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**Regular Meeting of the Board of Directors  
Tuesday, November 14, 2006  
Offices of the Maine State Bar Association  
Augusta**

**-MINUTES-**

**Members Present:** P. Doran; J. Klane\*; B. Miller; D. Kingman; I. Most; J. Reny; P. Taylor\*<sup>2</sup> G. Terrien;  
J. Thibodeau; C. Toppan

\* = present via conference call

**Members Absent:** E. Caldwell; S. Caulfield; D. Kingman; J. Musmand; M. Stern

**Staff Present:** Christy Crocker

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

**Item 1. Welcome/Announcements**

Margaret Stern, MIAQC President, was not available to attend today's meeting. Dennis Kingman, President Elect, welcomed everyone to the meeting. Dennis moderated the meeting.

A quorum was confirmed present.

**Item 2. Accepted Minutes**

A motion was made and seconded to accept the minutes of the September 13, 2006 meeting.

**Item 3. Executive Reports**

A. President

Passed over.

B. President Elect

Dennis Kingman reported that the Executive Committee had met last week to review financial reports, prepare the agenda for today's meeting, and discuss general Council matters. It is Dennis' hope that the Executive Committee will have the opportunity to meet on a regular basis throughout the rest of the fiscal year.

C. Secretary/Treasurer

Clough Toppan presented the board with the financial statements for the first quarter of the 2006-07 fiscal year. This is the first opportunity the Board has had to review financial reports prepared by the new contractual finance administrator.

Clough highlighted for the Board the financial data as shown in the reports.

Christy was asked to review the individual line items, so that Board members could better understand the content for this statement and for future statements. Board members were given the opportunity to ask detailed questions about the reports and the process used to generate them.

It was the general consensus of the Board that the new report format provided significantly improved clarity from the former reports generated by ALA-ME.

**A motion was made, seconded and approved to accept the Treasurer's report as presented.**

D. Executive Director

- i. Approximately 60% of dues payments for 06-07 have been received. Final billing notices will be sent in December.
- ii. Efficiency Maine has agreed to support the MIAQC at a \$22,500 level for 06-07. Projects covered by this amount include: \$16,000 for residential construction trainings; \$5000 for the 2007 Maine IAQ Conference; and \$1,500 for an energy efficiency and IAQ seminar. Also for 2006-07, the MIAQC will be receiving just over \$10,000 from the U.S. EPA to support three presentations of the *Ventilating New & Existing Homes* training to native American tribal populations in Penobscot, Aroostook, and Washington Counties.
- iii. Christy has participated in the first *Paddling the Rapids* workshop. The other participants represent an interesting mix of nonprofit executive directors from the Augusta-Auburn-Lewiston areas. Christy thanked the Board for the opportunity to participate in these sessions.
- iv. Christy reported that she would be completing the purchase of a new MIAQC computer prior to Christmas. Unlike in prior years, the computer will be purchased from a local computer vendor that custom builds and

services home and office systems. Christy anticipates spending less than the \$2500 budgeted for this item in the 06-07 budget.

- v. To date, the transition to a new finance administrator has gone smoothly. Christy and Chris spent a significant amount of time working on coding the various MIAQC accounts, so that financial statements would reflect MIAQC data in a manner easily understood by the MIAQC board. Christy has further contracted with Chris to do some data entry of the pre and post program evaluations from the 2006 residential construction trainings.

#### **Item 4. Board Membership Status of Jay Readinger**

Jay Readinger was elected to serve on the MIAQC Board of Directors in June of 2006. To date, Jay has yet to attend any of the MIAQC Board meetings, and he has failed to communicate with the Executive Director regarding his absences. In accordance with the MIAQC By-laws, this non-communication of absence from a minimum of three consecutive Board meetings is considered an automatic resignation from the Board.

Members of the Board expressed their regret over the loss of Jay's knowledge base from the MIAQC Board, however, it was clearly recognized that the Board needs a full complement of available, active members.

At the conclusion of the discussion, **a motion was made, seconded and approved to accept the automatic resignation of Jay Readinger from the Board.**

Christy will forward communication to Jay (via e-mail, as no current mailing address is available) regarding this action.

Board members generated a list of potential individuals to complete Jay's board term. Although an operations and maintenance individual is preferred, there is sufficient coverage of the mandatory practice areas currently represented by Board members. The new Board member could be a representative of almost any profession. Several names were brought forward for consideration. George Terrien will contact David Wilson; Jonathan Klane will contact Bob Labreque; Ivan Most will contact David Early; Dennis Kingman will contact Dale Deblois and Larry Mare. Christy will e-mail the MIAQC general membership to notify them of the vacancy.

#### **Item 5. Proposed Resolution to Change MIAQC Registered Agent**

Although not available in person at this meeting, Margaret Stern has recommended that the MIAQC Board consider changing its registered agent from Norm Anderson at ALA-ME to Christy Crocker.

Those present had numerous questions:

- Why is it not advisable to have ALA-ME continue to serve in this capacity?
- What is the overall impetus for the change?

- What are the overall requirements for designation of a registered agent?
- Are there any conflict of interest issues to be considered?
- Has Norm Anderson been consulted?

Neither Dennis Kingman nor Christy Crocker had sufficient background information to adequately answer the board's questions.

**A motion was made, seconded and approved to table this issue until the next meeting when more detailed answers to these questions can be available.**

**Item 6. Development/Budgeting Goals for Balance of 2006-07**

In spite of the dedication of financial support from Efficiency Maine, EPA, and ALA-ME for various MIAQC projects, Christy Crocker expressed concern for the long-term financial health of the MIAQC. Of particular concern is development of strategies so that all Board members have a way to actively participate in the process of securing the Council's financial future.

The Board made the following recommendations:

- Reconvene the Development Committee: Peter Doran; George Terrien and Jim Thibodeau offered to participate in the Committee's efforts.
- The board should develop strategies regarding better use of "relationship building." This issue will be placed on the agenda for an upcoming Board meeting to take advantage of existing Board relationships.
- \$1000 is budgeted for individual board member support of the MIAQC. To date, only one board member has taken advantage of this option.

The Board expressed its general desire to discuss this issue further at the 2007 MIAQC Board Retreat

**Item 7. MIAQC Policy**

Brant Miller reported on the following MIAQC Policy issues:

A. MOA on Policy with ALA-ME

Representatives of ALA-ME and MIAQC met jointly in September to discuss the various roles and responsibilities relative to policy and legislative activity for the coming session. Those present identified two key areas of responsibility for each organization. A statement of these roles and responsibilities has been drafted and a copy has been distributed to the Board in advance of this meeting.

Brant asked that the Board approve this statement of roles and responsibilities.

After Brant's introduction of the statement, **a motion was made, seconded and approved to adopt the statement of roles and responsibilities on Policy with ALA-ME as presented.**

This statement reads as follows:

**Background:**

Representatives of the Maine Indoor Air Quality Council and the American Lung Association of Maine met on September 29 to discuss the roles and responsibilities of each organization relative to public policy issues as they relate to indoor air quality in Maine. Individuals participating in the meeting: Ed Miller, Norman Anderson, Michelle Caliendo, and Carol Kelley of the Lung Association; and Christy Crocker, Brant Miller, Clough Toppan, Bob Stilwell, Al Milasauskis, and Ivan Most of the Maine Indoor Air Quality Council.

**Two Broad Areas of Responsibility**

The group identified two broad areas of effort that will require attention by one or both groups. They are:

**IAQ Policy Development:** Identification of the indoor air quality issues in Maine's policy arena that need to be addressed. Includes: reviewing content and rationale of initiatives; identifying relevant best practices, research findings and science to support position development; and prioritizing initiatives based on impact or importance. The Maine Indoor Air Quality Council will be solely responsible for IAQ Policy Development. The MIAQC welcomes participation of ALA-ME staff in this process.

**IAQ Advocacy:** Development and implementation of strategies to pursue IAQ policy initiatives. Includes: development of post-election relationships with legislators and key legislative committee staff; development of legislative adoption strategies to maximize effort and influence; selecting sponsors/legislative committees; packaging the messages; and obtaining access to legislative and administration leaders. The American Lung Association of Maine will take the lead relative to IAQ Advocacy. MIAQC to support ALAME's efforts. 1-2 priorities as identified by MIAQC deemed best for 06-07.

B. Update on Activity of Mold Task Force

As a result of a legislative resolve passed during the last legislative session (LD 1971), the MIAQC has been asked by the Board of Environmental Protection and the Maine CDC to serve as the administrator of a task force on mold in Maine buildings. This task force is charged with developing a report and recommendations for presentation to the legislature by January 1, 2007.

Ivan Most is serving as the facilitator of the task force. Approximately 15 other professionals representing various state agencies and key constituencies are serving

on the task force as well. A series of three task force meetings have been set up, two of which have already been held. The task force is working to develop sections of the report as the meetings progress, so that a rough draft of the report will be available for the group to review at its final meeting in December.

Given the short time frame available, it is unlikely that the Task Force will be making specific recommendations to the legislature relative to selection of mold remediation standards for the state. However, the task force is likely to make a variety of more basic recommendations, including one to have a future task force work to endorse available standards as part of a future study.

C. Radon Model Code

Brant reported that the MIAQC policy committee is considering submission of legislation to have the recently adopted ASTM radon standard for new residential construction be adopted by the Maine legislature as a model radon code for new residential construction.

ALA-ME will be working with the MIAQC on an appropriate policy strategy to achieve this goal.

**Item 8. 2007 IAQ Conference**

Jonathan Klane reported on the process used to solicit proposals for presentations at the 2007 Maine IAQ Conference. A copy of summaries of the presentation proposals received was distributed to the Board in advance of the meeting. The conference planning committee's recommendations are noted in the summaries.

The Board was asked to approve the proposal selections as recommended by the Conference planning committee.

**A motion was made, seconded and approved to approve the proposal selections as presented by the Conference Planning Team.**

**Item 9. Residential Construction Trainings**

Passed over.

**Item 10. Education Committee Report**

Passed over.

**Item 11. Revisit Charitable Solicitations Action from 09/13/2006 Meeting**

Passed over.

**Item 12. 2007 Board Retreat**

Dennis Kingman asked the Board of Directors to consider:

- a) If a retreat for 2007 was desired; and
- b) What the topic of the retreat should be

To assist the Board in its consideration of these issues, Margaret Stern has made available copies of a document on implications of the Sarbanes-Oxley Act for nonprofit organizations. Margaret has asked that the Board consider this as a topic option for the 2007 retreat.

While the Board liked the concept generally of addressing Board governance issues at a 2007 retreat, board members expressed their desire to address the development issues discussed earlier in the meeting.

It was proposed that the 2007 address both Board governance issues as well as finance/development issues. Peter Doran passed around an agenda and handouts from a half-day board retreat he had recently attended that focused on similar issues. The agenda provided for a broader discussion on the roles and responsibilities of nonprofit board members, and would still accommodate time in a MIAQC retreat agenda for development discussions. The documents and retreat had been produced by the Maine Institute for Civic Leadership.

Board members were generally in favor of this option, especially if Sarbanes-Oxley could be considered as part of the discussions.

Christy was asked to forward the Maine Institute for Civic Leadership documents to Margaret Stern.

A tentative date of February 27, 2007 at Maple Hill Farm Bed & Breakfast in Hallowell was set for the Board retreat.

**Item 13. Memorandum of Understanding with IAQA – Status**

Passed over.

**Item 14. Additional Committee/Subcommittee Reports**

Passed over.

**Item 15. Set Date(s) for Upcoming Board Meetings**

January 10, 2007 - Portland

**Executive Director's Note:** This January 10<sup>th</sup> date conflicts with the executive directors attendance at the executive directors' forum: *Paddling the Rapids*. Because of this conflict, a new January meeting date will be sought.

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