

RESILIENCE AUTHORITY

Annapolis and Anne Arundel County

Board of Directors Meeting Minutes

Meeting Date: October 26th, 2023

Meeting Location: Arundel Center, Annapolis

Approved on: 1/25/24

Board Members:

Present (7 are required for quorum)			Absent
Nathan Betnun, Vice Chair	Jamie Beniot	Jared Littmann, Treasurer	Mariah Davis
Stacey Schaefer	Michael Sewell	Jamie Beniot	
Veronique Bugnion*	Emily Clifton		
Teresa Sutherland, Chair	Vince Leggett, Secretary*		

*participated remotely

Staff:

Matt Fleming, Executive Director, Resilience Authority of Annapolis and Anne Arundel County

Yanick Parker, Notetaker, Resilience Authority of Annapolis and Anne Arundel County

Guests:

Dan Nees, Throwe Environmental, Inc

Tim McClay, Citizen

David Jarrell, Prospective Board Member

Meeting Minutes and Discussion:

Agenda	Discussion	Tasks/Conclusion	Responsibility
Meeting called to order at: 5:00 pm by Chair Teresa Sutherland			
Chair's Corner.	<i>Annual Meeting.</i> Pursuant to the Resilience Authority's Bylaws, the Board of Directors are required to hold an Annual Meeting every year. Ms. Sutherland made a motion that the October Meeting would serve as the Annual Meeting.	The Board approved the motion to have the October Meeting serve as the RA's Annual Meeting.	Director will plan the October Meeting Agenda accordingly.
	<i>Virtual Meeting.</i> To ensure a quorum and participation from three Board Members, there was a proposal to allow the participants to attend the meeting remotely. Ms. Sutherland made a motion to allow participation via remote by the Board members, Ms. Schaefer moved	The motion to allow participation via remote attendance passed unanimously.	Director will develop a "virtual meeting policy" in accordance

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	the motion, Mr. Benoit second the motion, no one opposed.		with the Open Meetings Act
	<i>Bylaws.</i> The Bylaws needed to be updated to mimic the changes that were made to the County and City Code in 2023. Ms. Sutherland made a motion to adopt the bylaws as amended, Mr. Littman moved the motion, Mr. Benoit second the motion, no one opposed.	The amended bylaws were adopted.	Director to add the updated Bylaws to the Board Records.
	<i>Conflict of Interest Policy.</i> The Conflict-of-Interest policy was discussed at the July 2023 meeting. Ms. Sutherland motioned to adopt the COI policy, Mr. Betnum moved the motion, Mr. Littmann second the motion, no one opposed.	The updated COI was adopted.	Director to send out to the BOD to be signed and added to the Board Records.
	<i>The Debt Standard Operating Procedure.</i> The SOPs were reviewed at the April and July 2023 meeting. Ms. Sutherland made a motion to adopt the Debt Standard Operating Procedures as written, Mr. Benoit moved the motion, Mr. Betnum second the motion, no one opposed.	The Debt SOPs were adopted.	Director to add the Debt SOPs to the Board Records
	<i>The Board of Directors Composition and Terms.</i> To ensure that original Board of Directors Terms were staggered the Chair and Director worked to update the County and City code. The Director presented a draft schedule of terms for the original members. The draft composition and terms was discussed and updated accordingly.	The Board agreed to initial terms as presented in the Composition and Terms document .	The Director will add to the official Board Records. The Director will seek guidance from the Appointments Office as to whether new appointments letters need to be provided to reflect the updated terms.
	<i>The Board of Directors Officer Positions.</i> In accordance with the Bylaws, there is to be discussion of the BOD Officer positions at the yearly annual meeting. There were no proposed changes. Ms. Sutherland motioned to have Mr. Betnum remain as Vice Chairman, Mr. Littman remain as Treasurer, and Mr. Leggett remain	The motion to leave the officers in their current position was passed.	To be reflected in the meeting minutes.

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	as Secretary. Mr. Sewell moved the motion, Mr. Littman second the motion, no one opposed.		
Treasurer’s Report.	Mr. Littmann presented on the current financial state of the Resilience Authority and led a discussion of the internal controls and financial accountability. Mr. Littmann reviewed unaudited financial statements as of and for the six months ended June 30, 2023 and the unaudited financial statements as of and for the quarter ended September 30, 2023. Mr. Fleming presented the updated RA FY24 Budget for Board approval. Board asked that Mr. Fleming presents budget information each quarter as so much of the current activities are being grant funded.	FY24 2nd Quarter Budget was approved.	Director will provide an updated budget each quarter.
Putting Assets to Work	Mr. Nees provided an update on a funding and financing mechanism for resilience projects that puts community assets “to work.” Mr. Nees gave a summary of the “Putting Assets to Work Playbook.” The purpose of the presentation was to gain the BOD feedback on how best to present the idea to the County Executive and Mayor of Annapolis at an upcoming meeting and how best to position the Resilience Authority as the professional institution for managing the assets. The next step will be to develop a business plan and see if a pilot could be executed within the City or the County.	Following the meeting with the County Executive and Mayor of Annapolis, review the business plan and pilot with the Board at their January meeting.	Director to work with Throwe to develop a business plan and pilot and add to the January agenda.
Public Comment	Ms. Sutherland stated that there were no comments from the public or no Advisory Board members present.		
New Business	No New Business		
Future Agenda Items <ul style="list-style-type: none"> ● Audited FY23 Financial Statements with Reports ● Stakeholder Engagement and Communications Update ● Draft Community Wealth Fund Business Plan and Pilot 			
Meeting Resources/Materials: <ul style="list-style-type: none"> ● Draft Changes to the Authority's Bylaws ● Conflict of Interest Policy ● Draft Debt SOPs ● Draft Public Private Partnerships SOPs 			

Agenda	Discussion	Tasks/Conclusion	Responsibility
<ul style="list-style-type: none"> ● Board of Directors Terms & Composition ● April Meeting Minutes ● July Meeting Minutes ● Unaudited Financial Statements as of and for the six months ended June 30, 2023 ● Unaudited Financial Statements as of and for the quarter ended September 30, 2023 ● Review of Strategic Plan Framework ● Putting Assets to Work Playbook 			
<p>2024 Meetings:</p> <ul style="list-style-type: none"> ● January 25th, 2024 ● April 25th, 2024 ● July 25th, 2024 ● <i>October 24th, 2024 (Annual Meeting)</i> 			
<p>Meeting adjourned at: 6:55 pm</p>			

Submitted by:  _____
 Matthew Fleming, Director
 Resilience Authority of Annapolis & Anne Arundel County

Date: _____ January 25th, 2024