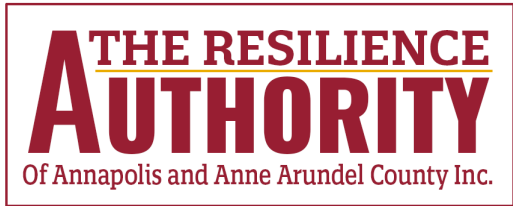


Board of Directors Meeting January 26th, 2023



Time: 5:00 to 7:00 pm

Location: Arundel Center, Room 161

Board Members:

Present (7 are required for quorum)			Absent
Teresa Sutherland, <i>Chair</i>	Veronica Bungion	Micheal Sewell	
Nathan Betnun, <i>Vice Chair</i>	Maria Davis	Stacey Schaefer	
Jared Littmann, <i>Treasurer</i>	Jamie Benoit		
Vincent Leggett, <i>Secretary</i>	Emily Clifton		

Staff and Advisory Committee Members Present

Matthew Fleming	Director
No Advisory Committee Members attended this meeting	

Invited Guests and Members of the Public

Dan Nees	Throwe Environmental
Yanick Parker	Notetaker
No members from the public attended this meeting	

Meeting Minutes and Discussion:

Agenda	Discussion	Tasks/Conclusion	Responsibility
Meeting called to order at: 5:00 pm by Chair Teresa Sutherland			
Approval of minutes	Ms. Sutherland presented the December 15, 2022, meeting minutes. The spelling of Mr. Betnun's name was corrected and use of the word "shovel" to mean "shovel ready" was clarified.	Mr. Littmann made a motion to approve the minutes with corrections and Mr. Benoit seconded. No vote was taken at this time. Motion approved by	Director to add approved minutes to Board Records

Agenda	Discussion	Tasks/Conclusion	Responsibility
		unanimous vote before conclusion of the meeting.	
Open Meetings Act	Ms. Sutherland reviewed several ongoing administrative matters required of the Open Meetings Act. The Board is required to designate someone to take the training. Ms. Sutherland said she would entertain a motion that the Board designate the Chair and the Secretary of the Board to take the training, including all future Chairs and Secretaries.	Mr. Leggett made the motion, and Mr. Benoit seconded it. No vote was taken at this time. Motion approved by unanimous vote before conclusion of the meeting.	Chair and Secretary of the Board required to take the Open Meetings Act Training
Virtual Meetings	Barry Downey, legal counsel, advised that the Authority does have the ability to have virtual meetings, but there should be Standard Operating Procedures related to virtual meetings to ensure compliance with the Open Meetings Act.	The Board needs to adopt a Standard Operating Procedure for virtual meetings.	Director will develop SOPs for virtual meetings.
Conflict of Interest Policy	To be recognized as a 501(c)(3) organization the Authority must have a conflict-of-interest policy, therefore the Authority developed its own draft policy using the IRS example. The Conflict of Interest Policy could always be amended in the future after reviewing other examples, such as the Arundel Community Development Services (ACDS) discussed by Mr. Betnun.	Ms. Schaefer made a motion to adopt the proposed Conflict of Interest policy. Mr. Littmann seconded the motion. No vote was taken at this time. Motion approved by unanimous vote before the conclusion of the meeting.	Director to add approved Conflict of Interest Policy to Board Records
501(c)(3) Application	Ms. Sutherland mentioned there are a few issues with the 501(c)(3) application. The Articles of Incorporation do not say that the Authority is intended to be a 501(c)(3). The first question on the application is "Attach your organizational document," which would be the Articles, that shows the organization is intended to be a 501(c)(3). We can submit the application without that, but it is likely to increase the chance that the IRS will reject it.	Approach the City Attorney and the County Attorney about amending the Authority's Articles of Incorporation.	Chair and Director to meet with City and County Attorneys.

Agenda	Discussion	Tasks/Conclusion	Responsibility
Roles of Resilience Authority Director, Board Members and Advisory Committee Members	Ms. Sutherland stated that the Advisory Committee’s role is to advise the Authority from the perspective of whomever they represent, the City or the County. The Board members’ role is to represent the community on the Board of Directors, and the Resilience Authority Director’s role is to represent the Authority. She said if the City Council, County Council, or the public wants information on the Authority, she wants to make sure everyone directs inquiries to the Director as the representative of the Authority.	The Board to develop a communication policy on roles.	Mr. Benoit to work with the Director on a policy.
Financial Statement Audit	Ms. Sutherland put together draft financial statements for calendar year 2022. The Authority received \$250,000 from the County and spent \$140,000.	Invite outside auditors to the April meeting to present the results of the audit to the Board.	Director to confirm for April agenda
Update on Strategic Plan	Mr. Nees and Mr. Fleming discussed the Strategic Plan, which is the nonprofit equivalent to a business plan. Mr. Nees presented the four things he and Mr. Fleming anticipates the Authority will do in its mission and purpose: Accelerate project implementation; Reduce stress on local budgets; To advance innovation and potential economic growth and; Investment and financing connection between mitigation and adaptation. The goal is to create an actionable plan and to look at both the short, mid and long-term goals and priorities in the communities. Funding is going to have a lot to do with whether or not a project is going to be prioritized in the near-term.	Mr. Benoit requested that the County and City brief the Authority about various projects that are important.	Director to identify appropriate County/City staff for future Agendas.
Public Comment	Ms. Sutherland stated that there was no one from the public or no Advisory Board members present.		
New Business	<p>Mr. Littmann mentioned that in the news he was listening, in Los Angeles, California they are looking at putting solar panels, not just on roofs and parking lots, but over water, like reservoirs or streams or a basin, as a method not only to collect electricity, but to reduce the evaporation of the water.</p> <p>Ms. Sutherland stated that we should have the outside auditors come and present the audit to</p>	The Board needs to adopt a budget for the current year, even if we are doing it in April and the year ends June 30.	Director to develop a draft budget for fiscal years 2023 and 2024 at the April meeting.

Agenda	Discussion	Tasks/Conclusion	Responsibility
	the Board, and hopefully we will have a budget to present to the Board.		
Voting	Ms. Sutherland noted that the motions made and seconded during the meeting had never been voted on. Mr. Benoit made a motion to vote on all of the motions that had been moved and seconded as a block. Mr. Betnun seconded. All were in favor; none opposed. The motion passed.	A vote was then taken on the motions that had previously been moved and seconded. The vote passed unanimously.	
Future Agenda Items <ul style="list-style-type: none"> ● Standard Operating Procedures for Board Operations ● Result of 2022 Audit ● FY23 and FY24 Budget 			
Meeting Resources/Materials: <ul style="list-style-type: none"> ● Board Report ● Meeting Agenda ● Strategic Plan Presentation 			
Next Meeting: Thursday, April 27, 2023			
Meeting adjourned at: 6:45 pm			

Submitted by: Matt Fleming
(Director)

Date: March 13, 2023

Approved on: _____