at 7:35 p.m.

Respectfully submitted:

Christine G. Crocker  
MIAQC Executive Director  
August 31, 2005