



Setting the Standards for
Home Energy Efficiency

Minutes of RESNET Board Meeting July 11, 2017

Members Present

Jacob Atalla
David Beam
Dave Bell
Steve Byers
Brett Dillon
Philip Fairey
Matt Gingrich
David Goldstein
Roy Honican
Cardice Howard
Mark Jansen
Cy Kilbourn
Abe Kruger
Curt Rich
Nancy St. Hilaire
Kelly Stephens
Daran Wastchak

Members Absent

Bob Eipert
Clayton Traylor

Staff Present

Steve Baden
Emma Bennett
Laurel Elam
Kathy Spigarelli

Call to Order

The meeting was called to order by RESNET Board President Roy Honican at 3:01 p.m. Eastern Daylight Time.

Roll Call

The roll was called and a quorum was present.

RESNET Conflict of Interest Policy

Curt Rich reviewed the RESNET conflict of interest policy. The RESNET conflict of interest was included in attachments to the board sent prior to the board meeting.

Approval of the Agenda

Mark Jansen made a motion to approve the agenda. Daran Wastchak seconded the motion. Motion passes by voice vote.

Abe Kruger Conflict of Interest Disclosure

RESNET's conflict of interest policy requires RESNET Board members to determine financial interests with board members to consider the disclosures. RESNET's policies require that the affected board member have an opportunity to address the board directly before the board considers the issue.

RESNET Board President Roy Honican is giving each of the affected board members the option of waiving their presentation to the board in a GotoMeeting. When a board member waives presenting to the board we will have a simple electronic ballot. Where the board member wishes to make a statement to the board, a board call will be arranged. According to the RESNET Conflict of Interest policy, a board member who is the subject of the call will need to sign off on the call after the person's presentation and cannot participate in the further board discussion.

Abe Kruger did not waive his right to a board meeting so he will be making a presentation at a board meeting.

Prior to the board meeting, board members were sent Abe Kruger's conflict of interest disclosure (Attachment A).

After reviewing Abe's disclosure, RESNET's Controller Faye Berriman discovered he had a QA Pilot Trainer Agreement with RESNET in which he entered into before he was elected to the RESNET Board that was not disclosed. The agreement is attached as Appendix B. The agreement was a stipend of \$4,000.00 to be a trainer at the Quality Agent Training workshop in 2017. The stipend would cover Abe's time and expenses, including airfare, at the training. Since the training has not taken place at this time there have been no funds dispersed to Abe Kruger to date.

Statement to Board by Abe Kruger on His Conflict of Interest Disclosure

Abe Kruger made a statement and reviewed his conflict of interest disclosure to the board. Abe stated the omission of the training stipend was a simple oversight since it was entered into prior to being elected to the RESNET Board.

Daran Wastchak added on behalf of the working group that the Quality Agent Training took multiple applicants and the initial pilot training would require all instructors. As part of the contract, travel is included and Abe is being compensated for his time.

Cy Kilbourn asked if the by the RESNET staff established the payment. Abe confirmed that RESNET staff made the decision on payment.

After his presentation Abe signed off on the call.

Consideration of and Action on Abe Kruger's Conflict of Interest Disclosure

After Abe Kruger signed off on the call, Roy Honican opened up discussion on Abe's Conflict of Interest disclosure.

David Goldstein suggested that the only current issue would be in the future how this would be dealt with. Steve Baden confirmed that moving forward, contracts like this would have to have permission from the board before being signed.

The board reviewed the provisions of RESNET Conflict of Interest Policy.

Philip Fairey made a motion that the stipend with Abe be approved. Cy Kilbourn seconded the motion. Motion passes by voice vote.

Philip Fairey suggested that RESNET staff formulate a procedure on how potential conflict of interest for potential board candidates would be handled. Roy Honican stated he would task RESNET staff to draft such a procedure for the board's consideration.

Brett Dillon suggests adding an appeals process. RESNET staff was directed to draft a board policy that would address all board administrative actions.

Adjournment

Mark Jansen made a motion to adjourn. Meeting was adjourned at 3:51 p.m. Eastern Daylight Time.

Respectfully submitted
Matt Gingrich, Board Secretary

Attachment A

CONFLICT OF INTEREST POLICY AND CODE OF ETHICAL CONDUCT ETHICAL

CONDUCT SCHEDULE 1: CONFLICT OF INTEREST DISCLOSURE FORM

Notice to RESNET directors, officers and employees.

This form is to initially be submitted upon your acceptance of election/appointment as a member or officer of the Board of Directors or as an employee of Residential Energy Service Network, Inc. (the "Company"). You are further required to re-submit this form each year thereafter that you serve as a director, officer or employee of the Company as well as each time you or an immediate family member receives a personal financial benefit or has any other interest in a transaction resulting from your position as a member or officer of the Board of Directors or as an employee of the Company. Further, by signing this Disclosure Form, you are warranting and representing that you have received and have read, reviewed and understood the Bylaws and policies of the Company, including but not limited to the Conflict of Interest Policy of the Company.

Name:

_____ Abraham (Abe) Jonas Kruger _____

Name of Employer:

_____ SK Collaborative and Kruger Sustainability Group _____

Title with Employer:

_Principal (SK Collaborative) and Owner/Founder/CEO (Kruger Sustainability Group) _____

Address:

SK Collaborative, 333 Adams St, Decatur, GA 300030 Kruger Sustainability Group, 478 Gift Ave SE, Atlanta, GA 30316

Telephone Number:

Home _____ Work: _____ Cell: _____ 215/385-6891 _____
(circle primary)

Email Address:

_____ abe@skcollaborative.com _____

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AT THIS TIME, I HAVE NOTHING TO DISCLOSE

OR

I am disclosing the following significant financial interests related to my position as a member or officer of the Board of Directors or as an employee of Residential Energy Service Network, Inc. (Responses should include interests of the individual, his/her spouse, and/or any dependent children.) **USE ADDITIONAL SHEETS FOR EACH ENTITY IN WHICH YOU HAVE A DISCLOSABLE INTEREST**

Name of Entity or transaction in which you have an interest ("Entity"):

Yes X

No

SK Collaborative
and Kruger
Sustainability
Group

Description of transaction in which you have an interest:

I am the owner of Kruger Sustainability Group and co-owner of SK Collaborative. My company, SK Collaborative, works with developers, builders, remodelers, contractors, architects, and homeowners to implement cost-effective techniques that improve building performance. Their services include consulting, design reviews and charrettes, training, and building certification for single and multifamily buildings under LEED for Homes, EarthCraft House, ENERGY STAR, the National Green Building Standard, and Enterprise Green Communities. SK Collaborative is currently working on projects totaling over 7,000 dwelling units spread across Georgia, Florida, Indiana, Louisiana, South Carolina, Tennessee, Ohio, and Pennsylvania. A detailed client list is available upon request.

In 2014, I provided contract QA services to RESNET. SK Collaborative was paid a total of \$6,625.

In 2013, I provided contract QA services to RESNET. Kruger Sustainability Group was paid a total of \$19,531.25.

All contract work was performed well in advance of joining the Board on 1/1/2017.

Address of Entity:

SK Collaborative, 333 Adams St, Decatur, GA 300030
Kruger Sustainability Group, 478 Gift Ave SE, Atlanta, GA 30316

Principal Type

Business: See above.

Are you a director, officer, partner, trustee, or employee of the Entity? _____

Do you have an investment of \$1,000 or more in the Entity? If so, how much?

50% ownership of SK Collaborative and 100% ownership of Kruger

Sustainability Group

Do you hold an equity position of 5% in the Entity? If so, what percentage?

Do you receive contingent compensation from the Entity? If so, please describe: I
receive a salary from SK Collaborative and profits from Kruger Sustainability
Group

Have you received a loan from the Entity for which the outstanding? No.
Do you have an interest in any intellectual property rights? Yes. I am the
coauthor of Green Building: Principals and Practices in Residential
Construction and receive royalties from the publisher.

Yes X	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No	<input type="checkbox"/>	<input type="checkbox"/>

Certification:

- I agree to update this disclosure either on an annual basis, or as new reportable significant financial interests are obtained.
- I agree to cooperate in the development of a plan to address any actual or potential conflict of interest identified via this Disclosure Form.
- I agree to comply with any conditions or restrictions imposed by the Company to manage, reduce, or eliminate actual or potential conflicts of interest or forfeit the award. I further understand and agree that my violation of the Conflict of Interest Policy of the Company's grounds for disciplinary and corrective action.
- I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Signed: Abraham Jonas Kruger

Date: 4/20/17

Name: Abraham Kruger

Attachment B



Setting the Standards for
Home Energy Efficiency

Dear Abe Kruger:

RESNET would like to offer you a stipend of \$4000.00 to be a trainer at the Quality Agent Training workshop in 2017.

This amount would cover your time and expenses, including airfare, at the training. RESNET will reserve a block of rooms at the hotel and you will make your own reservations. Breakfast and lunch during training and transportation to and from training sites will be provided by RESNET.

If you agree to these terms please sign below:

Abraham Jonas Kruger
Abe Kruger

12/09/16
Date

Laurel Elam

Laurel Elam

12/09/2016
Date

