

MEETING OF THE EXECUTIVE COMMITTEE: VIRTUAL MEETING MINUTES

May 23, 2019
11 am - 12 pm PT

Attendees:

David Goldstein
Peter Turnbull
Ed McGlynn
Marge Anderson

The Executive Committee reviewed peer review detail and compensation history for Ralph DiNola. The Executive Committee discussed compensation adjustments and KPI's.

Action items from the meeting:

- David Goldstein will request that Ralph complete a self-review and share that with the Executive Committee.
- David will also set up a performance review call with Ralph and the ExComm after June 26, and a strategic planning call with the ExComm and potentially the board committee chairs and Ralph after the review is completed.
- Peter Turnbull will schedule a meeting with Mary Hansel to get more information about the proposed timing of reviews and salary adjustments, and Marge Anderson will participate in the call.

MEETING OF THE GOVERNANCE COMMITTEE: VIRTUAL MEETING MINUTES

February 28, 2019
10 am - 11 am PT

Attendees:

Patrick O'Shei
David Goldstein
Marge Anderson
Ralph DiNola
Susan Harris

- Peter Turnbull was unable to participate.
- Patrick put together matrix for review by the committee, he would like feedback on the matrix. Governance will be the scheduling lead for all Board meetings and then NBI staff will execute. Board membership discussed, considering having a nominating committee or the Governance Committee serving in that way.
- **Action Item:** An update on the NBI investment policy will be available as a draft for review before the next Board meeting.
- **Action Item:** Board membership make up and terms were discussed and it was agreed that the committee would like to build out a longer-term Board membership plan, including term limits.
- Ralph reached out to Dana Bolton but has not heard back or gotten his resignation.
- **Board Action Needed:** Marge suggested another person for the Board position, a woman that has moved into a role with solar etc. Ralph asked Marge to make introduction and contact Dana, she agreed.
- Patrick referred to the Board Matrix. He mentioned filling Board positions out of term vacancy or other vacancy type. The Finance Committee is not in the Bylaws specifically, so he did not include it in the Board Matrix. The December meeting would be the scheduled meeting for new member onboarding and officers for next year. Members would be voted on at the fall meeting.
- **Action Items:** The Summer Board meeting would create an ad hoc committee to recruit board members. A slate would first be provided by the Executive Committee to the Governance Committee.
- **Action Items:** Governance Committee will review current Board make up along with the bylaws, 3 year term alignment, and slate them in classes. Some terms would end and some renewed for another 3 years. Governance Committee would determine the classes.
- Boards often aim for 1/6th of members stepping down and 1/6th new coming onto the Board, other than vacancies.
- Stakeholder representation should include ex officio officers. He asked what the test is for members and nominees; we need something pragmatic.

- **Action Item:** Patrick will create a model but would like staff feedback. It should include real people and see if it makes sense.
- Ralph mentioned that we need a number of different lenses that are not reducing the effectiveness of the Board but be on par or strengthening the Board in a number of ways. Susan and Ralph will come back with a list for the Governance Committee; it will be a starting place.
- Patrick stated that the Board would do a mini process, similar to what we're doing now, when a place is vacated. It would need to be decided whether to fill the position right away, bringing forward a candidate and then voting on them, or follow the Board cycle.
- The assumptions are four full Board meetings a year, one each quarter as noted in Matrix.
- In the recent finance committee meeting: Steve provided guidance on investments, CDAR through the bank, and updating the finance policy manual.
- Ralph received Bylaws feedback from Patrick and Marge. Susan went through past minutes to find resolutions to for the bylaws.
- NBI Senior Fellows Program: Ralph provided information on the status of the Fellows programs: committee members requested no changes.
- We are going to move forward with more robust Senior Fellows program; we have a slate of fellows. An approach is being created for how to work with them and we would like feedback. Webly has been interviewing current fellows about how they like to be engaged. It was recommended to connect with RMI because they have a robust group of fellows and NBI may want to leverage in a similar way. David said that the NRDC has more of a fellowship program aimed at younger people, graduate students.
- Ralph has outlined first senior fellows and then a research fellow. If we could fundraise for bringing in mid-level professionals for ~50K/year. David said that it's been a cost effective young person fellowship, and a great way to screen and recruit for permanent positions.
- **Action Item:** Ralph will send development plan on fellows.
- We are ready to move forward on 2019 class. Nominees could be proposed all at once or a few at a time. It can be mentioned in our newsletter or other communications.
- Ralph will share with the committee the marked up bylaws from Patrick. Patrick described a Board policy instead of bylaws, which could then be changed if needed. He is also open to modifying the bylaws.
- **Action Item:** Ralph said that with Susan he would make sure we are following bylaws. Committee will determine whether we change bylaws or propose policy, then a decision by the full board.
- Ralph asked for help exploring other fields or related fields for Board membership, for ex. affordable housing, racial equity, related things that are coming much more front and center. It was mentioned that we should be careful with a checklist approach but if we cast a wide net there's potential. Marge said given how much work is happening at the city level-people from city leadership serving as sustainability leaders, with a lot of diversity, look to them and then keep our criteria where we need it to be. Ralph added, former mayor or governor. The committee could note the traits wanted in members.
- Ralph will send out the Senior Fellows factsheet and Patrick's version of bylaws, please review as soon as possible. Susan will send notes and then Minutes will be created.
- Scheduling notes:
 - 6/5-12 doesn't line up for David, 6/3 would be good if in New York, tied up starting the 5th in Boston and the previous week with CEE
 - * Patrick will look at those two weeks
 - * Ralph mentioned May 27, June 10 also a possibility

MEETING OF THE FINANCE COMMITTEE: MEETING MINUTES

May 21, 2019
11 am - 12 pm PT

Attendees by web conference:

- Steve Nadel
 - Ed McGlynn
 - Mark MacCracken
 - Ralph DiNola - staff
 - Mary Hansel - staff
 - Leada Fuller-Marashi - staff
-
- Meeting goals: review preliminary April financials and a draft of the FY 2019-2020 budget for referral to the Board of Directors
 - Currently projecting a little bit above budgeted net income for the end of 2018-2019 FY.
 - March dashboard showed we are hovering at the Board required reserve amount at the end of the FY.
 - Overall assumptions made in next year's budget:
 - Add 3 new staff, 2 project analysts and 1 project manager.
 - Planning for salary adjustments for all staff except those who got salary adjustments in October.
 - Included a nominal amount for training on diversity, equity, and inclusion, but planning to fund the training and staff time with a grant.
 - Question: what is general policy on consultants and sub-contractors with diversity?
 - Answer: we do not have a policy yet. We recognize there is a lot we need to do. We should have policies for the board, for staff, and for outside parties we work with such as partners and sub-contractors.
 - Major assumptions made in the budget:
 - For program service revenue, have conservatively included all contracts we have in hand and biz dev tracker which is adjusted for probability of wins.
 - Directors will be talking to their staff about upping their billable utilization to levels associated with position.
 - Revenue has been estimated conservatively. Currently have the new staff members in as an expense but not as revenue. We want to increase unrestricted revenue and plan to work towards four months of reserves.
 - We are currently low on entry-level employees. We want to promote more people but want to avoid becoming top-heavy. Some senior staff have expressed interest in dialing back their hours.
 - Getting to Zero Forum is moving to an annual schedule.
 - **Motion:** Steve moves that the Board approve the budget with a budgeted surplus of over \$200,000 and the expectation that staff will manage expenses to achieve that surplus.
 - Ed seconds
 - Votes in favor: Steve, Ed, Mark