

**MEETING MINUTES**

1. Call to Order
2. Roll Call: (Need 8 for quorum) (P) = Present / (A) = Absent

Ethan Ash (A)	Garvey, Dave (A)	Martin, Doug (P)
Bacon, Matt (P)	Hirsch, Larry (P)	Robinson, Joe (A)
Boufford, Jeff (A)	Jean, Bill (P)	Stallkamp, Christian (A)
Callaghan, Tenley (P)	Johnson, Star (P)	
Forte, Scott (P)	Kingsley, Scott (P)	
Friedman, Joe (P)	Matt Lefebvre (P)	
3. Secretary's Report – S. Johnson
  - a. **MOTION** to accept the minutes of the Oct. 2022 Board of Directors meeting.  
**MOTION** was **SECONDED** and **APPROVED**.
4. President's Report – S. Forte
  - a. President's Update:
    - Before giving his update, Scott asked Tenley to give her "Forms Committee" report concerning review of the proposed new Purchase and Sales form at this time, given the limited time allotted for the meeting, wanting to make sure this was covered:
      - Tenley showed the proposed form on the screen, and reported on feedback from attendees of the recent seminar. Subsequently, Tenley:
        - Noted a removal of language in Item 3, "Price and Deposit" regarding seller option to deduct their share of the NH property transfer tax from the proceeds.
        - Discussed changes to Item 11, "Marketable Title"
        - Discussed Item 13, "Disclosures and Notifications", and what was necessary to disclose, and what not in order to protect our seller clients—radon, lead, arsenic disclosures are mandatory. Tenley explained that condominium disclosures were needed to be added.
        - Directed to Item 14, "Due Diligence":
          - TC asked if it was the consensus that the buyers' ability to terminate the contract should be at buyers' "sole discretion" of unsatisfactory results of inspection? There were no objections to this, and the language will be kept
            - At the seminar, Ralph Valentine raised the topic, if the criteria is "sole discretion", why would buyer be required to provide any details to the seller, and, additionally, once a seller is informed of details, they would then be required to disclose those to future buyers, which might be undesirable.

- Further discussion ensued about what the buyer should be required to divulge to the seller, and how detailed the information should be, given the buyers' "sole discretion" criteria, with comments by Bert Zalinsky from the seminar noted, and Joe Friedman at this meeting.—Tenley offered the resolution to add language the responsibility for buyer to disclose information regarding inspections to seller would not be automatic, unless specifically requested by the seller.
  - Regarding Item 15, "Default and Liquidated Damages", Tenley reported that at the seminar attendees were squirrely about default and liquidated damages language, and , wanted to see parity between Seller & Buyer options, with "all remedies at law and equity".
  - Item 16, "Financing": At the seminar there was lots of discussion about financing – financing commitment, proof/availability of funds, etc. There were questions regarding Financing commitment – can buyer back out? Only time the buyer can back out is up to and including the financing deadline – "buyer can back out any time before financing deadline" -but not after deadline and waiving the contingency – if can't close, they would be in default; if there are still conditional items remaining in the financing commitment at the time of the deadline, the best thing is to do would be an addendum to address the need to satisfy those remaining outstanding items.
  - Item 20 "Electronic Copies": During seminar it was discussed; there were questions as to what is sufficient notice? It was felt that emailed notice is binding, but text is not.
  - Tenley raised the issue of including language covering 1031 Exchanges, and it was agreed this should be done.
- Tenley then asked if all were now comfortable with the revisions to the form, as discussed. There was no further discussion, and Scott asked for a motion to approve, which was made, seconded, and APPROVED. Tenley was complimented on hers and the committee's work on this form.

#### 1. NECPE Marketing/Contract Update – Demo Update on Nov. 2, 2022

- Demo with alternative possibility Flex MLS (State)-could be a potential candidate.Language clear. Waiting for contract. We would be able to own our data, leads, etc. with FLEX.
- With Catylist we would have to move to new system; some other states have already done so, and there have been issues– we've met with 10 other boards. Talked about the problems. Properties don't have correct addresses,etc. However, Catylist says they have addressed the problems.
- Catylist still hasn't got back to us with language in writing, that we own the data, but has stated so verbally. Supposedly we will get this, and are waiting for new revision, hopefully will see it by next meeting.
- Back up is Flex MLS.

- NECPE.com would not operate the same way, in either case; we would not have our SEO with either program, unless we involved a 3<sup>rd</sup> party vendor to rank (Iframe). ? lost all SEO in six months.
- Bill Jean asked if there would be any restrictions re: membership. Scott mentioned that Catylist would involve a \$2 increase., while Flex would be ½ the price, at \$17 per member per month, though it may not be the best system.

## 5. Office Administration Report – A. Ropes

- Since the meeting in October there have been 3 new applicants – 2 Realtors and 1 Affiliate.
- The Seacoast Marketing meeting is tomorrow and only in person from now on.
- The last Statewide marketing meeting is next Wed, Nov. 23<sup>rd</sup> and is Live In Person only. Next year the Statewide meetings will be on the second Wed. of the month.
- The new member orientation was held Oct. 25<sup>th</sup> at Insurrcom’s office in Portsmouth and was also held on zoom. There were 9 in person and 23 on zoom.
- Tenley and Suzanne’s class Understanding Contracts was held Friday Oct. 28<sup>th</sup> at TFMoran’s training room. It was in person and on zoom. We had 12 in person and 15 on zoom. There were 6 no shows on Zoom and 2 no shows in person. Collected \$ 1,200 income less \$ 383.30 expenses (includes caterer and NHREC fee) for an \$ 816.70 profit.
- Lynne Bagby’s 1031 class was held Friday, Nov. 4<sup>th</sup> at TFMoran. We had 14 in person and 15 on zoom. Had two no shows on Zoom. Collected \$ 1,060 income less \$ 391.41 (includes caterer and fee to NHREC) for a profit of \$ 668.59.
- The Legislative Legal update was held Nov. 7<sup>th</sup> and it was online only. We had 18 sign up and 12 in person. There were 2 no shows on Zoom.
- I have sent out the NHCIBOR Membership renewal invoices both hard copy and sent out link via email. I am collecting dues and tracking that.
- I am working on the holiday party. I already have some attendees registered. Looks like we have 5 sponsors so far.
- The slate of officers went out for vote to membership on Monday.

## 6. Committee Reports:

### a) (Affiliate and Special Events) / (NHCIBOR Cares)– S. Kingsley

- Scott reported things were pretty quiet, no special events are in planning right now. The holiday party is coming up, and, good to hear sponsorships are coming in for that.

### b) (Sponsorship) – J. Robinson – Absent, no report

c) (Education / Commercial Designation)—Joe Friedman

- Allison/Joe spoke to the classes we have recently held, including Tenley’s recent class....Understanding Contracts, 1031 Exchange and the Legislative Legal Update-one class in October, 2 in November—and, so we have already delivered in 2022 what will be eventually “Designation Classes”. We are working on lining up the 2023, and 2024 class schedules. We will attempt 4 Designation classes next year.

d) (Finance) – J. Boufford:

- Allison filled in for Jeff, and asked if there were questions regarding the reports distributed?
  - Joe F. noted that income is way up, due to increased application fees, it appeared, and asked if that trend will continue?
    - Allison responded that it is hard to say
    - Bill Jean concurred that one can’t really project, unless there are significant changes to the organization.
    - Joe doubted this trend, increased membership, would continue considering rising interest rates, slowing market, etc.
  - Joe F. had a question regarding the income from the Golf Tournament, if there is accounting for where it goes?
    - Allison and Doug stated that it goes toward CIBOR Cares Scholarships
    - Joe F. then wondered if, in the future, these funds might be shared with other causes, and, also, if the Summer Mixer proceeds would also always be devoted to CIBOR Cares?
      - Scott K. replied, yes, for now.
      - Doug noted that the reason our costs are low for the Mixer is due to the venue donation.
      - Allison asserted that is easier to manage when proceeds of events go to just one entity.
    - Joe F. expressed concern that the money path is not clear, that the accounting doesn’t really show up, that there is no reporting back to the BOD what goes to CIBOR Cares, and where it then ends up.
      - Bill Jean agreed that CIBOR Cares probably should provide an annual review.
    - Joe F. then commented that:
      - The funds budgeted for the Quarterly Meetings was too high
      - Staff expenses for 2022 are already over budget
      - That income was higher than budgeted.
- The financials for Oct. 2022 were then placed on file for future review if necessary

e) (Grievance) – S. Johnson: Nothing new to report.

f) (Professional Standards) – L. Hirsh: Nothing new to report.

g) (Membership) – Bill Jean: Bill reported 2 new Realtor applications, no Affiliates

1) MOTION to approve new provisional member applications subject to names being published as per CIBOR bylaws—**APPROVED**

2) Membership Update:

- Bill reported Realtor membership is up, overall Affiliate membership down, some transitioning back in since the Pandemic has eased, so, it's evident members feel there is value in membership. Currently, there are 280 Primary Board Members, and 227 Secondary Board Members. As mentioned above, we are over budget in application fees.

h) (RPAC/IMF) – Ethan Ash – Absent, no report

i) (Public Policy Committee/Government Affairs) – D. Garvey – Absent, no report

j) (NHCIBOR Cares) – D. Martin:

- Doug reported the CIBOR Cares BOD met last week, and, cleaned up some By-Law issues and elected officers. Also, the scholarship fund is coming together, donations are going out, and, they are setting a new meeting schedule for next year. He also gave a Tower of Toys update: This year The Tower of Toys will be transitioning their efforts to provide monetary support to 10 local children's charities, instead of going out and buying toys to distribute, as has been done in the past. All funds raised will be distributed before the holidays so that those organizations can provide what is needed for the children and families that utilize their services.
- Following up on the discussion above of CIBOR Cares providing an annual report to the Board, Joe F. asked if the report might include a listing of CC distributions? He emphasized he was not being critical of CC, and, to the contrary, thinks they do a great job, but, just feels we as a Board need to maintain some accounting integrity regarding this.
  - Tenley agreed, that the Board has a fiduciary duty, and, so, this is a good issue to raise, and, that the annual reporting is needed.
  - Doug agreed, stating the CC has grown exponentially in a relatively short time, are moving to the "next level", addressing issues and structure, and, it's all a good problem, managing lots of money, but, acknowledging some issues need to be cleaned up.
  - Bill Jean joined in that CC has a lot more revenue now, and, asked for suggestions of causes that could be donated to, with a goal to have a local impact, with lots of typically relatively small donation amounts, spread around.
- A MOTION was made by Joe F. that NHCIBOR Cares deliver to a financial report to the NHCIBOR BOD at least once per year, seconded by Bill J. Doug stated that CC would be happy to do so, and Bill J. noted that the two organizations shared the same treasurer, which should facilitate this. The MOTION was APPROVED.

k) (Forms) – T. Callaghan: --See discussion above under “President’s Update”

7. New Business:

- Joe F. had a question as to how the CPE BOD membership nominations were done?
  - Matt Bacon responded that nominations were made by the CPE BOD, and voted on at a meeting. Joe asked when that vote would occur, and, Allison responded, at the next meeting. (CIBOR BOD officers automatically serve as the same respective CPE BOD officers).

8. Adjournment at 10:05 am

Respectfully submitted,

William Johnson  
Secretary