

Board of Directors Meeting

August 15, 2023

MINUTES

Item 1: Call to Order/Roll Call

- Meeting called to order at 4:06pm by Jim Rogala
- Board Members Present: Jessica Bizub, Scott Fulton, Katie Hahn, Harvey Halvorsen, Evanne Hunt, Alice Mirk, Jerry Newman, Deanna Pomije, Jon Rigden, Jim Rogala, Jay Rutherford, Stephen Winter
- Board Members Absent: Gary Eldred, David Hamel, Rich Henderson
- Guest Present: Rob Schuettpelz
- Staff Present: Debra Behrens, Sarah Barron, Colette McClure

Item 2: Adopt Meeting Agenda

- Jim Rogala added a new item to the Meeting Agenda - **Action Item 13. Elections**
- Jerry Newman motion to approve. Deanna Pomije seconded. All in favor. So moved.

Item 3: Approve Consent Agenda

- Minutes of the following committee meetings have been provided for the Board:
 1. June 13, 2023 - Land Protection Committee Meeting Minutes
 2. June 20, 2023 - Education Committee Meeting Minutes
 3. June 22, 2023 - Land Management Committee Meeting Minutes
 4. July 11, 2023 - Education Committee Meeting Minutes
 5. July 13, 2023 - Board Email Vote Minutes
 6. July 13, 2023 - Board Email Vote Supporting Email
 7. July 27, 2023 – Board Coventree Estate Email Vote Supporting Email
 8. August 1, 2023 - Finance Committee Meeting Minutes
- Alice Mirk motion to approve. Scott Fulton seconded. All in favor. So moved

Item 4: Treasurer's Report

- Rob Schuettpelz gave the report.
- Organization-wide unrestricted contributions are approximately \$47,000 higher for the first five months in 2023 than in 2022 - about double what they were last year. Grant revenues are down from 2022. Other unrestricted revenues have been consistent from prior year.
- Chapter Support expenses were close to double what they were during the 1st five months of 2022. TPE had budgeted for a significant increase in 2023 expenses as an investment to prepare for the growth of the organization, but TPE is running over that budget for the first five months of 2022.
- Chapter expenses are down from 2022, mainly in wages and payments to contractors. This will vary from year to year depending on the timing of activities in the chapters.

- Organization-wide unrestricted cash has decreased about \$258,000 during the first five months of the year and is about \$107,000 lower than this time last year. May's decrease in unrestricted cash of \$43,000 was less than May 2022's decrease of \$56,000.
- Operating cash on hand decreased to just under six months of operating expenses. There is \$192,000 of grants receivable outstanding at 5/31/23. Once these amounts are received, this will improve the unrestricted cash balances.
- Some discussion.
- Scott Fulton motion to accept the treasurer's report. Seconded by Jay Rutherford. All in favor. So moved.

Item 5: President's Report

- Jim encouraged everyone to try and attend the Collaborative meetings and encourage others to attend as well. The meetings offer an opportunity to collaborate with Chapter Support and across the chapters. Feel free to send comments regarding the Collaborative to Duncan, Debra or Jim.
- Board members are required to know TPE policy and procedures. For example, Board members should know the policies of the Land Protection and Land Management Committees even if you're not a member of those committees.
- Bylaws need updating and Jim proposes the Executive Committee should begin that process.

Item 6: Executive Director's Report

- See written report included with the meeting materials.
- Debra reviewed the Chapter Support Accountability chart and discussed the hiring of an Operations Manager:
 - The top candidate for the position has less experience than we would like for a manager role but is fully capable to scale up to that position after some skills training and professional development.
 - Khris Miller will stay in her current role as part-time Operations Coordinator but have a full-time person reporting to her who she can assign tasks to while overseeing their learning and development.
 - Once this new person is ready to lead and assume the role of Operations Manager, Khris's part-time role will be reimaged. It will likely include significant responsibilities in our land protection area.
- After a failed exhaustive search for an Accounting/Bookkeeper candidate, we've decided to continue to outsource some of that work. We've been working closely with Rob to think through what will stay with him, what needs to be done by Chapter Support staff and what is going to be outsourced to a company called Belay. Belay will be able to provide more flexibility than our current bookkeeping contractor. Chapters will continue to have someone available on the Chapter Support team who they can work with when they have a need related to finance, bookkeeping and accounting.

NEW BUSINESS

7. Action Item from Finance Committee: 2022 Audit

- Rob Schuettpelz presented the draft of the 2022 Audit report.
- Highlights:
 - TPE and TPE Trust have combined assets of more than \$15.5 million.
 - Johnson Block CPAs (2022 Auditors) gave TPE a clean (unmodified) audit opinion and found TPE's financial statements materially correct.
 - One audit adjustment was found related to pledges receivable for the Hanley acquisition.
 - Audit is comprised of three main sections: consolidated financial statements, footnotes and supplemental information.
 - Financial results: Unrestricted Net Assets increased from \$185,000 to \$1,220,107 and Restricted Net Assets increased from \$844,000 to \$14,218,909
 - Audit was conducted in April 2023. Rob provided the statements and footnotes to Johnson Block. Next year we're hoping to reduce the time between year-end and the audit completion date.
 - New single audit was required for 2022 because TPE received more than \$750,000 in federal funds (mostly related to the Hanley acquisition) and was subjected to government auditing standards.
 - TPE will work with auditors to develop a more robust policy for federal grant awards.
- Some discussion of 2022 Audit.
- Scott Fulton motion to accept the 2022 Audit. Seconded by Deanna Pomije. All in favor. So moved.

8. Action Item from Finance Committee: 2022 IRS Form 990

- Rob Schuettpelz presented the draft of the 2022 IRS Form 990.
- Highlights:
 - 990 is a required tax form and is a public document.
 - Key components of the form include: audited financial information, mission and program service accomplishments (highlighted Land Management, Education and Land Protection), governance and policies, disclosure of officers and directors, functional expense breakdown, public support calculation, supporting organization information, disclosure of major contributions, and supplemental information.
- Some discussion of 2022 IRS Form 990
- Alice Mirk motion to accept the 2022 IRS Form 990. Seconded by Harvey Halvorsen. All in favor. So moved.

9. Action Item from Finance Committee: Fiscal Year Transition

- Jim Rogala presented the Financial Committee's recommendation that the new fiscal year be from April 1 to March 31.
- To accommodate this fiscal year shift, the Finance Committee is recommending adding three months onto the 2023 budget to take it to March 31, 2024.

- Federal requirements mean two 990 forms will need to be filed to get us on track for the new fiscal year: one for calendar year 2023 and one for Jan.-March 2024. A 990 form will be filed in 2025 to cover the next fiscal year
- Organizational bylaws regarding the fiscal year will need to be amended as well.
- Scott Fulton motion to approve the fiscal year transition. Seconded by Deanna Pomije. All in favor. So moved.

10. Action Item from Land Management Committee: Prescribed Burn Policy

- Jim Rogala referenced the background materials provided regarding the revised prescribed Burn Policy
- Discussion of the prescribed burn policy revealed confusion around the language of Bullet Point #8 (Effect of Hold Harmless Agreement) with a possible typo (the first “not”) in the Landowner Burn Agreement.
- Also, a request to add the term “risk” in the second item listed as purpose of the policy on Page 1. All agreed on that change.
- Recommendation is to go back to TPE’s legal counsel to address the possible typo and clarify the language for Bullet Point #8 of the Landowner Burn Agreement.
- Jessica Bizub motion to accept the proposed Prescribed Burn Policy with approved legal clarification of the Addendum: Landowner Burn Agreement and the minor change on Page 1. Seconded by Jon Rigden. All in favor. So moved.

11. Action Item from Education Committee: Education Committee Charter

- Jessica Bizub reviewed the new proposed Education Committee Charter.
- Alice Mirk motion to approve the new Education Committee Charter. Seconded by Jay Rutherford. All in favor. So moved.

12. Action Item: Board and Committee Meetings Schedule

- Debra Behrens reviewed the possible meeting schedule changes.
- Some discussion of pros and cons of schedule changes
- Scott Fulton motion to approve the following schedule for Board Meetings for 2023 and 2024:
 - October 17, 2023; 7-9pm
 - December 5, 2023; 7-pm
 - Board Retreat - January 19-20, 2024; time to be determined.
 - March 12, 2024; 7-9pm
 - June 11, 2024; 7-9pm
- Seconded by Deanna Pomije. All in favor. So moved.

13. Action Item: Elections

- Jim Rogala called for a vote to elect Alice Mirk as Vice President of the Board and Jerry Newmann as Treasure of the Board. Both have been serving in those capacities as interim officers in those positions since our February Board meeting. Aye votes carried and new officers were elected.

Adjournment

Jerry Newman motion to adjourn at 5:46pm. Jay Rutherford seconded. All in favor. So moved.