



Board of Trustees Meeting Minutes

July 14, 2017

Lansing, MI

Present: Greg Alimenti, Mark Coleman, Clyde Dugan, Jaime Fleming, Barbara Marczak, Christine Spitzley, Amy Vail, Joe VanderStel, John Willemin, Mike Williams

Absent: Bill Maier

Guest: Bill Fritz, Ken McDonough, Aaron Uranga, Karlyn Wickham

Staff: Bonnifer Ballard

The meeting was called to order at 9:02 am.

Willemin welcomed board nominees and current board members, and introduced the approach for the day.

Approval of Agenda

MOTION: Coleman moved with support to approve the agenda. Motion approved unanimously.

Approval of Minutes

MOTION: Alimenti moved with support to approve the agenda. Motion approved unanimously.

Approval of Consent Agenda

As presented.

1. Operations Dashboard
2. Water Use Advisory Council Update
3. Great Lakes and St. Lawrence River Basin Water Resources Regional Body/Compact Council Advisory Committee Update
4. Council Budget Tracking
5. 401K form 5500
6. Communications Plan Update
7. Thank you from Troy
8. Education and Training Council Board Report
9. Membership Council Board Report
10. U of M Water Center Project Update

MOTION: Fleming moved with support to approve the consent agenda. Motion approved unanimously.

Strategic Session

Section Spending Priorities

Williams introduced the topic of prioritizing Section spending. He pointed out the history of budgeting a deficit and noted that this trend was not sustainable. He asked the Board to consider over the next six months what programs and activities should remain and what should be scaled back. Through discussion, the Board came up with the following factors for consideration:

- Volunteers need to be included in the discussion of what to scale back as well as what to focus on for future
- Acknowledged the need to promote all activities of the Section better, so that value can be seen by members
- Board should consider a multi-year budgeting plan as an outcome of these discussions

Ballard will email each Board member and the nominees a decision matrix exercise to map every Section activity to a value matrix.

Committee/Council Review Task Force Recommendations

Willemin provided an overview of the purpose of the task force and thanked the members of the task force for their thorough work. Vail highlighted the report and final recommendations of the task force. The Board had a robust discussion about the report and recommendations with particular focus around the structure of the Section as well as volunteer motivation and recognition. The Board then agreed to act on the following recommendations:

Action Item	Responsible	Timeline
A. The Board Chair-Elect shall coordinate regular conference calls with Council chairs. It is anticipated that calls would be quarterly with a duration of 1 hour.	Section Vice Chair	Immediate
B. Develop and provide new volunteer orientation (webinar)	Staff	Pilot immediately, full orientation by MI-ACE 2018 using examples from other Sections
C. Develop and provide council chair, council member, committee chair and committee member orientation (webinar, face to face?)	Staff	by MI-ACE 2018, using examples from other Sections
D. Revise and provide description of council and committee roles, responsibilities, required tasks, schedule of required activities	Task Force	MI-ACE 2018
E. Remove the limits on number of council members. Allow councils to determine needs	Board	Tied to bylaws change, goal by June 2018
F. All committees and councils to submit annual roster and goals,	Chair-Elect, Staff, Council Chairs, Committee Chairs	Fall 2017
G. Re-establish some committees to enhance new volunteer options	Section Chair	On Hold
H. Committees to provide input to council on budget, councils to interact with staff to understand and provide budget review (suggested as part of leadership retreat)	Chair-Elect, Staff, Council Chairs, Committee Chairs	Leadership retreat 2017

Action Item	Responsible	Timeline
I. Clarify and implement expectations for council and committee liaisons	Task Force	Section conference 2018
J. Develop and provide transition planning for council and committee chairs	Staff, Task Force	On Hold; would follow G
K. Publish council and committee rosters on web and in directory	Staff	Fall 2017
L. Develop expectations, appoint and coordinate liaisons to other organizations <i>and disseminate relevant information</i>	Section Past Chair, Task Force	On Hold
M. Eliminate "community of practice terminology"	Board	Immediate
N. Develop and implement a "new volunteer coordination" position	Staff	MI-ACE 2018

Council Charter Review

Willemin reviewed reports received for each Council and had Ballard review the original charter for each Council. The Board discussed how the update process might occur. It was agreed that the Trustees will work with their respective Council Chairs to update their charter. Ballard will create a standard form and then to reach out to each respective Trustee and Council Chair.

Authority to Director regarding MDEQ Joint Funding Agreement

Willemin provided a brief update on a meeting between a few of the officers and the new Director of the Drinking Water and Municipal Assistance Division of MDEQ regarding the partnership and the renewal of the joint funding agreement.

MOTION: Spitzley moved with support to provide authority to Association Director to negotiate and sign the update to the DEQ JFA. Motion approved unanimously.

CGLG CC/RB Report

Willemin reported that Dave Koch of Black & Veatch is a multi-Section member and has been appointed to the Great Lakes Compact Council and Review Body. Willemin stated that Koch is seeking the Section Board's approval to allow his participation updates to be shared with other Great Lakes Sections.

MOTION: Coleman moved with support to allow information to be shared with other Sections. Motion approved unanimously.

Award Nomination

The Association Services Award Committee is recommending David Koch, a multi-section member of the Michigan Section for Honorary Member status.

MOTION: Vail moved with support to approve nominations of Dave Koch for the Honorary member status. Motion approved unanimously.

Hydrant Hysteria Funding

MOTION: Dugan moved with support to ratify the funding of Hydrant Hysteria travel support by adopting a resolution. Motion approved unanimously. The approved resolution states:

We, the Board of Trustees of the Michigan Section of the American Water Works Association, do hereby resolve to affirm the approval of funding travel support for the two team members and their coach for the purpose of competing at ACE17 in the Hydrant Hysteria competition.

Board Policy Update on MI-ACE Lodging Support

Fleming introduced a request for support of lodging for the Program Committee Chair of MI-ACE. Previously, the Chair-Elect acted as the Program Committee Chair and the Chair-Elect's lodging was covered, per Board policy. She requested that the policy be updated and the funding appropriated.

MOTION: Fleming moved with support to modify Board policy to include covering the lodging during the Annual Conference for the Program Committee Chair. Motion approved, nine for and one against.

MOTION: Dugan moved with support to increase the lodging budget by \$800 to accommodate the updated policy. Motion approved, nine for and one against.

Funding Request for MI-ACE Speaker Gifts

Fleming provided an overview of the history of giving gifts to all speakers, moderators, and and requested funding to provide gifts for speakers. There was some discussion about the value of the gift in terms of cost and good will.

MOTION: Fleming moved with support to approve an increase in the budget of \$1,650 to provide for speaker gifts. Motion approved unanimously.

Bylaws and Voting Procedure

Dugan reported that there are some issues with our current bylaws that need to be changed to stay in compliance with Michigan state law while allowing us to use modern technology to execute business. He provided a red line hard copy to each Board member and gave a brief summary of key changes. Dugan also presented the timeline to execute the process according to the Association's approved procedures: Section Board approves, Section's attorney reviews, Association Section Services staff reviews, Association Executive Committee approves, Section membership approves, Association Board approves. He indicated that the process would take a minimum of six months because of the procedure and notification requirements. There was further discussion about ensuring transparency and Dugan assured the Board that they would have a chance to see the final version before it was presented to the membership for a vote.

MOTION: Dugan moved with support that the Board approves the Draft Bylaws revision, subject to legal review by an attorney versed in Michigan Non-Profit Law and by AWWA's Section Services; that the Board expressly authorizes the Michigan Section's Executive Committee to make subsequent revisions as necessary for submittal of the Draft to the AWWA Executive Committee; that final review and affirmation be on the Agenda for the next meeting of the Michigan Section Board of Trustees; and that the Board authorizes a vote of the Membership with Notice, and to close in time for certification and submittal for the next meeting of the AWWA Board of Directors. Motion approved unanimously.

Close PNC Accounts

Ballard explained the history behind the multiple bank accounts and that the plan had always been to eventually consolidate banking to one institution. Williams and Ballard concur that Mercantile Bank is meeting the Section's needs and that PNC is no longer needed for smooth operations of the Section.

MOTION: Fleming moved with support to adopt the bank resolutions as detailed below. Motion approved unanimously.

The Board adopted the following resolution:

We, the Board of Trustees of the Michigan Section of the American Water Works Association, do hereby resolve to authorize Executive Director Bonnifer Ballard to close all financial accounts held under the Section's name at PNC Bank, including but not limited to the checking account, the associated sweep money market account, and all credit card accounts.

The Board adopted the following resolution:

We, the Board of Trustees of the Michigan Section of the American Water Works Association, do hereby resolve to authorize Executive Director Bonnifer Ballard to open credit card accounts for use by the Executive Director and Meetings Manager with a total combined credit line available of a maximum of \$20,000.

Voting at Annual Business Meeting

Willemin reconfirmed that the voting process at the annual business meeting would need to be by paper ballot until the bylaws are duly amended. He asked staff to prepare for that process and to assist the Secretary/Treasurer in tallying during the meeting.

Lobbyist RFP

Ballard provided a brief overview of the process that the Government Affairs Councils is undertaking to put out a request for proposal for lobbying services. The task force coordinating the process plans to engage MWEA in a discussion about cost sharing and that may impact both the RFP and the timing. The Council understands that it will have to present a funding request to the Board for approval before a contract is signed. Ballard let the Board know that the type of agreement the Council is seeking could be between \$24,000 and \$36,000 annually.

2018 Budget Procedure

Ballard provided an overview of the modified procedure. The Board thought the process outlined was good. Ballard was encouraged to get volunteers also thinking about revenue generation as well.

Executive Director Employment Contract

MOTION: Vail moved with support to go into close session for the purpose of discussing the Executive Director's employment contract. Motion passed unanimously.

Closed session began at 2:05 pm.

Closed session ended at 2:30 pm.

2018 RMSO

Willemin reviewed the Association RMSO 2018 for Regional III. Vail and Coleman volunteered to work with staff on planning. Spitzley suggested Michele Zdrodowski from Great Lakes Water Authority as well. Spitzley will extend the invitation to Michele and then Ballard would make sure the task force gets started.

Board Policy on Drink Tickets

Ballard identified that there is some confusion by volunteers over the practice of limiting beverages at Section event. This practice came out of board discussion in 2016 but was never codified by Board policy and the lack of a policy is creating some frustration among volunteers.

MOTION: Coleman moved with support to establish a policy that the number of complimentary beverages provided at Section events be limited to a maximum of two per registrant, per event. Motion passed with one against.

Council Communications

Spitzley reported that she had a call with the Council chairs to open the lines of communication. Chairs took the opportunity to share what their Councils were working on and to make requests of each other. They also shared some frustrations about their volunteer experience. Spitzley assured them that both the staff and the Board were working to address some of the operational procedures that were negatively impacting their volunteer experience. The group agreed that they would like to see the call continue on a quarterly basis. Spitzley will turn this over to the new Chair-Elect for management.

Chair's Report

Willemin reported about request from DEQ for participants in a stakeholder group on Lead and Copper Rule revisions. He appointed Randy Roost from Lansing and Molly Maciejewski from Ann Arbor. He asked that the Board send any other comments or suggestions to him via email. He went on to report that the Ann Arbor Water Treatment Plant was recently designated as an American Water Landmark and they will be recognized at this year's MI-ACE 2017 and next year's ACE18. Willemin relayed a request from Illinois to partner on MI Night at ACE18. Staff will continue discussions to see if this partnership makes sense. He also reported that the Section was represented at two member retirements – Joellen Thompson and Bryce Feighner. He also acknowledged the thank you note to the Board received from the Troy ladies tapping team for the travel support to ACE17. Willemin reported that Senate Bill 057 seems to be dying but recent legislation was introduced into the SRF appropriations language that appears to try to revitalize the effort through the appropriations process at the federal level. He anticipates a response from the Association but encouraged everyone to be prepared to communicate with their legislators about the issue. Willemin provided a brief overview of the chairs meeting held in May. Some of the feedback included that councils do not feel they get enough communication or direction from the Board. The Executive Committee will be working with staff to address this concern and he asked the whole Board to consider ways of improving communication and creating ways to help volunteers feel more plugged in. He plans to participate in the Young Professionals event scheduled for the end of July as well as the

Government Affairs Council meeting in August. He is combining the Council meeting with an additional meeting with a member who expressed interest in becoming involved with the Association. He strongly encouraged board members to attend the Diversity and Attracting Talent event scheduled for the beginning of August.

Director's Report

Director explained the Water Buffalos for guests and shared that the Section was presented with a thank you bike flag for supporting the Water Buffalos in the past. He highlighted the Executive Summary from the Association Board meeting and shared the talking points given to Association Board members. Coleman serves on the advisory committee and Bruce Bartley is active in some of the projects for the Community Engineering Corps, which is now fully active. He also reported that Brian Steglitz now represents AWWA on the Water Research Foundation Board. Coleman concluded by sharing the Executive Director's summary report given at the recent Association Board meeting. He asked Ballard to check with the Association on possibly sharing parts of the summary in the Section's weekly email to members.

Secretary/Treasurer's Report

Williams provided an overview of the financials for the Section, reporting that the Section remains in a strong cash position, but warning the Board that the budget deficit and deficit spending will need to be proactively addressed to maintain that strength. Ballard noted that revenues are up from last year and we may exceed revenue expectations for the year. However, she cautioned that with increased revenue from events comes increased cost. She also pointed out several line items that she anticipates will be over budget. Ballard expects to see a deficit at year end, as budgeted.

Executive Director's Report

Operations Update – Ballard provided an overview of operational milestones over the last quarter, including moving to a larger storage unit, 401k annual compliance testing showing the Section is in compliance, and staff professional development. She reported that the annual required filing for the 401k program is in progress and will be submitted prior no later than the July 31st due date. Ballard highlighted the strong attendance numbers for trainings so far this year and provided a brief overview of Upper Peninsula Coordinating Committee Chair Eric Van Laanen's vision for growing UP events. She strongly encouraged demonstrating support to the UPCC by a strong and consistent presence at their events.

Upcoming Board Activities

Willemin reviewed the calendar of activities for the Board and took volunteers for attending to fulfill the various Board roles.

- Summer Workshop – July 25-27, attending are Ballard and Spitzley
- Diversity Event – August 3, attending are Ballard, Fleming, and Coleman. Others may join after checking their calendars.
- Fall Board Meeting – September 11, 2-6 pm, all expected.
- MI-ACE 2017 – September 12 – 15, Fleming will send an email with a link to the Board and nominees for volunteer sign up.
- Fall Board Meeting II – September 15, all expected.

- Fall Regionals: UPCC – Sept 26-27, attending are one staff and Alimenti; Livonia - October 3, attending is Spitzley; Kalamazoo - October 4, attending is Dugan; Mt. Pleasant - October 24, attending is McDonough; Gaylord - October 25, attending may be Vail, Ballard to ask and substitute if Vail is not available.
- Leadership Retreat (October 19/20), all expected.
- RMSO 2018 (April 13-14), planning task force to include Eric Johnson with Vail and Coleman. Michele Zdrodowski will be invited to participate in the task force as well.

Visitor Comments

Karlynn Wickham from Michigan Water Environment Association provided an overview on their local sections. She also reported that their annual conference saw approximately 20% growth. MWEA plans to continue at Boyne for at least another two years and then will have their anniversary annual conference at a different location in 2020. Wickham reported that trainings have been full and registrations look strong for the fall. She also reported that they still are looking to fill out their staff. They use independent contractors for trainings and have contracted with additional instructors. They are also planning a luncheon for appreciation and to discuss training materials with their instructors. MWEA's leadership retreat is 10/26-10/27. They expect around 40 individuals to participate. She closed with a highlight of MWEA's Industry Recruitment committee, identifying workforce development as a critical issue for both organizations, and asked the Board to encourage participation in a joint effort.

Privilege of the Floor

MOTION: Dugan moved with support to approve the Executive Director contract with some minor edits to address typos retroactive to July 1, 2017 and authorize Association Director to execute the contract. Motion approved unanimously.

Meeting adjourned at 4:00 pm