

CHCA BOARD OF DIRECTORS MEETING

Chestnut Hill Library
Thursday, March 26, 2009

MINUTES

Board Members Present: Louis Aiello, Anne Anderson, AnnMarie Arment, Margaret Brunton, Mary Anna Ross Cowper, Melinda DeCesare, Joanne Dhody, Marianne Dwyer, James Foster, Stewart Graham, Michael Hickey, Eileen Jacobs, Kathy Jones, Mark Keintz (Treasurer), Janice Manzi, Ned Mitinger (VP Physical Division), Patrick Moran, Fran O'Donnell, Christopher Padova, Marilyn Paucker, Cathy Pimpinella, Jane Piotrowski (VP Social Division), Ron Recko (Immediate Past President), Robert Rossman, Jonathan Sternberg, Kristina Sullivan (Secretary), Walter Sullivan, Brien Tilley, and Vanessa Yingling

Board Members Excused: Robert Bacino, Jane Becker, Brian DeCesare, Thomas Hemphill, Dina Hitchcock (VP Operations), Marie Lachat, Anne McNally, Margaret McNally, Rob Remus, Pam Thistle, and Tolis Vardakis (President)

Board Members Absent: Miguel Castaneda, Carol Cope, Joseph Pizzano, and Susan Pizzano

Others Present: Keen Butcher, Michael Chomentowski, Stephanie Chomentowski, Ed Feldman, Anthony Forjohn, Nancy Hutter, Pete Mazzaccaro (*CH Local* Editor), William McGuckin (CHCF VP and Treasurer), Stan Moat (CHCF Secretary), Kathy Shaifer, Ann Ward Spaeth, and Noreen Spota (CHCA Administrative Coordinator)

Ned Mitinger called the meeting to order at 7:35 PM and welcomed Vanessa Yingling, the new Institutional Director from the J.S. Jenks School, to the Board. Ned reported that Tolis Vardakis was recovering from his recent surgery as well as could be expected. He also announced that Philadelphia District Attorney Lynne Abraham will speak at the CHCA Annual Meeting to be held on April 22, and urged everyone to attend. Noreen Spota conducted the roll call.

Approval of Agenda. *Walter Sullivan offered a motion to revise the agenda by switching the order of the action items, so that the Nominating Committee members could be approved prior to approving the Institutional Directors. This motion was seconded and passed.* It was also stated that at the end of the meeting there would be announcements from the Chestnut Hill Business Association and Chestnut Hill Town Watch. *There was a motion to approve the agenda as amended; this motion passed with one abstention (Marilyn Paucker).*

Approval of Minutes. *There was a motion to approve the Board meeting minutes from February 26, 2009 as submitted; this motion was seconded and passed with one abstention (Christopher Padova).*

Approval of CHCA and Local Budgets for FY Ending 3/31/10. Mark Keintz explained that there would be three separate votes: 1) to approve the grant allocations for the Fund; 2) to approve the budget for the CHCA; and 3) to approve the budget for the *Local*. All three documents were e-mailed to the Board for review prior to this meeting, and copies were distributed at the meeting.

Mark briefly described the grant allocation process that was used by the Budget and Finance Committee; there was some discussion about this. *He then offered a motion to approve the proposed grant*

allocations as a recommendation to the Fund Trustees; this motion was seconded and passed with no votes opposed and five abstentions.

Mark reviewed the proposed budget for the CHCA. There was some discussion about various line items in the budget. *He offered a motion to approve the CHCA budget as recommended by the Budget and Finance Committee; this motion was seconded and passed with one abstention (Janice Manzi).*

Mark reviewed the proposed budget for the *Local*. There was some discussion about various line items in the budget. *He offered a motion to approve the budget for the Local as recommended by the Budget and Finance Committee; this motion was seconded and passed unanimously.* Mark then thanked the members of the Budget and Finance Committee for their work during the past year.

Approval of Judges of Election. *Pat Moran, Election Procedures Committee Chair, offered a motion to approve the following people to serve as judges for the upcoming CHCA election: Grace Flisser, Peter Harmantas, Andrea Niepold, Frank Niepold, Mark Sellers, and Mary Sue Welsh. This motion was seconded and passed with one abstention (Cathy Pimpinella).*

Approval of Nominating Committee Members. Ron Recko, Nominating Committee Chair, stated that the following four people were elected by the Board to serve on the Nominating Committee: Brian DeCesare, Mike Hickey, Janice Manzi, and Cathy Pimpinella. He explained that Anne Anderson was added to the committee after Mike Hickey's resignation from the Board, and that it was only fair to permit Anne to serve on the Committee after Mike re-joined the Board after being off for three weeks. A discussion ensued about whether the CHCA Bylaws allow the Nominating Committee to have more than the usual five members (the chair plus four elected members). The provision from The Bylaws was read aloud by Chris Padova (Article VI/B/2/c Membership: "The Nominating Committee consists of the Immediate Past President (the chairperson) and **four** other members of the Board of Directors, none of whom may be serving as an Officer of the Association. The Board immediately publishes the names of individuals selected to the Nominating Committee.) [For further clarification, please read Article VI/B/2/f Vacancies: "If the Immediate Past President position becomes vacant, that Past President's predecessor completes the term. **If** an At-Large membership becomes vacant, the Chairperson, **with Board approval**, appoints a successor to complete the vacant position's term.] *Bob Rossman offered a motion to call the question (stopping discussion, requiring 2/3 to pass); this motion was seconded and passed with 23 votes in favor. There was a motion to approve the following people to serve on the committee: Ron Recko (chair), Anne Anderson, Brian DeCesare, Mike Hickey, Janice Manzi, and Cathy Pimpinella. This motion was seconded and passed with 22 votes in favor, 2 votes opposed, and 3 abstentions.*

Approval of Institutional Directors. *Ron Recko offered a motion to approve the following three organizations to have Institutional Directors represent them on the CHCA Board: the Morris Arboretum, the Mt. Airy Learning Tree, and Friends of the Fountain Plaza; this motion was seconded and passed.* Walter Sullivan asked whether all of the Nominating Committee members participated in making this decision; the response from Ron was that Mike Hickey and Cathy Pimpinella, although not present at the Committee meetings, had no objection. *Walter then offered a motion to require that Nominating Committee meetings be held during times that working people are available; this motion was seconded.* After some discussion about the scheduling of the Nominating Committee meetings, *Bob Rossman offered a motion to call the question; this motion was seconded and passed with 22 votes in favor. Walter's motion was subsequently defeated.*

Approval of New CHBA Representative to the Development Review Committee and Approval of New Bylaws Committee Member. No recommendations were made at this time for the Board's consideration.

Approval of Aesthetics Committee Members. *Joanne Dhody, Aesthetics Committee Chair, offered a motion to approve the following people to serve on the committee: Barbara Caplen, Allia Dhody, Robin Dove, Fran O'Donnell, Joe Pizzano, Ron Recko, Carolyn Simons, Meredith Sonderskov, and Jonathan Sternberg. This motion was seconded and passed unanimously.*

Report from Treasurer. Income statements and balance sheets for the CHCA and Local as of 2/28/09 were distributed and reviewed by Mark Keintz. Copies of the CHCA audit for FY ending 3/31/08, and correspondence from the auditors, were also distributed. Nancy Hutter asked whether the Fund's budget for the next fiscal year would be presented at the meeting in April; the answer was yes. Jim Foster objected to the discontinuance of monthly financial reports from the Fund and recommended that the Board receive quarterly reports from the auditor and quarterly reports from the Fund instead of the semi-annual reports from the Fund as currently mandated in the Bylaws.

Report from Vice President of Physical Division. Ned Mitinger mentioned the status of the Delaware Valley Regional Planning Commission report and Joanne Dhody described recent efforts of the Aesthetics Committee.

Report from Vice President of Social Division. Jane Piotrowski thanked all those who donated blood and worked on the CHCA Blood Drive held on February 23. She also mentioned the CHCA Health Forum presentation on breast health to be held at Chestnut Hill Hospital on April 8 from 6:30-8:00 p.m.

Report from Vice President of Operations. Due to the absence of Dina Hitchcock, there was no report from this division.

Report from Community Manager. A copy of Philip LeCalsey's report was distributed, including updates on the following topics: 1) the Fund Drive, 2) plans for the Pastorius Park concert series, 3) installation of a fire alarm system at Town Hall and other facility issues, 4) plans for the upcoming election, awards, and annual meeting, and 5) billing cycles and advertising reports for the Local.

Update from Associate Publisher Search Committee. Bob Rossman, Search Committee Chair, reported that two candidates for the Associate Publisher position presented their proposed action plans to members of the committee and several *Local* staff members including Editor Pete Mazzaccaro and Advertising Sales Manager Sonia Leounes. The Committee hopes to present the final candidate to the Board in April; this person's resume will be circulated to the Board for review prior to the meeting.

Old Business. Ron Recko reminded the Board about a community meeting held on February 25, attended by approximately 85 people, expressing concern about the Board's handling of staff issues at the *Local*. "For the record only," Ron read a statement calling for the resignation of Vice President of Operations Dina Hitchcock. This was one of several motions endorsed by those attending the community meeting in February.

New Business. Mike Hickey, Vice President of the Chestnut Hill Business Association, and Interlocking Director from the CHBA, provided highlights of their activities in the community. He also explained that a group of 11 people from the CHBA, the "Positively Chestnut Hill" team, will run as a slate in the upcoming CHCA Board election. Mike suggested that those in attendance check out the candidates' website, www.positivelych.com. There was some discussion about the empty storefronts on Germantown Avenue.

Announcement. Chris Padova announced that there will be a training session for Town Watch volunteers on April 2 at 7 PM at St. Paul's Church.

2008 Audit Report for CHCA/Local. At this point in the meeting, Jim Foster expressed concern about the delay in receiving the 2008 audit report. He also read from the auditor’s letter to the Board (“Communication of Significant Deficiencies and Material Weaknesses”) dated March 16, 2009, which was distributed at this meeting. Mark Keintz stated that he agreed with the three “deficiencies” described in the letter, and pointed out that the same deficiencies were listed in the 2007 audit report covering the period during which the Oversight Committee was in operation.

There being no further business, the meeting was adjourned at 9:45 PM.

Respectfully submitted on 4/22/09 by:

Kristina Sullivan
CHCA Secretary

Approved by the Board of Directors without amendment on 5/28/09.