

PLEASE NOTE: In order to comply with adjusted CT Open Meeting laws, this Zoom meeting will be recorded and posted on the Common Ground website

Zoom Recording: Passcode: ^y1?LuO&

**New Haven Ecology Project, Inc.
Common Ground**

Board of Directors Annual Meeting
June 29, 2021

Board Members Present: Bob Parker, Babz Rawls Ivy, Monica Maccera Filppu (ex officio), Deloris Vaughn, Kyeen Andersson, Ana Rosa, Beth Klingher, Peter Ludwig, Christopher Albert (5:42pm)

Staff Members Present: Elena Augusewicz

Babz called the meeting to order at 5:36pm

Agenda

I. Election of new Board Members:

A. Beth moved to approve the renewal of the three year terms of Kyeen Andersson, Beth Klingher, Errol Saunders and Charles Negaro. Peter seconded the term renewal of these four board members. The vote to renew the three year terms of Kyeen Andersson, Beth Klingher, Errol Saunders and Charles Negaro was approved unanimously.

1. Bob stated that Peter, Babz, Peter and Deloris are in the last year of their three year term so we do not need to vote on their board membership. Kyeen, Beth, Errol and Charles have finished their three year term so we have asked them formally if they would like to return for another term. They have agreed and so we must vote to renew their terms.

B. Bob proposed that we vote on the four potential new board members; Carly Osborne, Julius Stone, Gioia Connell, Alexis Smith. Their introductions were sent out via email in advance of this meeting. Kyeen moved to accept all four nominations (Carly Osborne, Julius Stone, Gioia

Connell, Alexis Smith) to the board, Beth seconded the motion to accept all four nominations to the board. The four new board members were approved unanimously.

II. Appointment of *ex officio* Board Members for FY22

A. Peter moved to approve the reinstatement of all ex-officio members of the board; Monica Maccera Filppu (Executive Director); Christopher Albert and Christopher Hayes (Student Members); Terri Snell (Parent Member). Bob seconded the reinstatement of these ex-officio members. The board members were approved unanimously.

1. Bob wanted to thank Ana Reyes for being a student member of the board and for her support on the Development Committee over the past year. Ana is moving onto Albertus Magnus in the next school year and we are so appreciative of her time with us. We still have a vacancy in the Teacher Ex Officio member of the board and the Governance Committee is discussing this issue.

III. Election of Officers

A. Peter moved to approve the reinstatement of Bob Parker as Co-Chair, Babz Rawls Ivy as Co-Chair, and Beth Klingher as Treasurer and to elect Kyeen Andersson as the Acting Secretary. Christopher seconded this motion. The motion to elect the officers of the board was approved unanimously.

1. Bob explained that officers are elected annually. Bob and Babz have volunteered to continue as co-chairs and Beth has volunteered to continue as the Treasurer. We do not currently have a person who has shown interest in the secretary position. This position is required according to our bylaws. Bob opened the position of the secretary up to the present group of board members. Kyeen suggested we have an Acting Secretary as a temporary solution, she offered to accept that position for the time being.

IV. Discussion/Adoption of new [Statement of Covenant](#) between Board Members:

- A. Bob has retracted the proposal to vote on the Statement of Covenant at this time and will bring this discussion back to the Governance Committee.
1. Beth wanted to know if this is a brand new concept or similar to what we have signed in the past? Bob explained that this is a much more in depth document than some very brief agreements we have signed in the past.
 2. Kyeen wanted to know if this has been shared with the incoming board members? Bob said that they have seen it in the draft form.
 3. Deloris said that she read through the covenant, it is not something she signed when she first joined this board. She did have a reaction to it, it felt a little too binding to her and so she does have pause with it. She is not sure yet what parts of it she has issue with, maybe the “legally” responsible portions to it. She doesn’t object to it as a tool going forward but it does feel a little too binding for board service. Deloris said specifically under 3E, what does “act in bad faith” exactly mean, and the term “personally liable in suits brought by an individual person”. Babz said that the governance committee and an attorney have reviewed this language. Bob explained that they sought a document that would outline more directly on how the board makes decisions in response to requests from CGHS Teachers in the past. He explained that as a team we need to agree that this is how we are going to behave and we do have to accept responsibility for the finances of this organization. Bob said that he would be willing to put voting off in order for the board to have a more in depth discussion with the language in this covenant. Beth wanted to state that it’s important to note that section 3 explains what legal responsibility all board members already have, even before signing the covenant. This just makes it more obvious and so that everyone is fully aware of it. Deloris said that it does speak to transparency, it can not be assumed or presumed what the obligations are of a Board Member. She said

she appreciates Bob making sure we have all our ducks in a row with being transparent and so that people fully understand their service as a board member. Deloris said that she can honor this covenant but she feels there should be some tweaking, in the form of being more explicit in what it meant to “neglect duty of act in bad faith” in section 3E. Monica said she would be willing to spell things out more clearly so that we are sure everyone is on the same page. Kyeen said that it's important to notice that the bylaws often reflect in detail what conduct means and we could tweak language to reflect this.

V. Re-authorization of signatories for financial instruments

- A. Kyeen moved to approve re-authorization of Bob Parker, Monica Maccera Filppu, Beth Klingher, and Betsy Sneath as the signatories for financial instruments, Peter seconded the motion to approve re-authorization of these signatories. Reauthorization of signatories for financial instruments was approved unanimously.

VI. Approval of Board meeting calendar for 2021-2022 (*see below*)

- A. Bob moved to approve the 21-22 Board meeting calendar, Beth seconded the approval of the 2021-2022 Board meeting calendar. The 2021-2022 Board meeting calendar was approved unanimously. The decision to return to in-person meetings was not decided at this time.

1. Approved 2021-2022 Board Meeting Calendar

- a) August 30th (this is the 5th Monday - and it gives us time to meet with staff committees after the official start of the school year for 10-month staff.
- b) September 27th
- c) October 25th
- d) November 22nd
- e) December 20th (3rd Monday because of the winter holidays)
- f) January 24th
- g) February 28th

- h) March 28th
- i) April 25th
- j) May 23rd
- k) June 27th
- l) Annual meeting June 28th

2. Monica explained some of the minor changes in this year's calendar. Kyeen said that we should consider attendance at the final meetings of the year because so many people are on vacation. Bob suggested returning to meetings in person. Babz said she doesn't think we should vote on that at this time, there are board members who may feel strongly and are not present. Kyeen, Monica, and Babz all suggested a "hybrid model" of continuing with a Zoom and In-person option in the future.

VII. First discussion of proposed bylaws changes

A. Bob explained that the Governance committee worked diligently on the section of the bylaws about Board Committees. We have formally established a Governance, Finance, and Executive Committee and the bylaws will name them as such. We have also established an Audit and a School committee. The Governance Committee would like the document to be current and timely so Bob has removed gender specific pronouns from the Bylaws. Kyeen explained, especially for student members of the board, that the bylaws are meant to define how we conduct ourselves as a board. She encouraged student members to ask for clarification if anything doesn't sound clear or could be further defined. She explained that the bylaws give power and protection to the people who determine the work of Common Ground and offer a reference on how to make decisions. She encouraged everyone to take the summer to really read and understand these bylaws.

VIII. Conflict of Interest and Background check paperwork

A. Bob reminded board members that every year board members must sign the conflict of interest statement. New members must complete the

background check paperwork, existing members have already had this background check done. Bob said that he and Babz are preparing a “New Board Member Training” this summer that will include this paperwork, the bylaws and review some of the legal language in the draft Statement of Covenant. Monica asked that board members to keep an eye on their email, Elena will most likely send the Conflict of Interest out as a DocuSign E-Signature document.

- IX. Adjourn: Peter moved to Adjourn this meeting at 6:35, Deloris seconded the motion to adjourn this meeting.