

## Board of Director Meeting Minutes

These Minutes have been prepared based on the published Agenda Items of the Board of Directors conducted in Open Session in accordance with the ECI By Laws. Items discussed were listed on this Agenda noticed on the date below. Where indicated, the Items were not taken in the same order as shown on the meeting notice. The ECI Board took actions where indicated in these Minutes, and these Minutes accurately reflect a summary of those Actions. Each Motion was set forth and voted on. The Motion as worded herein, is the accurate and true record. Where adopted, the vote was a majority (or as specified in the By-Laws). Where rejected and deferred, the Minutes so indicate.

Meeting Date: **February 19, 2015- 8:00 a.m. to 5:30 p.m. EST**

Meeting Type: **In-Person** Location: **Portland, OR**

Notes: **Sandy Gibbs**

Attendees: President Robert Anderson  
Vice President Mark Goldsmith  
Treasurer Alan Black  
Director John Peterson  
Director Barry Fagan

Others: Steve Anderson Vice-Chair Certification Committee (Sitting Proxy for Director Econom)

Staff: Operations Director John Brown  
Program Manager Sandy Gibbs  
Program Associate Faye Blanton

Absent: Mr. Jeff Econom – Board / Council Liaison {Excused for Personal Reasons}

### **Item 1.0. Roll Call and Review of Agenda**

Director Anderson

*Summary:* Role Call and Introductory Comments

*Action:* No Action

**Item 2.0. Approval of Board Minutes**

Director Anderson

*Summary:* Review of January 6, 2015 minutes

*Action:* Motion to approve minutes for January 6, 2015, December 16, 2014, and September 26-28, 2014, as submitted was made by Director Goldsmith and seconded by Director Black. Discussion followed.

*Approval:* Five (5) in favor, none against, no abstentions.

**Item 3.0. Approval of Board Officers**

Director Anderson

*3a - President*

Director Goldsmith nominated Chair Anderson to continue. Seconded by Director Peterson.

*Action:* Unanimous approval

*3b – Vice President*

Director Anderson nominated Director Goldsmith to continue. Seconded by Director Peterson.

*Action:* Unanimous approval

*3c - Treasurer*

Director Anderson nominated Director Black to continue. Seconded by Director Goldsmith.

*Action:* Unanimous approval

*3d - Secretary*

Director Anderson requested and nominated Director Fagan to please fill this seat until additional Directors as filled. Seconded by Director Goldsmith.

*Action:* Unanimous approval

***Policy Motion: 1038-15.10***

*3e – Executive Director*

Discussion about the Executive Director position. Based on conversations with Michael Hamm, and others, the Board has been advised to complete re-structuring and legal issues before initiating search. Interim Executive Director Anderson estimates approximately 1-1/2 to 2 years to complete. Director Goldsmith thought it may take longer.

Chair Anderson recommended (motion) and Director Goldsmith concurred (seconded) and the remaining Directors agreed that the current structure and positions would remain tolled until the transition was complete, and the governing structure and associated improvements are completed.

*Action:* Unanimous approval

***Policy Motion: 1039-15.10***

**Item 4.0. Staff Reports**

Director Anderson

*Summary:* Discussed Marion office, procedures, website, server, and marketing booth.

*Action:* No Action.

**Item 5.0. International**

Director Anderson

*Summary:* Discussed Canada, Malaysia, Australia, China, and Central and South America.

*Action:* Director Anderson nominated Director Peterson to be the Liaison. Seconded by Director Goldsmith.

*Approval:* Five (5) in favor, none against, no abstentions.

John Peterson appointed Board liaison and responsible to oversee all International Relations. Director Peterson will put together an assessment by summer 2015 of his assessment of the ECI international condition and structure.

**Item 6.0. Trademark Review**

Director Anderson

*Summary:* Discussed Trademark in all countries.

*Action:* **Motion to incorporate trademark to U.S. and all international countries EnviroCert deals with** was made by Director Goldsmith and seconded by Director Peterson. Discussion followed.

*Approval:* Five (5) in favor, none against, no abstentions.

*Additional Action:* BOD to contact Sheridan Ross Attorney concerning trademark.

***Policy Motion: 1040-15.10***

**Item 7.0. Branding and Logo Review**

Director Anderson

*Summary:* Discussed reconfiguration of logo and associated costs.

*Action:* No Action.

**Item 8.0. Industrial Certification**

Director Black

*Summary:* Postponed.

*Action:* No Action.

**Item 9.0. Program and Certification Committee Update**

Director Fagan &  
Director Anderson

*Summary:* Discussed Jeff Econom resignation as Certification Committee Chair. Report on Program Committee provided.

*Action:* Jonathan Smith appointed National Vice Chair Certification Committee.

**Item 10.0 Technical Committee Status**

Director Black

*Summary:* Discussed Technical Standards.

*Action:* Committee Members: Rob Anderson, Mark Goldsmith, Alan Black, Steve Anderson

**Item 11.0. Training and Exam and On-Line**

Director Anderson

*Summary:* Postponed.

*Action:* No Action.

**Item 12.0. Professional Standards Committee Status**

Director Anderson

*Summary:* Discussed Host Agreements, Partner Agreements and Ethics.

*Action:* No Action

**Item 13.0. Ohio Stormwater Association MOU**

Director Anderson

*Summary:* Discussed MOU.

*Action:* **Motion to proceed with MOU** was made by Director Black and seconded by Director Goldsmith. Discussion followed.

*Approval:* Five (5) in favor, none against, no abstentions.

***Policy Motion: 1041-15.10***

**Item 14.0. Reference Form and In-Progress New Policies**

Director Anderson

*Summary:* Discussed Reference form.

*Action:* No Action

**Item 15.0. Financial Review**

Director Black

*Summary:* Discussed budget.

*Action:* No Action.

**Item 16.0. Executive Session**

Director Anderson

*Summary:* The following items were discussed:

- 1) Staff discipline issue(s)
- 2) Pending Litigation status

*Action:* *None – advisor only*

**Item 17.0. Organizational Priorities and Strategic Planning Session**

BOD

*Summary:* Discussed Marketing Campaign, Code of Ethics, Bandwidth, Trainer Communication, On-Line Training, Review Manuals, Policies and Procedures, Federal Agencies, International Development, Communications, Contacting Vendors and Government Employee Discounts.  
Discussion on CPESC revision

*Action:* **Motion to rewrite the content of the CPESC manual** was made by Director Goldsmith and seconded by Director Fagan. Discussion followed.

*Approval:* Five (5) in favor, none against, no abstentions.

**Item 18.0. Adjournment**

Director Anderson

*Summary:*

*Action:*        **Motion to adjourn** was made by Director Black and seconded by Director Fagan.

*Approval:*     Five (5) in favor, none against, no abstentions.

Meeting Adjournment at 5:30 pm