

January 31, 2020
NRC BOARD OF DIRECTORS MEETING MINUTES

(Minutes recorded by Marialyce Pedersen, Secretary to the Board)

12:00 – 2:00 p.m. (ET)

Board Members absent:

Arthur
Rider
Stockdale

Guests present:

Gary Liss
Mark Lichtenstein
Maggie Clark
Bob Bylone

- Welcome – Chair Barry (12:00 p.m.)

MB: Call to order at 9:05 a.m. Reminder to join five minutes early. Approval of the Agenda

[Motion] - Chair Barry (12:00 p.m.)

Keeling: Motion to approve agenda

Bantillo: Second

Barry: Approved

- Call to Order Board Meeting – Chair Barry (12:01 p.m.)
- Roll Call – Secretary Pedersen (12:02 p.m.)

1. [December 20, 2019 Board Minutes](#) **[Motion]**

Pedersen: Motion to approve December minutes.

Gjerde: Second

Barry: Approved

- Treasurer’s Report – Treasurers Pitt and Collins (12:05 p.m.)
 1. December Treasurer’s Report
 2. November NRC Financials
- Pitt stated notable expenditures include ED invoice; fees; accounting and taxes. \$56,000 in unrestricted assets. Recommend budget amendment for line item on NZWC.
- Rubinstein requests knowing what anticipated negatives against revenue are—for example, approving the accountants’ proposal—will we have enough non-committed money to pay bills?

- Collins states that committee did have an anticipated budget but it needs integration into official reports
- Pitt states that line-items are allocated in the budget and committee is tracking with revenue and expenditures
- Rubinstein is concerned that financial penalties, arrears, etc. are not anticipated in the budget
- Barry requests that Pitt estimate if there are issues that will arise with payments of arrears, including the estimated conference revenues
- Liss states about \$21,000 net revenue to NRC from conference
- Barry says the answer to whether there is cash flow to pay the invoices is yes
- President's Report – President Keeling (12:10 p.m.)
 1. President's Report **[Motion]**
 - [President's Message](#)
 - [Concannon-Miller Tax Preparation Proposal](#)
- Keeling provided update on NRC tax arrears and becoming compliant, discussion with California AG office; requesting approval of \$3,500 for 2018 tax return, but will shop around for a better price
- NRC needs a consolidated statement; some states require Charitable Registration for scholarship programs
- Focused on California because we owe \$25/month in non-compliance, but also because of the upcoming conference
- DK: Some have but most Board members have not yet provided signed commitment and conflict of interest statements. These are needed for our tax preparations! Please send or re-send ASAP!

[NRC Board Commitment Letter](#)

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

Bantillo makes Motion to approve filing of statements

Gordon Seconded

[Discussion]

- Collins: the amount of work we've put in so far is just the beginning; remainder will take significant additional time. At least one state letter was a cease-and-desist letter! Everyone on the Board has legal, fiduciary duties.
- Butler asks: if NRC receives donations from other companies, does that extend risk to those companies as well?
- Collins states that the money from the conference is "program services" and not a pure donation
- Rubinstein states sponsorships ARE donations

- Collins says the state we must be in compliance with is the state which provided the donation
- Keeling reminded BOD that multiple NRC address changes resulted in missing state requirements, and really only \$250 is owed to date, but it should be taken care of ASAP
- Barry inquired about the IRS, stating he files a 990 for his HOA
- Keeling has signed a Power of Attorney for our accountant to speak to the IRS

Barry: Motion--to approve the CPA contract to get the tax situation sorted.

Absentions? (none) Opposed? (none). Motion Approved.

- Keeling states that Papa John's hasn't done a sustainability report and think there's opportunity for NRC to move forward with them and be a resource
- Keeling requests diligence on monitoring BOD attendance; he will follow up with absentees
- Secretary Pedersen will provide an update on attendance
- Board Business (12:25 p.m.)
 1. Market Development Platform Update - Butler
 - [Stina/NRC Draft MOU](#)
 - [Proposed Sponsorship Framework](#)
- Butler [sharing screen] states that the Market Development platform is on track to be released, along with the marketing plan. Data/screens show why we recycle, supply and demand issues, economics, feedstock quality, insufficient use of recycled content, actions/optimization, stakeholders. Buttons for each major commodity. How we will respond to questions and triage is still TBD.
- We can report significant users of recycled content—make bar high but enough to allow 5-10 companies to reach it. There is space to link to the NRC Library as well. Engagement content too. I'll be sharing a live interactive link and I also provided a PowerPoint. Questions?
- Collins asked if this work all being done through a committee or just Nina?
- Butler: It's my team. It's been in the works for several years. We can't manage it through a committee. Now that the framework is built, the NRC should understand how to participate, know how to provide guidance on criteria list.
- Collins agrees that NRC Board should have a lot of involvement (if it's on our site), and asked if the ACC paid for most of this?
- Butler states that the ACC provided seed money, but her company and team have invested a lot in these tools and put a lot of time into this. The intention was to merge the plastics recycling tools into one place. ACC does not have ownership.
- Collins raised questions about Intellectual Property--who owns information and does NRC has legal responsibilities; do we need to declare it as an in-kind donation?
- Butler responded that she needs funding to turn the MOU (non-binding) into a legal agreement (with her attorney). I need input on that MOU, and agrees strongly that the BOD should determine how to protect NRC (nervous about NRC finances!)

- Liss speaks in strong favor of moving forward with this and hope the Board recognizes this valuable contribution
- Keeling: Can you (Butler) talk about the particulars (in the new MOU)? I think some fundraising needs to be done, by the entire board, and to point out the safety valves for both organizations
- Butler provided additional details on financial arrangements--for the tools, maintenance and upkeep, More would like to receive \$50,000/year. But I am thinking of asking for more—there is a 60/40 split—and we can adjust that if needed. There is no risk to NRC if the site does not generate revenue. Strict policy at More to not have a “pay-to-play” setup. ROs would be provided with widgets—a line of code—to include the tool on their sites. Affiliated orgs could get sponsors—businesses within their state, and money would go directly to that org.
- Gjerde affirms that regional market directories are difficult to maintain and the tool would be a great value to NRC and states and orgs that need support
- Pedersen affirmed support and requested that concerns be resolved quickly
- Barry states that conceptually, NRC supports this but an MOU does have semi-binding status and Collins has raised issues with the MOU
- Butler clarifies \$50,000/year from NRC is requested ONLY if anticipated sponsorships are received—no risk to NRC; a one-year contract for now.
- Cooley says that the NZWC Committee has discussed this fundraising opportunity and included it in his conference update

Anthony: I was going to move (MB’s) concept—to approve the MOU and get a legal opinion O’Brien: Seconded.

Barry: The motion is to approve platform in concept, authorize Ex Comm to review it with some legal support and provide changes to Nina’s group (Stina) ASAP. Nina will abstain.

Collins: abstains

Barry: Opposed? (none) Motion carries.

Dave, we need to get Ex Comm to set up a time to work further on this

Rubinstein: Motion to approve Treasurer’s Report?

Anthony: Second.

Barry: Discussion? (none) Abstentions? (none) Motion carries.

1. NRC Strategic Plan - Optional (Freyer, McClellan, O'Brien, Pedersen)

- [Strategic Plan Draft](#)
- [NRC Strategic Goals Survey Results](#)
- [Annual Retreat Matrix](#)

[No discussion.]

- Committee Reports (1:15 p.m.)

- [Conference Committee](#) (Lukacs/Liss)
 - Liss states that conference has received cash commitments of \$30,000 and beyond and has met fundraising goals. Two actions are requested: 1) will we provided a published attendee list?; and 2) Whether NRC wants to organize this conference in the future? (Gary will not continue.)
 - Zero Waste USA and GBCI have expressed interest in doing this in the future— 2021/2022
 - BOD discussion included appreciation for the growth of the NZWC, opportunities to move around the country in future years (Colorado State, a ZW University?), a place to launch next steps like national legislation
 - Liss acknowledged that not everyone likes the focus only on Zero Waste
 - Lukacs mentioned launching of a Congress in the future

Liss requests that a Motion be made for NRC to explore with ZW USA and GBCI (or others) whether they would like to partner to organize a National ZW Conference in 2021 or 2022

Cooley: Motioned

Barry: Discussion? (none) Abstain? (none) Motion approved. Gary, you may move forward.

MB: The Motion is “NRC agrees to provide a published attendee list.”

KO: Motion to approve.

MP: Seconded.

Discussion:

- Could attendees opt out from list? (yes)

Barry: Abstentions? (none) Abstain? (none) Motion approved.

- [Policy Committee](#) (Bantillo/McPoland)
 - Bantillo states that a meeting will be held in upcoming weeks
 - Pierpont sent an email about the plastic waste bill to be launched Feb. 11th (Udall/Lowenthal). Should NRC provide input?
 - Keeling raised the possibility of a separate legislative committee to handle legislation (email if interested)
- [By-Law Update Committee](#) (Rubinstein)
 - Rubinstein provided verbal report--committee has met, will meet again. We are extensively updating the bylaws and will soon ask you to review and discuss those

- Markets Committee (Freyer/Gjerde)
 - [Market Development Workshop](#) - Memphis (2/11)
 - [Market Development Workshop](#) - San Diego (2/11)
 - [Postcard](#)
 - [Event Agenda](#)
 -
- Gjerde provided updates on workshop registrations--176 in San Diego, 30 in Memphis; requests that BOD members promote them listserves and social media
- In discussions with ISRI on Las Vegas—we've decided to move it to another ISRI event
- Nathan at EPA said they are interested in doing a national forum; may have to expand the Markets Committee on this
- Keeling is reaching out to Steve Alexander on RR/NRC relations
 - [Fundraising Committee](#) (Cooley)
 - Collins says the agreement with Stina and the online platform has been discussed but needs further discussion. Fundraising for the conference is going well. We have commitments of over \$39,000 and are hoping for additional ones
 - [Communications Committee](#) (O'Brien/McClellan)
[No discussion]
 - [Campus Council](#) (DeBell)
[No discussion]
- ROC Update – Bob Bylone (1:40 p.m.)
 - Bylone states that Amy Roth is no longer ROC chair and he has assumed the role
 - January meeting was held; next meetings will be first Fridays of the month, except July and September (holidays)
 - Bylone is drafting correspondence from the ROC about the container deposit policy--ROC wants operating procedures (voting, etc.) in writing
 - Rubinstein states that NRC BOD members voted to not hold an in-person meeting at the NZWC
 - Keeling states that NYSAR inquired about conference discounts. Affiliate rebates are available
 - Need to increase participation in the ROC calls—only 13 or so are attending, but there are more than 40 orgs!
 - Pedersen states that Comms Committee would like to collaborate further with ROs (Bylone will add members to agenda for next Friday's call)

Other Business – Chair Barry (1:55 p.m.)

Mark Lichtenstein, Chief of Staff and CSO at SUNY provided the board with an update about the new Center for Sustainable Materials Management at SUNY

- Lichtenstein announced creation of the New York State Center for Sustainable Materials Management (SMM) at SUNY College of Environmental Science and Forestry (ESF). Its soft launch will include six areas of focus, including production and packaging, conversion, management of non-fibrous materials, public education and taking over the state's Recycle Right program
- New York has funded three other colleges in the state to pursue related SMM initiatives; envision a role for the NRC relating to market development and market challenges

- NRC Members and Public Comment – Chair Barry (1:57 p.m.)
- Call for Adjournment [**Motion**] – Chair Barry (2:00 p.m.)

Barry requests Motion to adjourn

Keeling: Move to adjourn

Bantillo: Second

Barry: So moved

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