

# **Chestnut Hill Community Association Board of Directors Meeting**

Chestnut Hill Library  
Thursday, February 26, 2015

## **MINUTES**

**Board Members Present:** Liz Bales, Jason Bissonette, Julie Byrne, George Coates, Patricia Cove (CH Historical Society), Tom Cullen, Will Detweiler (President), Sam Earle, Lee Foulkrod, Nell Kahil (CH Friends Meeting), Mark Keintz, Joyce Lenhardt, Laura Lucas (VP Operations), Larry McEwen (VP Physical Division), Chris Padova (VP Social Division), Marilyn Paucker, Remy Pizzichini, Tony Reilly, Bob Rossman (Treasurer), Richard Snowden (CH Parking Foundation), Brien Tilley (Immediate Past President), and Jean Wedgwood

**Board Members Absent:** Sister Mary Helen Beirne (Norwood-Fontbonne Academy), Art Howe, Lisa Howe, Arianna Neromiliotis (Teenagers Inc.), Kristina Sullivan (Secretary), and Walt Sullivan

**Attendance:** 22 present and 6 absent = 28

**Others Present:** Kevin Dicciani (CH Local), Celeste Hardester (Community Manager), Larry Hochberger (Associate Publisher), Caryl Johnston (Recorder), Pete Mazzaccaro (Editor), presenter and colleagues from Springside Chestnut Hill Academy, and several visitors

Will Detweiler called the meeting to order at 7:05 PM and Celeste Hardester conducted the roll call.

**Approval of Agenda and Minutes.** The night's agenda was adopted and the Board meeting minutes for January 22, 2015 were approved, with the caveat that these minutes had not yet been formally approved by the Secretary.

**Appointment of New Awards Committee Member.** A motion was passed to approve Jean Wedgwood as a member of the Awards Committee, with term expiring in 2019.

**Appointment of Election Committee Co-Chairs.** A motion was passed to approve Sam Earle and George Coates as Co-Chairs of the 2015 Election and Voting Procedures Committee.

**Date and Location of the Annual Meeting.** Thursday, April 23 is the date of the Annual Meeting. Celeste Hardester said that efforts are still being made to find a suitable location, but in the meantime Woodmere Art Museum has said it would be willing to host the event at no charge. We should not plan to do an Annual Dinner. Will Detweiler agreed, saying that this has not been the best year financially and that an Annual Meeting is not a party but the occasion for conducting business with all the membership. The Annual Meeting for this purpose, furthermore, should be free of charge. We would not be able to host a banquet at the Woodmere in any case.

Suggestions around the room were made to the effect that Board members could bring wine, hors d'oeuvres, etc. The Annual Meeting would be needed for discussion of the bylaws pursuant to the CHCA's 501(c)(3) status (another meeting in May would be required for actual voting), the President's Address, and the presentation of awards. There seemed to be some disappointment among Board members that the Annual Meeting would not include a party. Bob Rossman presented a motion to appoint a committee to look into how to make the Annual Meeting more social; this motion passed.

**Treasurer's Report.** Bob Rossman referred to a number of handouts distributed to Board members: the CHCA profit and loss comparison from April 2014 through January 2015, the CHCA consolidated balance sheet previous year comparison as of January 21, 2015, the first draft of the CHCA fiscal year 2016 budget, and the 2016 budget new worksheet. These items should be inserted into the record; Bob Rossman invited email comments and questions.

**Institutional Director Organizations.** Brien Tilley suggested that seats be offered to the Morris Arboretum and the Jenks Academy. This led to considerable discussion and some expression of disappointment by Will Detweiler, who said that overtures to Springside Chestnut Hill Academy would have to be disregarded, and that he personally felt some embarrassment in the matter. Richard Snowden agreed that we should be careful about how we offer invitations. Will said that it is important to have dialogue with local institutions, and there are probably at least a dozen of them that are eligible. Joyce Lenhardt said that we should offer the seat to SCHA for the next round but to accept the current recommendation as it stands. Richard Snowden seconded and the motion passed.

**Variance Request: 7733 Winston Road.** Larry McEwen reported that the DRC supports the McCarty Gallery's use variance request for two apartments including an outdoor deck for the rear unit to be located over the garage rather than in back of the gallery building. Other details were included in the written report distributed to Board members. The motion for the Board to recommend approval of this variance passed.

**Springside Chestnut Hill Academy Lower School Zoning and Use Variance Request.** As a result of the recent merger of the two schools, architectural and landscape changes were required. There was a PowerPoint presentation about this 15-month project. The school is midway through a massive fundraising effort to raise the \$30 million needed for completion of the project; about half of this has been raised. The total worth of the physical plant of the now-single school is approximately \$150 million.

**Discussion of Proposed 2015 Bylaws Amendments.** Brien Tilley stated that the CHCA's 501(c)(3) status has been approved by the IRS. What remains to complete the process is to change the bylaws and governing documents of the organizations (CHCA and Local) to reflect this. Bob Rossman and Julie Byrne are Co-Chairs of the Bylaws Committee. Bob distributed two sets of bylaws, one with changes in yellow reflecting changes necessary for 501(c)(3) status, and the other with changes in red reflecting other changes not essential to the nonprofit status. It was reiterated that the Officers of the new Pennsylvania corporation (CHCA) and the Delaware corporation (the Local) cannot be the same (although there can be some overlap), and that the two Boards cannot be the same. The CHCA will probably exercise about as much control over the Local as it does now; the Local's Board will devolve to a kind of management committee. The CHCA can appoint directors to the Local; the Local Board should have between 5-9

members; the budget of the Local must be approved by the PA Corporation's Board; there should be financial reports twice yearly from the Local; the budget should be presented once a year. Sam Earle pointed out that 99% of the same rules and procedures will remain; only the structure will change. The Bylaws Committee will meet again next Wednesday night (March 4). Richard Snowden made a strong objection to the fact that the CHCA lawyer, John Falco, was not present at tonight's meeting. He also asked for a summary of the items not required for 501(c)(3) status.

**2015 Election Rules and Procedures.** Laura Lucas said that two committees were put together to have election and voting procedures clarified. She distributed "CHCA Election and Voting Update" which set forth the Board actions required and additional information relating to online voting. The major item for the discussion turned out to be the management and cost of online voting procedures: \$2,500 for the initial year, which Laura said we would try to reduce in subsequent years. This figure seemed high to many members who objected to its cost. Mark Keintz said "\$2,500 is a lot—we are in the red—we cannot afford it." Furthermore there is not adequate time, or only barely adequate time, to prepare for online voting for the election deadline of April 23<sup>rd</sup>. Nomination forms must be submitted by March 20. Sam Earle presented a motion to approve the election procedures, but Richard Snowden objected, saying that to ask Board members to vote on this a few minutes before the end of the meeting was "ludicrous." He objected to the "last-minute document dumps" at this meeting and felt that Board members did not have enough time to review the material. Richard said that an executive summary was needed, for example, for the 5-page "CHCA Election and Voting Procedures 2015." The motion to accept the voting procedures as stated was withdrawn. A new motion was presented to adopt the procedures but to omit online voting for this year; this motion passed.

Having run out of time, the meeting was adjourned at 9:05 PM.

*Initial draft of minutes prepared by Caryl Johnston.*

*Approved by the Board of Directors without amendment on 3/26/15.*