

Board of Directors Meeting

May 30, 2023

MINUTES

Item 1: Call to Order/Roll Call

- Meeting called to order at 6:35 by Jim Rogala
- Board Members Present: Gary Eldred, Scott Fulton, Evanne Hunt, Jerry Newman, Jon Rigden, Jim Rogala, Jay Rutherford, Jessica Bizub, Deanna Pomije, Katie Hahn, Rich Henderson, Alice Mirk, David Hamel
- Board Members Absent: Stephen Winter, Harvey Halvorsen
- Staff Present: Debra Behrens, Khrist Miller, Duncan Schultz

Items 2-3: Adopt Meeting Agenda and Approve Consent Agenda

Minutes of the following committee meetings have been provided for the Board:

1. February 7, 2023, Education Committee Meeting Minutes
 2. February 12, 2023, Board Meeting Minutes
 3. May 9, 2023, Land Protection Committee Meeting Minutes
 4. May 11, 2023, Land Management Committee Meeting Minutes
 5. May 16, 2023, Finance Committee Meeting Minutes
- Scott Fulton motion to approve. Evanne Hunt seconded. All in favor. So moved.

Item 4: Treasurer's Report

- Debra Behrens gave a report.
- Great news: Contributions are double what they were at this point last year. This does include the \$15K unrestricted bequest.
- We are also seeing an increase in expenses in chapter support. That was budgeted.
- Conference expenses \$12K higher for conference and contract services higher due to chapter support not fully staffed, so we are using contract staff to fill the gaps.
- We are still on plan for the year.
- We still have 6 mo. of unrestricted cash, which is a good place to be at this time of the year.
- Some discussion.
- Motion to accept the financial reports by Jay Rutherford. Seconded by Deanna Pomije. All in favor. So moved.

Item 5: President's Report

- Jim commented on the Burn Policy. The committee had a meeting with our attorney, Chris Hughes after the last meeting. Chris Hughes is looking at the language in our policy with regard to the landowner's risks.
 - Then the committee will take to our insurance carrier for review as well.
 - The committee's goal is to have the new policy approved at the July board meeting.
- Committee reporting: Jim reminded that the board members should feel free to ask Committee Chairs for more details on anything noted in the minutes of committee meetings.
- Jim reminded that TPE is one organization.

- Information needs to be provided to Chapter Support; including land protection projects that are in process and even potential projects that the chapters are working on. Technology is another example of chapters needing to let Chapter Support know what they are using or considering implementing so we can be consistent across the organization. The Mission Advancement collaborative is a good mechanism to share across chapters and with Chapter Support.

Item 6: Executive Director's Report

- See written report included with the meeting materials.
- Debra Behrens provided a brief update and entertained questions.
- In addition to Debra's written report, Debra's new Virtual Assistant, Jess, will no longer be with us due to a family matter. We are working with Belay to find a replacement. Belay is the third-party contract agency where Jess is from.
- We are still interviewing and exploring all options to fully resource our operations department for operations, accounting, and administration. We have a 2nd interview tomorrow with an accounting/bookkeeper candidate. We are also looking at outsourcing options vs. direct hire options. Everything is on the table.
- Question from Jerry Newman: Are there set office hours at chapter support? He further commented that there was a complain to him from someone who had called the chapter support office at 8:30am'ish and their call was not returned until later that afternoon.
 - Khris advised there is generally someone in the office from 8am – 4:30pm.
 - Our recorded message on our phone system does state this as well.
 - Keep in mind we are a small staff and some days only one person is in the office.
 - Khris will follow-up with staff members about returning calls in a timely manner.
 - It is also possible that we were short staffed on that given day.
- Question from Jon asking if we use Landscape for our Monitoring reporting. Answer is yes.
- Question from Jon about getting eNews for multiple chapters. Yes, you can. Debra will work with Chapter Support on how we can publicize this. There will be an agenda item in the next Mission Advancement meeting.
- Question from Deanna: On the Chapter Support accountability chart provided with the meeting materials, there is a marketing & communications coordinator role. This is a full-time position. Sarah Barron. She brings much experience to the role.
- Question from Jon on financial results to Debra asking if she is optimistic that we will reach our goals. Debra responded, yes.

NEW BUSINESS

7. ACTION ITEM: Safe Harbor resolution

Board members should review the materials provided for context and wording of a proposed resolution. This action has been recommended by Gathering Waters, the

Land Trust Alliance, and our legal counsel to comply with our duty to inform landowners potentially impacted by the Safe Harbor clause.

- Our only requirement/obligation as a land trust is to notify our easement donors.
- Rich asks: if we only notify the original land owner. And to donors vs non-donors.

The response from the Gathering Waters Legal Counsel is as follows:

The IRS Notice would only apply to a successor landowner if 1) that successor landowner previously amended the easement and that amendment qualified for a tax deduction (i.e. terminated a reserved right) making them a DONOR landowner as well, OR 2) if the donor landowner elects to amend pursuant to the IRS Notice and therefore requires the signature of the successor landowner.

Therefore, the guidance is to notify all DONOR landowners. Successor landowners would only need to be involved if the donor landowner elects to amend.

- Evanne asks: If they've already taken their tax deduction why send the letter/notification? The guidance is that TPE should not advise on tax issues and we would not know who has or hasn't taken their tax deduction. The guidance was that a donor can take deductions up to 16 years after the donation.
- Jerry asks for clarification on the boundary and extinguishment provisions. Again, the bottom line is that the guidance we were provided and the responsibility lies with the landowner, not with the land trust. Our only obligation is to notify them and direct them to contact their own tax accountant and/or their own attorney for advice on how to proceed.
- David asks that letter should be sent to everyone including original land owner and current landowner. Yes.
- Katie states that they are discussing this at Landmark Conservancy as well.
- Jon suggested that the letter may cause the landowners to panic. And suggested that all easements use the new language going forward.
- David does not support giving any tax advice so likes the letter. A
- David Hamel made the motion to use the letter template provided. Scott Fulton seconded. All in favor. So moved.

8. ACTION ITEM from Finance committee: Cash management

The Finance committee is recommending that the Board approve moving funds from our accounts with Genoa State Bank to First Business Bank. Further, that we convert our existing checking account to a sweep account that will automatically move funds above \$250,000 to a CD savings option that will ensure these funds remain FDIC insured. Finally, that we close our account and discontinue our banking relationship with Genoa State Bank.

- Jerry commented that it seems like a reasonable
- Evanne Hunt made a motion to close our accounts at Genoa State Bank and move the funds to our FBB operating account. And further to add a sweep this FBB operation account, which will sweep further to the CD savings options for anything above

\$250K to ensure FDIC and optimal interest income. Jon Rigden seconded. All in favor. So moved.

9. ACTION ITEM from Land Protection committee: Millville Double Oak Savanna SNA designation

The Land Protection committee recommends that the Board accept the Wisconsin DNR's proposal to grant Millville Double Oak Savanna State Natural Area status. Please see the background materials provided for additional information.

- Jon: Regarding point #3 in the "Now, therefore" section – as to whether this is a deliverable and do we have the capacity to do this?
 - Per Rich, yes, this is our own standards: our monitoring, land management and LTA standards.
 - We also have a number of our other sites also designated as State Natural areas.
 - Jerry added that no structures can be put on these sites.
 - Rich adds that there is no public hunting clauses with SNA's
- Scott Fulton made a motion to approve the MOU granting Millville Double Oak Savanna the SNA designation. Rich Henderson seconded. All in favor. So moved.

10. ACTION ITEM: Giordano site name

Empire-Sauk Chapter is recommending an amendment to the name of the site to better reflect the ecosystems found there: "Giordano Oak Barrens and Sand Prairie." The original protection proposal is included with the Board meeting materials for context.

- Rich Henderson motioned to approve the name: "Giordano Oak Barrens and Sand Prairie." Jay Rutherford seconded. All in favor. So moved.

11. ACTION ITEM: Freeland bequest

Candace Freeland of Hendersonville, North Carolina left an unrestricted bequest of \$15,000 to The Prairie Enthusiasts. We have no knowledge of what inspired her gift or what her connections may have been to the organization.

Our policy is that the Board will designate the use of unrestricted bequests of \$5,000 or more. This is for your discussion and will require a motion.

- Jim Rogala recommends to fund operations since she had no connection to any chapter.
- Jerry Newman googled and found that she was a lover of photography and a photo journalist doing stories on social injustice.
 - Jerry suggested to use the funds to develop a proper TPE archive library of photos. Tandem Vault was previously used and then we moved to Sharepoint. Jerry confirmed with Caleb that all of our historical photos were moved to Sharepoint. Jerry reports that Sharepoint is not the place for these to be able to properly label/tag each photo to be able to search them for site, photographer, species, etc.

- Jerry suggests using some of these funds to hire a person and purchase a software to properly archive all of our historical photos.
 - Or to hire a service to this for us.
- Jerry would also donate a couple days a month to help with such a project.
 - Jerry would need access to the photo library on Sharepoint to start helping find out why Sharepoint won't work. We'll get him connected with Sarah.
- Rich supports doing the photo archiving, but not with these funds.
- Evanne feels that since we don't have a plan at this time for the photo archiving, these funds should just go into the operating fund.
- Jay Rutherford motions that these funds be left unrestricted to use for operations. Evanne seconded. All in favor. So moved.

12. DISCUSSION: Coventree estate

We have received an extension until July 31, 2023, to determine whether TPE will accept the terms of Caroljean Coventree's will. Jim Rogala will provide an update on next steps planned to inform your decision in the July meeting. A copy of the will is provided in the Board's meeting materials.

- Jim Rogala reports that at this time, we are planning to visit the site to get chapter members from St Croix Valley and Chippewa Savannas. There is a professor at UW-Stout that will attend to assist with the site assessment and inventorying the sedges.
- Update to follow at the board meeting in July.
- The intent of the will is to have a conservation easement on it and not sell it.
 - Katie asks if we can accept the land to sell it to use the proceeds for other land management and protection.
 - David suggests that we put a conservation easement on it and then sell it.
 - Jim reminded the Board that there are procedures we must follow for land protection projects.
 - Rich suggests that we'd need a significant endowment to hire a 3rd party to manage this land if no TPE chapter will take the project.

13. DISCUSSION: Strategy planning

Debra will provide an update on progress and next steps needed to finalize the Board's strategy planning, including Chapter 3-Year Pictures and 1-Year Plans. Background information will be included in a special folder in the Board's meeting materials as it is made available.

- Every chapter now has a completed draft of a 3-yr and 1-yr plan.
 - Materials are not all in the folder yet
 - But they will be ready to come back to the board.
- Some common themes:
 - Additional fundraising, promotion, awareness
 - Need more volunteers. Need for new people. New volunteers.
 - Concern of how land management activities will be completed in the future
 - A need to map where members are in relation to chapter activities

- Giving capacity of current members as well as potential new members
- Interest in cross chapter collaboration

Adjournment:

Evanne Hunt made motion to adjourn at 8:03pm. Jay Rutherford seconded. All in favor. So moved.

Board meeting schedule for 2023:

- Sunday, July 16, 10:00am-12:00pm (At annual picnic)
 - High Level Hold the Date Info
 - This year Many Rivers Chapter will be hosting the Prairie Enthusiasts annual picnic at the **Gustavus Adolphus Arboretum in St. Peter, MN on Sunday, July 16th.**
 - Board Meeting 10am
 - Picnic Lunch at noon, followed by short meeting
 - Pending fieldtrip to follow lunch
 - There is a FB posting on the Many Rivers FB site on 3/30/2023 that can be shared
- Tuesday, September 19, 6:30-8:30pm
- Friday-Saturday, December 1-2, optional evening social followed by 10:00am-3:00pm (In-person, annual planning)