



**Draft Minutes of the Board of Directors Meeting
May 11, 2011, RVTD Conference Room, Medford, OR**

Board members in attendance: Mike Montero (RVACT, MPO), Julie Brown (RVTD), John Vial (Jackson County Roads), Steve Vincent (Avista), Gary Hall (Gary Hall & Associates). Staff: Sue Kupillas (RVCCC Coordinator) and Melissa Stiles (RVCCC). Absent: John Becker of DEQ and Mike Quilty, (RVCCC fleet outreach)

Coordinator's Report: Sue Kupillas announced the following event sent by email from Rick Wallace: "The Oregon Global Warming Commission will hold a workshop May 12 to gather input from the public on its *Roadmap to 2020*. The Roadmap is a series of actions designed to help the state achieve its 2020 greenhouse gas reduction goal, which is estimated at 30 percent below today's levels. The Medford-area workshop, sponsored by the Rogue Valley Council of Governments, is set for 7-9:00 p.m. at the Medford Library (205 South Central Avenue)." Sue Kupillas will attend the stakeholder summit June 27-30. This is one of the required deliverables for the Level 2 funding contract.

Treasurer's Report: Steve Vincent said Rogue Valley Clean Cities Coalition is no longer under the umbrella of the Rogue Valley Foundation. This will save \$1,200 a year because of the RVF's fee of 2.5 percent of all income. The RVF fee increase prompted the board decision to seek 501c3 status. RVCCC opened an account at Umpqua Bank. Steve presented balance sheets to the board; he asked the source of a recent \$1,000 check. Staff responded it was payment for the Odyssey Day stakeholder event last November. Steve Vincent said purchasing D&O insurance should be a top board priority. He asked about delaying payment of invoices until the LTI grant arrives in the mail. Staff said the contractors agreed in January on delayed May and June payments. Steve said CSA agreed to do the accounting (Quickbooks and check writing). The agreed annual amount is \$515. Regarding the annual fee for the Chamber of Commerce, the treasurer proposes to delay payment until the LTI grant arrives. The board agreed it is important for RVCCC to remain a chamber member.

Action: Gary Hall made the motion and John Vial seconded the motion to accept the Treasurer's Report as presented.

Contract Revisions: Board chairman Mike Montero excused Sue Kupillas and Melissa Stiles so the board could discuss contract revisions for CSA Planning and Allied Solutions LLC. When staff returned to the room, the chairman said the board proposed the following: it is the coordinator's responsibility that the work gets done to meet the deliverable requirements; CSA hours will be capped at 30 per week; hours above the cap must be pre-approved by two board members. The treasurer made revisions to the contracts with CSA Planning and Allied Solutions. The Board gave the chair the authority to negotiate and sign the contracts.



Action: Gary Hall made the motion to authorize Steve Vincent and Mike Montero to secure a D&O policy at a cost of up to \$1,200 a year for the board. Julie gave the second and all agreed. They will work with Scott Shearborne of Western States Insurance.

CMAQ Grant Application: The MPO awarded a \$100,000 CMAQ grant to pursue the alternative energy project. Mike and John will meet to discuss how to administer a grant involving a public/private partnership.

Action - New Board Member: The board discussed the board application of Luis Brito. Board members said it would be beneficial to have his expertise on the board. Mike Montero said he will explain the board's conflict of interest policy to Mr. Brito. Julie Brown made the motion to add Luis Brito to the RVCCC Board of Directors and Gary Hall gave the second. All agreed.

Board Meeting Procedures: Mike Montero asked about policies and procedures for board meetings. The context was the guest at the April 20 stakeholder meeting who filmed the talk by Rick Wallace. John Vial suggested researching whether the open meeting requirements in the Oregon Revised Statutes applies to non profit organizations. It was determined that the April 20 meeting was an event for the public. But for future board meetings, it might helpful to have policies in place.

Board Lunches: The treasurer suggested and all agreed that board members bring lunches to the next meetings to cut expenses.

Next Meeting: The next meeting will be a fleet manager's conference June 29 at the Jackson County auditorium. Jackson County, RVTD and Avista will co-sponsor the event. They will help with food costs. Jackson County is providing room rental (\$100) and Avista and RVTD will contribute \$200 each for lunch costs.