



Setting the Standards for
Home Energy Efficiency



Minutes of RESNET Board Executive Committee Meeting March 16, 2017

Members Present

Matt Gingrich
Roy Honican
Kelly Stephens
Nancy St. Hilaire

RESNET Staff Members Present

Steve Baden
Kathy Spigarelli

Call to Order

The meeting was called to order by RESNET Board President Roy Honican at 3:00 p.m. Eastern Daylight Time.

Resignation of Jim Petersen

Steve Baden announced that Jim Petersen had resigned from the RESNET Board and his resignation had been accepted by RESNET Board Secretary Matt Gingrich.

Roll Call

The roll was called and a quorum was present.

Approval of Agenda

Motion to approve agenda was made by Kelly Stephens and seconded by Nancy St. Hilaire. The motion passed by voice vote.

Approval of Minutes of February 28, 2017 Executive Committee Meeting

Nancy St. Hilaire moved that the draft minutes of the February 28, 2017 RESNET Executive Committee meeting be approved. Kelly Stephens seconded the motion. The motion passed by voice vote.

Discussion of Steve Byers' Draft Charter for the RESNET Board Governance Committee

The discussion began with the origination of the whole issue at a rump session of the Fall 2016 RESNET Board of Directors meeting in Lexington, Kentucky.

Nancy St. Hilaire recorded the minutes of that meeting and stated that the committee was given specific instructions to look into RESNET being in compliance with California non-profit regulations.

Roy Honican stated that after the Lexington board meeting he directed RESNET staff to secure the services of a California non-profit attorney to review RESNET's By-Laws to determine where the By-Laws are out of compliance with the State of California rules and to make recommendations to bring RESNET into compliance. The attorney found that the area where RESNET was in the greatest non-compliance was dealing with procedures for disclosure of conflict of interest with RESNET Board members and the RESNET Executive Director.

The attorney drafted a new policy on conflicts of interest that RESNET Board members are currently reviewing and will take action on at the next board meeting.

After discussion the members of the RESNET Executive Committee concluded that the concerns expressed at the Lexington meeting are being addressed and resolved by staff and executive committee.

This leaves the question of the need for a permanent governance standing committee and Mr. Byers' draft charter.

At the Lexington meeting Steve Byers, Brett Dillon, Lee O'Neal, Daran Wastchak and Barb Yankie volunteered to serve on a working group to review the RESNET By-Laws and make recommendations to the RESNET Board. Currently Steve Byers, Brett Dillon and Daran Wastchak are the only members that still serve on the RESNET Board.

RESNET Board President Roy Honican stated that so that the RESNET Board could have a handle on where the members of the working group were heading, he asked Steve Byers to work with Brett and Daran to draft a charter for a governance committee which he received and shared with the members of the executive committee.

The executive committee then discussed whether the draft charter submitted by Mr. Byers was above and beyond direction given to working group and whether there was a need for a permanent RESNET Board governance committee.

All executive committee members concluded that the working group acted far outside scope envisioned by the board and the charter duties are currently being performed by the executive committee and staff.

Nancy St. Hilaire stated that the working the group's duties be strictly defined as making sure by-laws are in compliance with California non-profit procedures. Kelly and Matt agreed.

Members of the executive committee wanted a fair and transparent process for coming to a final conclusion on this issue.

It was the unanimous decision of the executive committee that Roy Honican send the charter to the board with the following executive committee cover points:

- The RESNET executive committee analyzed and met on the draft charter and found that it exceeded the scope contemplated by the board.
- The working group be expanded and review the conflict of interest approved by the RESNET Board for incorporation into the RESNET By-Laws.
- Input is needed from board members of these points prior to making a final decision.

Potential Conflict of interest Over QA Genie

Steve Baden briefed the RESNET Board over the history of the development of QA Genie and the controversy raised after the 2017 RESNET Building Performance Conference.

Mr. Baden stated that he was approached by Steve Byers about the concept of a QA Genie at a EnergyLogic Rater Fest at which Mr. Baden addressed as the Executive Director of RESNET. Mr. Baden was intrigued by the idea and asked Mr. Byers to draw up a concept paper.

At the Fall 2014 RESNET Board meeting in Scottsdale, Arizona, Steve Baden announced that RESNET staff would be contracting with EnergyLogic to develop the automated quality assurance review of building files through the RESNET National Registry. Steve Byers recused himself from this discussion.

At the Fall 2015 RESNET Board meeting in New Orleans the RESNET Board of Directors included funding for QA Genie in its Quality Assurance Surcharge.

RESNET staff negotiated a user agreement with EnergyLogic in which EnergyLogic would develop the tool and RESNET agree to pay a user fee annually for a period of three years.

On December 20, 2016 the RESNET Board approved the 2017 RESNET Budget with funding for QA Genie. Steve Byers abstained in the vote.

After a session at the 2017 RESNET Conference, Kelly Parker, a Rating Provider, complained that EnergyLogic was getting an unfair competitive advantage over other providers by having the inside information and influence over QA Genie.

To ease concerns over QA Genie would be used as a "gotcha" to trap providers, Roy Honican on March 10, 2017 sent a communication to all providers that RESNET staff would use an interactive approach involving both the QADs and Providers to share information surrounding any anomalies found in an effort to reach a common understanding of the minimum rated features of a home.

Roy Honican stated that this was to inform the executive committee so that they would be aware of what was going on with this issue. Roy also announced that he directed

RESNET staff to contract with a California non-profit attorney for advice on what RESNET should do with this appearance of a conflict of interest. Mr. Honican stated that he would report back to the executive committee when he receives the advice from legal counsel.

Appointment of Filling Vacancy in the RESNET Board with the Passing of Lee O'Neal

Roy Honican stated that Lee's vacant position on the RESNET Board needed to be filled. After discussion Kelly Stephens moved that the RESNET Executive Committee nominate to the full board that Mark Jansen be appointed to complete the term of office (December 2017) for Lee O'Neal. Nancy St. Hilaire seconded the motion. The motion passed unanimously.

Adjournment

There being no new business Matt Gingrich moved adjournment. The meeting adjourned at 3:55 p.m. Eastern Daylight Time.