



Board of Directors of the District of Columbia Green Financing Authority
Meeting Minutes of Board Meeting #2
Wednesday, August 14, 2019
2:30 – 4:30pm

A meeting of the Board of Directors of the District of Columbia Green Financing Authority (“DC Green Bank”) was held on Wednesday, August 14, 2019 at the office of the Department of Energy and Environment (DOEE), 1200 First St NE, 5th Floor, Washington, DC 20002 United States

1. Call to Order and verification of quorum

District of Columbia Green Finance Authority (doing business as DC Green Bank) Board Chair, Brandi Colander, called the meeting to order at 2:33pm. Ms. Colander asked Mr. Ed Hubbard to verify a quorum. With six voting members present, the Board had a quorum, and the meeting continued.

Board members participating: Brandi Colander, Tommy Wells, Edward Hubbard, Ricardo Nogueira, Todd Monash, Hannah Hawkins, Priya Jayachandran, Jonathan Kayne, Bruno Fernandes

Board members absent: Sarosh Olpadwala

Staff attending: Cheryl Chan, Jay Wilson

Members of the public in attendance: Hussain Karim (DOEE), Daniel Conner (DOEE), Melissa Levasani (OCFO), Ari Eisenstadt (Audubon Naturalist Society), Anthony Hubbard (The Impact Group, LLC)

2. Adopt the agenda

A motion was made to adopt the August 14th meeting agenda by Ms. Colander. The motion was seconded by Mr. Hubbard. The motion passed (6-0-0).

3. Approval of the Minutes from the July 25, 2019 Board Meeting.

A motion was made to approve the minutes from the July 25, 2019 board meeting by Ms. Colander. The motion was seconded by Mr. Hubbard. The motion passed (6-0-0).

4. Reporting on committee work

HR Committee:

Mr. Nogueira (chair of the HR Committee) said the HR Committee is circulating draft documents about organizational charts and the job description of the CEO/Executive Director. Documents have been edited by all. The HR Committee will continue a discussion about hiring an external recruiting firm.

Governance Committee:

Mr. Hubbard (chair of Governance/Legal Committee) said the committee has looked at draft Bylaws and the request for proposal for legal services.

Comments have been submitted to the Board regarding the Bylaws. Comments include: streamlining committees and changing the title of Executive Director to CEO (continued discussion about how the change affects underlying statute). Regarding the RFP for legal services, the draft outlines the legal needs for foundational development and will be helpful in the upcoming months.

Finance Committee:

Mr. Fernandes (chair of the Finance Committee) said the Finance Committee has not yet formally met but he provided an update on setting up a bank account (discussed with action below).

5. Reporting on consultants/grantees work

Mr. Wilson gave an update on the consultants/grantees work so far. Harcourt Brown & Carey, Common Spark Consulting, and Public Sector Consultants continue to work on governance documents such as the Standard Operating Procedures, Strategic Plan, and DC PACE report.

NYCEEC and Urban Ingenuity are continuing their efforts and providing feedback on proposed financial products and start-up operations.

Both grant projects are on track and on budget to be completed by September 30th.

6. Public comments

Ms. Colander opened the floor for public comments.

A suggestion from the public was made that the Board considers the fact that DC Green Bank may function as an NGO and that the title of an Executive Director may attract people who are mission driven. The suggestion urges the board to make sure the candidate has core competencies of working with under-represented communities and has a focus on equity dynamics.

Ms. Jayachandran responded that she holds the affordable housing seat and she understood the concern but also offered that NGOs in the affordable housing industry are led by a President/CEO title.

7. Adoption of Bylaws

Ms. Colander opened the floor up to the Board members for comments on the Bylaws.

Mr. Hubbard said the bylaws should remain a simple document but still have language from enabling legislation.

In Section 4.1 on Committees, language was changed to state that each Committee shall not compromise of more than 50% of District employees.

In Section 4.1.1 on Appointments, language was changed to state that the Committee Chairs shall be appointed by the Chairperson of the Board, versus “a majority vote of Directors present.”

Since the last meeting, the title of “Executive Director” in the Bylaws was changed to “Executive Director/CEO”.

Ms. Colander proposed to form an Executive Committee. The Executive Committee will compose of the Chair, Vice-Chair, and Secretary. The Executive Committee will never act in lieu of the Board. Ms. Colander moved to request a motion to add a description of the Executive Committee in the Bylaws that specifically outlines the Executive Committee composition. All voted in favor.

Ms. Colander moved to adopt the Bylaws as amended. Mr. Hubbard seconded. The motion passed (6-0-0).

8. Secretary

Ms. Colander nominated Mr. Hubbard as secretary to the Board. She opened floor to the Board for further nominations. No other nominations were provided. Mr. Hubbard accepted the nomination for Secretary to the Board.

Ms. Colander moved to have Mr. Hubbard approved as Secretary to the Board. Mr. Nogueira seconded. The motion passed (5-0-1) with Mr. Hubbard abstaining.

9. Start-up schedule

DC Green Bank will operate on a start-up schedule for the next 6 months of operations, including the following immediate-term priorities:

- Develop 12 month operational budget, solicit and award proposals for legal counsel, ED/CEO recruitment, communications, and HR/payroll.
- Board business planning and values setting, communication & outreach planning, and introductory presentation of possible finance products.

The Board is in agreement with the start-up schedule and the priorities for the next 6 months.

10. Procurement Policy

The Procurement Policy language was developed and based upon other green banks and the District Government’s Procurement Policy. Even though DC Green Bank is exempt from Procurement Practices Reform Act (PPRA), this guidance provided a fair and just starting point.

The key points of the drafted Procurement Policy are; p-card purchases are limited to under \$5,000, contracts over \$100,000 require Board approval, and contracts below \$10,000 can be non-competitive.

Ms. Jayachandran made a suggestion to delete "sole source" under 3.b. and strike 4.a. Mr. Kayne seconded that suggestion. Mr. Hubbard suggested adding a CBE preference to the list of criteria/evaluation, but not make it required. This will be added as part of 7.g. Mr. Nogueira wanted to clarify that this is Procurement Policy is interim. Once the Board establishes a set of

values for the entity, it should be incorporated into the Procurement Policy. Mr. Wilson will have the Procurement Policy reviewed by General Counsel, once General Council is hired.

Ms. Jayachandran moved to adopt the proposed Procurement Policy as amended in the discussion. Mr. Nogueira seconded. The motion passed (6-0-0).

11. Insurance

DC Green Bank needs to execute an interim insurance policy to become operational. The staff members are currently in discussion with a broker working for CIMA Inc, who previously worked with the Montgomery County Green Bank. Mr. Wilson proposed to execute a policy for Directors & Officers insurance with funding from DOEE. He will ask if the policy can be retroactive to the date of the first board meeting when board members were officially sworn in.

Ms. Jayachandran moved to approve the delegation to staff to purchase proposed insurance. Mr. Nogueira seconded. The motion passed (6-0-0).

12. Bank account

Mr. Fernandes indicated that the Green Bank's funding is currently integrated with the rest of the District funds in a Wells Fargo bank account. The interim recommendation is to allow the OCFO's office to move the money to a separate Wells Fargo account able to be controlled by the DC Green Bank. This would allow access to funding, more quickly than if a banking partner were pursued through a full solicitation process. If DC Green Bank is to procure our own banking services, it would take 6 months. Wells Fargo is currently the District's banking partner and the DC Green Bank will be able to take advantage of synergies, economies of scale for fees and the set up process will be easy and seamless.

Mr. Nogueira motioned that pursuant to recommendation from DOEE staff, DC Green Bank piggy backs off of the District's banking services for the start-up period. Mr. Monash seconded. The motion passed (6-0-0).

13. Recruitment of CEO/Executive Director

The Board of Directors is responsible for the recruitment, appointment, performance evaluation, and compensation of the CEO/Executive Director and is also required to participate in the process of hiring other officers of the organization. The first personnel of DC Green Bank will be the CEO/Executive Director. The Board would like to start recruiting for this position as soon as possible.

Mr. Nogueira suggested recruiting for a CEO candidate internally as it will take a lot of time and effort for a recruitment agency to be brought up to speed.

Mr. Wells suggested we consider an employment law firm to provide advisory services as well as protect the privacy of the process.

Ms. Jayachandran suggested hiring a limited search firm to manage the hiring process. The limited search would work for a flat fee and deal with screening resumes, phone screening, background checks, setting up interviews, and other administrative tasks associated with interviewing candidates.

Mr. Wells said that DOEE's HR department might have capacity to do some of the administrative work associated with hiring. Ms. Jayachandran is interested in staff resources but sees a potential conflict of interest with DOEE staff selection. She also stated that to adequately recruit a candidate, the HR /recruiting personnel needs to have familiarity and knowledge of basic Green Bank /energy-finance terminology.

No conclusion as made but the Mr. Wells will investigate DOEE support and the HR Committee will look at the CEO job description this month and propose action in September.

14. Communications firm

DC Green Bank needs a communications firm to create a broader conversation of setting expectations.

Ms. Jayachandran moved to empower staff to move forward with a communications RFP. Mr. Nogueira seconded. The motion passed (6-0-0).

15. General Council/legal services

Ms. Jayachandran proposed that the General Council contract will be interim and remain at the discretion of the CEO to retain the same council or solicit a new General Council.

Mr. Hubbard moved that we move forward with the legal RFP, subject to the changes by Mr. Wilson, as well as the inclusion of employment law. Ms. Colander seconded. The motion passed (6-0-0).

16. Adjourn

Upon a motion made by Mr. Hubbard, and seconded by Ms. Colander, the meeting was adjourned at 4:22p.m.