## **COG BOARD OF DIRECTORS MEETING**

 **DATE: April 11, 2012**

 **TIME: 12:00 Noon**

 **PLACE: COG Board Room**

**PLEASE NOTE: Chairman Principi will begin the meeting promptly at 12:00 noon. Lunch for members and alternates will be available at 11:30 a.m.**

**REVISED**

**A G E N D A**

**1. CALL TO ORDER AND PLEDGE OF ALLEGIANCE**

**(12:00 Noon)**

**Chairman Frank Principi**

**Supervisor, Prince William County**

**2. ANNOUNCEMENTS**

**(12:00 – 12:05 p.m.)**

**Chairman Principi**

1. **Infrastructure Banks in Metropolitan Washington – April 17**
2. **Tour of Fairfax County’s advanced wastewater treatment – May 18**

 **c) Executive Director Search Update**

**3. EXECUTIVE DIRECTOR’S REPORT**

**(12:05 – 12:10 p.m.)**

1. **Outreach**
2. **Legislative and Regulatory Update**
3. **Information and Follow-up**
4. **Letters Sent/Received**
5. **General Counsel’s Report**

**4. AMENDMENTS TO AGENDA**

**(12:10 – 12:15 p.m.)**

**5. APPROVAL OF MINUTES OF MARCH 14, 2012**

**(12:15 – 12:20 p.m.)**

**CONSENT AGENDA**

**6. ADOPTION OF CONSENT AGENDA ITEMS**

**(12:20 – 12:25 p.m.)**

1. **Resolution Authorizing the Executive Director to Solicit Competitive Bids to Implement New Association Management Software**

The COG Board will be asked to adopt Resolution R17–2012, authorizing the Executive Director, or his designee, to solicit competitive bids to implement the new Association Management Software. This contract will be managed by the COG Office of Information Technology and Facility Management. COG wishes to provide enhanced member services on a software platform that is easier for staff to manage and improves communication tools and services to COG Members and other partners. Improving Member services is included in the COG Board’s adopted 2012 COG Board Work Plan initiatives. Association Management Software (AMS) is specialized software used by membership associations to manage their committees and engage Members. The AMS will eliminate duplication of effort and help ensure that accurate committee information is reflected across COG. The AMS also will integrate with the new COG website. Authorization to execute a contract, including proposed project cost, revenue source, timetable and deliverables, will be submitted for approval by the COG Board at its May 9 meeting.

**RECOMMENDED ACTION: Adopt Resolution R17-2012**

1. **Resolution Authorizing the Executive Director to Solicit Competitive Proposals and Execute a Contract for Consultant Support for the Capital Area Foreclosure Network**

The COG Board will be asked to adopt Resolution R18-2012 authorizing the Executive Director, or his designee, to solicit competitive proposals and execute a contract with a contractor in an amount not to exceed $75,000 to fill the position of Director of the Capital Area Foreclosure Network (CAFN). Funding to support this expense is included in COG’s FY 2012 and FY 2013 work program and budget. This contract will be managed by the COG Department of Community Planning and Services. CAFN was established in 2010 as a partnership between COG and the Nonprofit Roundtable of Greater Washington to respond to the foreclosure crisis in metropolitan Washington. CAFN’s current Director will again be leaving her position effective this summer, and CAFN’s leadership seeks to find a new Director by June 30 of this year. The CAFN Director will again be a part-time contract position. CAFN receives funding from a variety of organizations, including Fannie Mae, Freddie Mac, the Federal Reserve Bank, NeighborWorks, the Community Foundation of the National Capital Area, and others. No matching COG funds are required.

**RECOMMENDED ACTION: Adopt Resolution R18-2012**

1. **Resolution Authorizing COG to Contract for Interim Chief Financial Officer Consultant Support**

The COG Board will be asked to adopt Resolution R19-2012, authorizing the Executive Director, or his designee, to contract with Tate and Tryon to obtain consultant staff support for an Interim Chief Financial Officer (CFO), in an amount not to exceed $50,000. Funding to support this expense is included in COG’s FY 2012 indirect cost allocation plan. This contract will be managed by the Executive Director. Tate and Tryon provides senior-level accounting and financial support to nonprofit organizations and associations. An Interim CFO will be in place March through June. COG expects selection and placement by of a permanent CFO by June.

**RECOMMENDED ACTION: Adopt Resolution R19-2012**

1. **Resolution Authorizing the Executive Director to File a Planning Grant Application and Execute a Grant Contract with the Federal Aviation Administration for Phase 27 of the Continuous Airport System Planning Program**

The Board will be asked to adopt Resolution R20-2012, authorizing the Executive Director, or his designee, to submit a planning grant application and execute a grant contract with the Federal Aviation Administration (FAA) for Phase 27 of the Continuous Airport System Planning (CASP) program for the National Capital Region. This contract will be managed by the COG Department of Transportation Planning. This application would be in an amount not to exceed $333,333. The FAA will provide funds for 90 percent, $300,000, of the project total. The ten percent match, $33,333, will be provided from combination of funds, as follows: $19,750 already approved in the FY 2013 COG work program and budget and an additional amount not to exceed $13,583 from the unallocated/contingency line item in the approved FY 2013 COG work program and budget. The recommended additional match is necessary to meet FAA local match requirements, which changed from a five percent match to a ten percent match under the new FAA reauthorization bill approved by Congress earlier this year.

**RECOMMENDED ACTION: Adopt Resolution R20-2012.**

**ACTION AGENDA**

**7. APPROVE RESOLUTION AMENDING THE COG RULES OF PROCEDURE TO INCLUDE CONFLICT OF INTEREST GUIDELINES**

**(12:25 – 12:35 p.m.)**

**Sharon Pandak**

**COG General Counsel**

As a nonprofit organization, COG members view the operations of COG as a public trust, subject to scrutiny by and accountable to certain governmental authorities, including the IRS. Consequently, there is a fiduciary duty among COG, its Board of Directors, officers, management, and employees. The proposed Amendment to COG’s Rules and Procedures provides a clear explanation of conflicts of interest and other conflicts that may arise in the ordinary course of business. COG’s counsel, Sharon Pandak, will attend the meeting to answer any questions directors may have. If approved, COG’s Rules and Procedures will be amended to add a new Section 10.00 – Conflict of Interest Guidelines, a copy of which follows the resolution.

**RECOMMENDED ACTION: Approve and Adopt Resolution R21-2012.**

**SPECIAL MONTHLY LEARNING SESSION**

**8. ECONOMIC GROWTH AND COMPETITIVENESS: LEARNING SESSION – OPPORTUNITIES TO BETTER INTEGRATE STATE AND LOCAL ECONOMIC DEVELOPMENT STRATEGIES**

**(12:35 – 1:30 p.m.)**

**Panel 1: State Perspective**

**Dominick Murray, Deputy Secretary for Business and Economic Development**

**State of Maryland**

**Brian Kenner, Chief of Staff**

**Office of the Deputy Mayor for Planning and Economic Development**

**District of Columbia**

**Panel 2: Response from Local Economic Development Directors**

**Tom Flynn, Loudoun County**

**Terry Holzheimer, Arlington County**

**Steve Silverman, Montgomery County**

**Gene Lauer, Charles County**

In February the COG Board agreed to make economic growth and competitiveness its top priority. A better understanding of the region’s economic assets and opportunities for growth is a critical component to this process, specifically as this region looks to diversify its economy. The COG Board further agreed to host learning sessions at each of its monthly meetings through July, engaging business leaders, federal and state officials, economic development agencies, and other stakeholders prior to releasing an action plan in the fall of this year.

The COG Board has invited economic development leaders to: 1) describe state and local economic development assets and challenges, and the strategies to address both; and 2) identify how state and local economic development strategies can better balance the reality of inter-jurisdictional economic competition with the need to foster an economic development strategy that promotes growth and competitiveness for the National Capital Region as a whole. The COG Board will also seek ongoing engagement by area economic development officials in its examination of economic growth and competitiveness in 2012.

**RECOMMENDED ACTION: Presentation and discussion.**

**INFORMATION ITEMS**

**9. PRESENTATION ON REGIONAL TRANSPORTATION PLANNING AND LINKAGE WITH REGION FORWARD AND COG BOARD FOCUS ON ECONOMIC GROWTH AND COMPETITIVENESS**

**(1:30 – 1:50 p.m.)**

**Todd M. Turner**

**City of Bowie Council Member**

**Chairman, Transportation Planning Board**

**Ron Kirby**

**Director, Department of Transportation Planning**

Transportation planning at the regional level is coordinated in the Washington area by the National Capital Region Transportation Planning Board (TPB), which became associated with the Metropolitan Washington Council of Governments in 1966, serving as COG’s transportation policy committee.

The successful achievement of many Region Forward goals will depend on actions by the TPB and transportation implementation partners. In addition, the region’s economic growth is linked to regional mobility and investments in transportation infrastructure. Mr. Kirby will highlight how current and planned transportation infrastructure affects Region Forward and economic growth and competitiveness, and other important TPB-led initiatives.

**RECOMMENDED ACTION: Presentation, no action required.**

**10. OTHER BUSINESS**

**(1:50 – 2:00 p.m.)**

**11. ADJOURN - NEXT MEETING MAY 9, 2012**

**(2:00 p.m.)**

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