THE PRAIRIE ENTHUSIASTS
Board Meeting Minutes
Thursday, January 8, 2009
7:00 pm
via Teleconference

ACTION ITEMS IN RED

1. Roll Call

ATTENDEES:
Directors: Evanne Hunt, Jack Kussmaul, Nick Faessler, Jan Amberson, Jessica Bolwahn for Jim Rogala, Richard Henderson, Karin Strenski, Ann Woldt, Richard Oberle

Staff: Carol Winge, Victoria Oberle

Directors Absent: Jaime Edwards, Jim Sime

The meeting of the Board was called to order at 7:01 pm by President Evanne Hunt.

2. Meeting Minutes

November 13, 2008 Board Meeting Minutes: A motion was made by Jack Kussmaul and seconded by Richard Oberle to accept the minutes of the November 13, 2008 Board meeting as presented. Motion carried.

December 8, 2008 Special Board Meeting Minutes: A motion was made by Ann Woldt and seconded by Jan Amberson to accept the minutes of the December 8, 2008 Special Board meeting as presented. Motion carried.

3. Treasurer's Report

Carol Winge noted that this is the November 30, 2008 Statement of Financial Position. Year-end work and the closing of the books for the year will delay a December financial report, but the Board will receive it by its February meeting.

Nick Faessler reported that as of November 30, total TPE cash on hand, which includes all chapter and central, is $403,714. The figure does not include securities.

Carol Winge was pleased to report that as of today, we have received $29,057 in response to our 2008 Annual Appeal.

A motion was made by Richard Oberle and seconded by Jack Kussmaul to accept the November 30, 2008 Treasurer's Report. Motion carried.

ACTION: There were questions related to a few line items to provide detail for the amounts listed. Carol Winge will report back to the Board with the requested information.

4. Endowment Fund Financial Reports

Rich Henderson explained that we are building the Easement Monitoring Fund. We have about nine easements, will add several more this year. The Fund is not enough yet, but it is a very good start.

There was lengthy discussion about the Endowment Fund and Trust reports. The reports are complicated and difficult to understand. Board members would like an overview that helps to explain the reports. But the bottom line to the board is the bottom line "Total Portfolio". The dollar amount reflected there is what each Fund's balance is.

A motion was made by Jack Kussmaul and seconded by Rich Henderson to accept the November 30, 2008 Endowment Fund financial report. Motion carried.

5. Land Management Trust Agency Financial Report

The Board discussed the purpose of the Trust. It was established to be used for the perpetual management of land. Since its inception there have been requests to donate to the perpetual management of a specific site and that is why the financial report reflects funds in specifically identified properties. However, there is a general category also and the board and chapters should encourage people to contribute to that so we have funds to use where and as they are needed. Evanne Hunt asked, so chapters can decide to put money into the trust if they and a donor wish to build up an endowment for perpetual management of a specific property? That is indeed the case and the reason they may wish to do so is that the money invested in the trust can potentially earn more than in other savings-type accounts.

Rich noted that whoever is managing properties where money is invested in the trust need to have a budget and request needed funds for that property from the trust before January of each year so that the trustees know they have to withdraw money. And there is a formula that is applied to requests so that only so much money can be withdrawn at a time. Monies can only be withdrawn in January of each year.

A motion was made by Richard Oberle and seconded by Jan Amberson to accept the November 30, 2008 Trust financial report. Motion carried.

Evanne Hunt noted that the Trust Trustees will meet in January to discuss rebalancing of the funds. This is done once a year in January.

ACTION: Jack Kussmaul will follow up with Jon Traver to get a Trust trustee meeting organized.

6. Membership Report

Victoria Oberle reported that beginning January 1 we will be sending out monthly renewal notices. She noted that membership renewals were not sent out over the holidays and during the Annual Appeal drive to try to avoid confusion to the membership about what they were contributing to.

We have 52 complimentary members. Victoria asked the board for approval to send the complimentary member list to the chapters and have them identify who they wish to keep on the active membership rolls letting them know that chapters are required to pay a $10 complimentary membership level fee for each comp member they wish to keep active. There are a few complimentary members that are not assigned to a chapter. These will be sent to Evanne Hunt and Rich Henderson to review.

Victoria announced there are 200 members whose dues payment is overdue. She will contact the Chapters and ask them to follow up.

Rich noted that he needs to get the Ad Hoc Membership Committee together to finish up their charge to resolve donations vs membership issues so the board can establish policy.

ACTION: Rich Henderson will organize a meeting of the Membership Ad Hoc Committee to finish work on a draft policy on donations vs membership.

Evanne Hunt wondered if we need to send receipts for membership dues that are over $250. She noted that with our bump up program, many members have exceeded $250 in their membership dues and for IRS tax purposes need a receipt. We do send thank you letters to all donors, but we don't acknowledge all membership dues. We may need to start doing this differently and she asked for the Board's input. After a bit of discussion the Board agreed that Evanne Hunt should continue to acknowledge donations as they are received throughout the year. At year end TPE will send an itemized list to all members of all donations and dues made to the organization for the whole year.

Should this list also include donations of equipment? Rich stated no, but that chapters are suppose to be doing this when they receive donated equipment and if the TPE President is notified, she, too, will send an acknowledgement. There should be a policy in the Chapter Handbook that all chapters should acknowledge all equipment donations made to chapters. Also sample letters should be included in the handbook.

ACTION: Evanne and Carol will follow up on getting an itemized list of all monetary donations and dues out to all members for 2008.

7. Land Protection Committee

Jack Kussmaul presented the Committee's proposed policy for TPE sending out notices to the membership on conservation land for sale. The proposed policy reads:

PURPOSE:

TPE may use media tools to solicit conservation-minded buyers to buy property, which should be protected on the basis of supporting the mission of our organization when one of the following conditions exists:

1. There is vacant land with some conservation value.

2. There is a residence adjacent to TPE or partners preserve.

3. There is a residence located on property with conservation value.

CRITERIA:

TPE may use media tools to solicit conservation-minded buyers only in the following circumstances:

1. Doing so supports the mission of TPE.

2. TPE does not wish to or is unable to purchase the site.

3. No other conservation partners desire to purchase the site.

4. The site has conservation value.

5. A site not adjacent to TPE or partner preserve must meet a higher standard than an adjacent site.

REVIEW AND APPROVAL PROCESS:

1. Seller contacts TPE.

2. Seller is referred to the Land Protection Committee.

3. Committee member in the area will make a personal site visit to determine if the land meets the criteria.

4. Committee makes the decision to promote land sale to membership if no one on the committee makes an objection. If any committee member voices an objection, then the issue will be referred to the TPE Board for a decision.

5. Committee will make a decision, on a case by case basis, on how to notify the membership and the cost for doing so using the following vehicles:

    a. Place an article in the Prairie Promoter
    b. Post on TPE website
    c. Direct mailing to specific area where land is located, but expenses for the mailing must be covered by the seller and must include a processing fee.
    d. E-mail to membership

6. If approached by a potential buyer, the committee will handle the matter on a case by case basis. We can informally notify a prospect list or we can refer the potential buyer to real estate agents.

POOL OF CONSERVATION BUYERS:

The Land Protection Committee may establish a procedure to develop a pool of conservation

buyers who can be contacted in the event we are approached by conservation-minded sellers. To qualify to be placed on this list, the prospective buyer shall be required to agree in writing that if the land is sold in the future, that prior to the sale they will place a conservation easement on the land to TPE or another conservation partner.

LIMITATION ON TPE INVOLVEMENT:

Under no circumstances will TPE assume responsibility for the completion of sale of property and under no circumstances will TPE be deemed to be an agent of the seller or buyer. The role of TPE will be limited to connecting sellers and buyers. TPE will not be deemed to be holding itself out to perform any brokerage services.

A motion was made by Richard Oberle and seconded by Rich Henderson to adopt this policy. Motion carried.

8. Fundraising and Endowment Committee Report

b. Reaffirmation of Committee Charter. Richard Oberle presented the Charter of the Fundraising and Endowment Committee asking the board to reaffirm it. Evanne Hunt pointed out that the charter may be worded in a way that could be interpreted that it is a charge of this committee to do the actual fundraising. She believes this is not what the committee wants to do. The language "identifying and securing" may not be correct. She suggested that the committee may want to review the charter to be sure it does read the way they intend it to be understood and then bring it back to the board for reaffirmation.

ACTION: Richard Oberle will take the charter back to committee for further discussion.

c. Recommendation to Form Membership Committee. The Fundraising and Endowment Committee, as they discussed different fundraising approaches, realized that there is no committee that is working on membership development at the organizational level. The committee recommends to the Board that a membership development committee be established.

ACTION: Evanne Hunt will develop a charter for a Membership Development Committee and bring it to the Board for approval.

d. Recommendation to Conduct One-Day Capacity Building Workshop. The Fundraising and Endowment Committee feels that to be successful with capacity building efforts for the organization we need to have training. They recommend that TPE organize a one-day workshop open to all members for this purpose. Board members agreed that this would be a good idea.

ACTION: Evanne Hunt will forward a potential workshop presenter to Carol Winge. Carol will contact this person, Gathering Waters and other resources provided by the Fundraising and Endowment Committee to see what their fee would be to put on a workshop.

ACTION: Fundraising and Endowment Committee take the Compass Plan and pull out specific goals to provide to a workshop facilitator so that person can have these goals in mind when planning the workshop.

9. TPE Board Member At-Large Nomination

Evanne Hunt has not yet presented nominations for the At-Large vacancy. This item will be put on a future agenda.

Rich Henderson stated he would like to have a discussion of expanding the number of At-Large positions on the Board so that more people can serve on the board with fundraising skills.

10. Review and Adopt Proposed 2009 Central Budget

Carol Winge presented the proposed budget for central operations for 2009. The proposed 2009 budget shows a net profit of $7,548.50. Rich Henderson recommended that two line items be added under Personnel, a part-time Development Director with a budget of $7,500; and an Easement Monitoring Manager with no budget at this time. We will add this line item to serve as a reminder that it is our goal to hire someone. For the Easement Monitoring Manager we will spend 2009 researching how to fill the position with a goal to hire the position in 2010.

A motion was made by Rich Henderson and seconded by Karin Strenski to approve the 2009 Budget as amended. Motion carried unanimously.

11. Land Trust Alliance Litigation Insurance Program

We received a communication from Land Trust Alliance announcing they are investigating low-cost insurance options to help land trust cover rising litigation costs associated with defending conservation easements or land owned by land trusts. They asked boards to discuss this proposal and provide feedback as to whether they would be willing to participate in this program if offered by Land Trust Alliance.

Board members were very supportive of enrolling in a program of this nature. Rich noted that TPE will likely have 12 easements within the next year and this affordable insurance coverage would be beneficial.

ACTION: Carol Winge will contact Land Trust Alliance to let them know of TPE's interest in enrolling in this insurance program if it is offered.

12. Consider Developing Position Statements on Environmental Issues

Evanne Hunt told the Board that she had been contacted by a member who was concerned about the environmental impact of wind farms and felt that TPE should take a position on environmental issues. She asked for Board input on whether TPE should develop position statements on various environmental issues. The Board was resoundingly opposed to this.

13. Discussion to Accept Advertising in Prairie Promoter

Evanne Hunt asked board members if we should consider accepting advertising in the Prairie Promoter. To allow advertisements would help defray the costs of producing the Newsletter. Board members felt they wanted feedback from the membership on this issue. Also, perhaps

members could suggest the criteria they would want to see in place to accept advertisers. Board members would also like to see a revenue estimate.

ACTION: Board members will ask their chapter membership how they feel about advertising in the Prairie Promoter and provide feedback.

ACTION: Evanne Hunt will draft up proposed guidelines and a fee structure to submit at the February 22 board meeting.

14. Official Contact and Signing Authority for NRCS and FSA

Evanne Hunt stated that she would like the Board to adopt policy that only the TPE President and Treasurer, as officers of the organization, are authorized signers of record for NRCS and FSA, grants, agreements and contract. Do we really want to try to keep track of who is signing paperwork for every county? Our Bylaws state that the President and the President's designee are authorized to sign documents. She felt it would be easier to track and manage if we use the same people for the NRCS and FSA. If a Chapter signs for a grant and then defaults, is the organization on the line to repay the money?

Rich Henderson answered yes but stated that these agencies are working with the local chapters, there is a lot of paperwork to be signed, it is best that the local chapter sign the papers and they are in a better position to track the work and communicate with the agency.

Jack Kussmaul recommended that the President of the local chapter have this signing authority. Then we know who has that signing authority. If there is a default, that chapter will have to pay back the money.

As for grants, if the chapter receives a grant, a resolution has to be approved by the Board.

A motion was made by Rich Henderson and seconded by Jack Kussmaul that for USDA and NRCS contracts, agreements and grants the Chapter President has signing authority. Motion carried with Richard Oberle abstaining.

Richard Oberle was concerned with risk to the organization. TPE would be on the line for the money and possible interest penalties if a chapter did not fulfill the obligations of a contract, agreement or grant.

15. Nominate Prairie Enthusiast of the Year

Names were submitted and discussed by the Board. Rich Henderson nominated Jim and Rumi O'Brien noting their qualifications – over 300 volunteer hours, they are major donors, very acting in other environmental groups, their leadership is outstanding.

Hearing no other nominations, a motion was made by Rich Henderson and seconded by Richard Oberle to select Jim and Rumi O'Brien as the 2009 Prairie Enthusiasts of the Year. Motion carried unanimously.

ACTION: Rich Henderson with write up their accomplishments and submit to Evanne Hunt for presentation at the Banquet and to submit to the Prairie Promoter.

16. Update on TPE Banquet

Evanne Hunt reminded everyone to get their registration form in as soon as possible. The deadline date is fast approaching. Rich Henderson suggested we investigate costs involved in placing an announcement in the Wisconsin State Journal. Carol Winge reminded Board members if Chapters want a display table at the conference to contact her no later than January 31 with their request. Space is limited and will be given out on a first request/first served basis.

17. Future Board Meetings

Evanne Hunt suggested topics for Friday evening's informal board gathering at Jim Sime's home. Board members decided they wish to revisit the goals from their 2007 Board retreat, reconfirm the goals, develop a plan to accomplish the goals and leave the meeting with an action plan.

ACTION: Evanne Hunt will contact Gathering Waters to see what they would charge to facilitate this session.

The meeting at Jim Sime's home will begin at 6:00 pm.

The next board meeting will be held on Sunday, February 22 at the Crowne Plaza Hotel in Madison, in the Yahara Room beginning at 9:00 am.

There being no further business, the meeting adjourned at 9:22 pm.

Respectfully submitted,

Carol A. Winge
TPE Business Manager