

October 3rd, 2019

NRC BOARD OF DIRECTORS MEETING AGENDA

12:00 - 2:00 p.m. (ET)

(Times listed are tentative)

Welcome - Chair Barry (12:00 p.m.)

Call to Order Board Meeting - Chair Barry (12:01 p.m.)

Roll Call - Secretary Pedersen (12:02 p.m.)

Alphabetical List of Board of Directors (X=present):

1. Adrian - padrian@swalco.org X
2. Anthony - ricanthony@aol.com
3. Arthur - harthur@isri.org X
4. Bantillo - stephen.bantillo@gmail.com
5. Barry - mbarry@dwx.comX
6. Butler - nina@morerecycling.com
7. Collins - scollins@container-recycling.orgX
8. Cooley - alecc@buschsystems.comX
9. Eckstrom - barbecks@gmail.com
10. Freyer - cfryer@scommerce.com X
11. Gordon - sgordon@fcgov.com
12. Gjerde - wayne.gjerde@state.mn.usX
13. Keeling - dfkeeling@gmail.com X
14. Lichtenstein* - malichte@esf.edu
15. Liss* - gary@garyliss.com
16. Lukacs - Leslie.Lukacs@sonoma-county.org
17. McClellan - mary@cra-recycle.org X
18. McPoland - mcpoland@collingswifthyne.com
19. O'Brien - kobrien@michiganrecycles.org
20. Pedersen - marialycep@gmail.com X
21. Pitt - charlotte.pitt@denvergov.org
22. Pierpont - sarah@recyclenewmexico.com X
23. Rider - lisa_rider@onslowcountync.gov
24. Rios - arios@reciclapr.org X
25. Rubinstein - lynn@nerc.org X
26. Stockdale - justins@prc.org
27. Turley - Turley@cdrecycling.org

Sarah DeSouza - NRCexecdirector@gmail.com – 303-907-8609 X
Jack Debell- debell@colorado.edu
Amy Roth – amy@Oregonrecyclers.org

Dave: Regarding committee signups, we need a few additional committee members. Some members didn't realize they were still serving. It's a three-year commitment.

Gary: Updated Zero Waste Conference Registration Options document. Committee has detailed background provided on all items for which actions are requested. Motions would approve Draft 4 of NRC Budget; approve executing contract for hotel block; approve agreement with CAL UC Berkeley; approve conference committee to invite speakers; execute agreement on registration and supplemental memo requests allowing Leslie and Gary to pay initial registration setup costs if Directors and Officers Insurance is not resolved today. Without a registration link, the conference cannot proceed.

Lynne: Great job. Motion to approve as proposed in the Conference Committee report.

Motion: The NRC Board approves the following actions in support of the convening of the National Zero Waste Conference in Berkeley on 3/16-19, 2020:

1. Approves Draft 3 of the Budget
2. Approves NRC President and/or Executive Director executing contract with Hotel Shattuck
3. Approves NRC President and/or Executive Director executing agreement with Cal Zero Waste as needed to complete reservation of venues at UC Berkeley to convene Conference
4. Approves Draft 8 of the Program and authorizes Conference Committee to begin inviting speakers
5. Approves NRC President and/or Executive Director executing agreement with Oren Wool to develop and manage registration for Conference and provide other support services for the Conference.

Pierpont: Seconded.

Gary: And the Motion needs to include the 2nd recommendation of the supplemental Conference Committee report on registration options that states: "Allow Gary Liss and Leslie Lukacs to pay for the initial cost of setting up registration for the National Zero Waste Conference and provide Oren Wool access to the NRC website to do so."

Susan: Gary and I went over details last week. It's very well written out; I endorse all details, feel confident. But I'm voting no because we don't yet have Directors & Officers Insurance!

Dave: NCRA has bowed out of registration support?

Gary: David Kruger, President of NCRA has a new waste and recycling system startup in his city (San Ramon) and is very busy. The NRC National Zero Waste Conference Advisory Committee

and NCRA Board asked that we be seamless with conference registration integrated between national days and NCRA Recycling Update days, but it just isn't going to work and he is okay with that. NCRA was going to do it at cost and would have lost money to acquire expanded capacity for their Wild Apricot registration software, so this simplifies this task for them. Attendees will be going to two registration sites for our days and NCRA, but they will be cross-referenced by both websites. When we didn't get a registration proposal from NCRA, Leslie Lukacs suggested that we consider Oren Wool of 108 Technologies, Graton, CA. He helped her in similar ways to organize the Zero Waste North Bay Symposium in Sonoma County and he has lots of experience in doing what's needed here. Once we received a proposal from Oren Wool, we advised NCRA of that, and the next day NCRA submitted their registration proposal. The proposal from Oren Wool was to set up the registration system, as well as manage that on-site at the event, and to assist in the management of outreach for speakers and sponsors.

Susan: Let's use Oren's company name, 108 Technologies, in our agreement.

Mick: Say your name before you talk!

Mary McC: Do we have a plan for the insurance policy to get that in place?

Dave: It's further down the agenda to talk about it.

Mary: Susan, does that address your concerns?

Susan: We can discuss it, and also that we are late on our taxes. The insurance policy for the event is different than the Directors & Officers Insurance, so if our org was sued, it would protect us from being sued as individuals! I want to be protected. I am voting no to everything, to bring this to the fore.

Dave: We do have General Liability insurance, so that would cover the event. Sarah, Susan and Jill are working on documentation to complete the D&O Insurance application. The motion doesn't say, "Sign the contract"—it approves that the ED can sign the agreement, WHEN the D&O is in place.

Alec: I would be more comfortable if the motion says "contingent upon (D&O)..." as alternative language

Mick: Is that an amendment?

Alec: Yes.

Pierpont: I agree.

Mick: Does Lynne accept?

Lynne: Yes.

Gary: To clarify the Motion, I understand the substitute language to be: “All agreements contingent upon NRC obtaining D&O Insurance?”

Alec: Yes.

VOTE: Abstain? (None) Opposed? (Susan) In Favor? All remaining.

MOTION APPROVED WITH ONE NO VOTE (due to D&O issue)

[NRC Board Retreat Meeting Minutes](#)

Marialyce: Motion to approve Retreat Minutes

Sarah Pierpont: Seconded

Mick: Thank you for hard work on the matrix. No further discussion. Abstain? Opposed? All in favor?

Mick: MINUTES APPROVED.

[NRC Board Retreat Action Items and Committee Matrix](#)

Marialyce: I took time to note all the crossovers in suggested action items, and wondered if we might form groups based on Action Items, rather than just one committee handling them. I think we should spend time reviewing this, rather than trying to absorb it during our short meeting today.

Dave: Refer document to Exec Comm to analyze further.

Treasurer's Report - *President Keeling* (12:15)

[August Treasurer's Report](#)

[August NRC Financials](#)

Susan: The issues of our taxes being late preceded Margie’s departure. They were due Oct. 2018. (I believe it can all be fixed.) Failure occurred on multiple levels. Information was provided to Accountant (Quinn), but follow-up didn’t happen. So yes, we will have financial penalties for 2018, but it has flowed into this year as well, as I’m pretty sure taxes due this Oct. (2019) are not in progress either! Don’t have confidence that ___ is following up. And I don’t think anyone on the board knew that we are a year behind and soon two, and that is a major fiduciary duty of our Board. How to fix it? Improve our internal procedures. Go through D&O questionnaire that certain policies we should have are missing. I want to suggest/start thinking about Exec Comm developing some Admin procedures to keep these from following through cracks—like having this as a standard item on our Financial Report. Also, find a place for a status report of all insurance policies. Other tax filings on where we are incorporated (State of NY), and possibly

more things are falling through the cracks, especially since we've changed our address a couple of times!

Lynne: Also, we need to be registered as charities in states where we are raising funds! If you don't do that, it could risk charitable status.

Susan: Our Form 990, our tax filing, is not completed and thus can't be included in charity filings. However, our income is so low that we fit into a lower tier, under \$100,000.

Mick: Let's make a list with boxes to check off, so we can address them.

Executive Director's Report - *ED DeSouza* (12:25 p.m.)

[ED Report](#)

Sarah: NRC had a very big footprint in August. Congrats to new Board Members and new roles. I'm making time to chat with each of them. Ex Comm has work to analyze Committee Matrix. I sent emails to specific people to answer the questionnaire. We do have a responsibility to report and provide very specific info. My goal is to submit by this weekend and the insurance person will be able to evaluate it very quickly.

Tax returns—Jeffrey Chinn requires clarifications. He is willing to Pro Bono his work to lessen impacts of our late fees. Will follow up with Cassi; have filed an extension for 2019. We do plan to get it in, but will need 2018 info.

President's Report - *President Keeling* (12:35 p.m.)

Dave: We talked about the committees. I will put out a list of the committees and chairs in the next few days.

Bob: Jack DeBell is taking the lead on the library and has an intern working hard.

Dave: I will put his name down—thank you!

[NRC President's Message](#) - September 25, 2019

[NRC Board Commitment Letter](#)

Dave: We took out one error, timing. It says you will show up at meetings, be prepared. I would like everyone to sign it and send a copy. Another thing is a Conflict of Interest (template from Lynne). Take a look, provide thoughts, and each Board member should sign that.

[NRC Director/Officer Conflict of Interest Policy Statement](#)

Dave: Everyone should please review and sign this too.

[Contractor Agreement Between Sowby Consulting Services and the NRC](#)

Dave: Sarah's contract expired at the end of August. We are working on a new one through Feb. 2020. We are looking to raise her hourly rate to \$30. Should not exceed 20 hrs./month, \$2500.

Mistake: Says 2019. Will send out an update. Any other typos?

Marialyce: Motion to approve with date change. (And D&O contingency)

Bantillo: Seconded, with changes.

Susan: I will oppose due to D&O issue.

Alec: Do we add a contingency clause to this too?

Dave: Fine. She is still working for us, and being very gracious!

Alec: I motion to approve the contract, contingent upon B&O Insurance update and correction on Feb. 2020 date.

Bantillo: Accepted. I will second.

Mick: Any discussions? Abstain? (None) No? (Susan) Approve: Motion carries.

Committee Reports (1:00 p.m.)

- Markets Committee
 - [NRC/STAR Promotional Flyer](#)

- Conference Committee

Dave: We are in desperate need for sponsors for these workshops. We have none for the Texas workshop on Oct. 7 in San Antonio and need them for Nov. 13th in Chula Vista with CRRA.

Chantal: We have 62 people registered for San Antonio. We will do the good work of Market Development in Texas and are researching market gaps now. Wayne is working as co-chair on the CRRA Chula Vista event. They keep reg. costs low to avoid barriers to local government—something like \$50 reg. fee. How do we share in any revenues? CRRA is pretty flush right now, so perhaps we can look at sharing them. Dave and Tracie Bills were supposed to discuss revenue sharing.

Dave: Sarah is working on catering costs, to determine revenues. Tracie was on the call Monday but we haven't had that conversation yet.

- [Zero Waste Conference Budget](#)
- [Conference Confirmation Report](#)
- [Zero Waste Conference Registration Options](#)
- [NCRA Registration Proposal](#)

ROC Update - Amy Roth (if available) (1:25 p.m.)

Mick: Amy is not present?

Other Business - Chair Barry (1:35 p.m.)

Dave: Mary, has the ROC had a call this month?

Mary: No.

NRC Members and Public Comment - Chair Barry (1:50 p.m.)

Mick: Any other business?

Alec: Do we have a flyer for the ZW Conference?

Dave: Not sure.

Lynne: It is posted.

Call for Adjournment [Motion] - Chair Barry (2:00 p.m.)

Mick: Motion to adjourn.

Mary: So moved.

Marialyce: Seconded.

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