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**Regular Meeting of the Board of Directors
Wednesday, September 13, 2006
Dana Center at Maine Medical Center
Portland**

-MINUTES-

Members Present: E. Caldwell; S. Caulfield; P. Doran; J. Klane*; B. Miller; I. Most; M. Stern; P. Taylor; G. Terrien; J. Thibodeau; C. Toppan

* Present via conference call

Members Absent: D. Kingman, J. Musmand; J. Reny; J. Readinger

Staff Present: Christy Crocker

The meeting was called to order at 6:00 p.m.

Item 1. Roll Call & Announcements

Margaret Stern, President welcomed everyone to the meeting.

A quorum was confirmed present.

Item 2. Approved Minutes of July 10, 2006 Meeting

A motion was made, seconded and approved to approve the minutes of the July 10, 2006 Board meeting.

Item 3. Executive Reports

A. President's Report

The President stated that her report consisted of several items that could be better addressed in the context of other agenda items, and that she would raise these issues as the agenda items were discussed.

B. President-Elect Report

Passed Over.

C. Treasurer's Report

Clough Toppan reported on the following year-end (06/30/06) financial statements

i. Balance Sheet

The Balance Sheet for 06/30/06 shows that the Council maintained a stable cash flow in 2005-06, ending with a balance very similar to 06/30/05.

Not shown on the balance sheet is approximately \$13,000 that was received in July and August 2006 to support the Residential Construction Training modules.

ii. Income Statement

While there are still some unresolved coding/posting issues in the statement, this overall statement fairly accurately shows the performance of the projects and activities of the MIAQC throughout 2005-06. While some programs performed better than others, the overall outcome of the budget is positive. The Council ended the year with a \$1,958.00 net income, just \$2132 under projections for the year.

iii. 2006 Annual Conference

Overall, the financial performance of the annual conference was comparable to the performance of the 2005 Annual Conference on Building Commissioning. Clough noted that it is difficult to budget accurately for the annual conference given the many variables that must be projected, including the number of registrants, the number of program sponsors and exhibitors, and the cost of the facility and materials.

iv. Residential Construction Training

The statement as presented does not reflect income received after June 30th. Post July 1, the MIAQC has received a minimum of \$13,000 in financial support for the programs. Clough noted that this level of project support not only paid all out-of-pocket expenses on the programs, but was sufficient to offset much of Christy's time to produce the programs.

The Board discussed the staff overhead element in some detail, following which the Board requested that future statements for key educational projects (Education Committee seminars, the Residential Construction Training modules, and the Annual Conference) show an allocation of staff costs to the individual effort.

v. Physician's Mold Seminar

This program drew a smaller, more targeted audience. Approximately 35-40 individuals attended. The program had only one presentation, but was marked exclusively by e-mail to reduce expense. The program netted approximately \$900.

At the conclusion of Clough's presentation and subsequent Board discussions, **a motion was made, seconded and approved to accept the Treasurer's report as presented.**

D. Executive Director's Report

i. Schedule Update

Christy Crocker thanked the Board for the schedule flexibility throughout the Summer months.

ii. Membership Dues Update

Approximately 30% of the membership have paid their dues based on the e-mail billing notice process. Paper dues notices will be sent by the end of the month.

iii. Paddling the Rapids Professional Development Opportunity

Christy reported on her interest in participating in a new forum for Non-Profit Executive Directors that is being started in the Augusta area. The forum is designed to help Executive Directors meet the challenges of working in the nonprofit arena. Participation in the forum is limited to 9 individuals. The forum meets monthly in four-hour sessions. First year fees are \$500.00.

Christy asked that the Board consider supporting her participation in the forum through payment of the fees and compensation for time spent to attend the forum.

Following her request, Board members discussed the value of the opportunity, the desire to support the professional development of the Executive Director, and the overall cost to support both the training and staff-time compensation.

A final motion/vote was deferred until later in the meeting.

iii. MIAQC Contractual Finance Administrator

a. Contract Extension.

Christy reported that the contract with Chris Gagne has been finalized and was signed by both parties in August. Christy has met with Chris to review accounts and statement structure, and Chris hopes to be able to produce a first quarter report for the Board's review at its meeting in October.

The contract with Chris is scheduled to expire on September 30th. By that date, Chris will not have had the opportunity to prepare any quarterly reports. Christy recommended that the Board consider extending Chris' contract until at least the conclusion of the second quarter.

The Board briefly discussed the issue, reviewing the advantages/disadvantages of various contract end points. Following the discussion, **a motion was made and seconded and approved to extend Chris' contract to December 31st, 2006.**

Because of the desire to see production of at least two rounds of quarterly reports, **a friendly amendment to the original motion was made and seconded to change the date extension to January 31, 2007.**

A vote was taken. **The motion was approved.**

b. Employee Dishonesty Policy

Because her contract with the MIAQC is the first finance administration contract secured by Chris Gagne, Chris has experienced difficulty obtaining bonding on an independent basis.

As an interim measure until Chris can secure her own bonding, Christy has explored other insurance protections for the MIAQC. Christy reviewed a quote from the MIAQC's insurance agent for MIAQC to purchase \$25,000 of employee dishonesty coverage for an annual premium of \$105. Deductible is \$250 per claim. The policy would cover both current staff (the Executive Director) as well as the contractual finance administrator.

The Board found the quote to be reasonable, and expressed satisfaction that \$25,000 of coverage would be sufficient to cover the MIAQC from an employee dishonesty event. It was the consensus of the Board, however, that if the relationship with Chris Gagne continues on a long-term basis, that Chris should be asked in the future to secure her own bonding independent of this employee dishonesty policy.

A motion was made, seconded and approved to purchase the Employee Dishonesty Bond as quoted.

Item 4. Review/Approve Resolution for MaineShare

Brant Miller presented the Board with an overview of MaineShare, a nonprofit organization in Maine that raises funds to support its "member" nonprofits through employee workplace giving programs. MaineShare's mission is to increase human and financial resources for and awareness of nonprofit organizations working to prevent and solve human and environmental problems in Maine.

The Development Committee has expressed interest in pursuing an application to be a MaineShare member. The minimum member share for participating member organizations in 2005 was \$4072, with the average allocation being in the \$7000.00 range. Individual donors can choose to donate to the full slate of MaineShare members equally, or select an individual organizational giving plan. As a MaineShare member, the MIAQC would be required to pay a dues fee of \$250.00 for the first year. For subsequent years, the dues would be \$250.00 plus 6% of the allocation from the prior year. MIAQC would further be required to donate a minimum of 36 hours to help support the organization. This could be accomplished in a variety of ways, from direct staff help to donation of presentation services.

In order to apply, the MIAQC must approve a Board resolution supporting MIAQC's application to MaineShare, with a statement of intent to comply with the volunteer support requirement. If the MIAQC Board wishes to pursue MaineShare as a result of its discussion at this meeting, a motion will be needed to adopt this resolution. Also, all MaineShare applicants must be registered Charitable Organizations with the state office of Professional and Financial Regulation. The process to become registered as a charitable organization requires completion and submission of an application form and a \$25.00 annual registration fee.

Following Brant's presentation, the President expressed her concern that MIAQC's participation in an organization such as MaineShare might create the appearance of impropriety, because MIAQC

does not solicit donations from the public and distribution those sums directly to needy individuals. The President further stated that she does not view MIAQC as a charity, but as primarily an organization of professionals – it is primarily through the Council’s educational efforts involving its members that the Council indirectly provides information and assistance to the public. In addition, the President was concerned that should MIAQC seek designation as a “charity” that designation might impact other aspects of the Council’s operations, and the precise tax exemption category it now enjoys

In addition, review of the registered Charitable Organization application documents and MIAQC staff discussions with staff at the Maine Dept. of Professional and Financial Regulation have not provided sufficient clarity as to whether or not MIAQC should seek registration. Margaret recommended that the MIAQC seek an outside legal opinion to determine whether or not we need to register, or whether in fact we should seek an exemption from registration. The President further suggested that, prior to seeking an outside legal opinion, the Council might file an exemption application with the Maine Dept. of Professional and Financial Regulation, thereby giving the State the opportunity to render its opinion of whether MIAQC as a professional organization satisfies its criteria for registration as a “charity”.

The Board was given an opportunity to review the concept of participation in MaineShare, as well as how MIAQC might be perceived if it pursued membership. Discussion focused significantly on whether or not MIAQC is or should be considered a professional society, and what types of services, if any, do we provide for the public.

Although the overall work of the MIAQC is aimed at improving the public health and quality of life for Maine’s citizens, and although the MIAQC handles hundreds of calls about indoor air quality from the general public, MIAQC’s efforts do not at this time focus primarily on the provision of services directly to the public. Jim Thibodeau offered to assist the MIAQC strategize on developing some public assistance programs—programs that funds from MaineShare could perhaps directly support.

At the conclusion of the discussion, **a motion was made seconded and approved to defer application to MaineShare until a clear determination of our status as a Charitable Organization is made. This determination will be accomplished through submission of an application for exemption from registration as a Charitable Organization through the state.** If the State determines that on the basis of the information presented in its application for exemption, the MIAQC is required to register as a charity, the Board can at that point seek an outside legal opinion on the issue.

Item 5. Final Adoption of MIAQC Policy Statement on Radon

Brant Miller presented the final draft of the policy statement on Radon. The document has successfully completed peer review. The document contains thorough references to source material. The policy statement identifies four clear goals for Maine relative to radon:

- 1) **All** new building construction in Maine should include—at a minimum—a system for passive radon mitigation of radon with provisions for active system installation at a later date if needed.
- 2) All buildings in Maine (both new and existing construction) should be tested for radon in the indoor air. Mitigation efforts **should be undertaken** if results show the radon concentrations are at or exceed 4 pCi/L and **should be considered** if levels are between 2 pCi/L and 4pCi/L.

- 3) All buildings in Maine that have a well water source should have the water source tested for radon **and** mitigation efforts should be undertaken if radon concentrations in the water are at or exceed 20,000 pCi/L.
- 4) In order to have impact on public behavior regarding radon, a state-wide public education and communication program is necessary.

At the conclusion of Brant's presentation, **a motion was made and seconded to adopt the policy statement as presented. A vote was taken, and the motion was approved, with one abstention.**

Christy was asked to correct to minor typographical errors in the document prior to document distribution.

Item 6. Corporate Bylaws/Governance

Tabled until a future meeting.

Item 7. Approve Revised Memorandum of Understanding with IAQA

A revised draft of the Memorandum of IAQA was distributed to the Board in advance of the meeting. This revised draft was approved by the IAQA Board of Directors at its July meeting.

A motion was made, seconded, and approved to accept the redraft of the MOU as presented.

Margaret was asked to communicate this action to IAQA.

Item 8. 2007 Annual Conference

Christy reported briefly on the status of the Call for Proposals process for the 2007 conference. Conference documentation is circulating via the web and via e-mail to professional groups and organizations. There has been at least one comment that the process is a deterrent to submitting a proposal for a presentation. Three proposals have been received to date, as well as a inquiry regarding topic selection. The planning Committee will be meeting next week to discuss the process and develop ideas for its distribution and topic development if not enough proposals are received.

Christy also distributed a draft of the exhibitor/advertiser/sponsor application forms for 2007. The pricing strategy for exhibitors and advertisers remains the same, however, the pricing strategy for conference sponsors has been revised, increasing general conference sponsorship to \$1500 from \$1000, and seeking break and lunch support at \$2500 levels. Christy asked that the Board approve the pricing revisions.

A motion was made, seconded and approved to adopt the revised conference sponsorship pricing revisions.

Item 9. Committee Reports

- A. Finance Committee – *passed over*
- B. Policy Committee

Brant reported that the Public Policy Committee has scheduled a joint meeting with the Lung Association policy team to develop legislative strategies for 2006-07. MIAQC is working to consider submitting legislation around radon in new building construction.

- C. Best Practices Committee – *passed over.*
- D. Communications Committee – *passed over*
- E. Education Committee

Christy asked that the Board review the proposal for MIAQC to partner with the Maine Board of Pesticides Control to develop a training session on pest management in the private sector.

The passage of new regulations for IPM and pest management in Maine buildings, combined with the desire of the MIAQC to see a program on this topic move forward, creates the opportunity for the two groups to collaborate to develop a training session that meets the training goals of each organization.

The MIAQC Executive Director and Education Committee chair have met with staff at the Board of Pesticides Control to discuss joint development of a training program. Given the value to MIAQC in connecting with this sector and its expertise in developing interdisciplinary programs, MIAQC proposes to serve as the primary administrator of this training.

A motion was made, seconded and approved to approve the proposal by the Education Committee for MIAQC to serve as the primary administrator of the jointly sponsored training session on pest management.

- F. Development – *passed over.*
- G. Residential Construction Trainings – *passed over.*

Item 10. Other – Executive Session

The Board went into Executive Session to discuss revisions to the Executive Director's salary, as well as the Executive Director's request for MIAQC support of her participation in the *Paddling the Rapids* professional forum.

The Board evaluated the Executive Director's performance and voted unanimously to increase the ED's pay retroactively to fiscal year 2005-2006. In addition, the Board unanimously appropriated monies necessary to support 50 hours of the ED's chargeable time to cover her participation in the Paddling the Rapids forum (50 hours total). After the Executive Committee has approved a draft letter to the ED to be prepared by the President, the President will forward the letter to the Board for its approval.

Item 11. Confirmed Date(s) of Upcoming Board Meetings

Tuesday, November 14, 2006
5:00 p.m. to 8:00 p.m.
Augusta