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BOARD MEETING

Sunday, February 12, 2023

MINUTES

Board Members present: Gary Eldred, Scott Fulton, Evanne Hunt, Jerry Newman, Jon Rigden, Jim Rogala, Jay Rutherford, Jessica Bizub, Stephen Winter, Deanna Pomije, Katie Hahn, Rich Henderson, Alice Mirk, David Hamel-virtual, Harvey Halvorsen-virtual

Staff present: Debra Behrens (Executive Director), Caleb DeWitt, Dan Carter, Duncan Schultz, Sarah Barron, Nate Lee, Khris Miller

Visitors Present: Justin Nooker from the Coulee Chapter

Agenda

1. Call to Order/Roll Call –
 - a. Jim Rogala called the meeting to order at 9:15am
2. Adopt Meeting Agenda and Approve Consent Agenda - ACTION
 - a. Request to please add last names onto the Fundraising & Endowment Committee meeting agendas in the future.
 - b. Alice Mirk moved to adopt the agenda & consent agenda. Jerry Newman seconded. So moved.
3. Treasurer's Report – Alice Mirk
 - a. Alice Mirk deferred to Debra Behrens. Debra presented.
 - b. The financials presented are mostly complete.
 - i. The funds released from restrictions and the audit may result in some final tweaks.
 - c. We had a great December resulting from the Season of Giving Campaign.
 - d. After the 2022 plan to gain 47K from the chapter allocation rebalance to 75% and to use 63k of employee retention credit funds; we'd planned for a total of \$110K deficit in revenue.

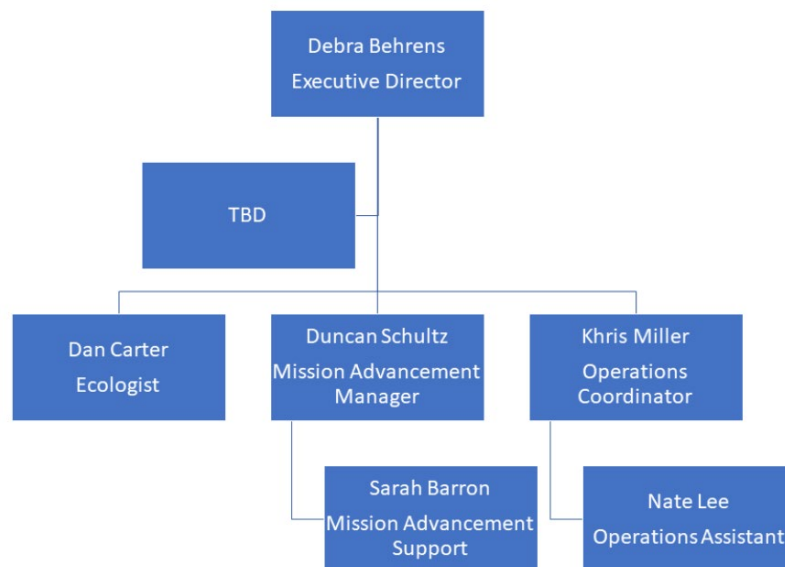
- i. 2022 actually resulted with only 83K deficit instead of 110K as planned.
- ii. Therefore, we only had to use 36K of the 63k; so we have 27K to roll forward to 2023
- iii. We had a very generous donation from a donor in the SW Chapter in December 2022. The Chapter discussed with the donor and the donor decided that TPE should use these as unrestricted funds.
- iv. Chapters ended 86K better than planned.
- v. Cash Flow
 - 1. We ended the year with 10 months of cash on hand.
- vi. The Hanley Campaign raised \$600K.
 - 1. We moved that into the PE Trust in 2022.
 - 2. We moved \$15 K to easement monitoring (stewardship) fund and \$6K to legal defense fund.
 - a. Rich Henderson noted that this does not seem to be the correct amount. Debra Behrens will review with Rob Schuettpelz, CPA.
 - b. Per Rich, we should take two actions.
 - i. Look at the amounts for these two funds from the Hanley Campaign.
 - 1. Debra will follow up with Rob Schuettpelz
 - ii. Look at our calculator accuracy going forward, since we have six new projects in flight in 2023 already.
 - 1. Land Protection Committee will take this forward.
- vii. Endowment Funds
 - 1. We suffered market losses in 2022, but did have some recovery in the 4th quarter.
- viii. We ended the year with an increase of 1.3 M in total assets for a total of just over 13M in total assets now.

Scott Fulton moved that we accept the December 2022 Financial Report as presented. Rich Henderson seconded. So moved.

4. President's Report - Jim Rogala

- a. Chapter 3-year Strategic Planning meetings will be starting soon.
 - i. Invites have already been sent to chapter leaders.
 - ii. Want to know who the most critical attendees for each chapter are. Email communication with Board member will be sent this coming week.

- iii. Gary Eldred asked if we could identify/evaluate chapters that have weaknesses and consider how we can have Chapter Support assist those Chapters with their challenges.
 - b. Summer Picnic 2023
 - i. Prairie Sands Chapter declined for this year.
 - ii. Deanna Pomije will check with Many Rivers Chapter to see if they will be willing to host this year.
- 5. Executive Director's Report - Debra Behrens
 - a. Introduction of new Chapter Support team members
 - i. Sarah Barron – Mission Advancement Support
 - ii. Duncan Schultz – Mission Advancement Manager
 - iii. Nate Lee – now permanent as of Jan 2023 (had been temporary since Sept 2022). Operations Assistant, with the added duties of taking over the easement monitoring administration and the Chapter Liaison role.
 - b. Caleb Dewitt will be leaving TPE at the end of March for the next phase of his life. We wish him well and thank him for his tremendous contributions to TPE.
 - c. Chapter Support org chart presented and discussed.



- i. Jessica Bizub added that we need to make sure our hires are in alignment with the organizational needs of TPE.
 - d. We mistakenly paid staff in the January payroll for their December hours worked, with their salary increases that were not supposed to start until the February payroll for the January hours. January payroll is a December 2022 accrual for 2022 expenses. February payroll is for January hours worked, and so on.
 - i. Total impact was \$2,861.44.

1. This was discussed with the Executive Committee and was agreed to leave it as is and not try to recover from the employees.
 - ii. In addition to Chapter Support, NIPE was also affected. NIPE was notified with a separate communication.
- e. Photos: Request from Jerry Newman that we please credit photos on the website and all promotional materials to the photographer.
 - i. Rich Henderson requested a shared location where everyone can start downloading photos.
 - ii. Gary Eldred advises he has photos all the way back to the 1970's
 1. And Rob Baller has some as well.
 - iii. Scott Fulton has some history on subject categories for the photo library.
 - iv. Debra Behrens advises we will table this discussion until second quarter 2023.

New Business

6. 2022 Donor Trend Analysis
 - a. Debra presented.
 - b. Who should be thanking the chapter donations to the silent auction.
 - i. Agreement is that the chapter leaders should be thanking the donors from their Chapters.
 - ii. Was suggested that a special thank you go to Gary Eldred because his donated items resulted in \$1K of the \$7k donated at last night's auction.
 - iii. What is the IRS requirements
 1. Evanne has a list of those who want an IRS letter for the auction items. Evanne will share with Chapter Support Team.
7. ACTION ITEM: Endowment Fund Distributions (Trust and Non-Trust Distributions)
 - a. Jim Rogala presented.
 - b. For the PE Trust Endowment distributions, there are three noted on the report.
 - i. Jerry Newman motioned to accept all three PE Trust distributions, as well as the non-trust distributions, as reported in the report respective reports provided in the packet. Seconded by Gary Eldred. So moved.
8. ACTION ITEM: Caroljean Coventree Estate
 - a. Land Gift

- i. Landmark Conservancy has declined the easement for multiple reasons.
 - ii. There was significant discussion regarding more information needed to determine the conservation value of the property, endowment funds to support the property, monitoring (stewardship) & legal defense funds, etc. to determine if one of the regional TPE Chapters is willing to sponsor the project.
 - iii. Rich Henderson motioned that we go back to the executor and request that until TPE does its review of the conservation value of the land to prepare a project proposal, TPE cannot answer on our intent to accept this gift.
 1. This would be approximately 5 months for TPE to get back to the executor.
 2. Seconded by Jerry Newman. David Hamel voted no. All others agreed to this plan.
 3. So moved.
 - b. Separately, TPE will be receiving some funding from an RBC account that Caroljean had.
 - i. Added comment/question from Jay Rutherford: I am not sure about this, but my non-legal reading of the will is that we do not get the funding if we do not take the land. The funding is to be used for managing the land so it could be argued they are tied together.
9. ACTION ITEM: Annual Conference Recap and Recommendations
 - a. Stephen Winter presented high-level swag of this weekend's conference:
 - i. 103 registered for Friday social \$3,605 revenue
 - ii. 286 registered for Sat Conf + 30'ish sponsors/exhibitors + 7 staff 20'ish presenters= 340'ish plus walk ins \$25K revenue
 - iii. 121 registered for the Saturday banquet rev 4,800
 - iv. Resulting in total revenue of approximately 33K
 - v. Additionally, Sponsor/Exhibitor revenue was approximately \$5K.
 - vi. Additionally, approximately \$7K from the silent auction
 - vii. Total revenue approximately \$45K
 - viii. We expect approximately \$31K expenses.
 - ix. While not a lot of revenue generated, we had great connections created with many of the Universities in the region from Stephen's efforts.
 - b. Jessica presented that the recommendation from the Education Committee is to go virtual with the future conferences, with regional/chapter lead in person events (including chapters teaming together) in the summer months.

- i. Discussion was tabled after a suggestion to have the education committee clearly identify what the regional/chapter lead in person events would be.
- ii. Jerry Newman asked that we continue to explore the possibility of big-picture regional in-person events. These could happen anytime. Such as several chapters collaborate on regional events.
 1. And what would be the effort of Chapter Support with these vs. an in person or virtual conference.
- iii. Scott Fulton motioned that we do a virtual conference for 2024; and the Committee continue to review options. Jessica seconded. So moved.

10. ACTION ITEM: LTA Accreditation renewal resolution

- a. Scott Fulton made motion that we have our secretary Harvey Halvorsen sign the Land Trust Accreditation Commission Renewal Board Resolution and proceed with submitting our renewal application this coming week by the deadline on February 15, 2023. Alice Mirk seconded. So moved.

11. ACTION ITEM: Land Protection: Giordano Acquisition

- a. Final proposal for the Giordano acquisition
- b. Rich Henderson gave an overview of the report submitted. This is approximately a \$100K donation (the \$100K is above the land donation to be used, as described below. Anything not used for the two funds will be available immediately for management). There are three land trusts involved. Groundswell to take the lead. They will accept the property if another land trust takes the management of the property. After we take out legal defense and monitoring, it's not enough for the long term. But if we get grants and develop an endowment it would work. The land has high conservation value.
- c. Alice Mirk moved that we approve the project sponsored by the ESC chapter. Jay Rutherford seconded. So moved.

12. ACTION ITEM: Land Management committee burn policy.

- a. Jim provided the background.
 - i. Original policy 2014
 - ii. The committee has reviewed now with an attorney and our insurance agent who does a lot of prescribed burn policies. The committee is recommending that we approve the new policy as presented in the package.
 - iii. There was significant discussion and many very valid points that need further review; therefore, the committee will meet again and review all.
 - iv. Jim Rogala will send an email inviting comments for further review.

13. ACTION ITEM: Interim treasurer appointment

- a. Alice Mirk is resigning from her position as treasurer.
 - i. We thank Alice for her commitment during her term.
 - b. Rich Henderson made a motion to appoint Jerry Newman as the interim treasurer. Jon Rigden seconded. So moved.
14. ACTION ITEM: Interim Board Vice President appointment
- a. Harvey Halvorsen motioned to appoint Alice Mirk as the interim vice-president, with the understanding that we still need a Vice-President-in-waiting. Jessica Bizub seconded. So moved.
15. ACTION ITEM: Marketing Strategy
- a. Debra Behrens requested guidance as to how we'd like this work continued so that we can get the marketing strategy in place by the end of this quarter.
 - b. It was suggested that the board of directors meet again in March.
 - c. Decision to schedule the meeting with the understanding that some may be absent due to burning season.
16. DISCUSSION: December planning meeting
- a. Debra Behrens had a conversation with Greg Wahl.
 - i. He would be happy for us to use his home again in December 2023 for an overnight stay to allow the meeting to begin at 8am. This will be Saturday, December 2, 2023.

Adjourn: Harvey Halvorsen motioned to adjourn. Jay Rutherford seconded.
Meeting adjourned at 12:04pm.

Next meetings

- Tuesday, May 30, 6:30-8:30pm
- Sunday, July 16, 10:00am-12:00pm (At annual picnic)
- Tuesday, September 19, 6:30-8:30pm
- Saturday, December 2, 8:00am-3:00pm (In-person, annual planning)