



Setting the Standards for
Home Energy Efficiency



Minutes of RESNET Board Meeting March 27, 2017

Members Present

Jacob Atalla
Dave Bell
Steve Byers
Brett Dillon
Bob Eipert
Philip Fairey
David Goldstein
Roy Honican
Cy Kilbourn
Curt Rich
Nancy St. Hilaire
Kelly Stephens
Daran Wastchak

Members Absent

Matt Gingrich
Abe Kruger
David Beam
Cardice Howard

Staff Present

Steve Baden
Laurel Elam
Kathy Spigarelli

Call to Order

The meeting was called to order by RESNET Board President Roy Honican at 4:02 p.m. Eastern Daylight Time.

Roll Call

The roll was called and a quorum was present.

Approval of Agenda

Daran Wastchak made a motion to approve the draft agenda. Philip Fairey seconded the motion. Motion passes by voice vote.

Curt Rich suggested that the board agenda include an anti-trust policy review at the beginning of each board call. Roy Honican noted that it will be added to the agenda in the future.

Approval of Draft Minutes of February 26, 2017 RESNET Board Meeting

Kelly Stephens made a motion to approve the February 26, 2017 RESNET Board Meeting minutes. David Goldstein seconded the motion.

Daran Wastchak proposed an amendment to change the number of members of the audit committee from 5 to 4 members in the minutes as well as add the discussion to that section.

Kelly Stephens and David Goldstein agree to the modifications suggested by Daran Wastchak.

Motion passes by voice vote.

Consideration of Recommendations of RESNET Board Threshold Rating Working Group

Philip Fairey reported on the working group's recommendation that tested envelope leakage and duct leakage values for Sampled Ratings and other confirmed ratings that use Threshold Specifications to determine the HERS Index be reported to the RESNET National Building Registry through the XML files submitted for registration. The working group was chaired by Philip and its members were Dave Bell, Steve Byers and Daran Wastchak.

The working group drafted a set of recommendations that was forwarded to the RESNET Board members on March 14, 2017.

Philip Fairey made a motion to accept the recommendations of the RESNET Board Threshold Rating Working Group. Daran Wastchak seconded the motion. Motion passes by voice vote.

Consideration of Draft Revised RESNET Board Conflict of Interest Policy

Roy Honican reviewed the needs for a revised conflict of interested policy that would be in compliance with California rules for non-profits. Roy stated that he directed RESNET staff to contract with a California law firm that specialized in non-profit law. A firm was contracted with and drafted a revised conflict of interest policy that complied with California law and procedures. The revised draft was sent to the board to review and comment on March 8, 2017.

Brett Dillon and Steve Byers expressed concerns about section 3 and section 6 subsection G on loyalty of interested persons.

The board agreed to the following edits:

Section 3. Duty of Loyalty of Interested Persons. *The duty of loyalty is a **statutory** requirement that ~~a director or other~~ **an** Interested Person always make the best interests of the Company paramount. There is no exception to this duty. As a matter of law, an Interested Person can be required to reimburse the Company for any benefit he or she receives, or any harm caused to the Company arising from his or her violation of the duty of loyalty.*

RESNET staff was directed to take the edit to the attorney to ensure it does not conflict with California law or rule. If it does not then an electronic ballot would take place on adopting the policy. If the edit does conflict with rule or law then the attorney would site the rule or law that it conflicts and if it did, an electronic ballot would be distributed on the original version drafted by the attorney.

Consideration of Revising RESNET Board Policy on Electronic Balloting

Philip Fairey reviewed his proposal on revisions to electronic balloting.

Cy Kilbourn suggested have a 7-day period before a ballot is sent so that board members have a chance to discuss prior to a vote.

A re-consideration ballot is also always an option for any electronic ballot.

Cy Kilbourn suggested that there only be one round of reconsideration for a ballot with a negative vote

Daran Wastchak suggested to keep all of Philip's proposal except for removal of reconsideration ballot for negative votes.

Philip Fairey agreed to revise his proposal and resubmit it to the board.

Consideration of RESNET Executive Committee Nomination of Replacement of Jim Petersen's Vacant Board Position

Roy Honican explained that with the resignation of Jim Petersen as a production builder representative on the board, the RESNET Board Executive Committee met and nominated Clayton Traylor of the Leading Builders of America to replace Jim Petersen on the RESNET Board of Directors for the duration of Jim's term (December 31, 2017).

No nominations were received from the floor.

Jacob Atalla made a motion to approve the RESNET Executive Committee Nomination of Replacement of Jim Petersen's Vacant Board Position. Dave Bell seconded the motion. Motion passed by voice vote. Clayton Traylor was elected to the RESNET Board.

Consideration of RESNET Executive Committee Nomination of Replacement of Lee O'Neal's Vacant Board Position

Roy Honican reported that the passing of Lee O'Neal created a Provider vacancy on the RESNET Board. The RESNET Board Executive Committee met and nominated Mark Jansen as a care taker to replace Lee O'Neal on the RESNET Board of Directors for the duration of his term (December 31, 2017). Roy stated that the Executive Committee's recommendation would be to continue Lee's legacy to the end of his term.

Brett Dillon nominated Chris McTaggart to replace Lee O'Neal for the remainder of his term.

Kelly Stephens made a motion to approve the RESNET Executive Committee Nomination of Replacement of Lee O'Neal Vacant Board Position for the duration of his term. Nancy St. Hilaire seconded the motion.

Roy Honican asked for a roll call.

Brett Dillon challenged Bob Eipert on voting because Mark Jansen was his Rating Provider. Bob Eipert agreed to abstain on the roll call vote.

The results of the roll call were:

Jacob Atalla- Mark Jansen
Dave Bell- Chris McTaggart
Steve Byers- Chris McTaggart
Brett Dillon- Chris McTaggart
Bob Eipert- Abstain
Philip Fairey- Mark Jansen
David Goldstein- Abstain
Roy Honican- Mark Jansen
Cy Kilbourn- Abstain
Nancy St. Hilaire- Mark Jansen
Curt Rich- Abstain
Kelly Stephens- Mark Jansen
Daran Wastchak- Chris McTaggart

The results of the roll call were that Mark Jansen received five votes, Chris McTaggart received four votes and five board members abstained.

Mark Jansen was elected to the RESNET Board.

Adjournment

Kelly Stephens made a motion to adjourn. Meeting adjourned at 5:16 p.m. Eastern Daylight Time.

Respectfully Submitted
Matt Gingrich, RESNET Board Secretary