

Meeting: NKUCFC Board of Directors

Date: April 2, 2018

Location: Sanitation District 1

Officers: Crystal Courtney, Rosie Santos, Chris Kaeff, Tara Sturgill

Secretary: Tara Sturgill

In Attendance: Crystal Courtney, Rosie Santos, Chris Kaeff, Liz Fet, Mathew Frantz, Michele Stanton, Bridget Abernathy, Kris Stone, Rosie Santos
Absent: Jessica Spencer

1. Secretary Report

February minutes review and approval

Crystal called meeting to order at 6:38 pm. Crystal asked if the Board of Directors (Board) had reviewed the minutes from February 5th, 2018. Crystal asked for edits to the minutes. Tara indicated that she corrected the spelling of Bridget's name in the February minutes. Matt asked if agenda items should be sent to Tara after the minutes are sent out for review; Tara indicated that all agenda items should be sent to Crystal prior to her making the agenda (she develops the agenda about a week before the meeting). Crystal asked for a motion to approve. Chris motioned to accept the minutes. Kris seconds. All Board approved.

2. Treasurer report

Review and approval of current budget report

Chris passed out the treasurer's report summary to the Board. Chris had an opportunity to meet with Rachel and close out the Guardian saving accounts; closed checking and savings accounts, and transferred over to the Huntington account. Chris explained the reason being that Huntington offers better online banking services. Chris explained the treasurer's report: first page is account balances which is \$51,682 and a \$800 pending transaction out there, not sure what it is (income from WePay). Chris said that is there are WePay transactions coming in for events; the WePay does not tell you what the transaction is for only who purchased them so there is some confusion. Chris explained that this time of year is difficult to decipher what income is from Public Workers Tree Seminar (PWTS) and Reforest NKY tshirt sales. Kris explained that Chris may be able to tell what the transactions are based on the amounts: tshirts were \$7 for youth, \$10 for adult, and PWTS registration was \$25. Chris asked Kris if we should phase out PayPal because it causes an issue, Kris said he doesn't allow for PayPal payment method for events. Kris explained that WePay requires the customer paying to pay the fee associated with the credit card transaction, the Council does not incur that fee. Chris said that it doesn't appear that way from the accounts, it appears a fee is coming out of each transaction. Chris would like to be able to have a system that is a little more intuitive in terms of knowing what the transactions are for in order to make his job a bit easier. Chris said he would like to know how many tshirts were sold, as it would help him with figuring out the income coming into the Council account. Kris said Rhonda Ritzi, a Reforest NKY Committee member would be the person to ask about amount of tshirts. Chris asked if anyone may know what a \$14 fee would be coming from out account. Tara pointed out that it may be our service fee for our domain holder for the webpage, Go Daddy, or our webpage editor Weebly. Crystal asked if anyone had any issues with the treasurer's report. Michele said she would like to see the transactions for PWTS, if possible, to see what the Council made. Crystal asked if Chris could show what the PWTS grossed for the program. Kris summarized that 107 registered for PWTS that paid, and comped 11 people; so \$2,675 for registration fees and the fee comes out of WePay for each transaction. Michele will ask DJ if the speaker, Jim Chatfield(OH Extension), still need reimbursed for mileage. Tara asked if he had received a check from OBG; Chris indicated not yet.

Crystal asked Chris about an update on taxes, he said that he is going to start working on that. Chris explained that last year the Council filed for an extension on taxes and the cost was \$500 to file taxes. Chris explained he hasn't figured out if it covers our liability for the year, and does not think that the tax form (I-90) will cover our liability but he will have a report next Board meeting. Crystal asked that Chris communicate via email what he finds out regarding taxes and the process of filing. Crystal asked Chris for an update on the insurance. Chris said he is still working on it and other considerations need to be thought about given some of the conversations being had by the Board (i.e., land donation).

Crystal asked the Board for a motion to approve the budget. Michele motions to approve budget report. Tara seconds. All approved.

3. Vacant Board Positions

Potential New Board Member: Liz Fet: Introduction

Crystal introduced Liz Fet to the Board. Crystal explained that she was not sure how to continue with the vote since we are not able to wait until Trees in our Community Forum (TIOC). Crystal asked the Board if everyone was able to read Liz's bio sent out by Tara via email. Matt asked if she has attended other meetings. Liz said that she had been to TIOC, and PWTS, and Taking Root Great Tree Summit. Rosie recommends that we get to meet Liz tonight and vote later about her appointment to the Board, and that is has nothing to do with Liz just setting a precedent for how to move forward with something like this in the future. Rosie recommended asking Liz to leave the room at the end of the meeting and the Board vote or voting via a Doodle Poll later. Rosie explained that she reached out to some of her nonprofit leaders and basically the Executive Committee (Ex. Comm.) will recommend a Board member for vote. Rosie motioned that we will vote by proxy on the appointment of Liz to the Board after this meeting. Matt seconds. All in favor.

Crystal asked that if other current Board members have potential appointments to the Board, please put them forward. Rosie suggested that we need to point out if we are filling a vacancy or electing to a full term. Rosie's suggestion would be to appoint Liz to a full two-year term. Matt indicated that he thinks that we need each county's extension agent on the Board. Rosie countered that suggestion by explaining that we need to find Board members with other skill sets, as the Council already has many tree experts, we need to fill the Board with diversified skill sets and find content experts that will help make our Board more effective. Rosie explained that if county extension agents are interested in being a Board member, then by all means, they should, but we need to keep in mind the goal of getting Board members with needed skills. Matt asked about the bylaws previously had certain people to participate in governance. Rosie explained that the bylaws revision took that part out of the bylaws and posed putting it in the operational document for goals to incorporate these people as we are unable to force certain people in those positions to participate as a Board member, though we still want to encourage their involvement. Michele asked if we have good geographic representation on the Board. Matt pointed out that the extension agents would offer that geographic representation and used to attend meetings. Michele said that a good reason why they would attend is because it was held during the day and at their offices. Kris said we may be hard pressed to find Boone County representation due to limited employment terms (Board won't allow agents to be on other Boards).

Crystal explained that the next steps would be to discuss who we need on the Board, who we want to attract, and how to do that. Crystal said the Ex. Comm. can discuss this as well, though every Board member can make recommendations to the Ex. Comm. for Board members. Kris pointed out that on the tree walk there were lawyers, politicians, etc. which we didn't have the wherewithal to try to bring them into the fold. Bridget pointed out that is also a great way to garner sponsorship from those that may have the means to support our organization though not potentially have the time to commit.

Rosie explained that it is most important to make sure that we are doing the best for this nonprofit in terms of legality. Matt suggested that we need to be less cut and dry about the bylaws, and be more flexible, if needed.

Rosie explained that the point of bylaws are that they do govern the organization though can be amended through a formal process which would be making a recommendation that something be adjusted and the Board would vote on that recommendation. Rosie stated that she thinks that Matt is alluding to discussions occurring at the Ex. Comm. level vs. the Board. Rosie clarified that the Ex. Comm. cannot approve anything without a Board vote. Rosie further explained that the purpose of Ex. Comm. is to discuss issues and there is nothing that will ever be unilaterally approved at an Ex. Comm. meeting that will not come through this Board. Matt disagreed by saying that has happened in an Ex. Comm. meeting. Rosie interjected that it has not happened and asked Matt to cite a specific instance; to her knowledge it has not happened. Matt stated that Rosie has just said that nothing gets determined at a Ex. Comm. meeting. Rosie explained that nothing gets formally approved without a Board vote. Rosie explained that the Ex. Comm. makes recommendations the same way Operations, Development, UTC Committees do and the Ex. Comm. puts that recommendation to a vote from the Board. Matt asked that launching a vote from Ex. Comm. without Board approval to do a vote: isn't that the same thing as doing something without Board approval? Rosie asked if Matt is speaking specifically to the electronic vote regarding land donation. Matt said yes. Rosie said that is an issue that can be further discussed. Matt said that he was confused about it and would like some clarity. Rosie agreed and said that it should have been brought to the Board in a formal meeting rather than being done by proxy and the issue has been discussed in the Ex. Comm. meeting. Rosie agreed that votes need to be put on a public agenda so that there is anticipation of when it is going to happen. Crystal asked what if the vote is time sensitive and in between quarterly Board meetings? Crystal stated that for example, the next Board meeting isn't until August, after this meeting; what is something needs to be decided between now and August and a vote was put out to the entire Board to decide, by proxy. Rosie asked where is that stated in the bylaws. Chris suggested that a special meeting should be called rather than a by proxy vote. Rosie said she agreed with Chris, that would be a more appropriate course of action. Rosie said the biggest issue is that the vote needs to be put on agenda or if that cannot happen then a special meeting needs to be called for time-sensitive issues to vote. Rosie explained that to her by proxy is more about instances like to on-board a Board member and things that have been formally discussed in a Board meeting that we need some time to determine before voting. Rosie said that the Ex. Comm. can call a special meeting of the Board for voting when needed. Rosie pointed out that these are all issues that the Council has never dealt with in the past and it is pivotal to discuss them as a Board. Matt pointed out that he Board can call a special meeting according to the bylaws. Rosie agreed. Matt said that a special meeting being called for the land donation vote would have been the more appropriate course of action rather than an electronic vote being thrown out there.

Matt asked if he could add something, he explained that Roberts Rules of Order, and he pointed out that he is not trying to undermine the progress thus far, but he understands that it is one of the worst things to use to run a small organization. Matt said that he prefers the modified consensus route which seems like a more natural form of consensus for the Council and then put out for a vote after discussion. Matt explained that at times it can be a bit scary using Robert's Rules of Order to get your voice into a discussion. Chris pointed out that we are not running strictly on Robert's Rules of Order. Matt said that is the issue; the Council either needs to adhere to Robert's Rules of Order or decide to do something else. Rosie agreed that she understands his suggestion, though we need to stick to the agenda at hand and suggested that Matt should bring up anything in terms of organizational governance and to put it on the next agenda for discussion. Crystal pointed out that maybe call a special meeting for discussion of governance issues.

Chris asked about if that is something that could be addressed at the end of the year meeting. Crystal said not really, that is more of a summary of the year, goal accomplishment and setting, lessons learned, etc. Rosie asked for Crystal to clarify the end of the year meeting. Crystal explained that this has not occurred yet and is based on former tradition of the Council; end of year meeting which would include the Ex. Comm., Board, and any previous president to go over the summary of the Council's effectiveness for the year. Rosie said she thinks that is a good thing to continue in some form and Crystal added that we will have a Board retreat (December 7th and 8th) in which we could handle some of these broader topics. Matt said that maybe a special meeting could be called prior to that.

Crystal asked if it would be to discuss how Robert's Rules of Order are used on our Board meetings. Matt said that and to discuss a more simple approach to make the organization less top-heavy, as he feels has happened in his opinion, in terms of the order, it can be restrictive. Matt stated he wants organization in meetings though at the same time some of the order seems to be an obstacle for getting stuff accomplished (e.g., proposal drafting). Rosie suggested that Matt pontificate these ideas in an email about some of these topics and perhaps a special meeting can be called to address them, furthermore Rosie suggested that Matt give an example of the alternative meeting order model for discussion. Matt explained it is simply consensus-driven and modified consensus meaning that you take a vote once you find a certain agreement. Rosie stated she would love to hear more about it.

Chris interjected that the Council made \$442 on PWTS. Michele pointed out that number is assuming that the Council still doesn't owe the speaker mileage. Crystal asked if Chris could give us a spreadsheet for specific events after they are over for the chairs and Board to review. Michele said that would be very helpful and she would like to see that soon since she will be hosting PWTS next year. Chris agreed that he would do that and send the PWTS to Michele.

5. Volunteer Policy Review and Signature

Fillable Form

Crystal pointed out that the email that Tara sent out to the Board prior to the Board meeting included a volunteer agreement. Crystal explained the history of the Volunteer Agreement from 2015 during the previous monthly meeting structure. Crystal explained the basic rules of conduct on the Volunteer Agreement – after attending two meetings we need to have people sign this document. Crystal said we also have a Conflict of Interest and Procurement Policy in which volunteers are agreeing to with signing this document. Matt stated that this document has been revised a lot; Crystal stated that the Volunteer Agreement has not been revised at all since its adoption by the previous Council. Kris said the Volunteer Agreement was created with Scott Beurlien. Matt says he recalled the document being much more simple. Michel stated her initial reaction was that she had not seen this document prior and would it potentially scare off volunteers? Rosie interjected that this was one of the documents, in its current form, that the leadership used (Graduate research project: Volunteer management) during her review of the Council's documents; leadership at that time sent this document to her for review based on her request in 2014-2015. Rosie said given her knowledge of nonprofit structure, best management practices (BMP) for nonprofits are the use of basic description of roles and volunteer agreements and code of conduct agreements. Rosie said she likes this document because it defines what it means to be a member; she referenced her beginnings with the Council and being unsure of her membership status (she worked on Reforest NKY Committee).

Rosie pointed out that the Volunteer Agreement defines membership and the reason it is being put forth now is because it compliments the membership model being defined currently. Rosie stated that if the timing seems odd it is merely because we are putting forth recommendation for improving our membership practices. Rosie asked that the Board review and make suggestions for edits if they feel it is needed as the document has been pretty static; Rosie said that we are proposing utilizing this document now. Matt asked that some of the language in the Volunteer Agreement is a bit nebulous and open to a lot of interpretation. Matt pointed out, in particular, the removal of a Board member isn't clear in terms of what are grounds for removal. Rosie pointed out that it states that grounds for removal are based upon adherence to the Code of Conduct. Michele said she thinks some of the standards of conduct could be condensed. Rosie said that she would love to hear any suggestions on how to improve the Volunteer Agreement. Kris explained that the Volunteer Agreement was developed in part by using an Arboretum agreement as a template and over time they have had to remove 4 people over time, and the Volunteer Agreement was very useful to be able to do that. Board discussion about the usefulness of Volunteer Agreement for removal of individuals that were creating hostile work environments. Kris explained that to craft the Arboretum's Volunteer Agreement, they used multiple other organizations Volunteer Agreements and pulled language that fit their organization. Rosie stated that if any Board member wants to dive into other organization's volunteer agreements and submit examples of how to change our document, please do. Matt said that the Volunteer Agreement as it stands could use a little editing and attention before people sign off on it. Crystal interjected that

this document has been approved by the Council. Matt said then everyone should have signed it previously. Crystal said she does not know, there were not records given to her, no electronic copies found, etc.

Kris said that Scott had a wooden box that had Council documents in it and gave it Bob White when he became president. Crystal stated she has the wooden box was empty when she got it. Rosie reiterated that when the Council began focusing on the Strategic Plan no one was focusing on making sure the Volunteer Agreements were signed, and the Ex. Comm. is now proposing that everyone who is an active Board member sign the agreement again. Rosie said that edits can be adjusted, as needed, though those recommendations need to be brought to the Board, until then we are proceeding. Matt clarified that this Volunteer Agreement is being brought to the Board now for approval. Rosie and Crystal answered no, this document has already been approved prior. Matt asked if we are just signing this document today. Crystal answered yes, and agreeing to the policies previously approved and if you need to read further into the Procurement or Conflict of Interest, they are on the Council website under Organizational Documents. Chris asked if there are copies available to sign tonight. Crystal said no, there is an electronic version that went out with the email sent by Tara for everyone to sign and send to Tara. Kris said that the Volunteer Agreement is designed to cover everything, meaning, Code of Conduct, Procurement, and Conflict of Interest, by signing that one document. Tara interjected that she finds it silly to have all this discussion regarding signing a document we have already signed; just sign the document so we can move on, get it in the file, and if there needs to be edits made, let's do that. Tara explained the bottom line is she needs these in a folder for every person sitting here at the Board meeting. Tara asked that everyone submit the Volunteer Agreement by the end of this week so we are official; electronic copy preferred. Crystal said that Liz volunteered to go make copies so Board members can sign tonight. Tara explained that we are housing them on the Council's Google Drive and she doesn't care how they are turned in, electronic copy or filled out and signed the old-fashioned way, she just needs them to make everything official. Liz explained she would go print out some copies of the Volunteer Agreement for Board members to sign. Tara explained that she wasn't trying to derail the conversation about editing; she just wants to make sure that the Volunteer Agreements are signed by all Ex. Comm. and Board members. Matt stated he has an issue with signing it now and then if the document is edited he would have to sign again, etc. Rosie interjected that she would put in that the Volunteer Agreement went out via email to everyone on the Board, it has already been approved years prior, and what was on the agenda was not related to approval or edits to this Volunteer Agreement and need to be brought up at a different time. Rosie stated that this signing of the Volunteer Agreement is our current policy and we didn't have everyone on file currently. Kris indicated that the only people at this meeting currently when this Volunteer Agreement was made was Crystal, Matt, and himself.

Matt interjected that before moving away from this discussion he wanted to touch on the fact that he and Crystal had went back and forth on some topics and Crystal had made some comments to Matt about his conduct; given that interaction with Crystal, Matt felt a little wary of signing this document that discusses removal of members. Matt pointed out that he has seen members of the Council get kicked out. Rosie interjected that to her knowledge there was no formal action taking against individuals of the Council. Rosie indicated for the record that she had a follow up with Crystal regarding the appropriate course of action in dealing with concerns and issues, as well as having an Ex. Comm. discussion. Rosie stated that from her standpoint, the way certain things were handled by Crystal were inappropriate and no formal warning can be issued without discussion between the Ex. Comm. and the Board. Rosie clarified that the reintroduction of the Volunteer Agreement is not in reaction to those specific interactions it is to do with the membership plan that the Board is going to present and make sure everything is straight in terms of current membership. Rosie stated that the issues brought up by Matt regarding interactions between Crystal and himself need to be addressed in a smaller group. Matt agreed. Matt also pointed out that he doesn't like the idea that someone could be removed from the Council without fully understanding the reason or process for removal. Rosie said that she suggests perhaps outlining this procedure in the Operations and Procedures document that is still in the works, specifically how corrective action should be handled prior to removal, warnings, etc. Rosie further informed the Board that no single member can unilaterally give warnings and no single member can remove any member from their position. Rosie told Matt that she understands his concern and agrees they are warranted. Matt said that

he appreciated Rosie's explanation of why the Volunteer Agreement is being reintroduced and affirmation of his concerns and will sign the Volunteer Agreement gladly. Crystal clarified that the removal of members in the bylaws does not match the outline within the Volunteer Agreement and it needs to be amended. Crystal explained she had placed the item on the agenda to amend the bylaws to match the outline of removal of members on the Volunteer Agreement. Crystal explained that Article VI. Section 5. under Removal of Board members it just says "A member of the Board of Directors or officer may be removed from office if absent from three consecutive regular meetings of the Board." and does not reflect what the Volunteer Agreement states as grounds for removal which is that the Board can vote with majority to remove any Board member that violates the policies that are agreed to within the Volunteer Agreement. Rosie said that the policy is responsive to the bylaws and could go the other way, in terms of changing the policy to reflect what is in the bylaws, though she explained it can go the other way as well (e.g., amending the bylaws to reflect the Volunteer Agreement removal guidelines). Rosie clarified that the bylaws are in theory supposed to drive the policies, not the other way around, though she understands where Crystal is coming from because the Volunteer Agreement predates the bylaw revision that occurred in 2018. Matt clarified that Crystal is asking to amend the bylaws to reflect the existing procedure (Volunteer Agreement) and Crystal agreed. Rosie pointed out that the policies within the Volunteer Agreement should have been included within the bylaws revision that occurred in 2018 and it was just an oversight. Rosie's recommendation is to hold off on amending the bylaws or the Volunteer Agreement until work on the Operations and Procedures document is underway because the Board member removal will be a section of that Operations and Procedures document and can inform any bylaw amendments that need to occur and other policy edits. Crystal stated that we will table the amendment of the bylaws to reflect the Volunteer Agreement policies at this time barring a larger discussion about edits to the Council's bylaws based on the discussions had today and before the next meeting. Crystal explained that she will draft a document indicating all the proposed changes to the bylaws by the August Board meeting based on membership decision made and recognition of the existing policies approved by the previous Council members. Rosie asked Kris if at the Arboretum they review the bylaw amendments at one meeting and approve at the next. Kris explained that the Arboretum takes recommendations for bylaw amendment and discuss, the proposed amendments get sent out to allow of a review time of one month, and then the next month there will be a vote. The Board agreed that timeline adopted by the Arboretum seems appropriate. Crystal clarified that the proposed amendments to the bylaws will be compiled by July for a month of review and revision prior to the August meeting. Matt asked if these revisions will include the guidelines for Board member removal. Crystal said no, that occur once the Operations and Procedures document has been drafted. Rosie explained that information would be amended in the bylaws after the Operations and Procedures document is drafted which is to occur this year (2018), she added Crystal is suggesting that the language matches between the bylaws and the Volunteers Agreement which includes the Conflict on Interest and the Procurement Policy. Crystal explained that the Volunteer Agreement predates us and our new efforts and is standing Council procedure that is binding and she just wants to make sure that the policies within the Volunteer Agreement are reflected in our current bylaws as we move forward. Kris pointed out that currently the removal of Board members in the Volunteer Agreement requires majority vote so he doesn't think anyone should be worrying about removal. Rosie said that she thinks Matt is just more concerned about the procedure surrounding that being clear for new people. Matt said yes, he think that new people need to be aware that they can be removed if certain things occur and he believes it can be spelled out a little better in the Volunteer Agreement.

Crystal asked to move on from this topic as the agenda includes a lot more items to cover.

4. Committee Updates

Executive Committee – Crystal

Membership Model Development

Crystal explained that she sits on Southern group of Urban Forestry Councils and had a larger discussion with some of those members. The group is made up of all the urban and community forestry councils that are generally a state-ran council. Crystal stated that she looked through 6 or 7 different state council's membership guidelines for

guidance. Crystal stated the main difference between our Council and the ones she reviewed is that they are state-wide and we are a regional council. Crystal outlined that she looked at what these other organizations membership was based on and kept in mind what we have already discussed prior (Rosie's Membership Model in 2016) and came up with several different options that we discussed at the Ex. Comm. meeting in March. Crystal indicated that the document passed out the Board is the Proposed Ex. Comm. recommendation for membership management.

Discussion of the Board regarding this Proposed Ex. Comm. recommendations. Matt asked about paying dues vs. volunteer hours to be the stipulation for membership. Rosie explained that there are more options, these recommendations are not set in stone but this is just a suggestion from the Ex. Comm. Rosie explained that in terms of volunteer hours being the sole grounds for membership, she felt that the tallying of hours can be cumbersome for an organization that does not have staff. Rosie said that it was discussed to have a sliding scale model for membership to be more inclusive and not limiting to those who cannot pay the fee or allowing for people to fee like they don't want to donate to fundraising because they already paid a membership fee. Rosie reiterated that she feels keeping track of hours donated as a way of being a member in lieu of fee payment is cumbersome. Matt agreed but interjected that individuals can keep track of their own hours to encourage involvement in Council programs. Kris said that Arboretum used to (15 years ago) pass out volunteer hours sheets at meetings and it helps with grant matching, though without a staff person could be difficult to keep track of long term. Matt agreed without staff that the volunteer matching for membership may not work at this time. Michele asked for clarification in terms of membership meaning that people will not be able to participate in programs or events unless they are a member. Matt explained that he thinks that it is improved upon from the ISA type of benefits and likes the way it is improved upon and adding the publication (newsletter) is beneficial. Rosie put forth that research being done into membership incentives is finding that people are not looking for tangible, physical things as much as just contributing to the cause, secondly it can become very intensive to manage membership benefits and the time put in doesn't equal what you get out.

Bridget input that the field guides are a great opportunity to give larger dollar members the option of donating the field guide as their membership (their membership dollars go toward buying field guides). Bridget said that a business sponsorship could be specifically to purchase X amount of field guides for membership benefits. Board agreed that was a great suggestion. Kris stated that the Arboretum does Groupon drives (membership drives) and they just keep it current as an offer, though won't get the full price for a membership level, they have reached 200 members through Groupon last year. Rosie explained that an incentive of membership dues allows you to be a voting member of the Council and pathway to succession in leadership. Matt said that it is questionable to him that these members will be making decisions for the Council. Rosie clarified that Matt is suggesting that there may need to be more to being a member than just paying a fee, Matt agreed. Rosie said he only concern would be limiting membership by adding more criteria than just paying the fee to be a member; if she understands Matt's issue with it being that Joe Shmo up the street now has a stake in the decision making of the Council. Matt indicated that was a bit of a concern. Crystal pointed out that anyone who came to a Committee meeting could vote with the old Council and no one knew if they were a member or not with the old Council rules. Tara suggested that she is a member of the Society of Wetland Scientist, a voting member, but doesn't always vote because due to not knowing those running, etc.; she asked if the concern was for those that are not physically involved in the Council being able to make decisions for the Council? Matt said no, it isn't a concern that they will begin changing things, it is really a look back to how the old Council was run; succession was by appointment from already active "members". Matt said his concern is the change from appointment to positions to this new model, for instance pulling officers from the Board. Rosie clarified that the model is that you pull Committee members from the membership-at-large, pull Board members from the Committees, and pull officers (Ex. Comm.) from the Board, she referred to the triangle figure into 2016 membership model. Rosie explained that the model will be more of a grooming of officers from the Board rather than the old way of shoving the officer roles on someone that wasn't exactly wanting to have the duty. Matt stated that it was more of a bottom up climb to be an officer (member – Committee – Board – Ex. Comm.), Rosie said yes that is what she was planning in the model.

Michele asked again does participation in programs and events require membership. Rosie said no, to vote or be considered for leadership you do have to be a member. Michele asked if that means we all here on the Board would be required to join, Rosie said yes. Rosie said that then we are able to say that we have a 100% giving Board which is super important. Kris agreed that you don't want to be caught with a less than 100% giving Board for possible donations where the giving-level of your Board is scrutinized and can be a deciding factor in donations.

Crystal asked if the Board has any comments on the Ex. Comm.'s membership recommendations as it was presented tonight. Chris said that he has two comments: while he likes the model and the levels, as the Treasurer he believes the Council has the financial wherewithal to offer scholarship to students. Michele asked Chris to clarify. Chris said that we already offer the Arborist Scholarship program but this could potentially be extended beyond that and support undergrad or graduate work. Rosie pointed out that students could also qualify for a discounted registration fee to programs and the TIOC Forum and Annual meeting. Liz suggested that biology club would have plant sales to provide for scholarship for conferences, lodging, gas to travel, etc. Michele asked if we would just designate certain forestry-specific conferences that we would support. Liz said yes, it could be a variety of conferences that the Council could sponsor scholarship for students in the region, as there are a lot of plant conference opportunities that she knows of around our area. Crystal asked for clarification of the idea being that a portion of the membership funds be dedicated to scholarship for conference. Chris said yes. Crystal asked Chris to write up a paragraph/bulleted list to explain the potential addition of scholarship to the student's membership benefits. Kris suggested adding to the higher-level membership benefits a consultation with an arborist or plant expert. Michele said that we include consultation between the \$50 and \$1,000 membership benefit.

Crystal added that we removed the group membership after reviewing the other state forestry board. Rosie said she would keep the administrative overhead to a minimum in terms of the benefits until we have staff. Crystal mentioned the benefits are supposed to be low-impact on administrative needs except for the newsletter which we would try to ask for input from the Board (Ex. Comm. and Committee Chairs). Bridget said that every person on the Board should write at least one article for the newsletter in order to spread out the tasks and make it feasible for everyone. Matt said that his father has been the managing director for a nonprofit and they were doing the newsletter at home and it is very important. Michele suggested changing non-professional category to "citizen forester" and adding some more tweaks in the description. Crystal indicated that she will create a Google Doc for edits and send out the Board for review and edits and then vote to make it formal in August. Rosie suggested that we vote by proxy on the edits due to the membership meeting coming up in May in order to present the membership benefits to the membership at that meeting. Matt asked when the membership meeting is scheduled. Crystal indicated it is May 24th. Matt suggested holding a special meeting the first week of May. Rosie asked if we could review and edit the document electronically. Kris said he thought we could. Matt asked ahead of the TIOC Forum, how will we enroll members prior to elections so we know who the voting body will be. Matt asked if the Board things we will have time for people to buy into this membership model ahead of the fall TIOC Forum. Rosie indicated that we will give a presentation on the membership benefits and it will be sent out through Constant Contact and there will be some sort of electronic format for them to pay at the meeting and online. Crystal clarified that the main goals are making sure that we have the categories that we want for membership, prices, and descriptions ahead of the membership meeting on May 24th. Crystal suggested that we will try to have a special meeting the first week in May before the membership meeting to discuss and decide on edits.

Crystal asked if we are able to move on and asked for any further comments.

Development – Rosie

Rosie explained that she has passed the Development Committee (Development) chair to Tara. Rosie said she has no new updates for Development outside of the announcement that Tara has agreed to take on chairing Development. Rosie said that the first item on Tara's agenda will be to organize the training that had been discussed

prior in October. Tara indicated that the technical training will be her main focus. Tara also indicated that Rosie isn't leaving and will be helping still. Tara will continue to follow through with Rosie's vision for Development and trying to implement what she has already outlined. Rosie also pointed out that Development needs new members and told Liz that may be a good place for her to plug in.

Operations Committee – Matt

Matt explained meeting was held on March 26th. Jessica, Michele, Crystal, and Matt had a meeting via conference call. Matt explained that Jessica is looking at communities to reach out to for a best practices for urban forestry to share with people we may be helping. Michele was considering PWTS for next year March 7, 2019 at Kenton County Extension Office. Michele also was looking into Honey locust farm for TIOC though the technology is not on par, and Braxton Brewery was not big enough. Matt suggested to check out New Riff in Newport, KY for TIOC, he will also give information to Sarah about the venue. Crystal was following up with Council program committees for input to see where they needed help – PWTS, TIOC, Reforest NKY (after wrap up meeting) and building document for TIOC, really for all programs, which is in the Strategic Plan. Matt has been continuing to reach out and update on the Tree Board document. Matt explained he has been working on the proposal for the ArcGIS online proposal for the Board and setting an meeting for the next quarter. Crystal said that she is going to begin reaching out to the Ex. Comm., Development, and Operations committee to get an update on as to what they are working on and what needs to be added to agenda for voting, so expect to see that.

5. Programs

UTC/GIS Committee

Approved for the ArcGIS Online for \$100 a year for the entire suite of software; the caveat would be that we would need a laptop for Council use to run the software. Chris originally thought he may have a laptop the Council could use, though it turns out he does not. Matt said that having our own centralized GIS for UTC could benefit the Council. Matt said that he feels that we have more pressing issues so he is not going to present a proposal today for the ArcGIS software today. Chris added that ESRI will honor that price. Matt said that we could eventually propose that Council purchase a laptop that could run the software that is held by the Treasurer or a Ex. Comm. officer. Rosie agreed that the proposal should address the property issue, and laptop purchasing, etc. Matt said that Kyle and he found some laptops that are very reasonable. Crystal said that there are nonprofit technical organizations that could give discounts to nonprofits. Crystal asked if the GIS Committee would have something to present in terms of a proposal at the August meeting. Matt said yes, that he already has something together though he felt he needed to focus on the agenda as presented today.

Reforest Northern Kentucky

Crystal explained that Jessica gave a brief Reforest NKY update via email which she will read now. Crystal read that Reforest NKY is this Saturday, everything is ready, rain or shine trees are getting planted. Matt asked if we are still able to register for the Great Lakes after party at Coaches. Crystal said if you have interest in the after party to email her she is putting together a list because we have to at least have 50 people to get to \$2,500. Chris asked if we are not doing the shovel cleaning party. No, we are not doing the shovel cleaning, Mark Leopold's crew is doing it. Kris reminded everyone that an Constant Contact email goes out this week which is the last reminder to register for Reforest.

Trees in our Community Forum

Bridget stated that Sarah sent out an email regarding the venue change asking the Board for suggestions. Sarah is coordinating with Scott Messer at the DeVou Events Center and he is developing a cost per person based on the estimated number of people in attendance and also come up with a menu on part with what we were receiving at Twin Oaks. Bridget explained Sarah has also been in communication with Rebecca with Devou Good to get sponsorship with DeVou Good to pay for a portion of the event cost because we know the catering is going to be more costly than at Twin Oaks. Bridget explained that they do not have the prices yet but will have more

information at the next meeting. Bridget said they are still unsure about the audio visual quality at the Devou Events Center. Rosie said they do have audio visual. Bridget said the concern is more along the line of making sure the audio visual is adequate in terms of the size screen, ability to view the screen from all areas, etc.

Chris asked if the Council would consider having a Kenton County Conservation District award at the TIOC Forum as part of the Council's awards ceremony. Crystal pointed out time would be a factor for adding new awards. Crystal asked for Chris to send the award description to Sarah for the TIOC committee to discuss at their meeting. Kris explained he has not got anywhere with his potential speaker from Morton Arboretum. Crystal said that she needs people to recommend others on a list for keynotes, a list for all events from these suggestions. Michele suggested reaching out to someone at Dawes Arboretum. Bridget said that Sarah mentioned that since Twin Oaks I always kind of the same price, at this time she not very firm with any kind of budget yet. Bridget said that is part of her task is to nail things into a firm budget as more information arises. Matt asked about the budget for previous years. Crystal said about \$3,500 dollars.

Land Donation

Crystal asked if everyone has read the emails that have gone throughout the Board. Crystal summarized the land donation opportunity to the Board: about an acre of land in Erlanger that is being donated by Jana Martin Kemp and has been offered to a nonprofit to hold and preserve into perpetuity as a forested lot that could be used as educational outreach component to the adjacent school. Crystal explained that this opportunity arose in late February and there was extensive feedback from the Board basically in three different categories: 1) great opportunity 2) not in line with our Mission Statement 3) not a good idea at this time based on the amount of work we have as a Council. Crystal stated that the last two agreeing that there are land conservancies that are better equipped to take this opportunity on. Crystal explained that a Doodle poll was sent out on February 25th to gauge the Council's interest in land acquisition, the majority thought that land acquisition would be worth considering. Crystal explained that a meeting with the property owner was scheduled on March 8th in which Matt and Kris made it out to the site to investigate and returned and said that the property is not high quality in terms of the forested resources present but that there would be a lot of work to do with invasive species removal and ash removal but the greatest pro again was it being adjacent to a school in terms of programs, community outreach, etc. Crystal explained that she sent out another Doodle poll asking the Board what we wanted to do because we need to let the property owner know either way so she can move forward with finding someone to take the property within her timeframe. The feedback from the Doodle poll from the Board was that the majority they do not believe that it is within the Council's Mission Statement to take on property and do not believe this is property that we should move forward with trying to acquire (5 to 1 vote). Crystal interjected that Matt found out on the 28th that the Council could potentially build on this site and there was favor from Chris, Matt, and Kris saying that it would be worth the Council looking into. Rosie asked for final comments and then voting.

Matt said the timing and how this was proposed caught the Council off guard and created some tension and fear of the unknown because we didn't have all the answers. Matt suggested that the donation opportunity was handled correctly at first, assessing interest and coming up with a small group to assess the feasibility. Matt indicated that he feels that the stage we are still at and that the vote that came out via Doodle poll was premature. Matt said that Jana indicated to him that she wanted the estate settled by September. Crystal said that Jana's initial email said that she wanted to decide something by May and that is why Crystal was rushing it. Matt said Jana indicated to him that they are rushing it though they have until September to make a decision on the estate so the Council does have time to commit to some research to make an informed decision. Matt indicated that he never said it wasn't a good site, yes it is disturbed, it has invasives as expected, though there were some mature trees. Matt felt that the Council should investigate the feasibility of acquiring this site for a future home base. Matt indicated that the Council would have a piece of property that we didn't have to pay taxes on, could sit on it as it appreciates over the years, and would be a little nest egg in our account. Matt expressed he feels acquiring this land does fit with our Mission Statement and the Mission Statement doesn't say we cannot hold land. Matt expressed the potential for this property

being a home base for the Council. Matt stated that the zoning can be change through a proposal asking that for long term we could use the property as a build site for the organization. Matt said that if we cannot get the zoning changed then we should turn over the land to another organization that holds land because we shouldn't hold it unless it holds real utility for the Council in the future.

Rosie asked when Jana specified the September date as a deadline. Matt said that he talked to her about it at the site visit and she told him September at the latest. Chris asked if the \$10,000 would go along with the land. Matt explained that Jana is offering \$10,000 to go along with the property in case work needs to go into the property, etc. Chris asked if that money going along with the property is something Jana is committed to, Matt said yes. Matt proposed that the small committee of Chris, Kris, and himself be allowed to gather the information needed to make this a more informed decision. Rosie expressed that she would want to see in a proposal cost associated with the land acquisition for the Council and liability issues. Matt suggested that prior to a proposal being submitted to the Board, a proposal should be submitted to zoning to see if the Council would have the ability to build an organizational headquarters. Crystal stopped Matt and indicated he has had ten minutes and asked for any counters. Bridget indicated she would investigate through appraisal what the approximate value of this acreage is to assess what the Council would be passing up. Bridget indicated she would be extremely hesitant to take the land donation on and knowing the value would be beneficial. Matt clarified that there is no cost to us, the value of the land is \$20,000 plus the \$10,000 to use as we wish for the land goes to the Council and we would not be paying property tax. Chris asked if Matt was sure about that. Matt deferred to Kris and said that Kris has mentioned that; Kris suggested that the Council needs to utilize our insurance agent and ask them to a meeting, they attend and we are able to ask questions about our policy, or we can text and they will answer questions. Rosie stated her primary concerns are 1) our current capacity 2) struggling to see how it connects to the Council's Mission Statement and beyond that we do not have staff, let alone a location for them to work, and further does not see the purpose of the Council having a physical location. Rosie explained with all that being said if there was a plan in place for the Council to have a physical location this would be a great idea. Rosie pointed out that the organization that the Council is, is a membership affiliate group, and staff, if we had them, would likely work remotely; furthermore, a physical location would be redundant because that is what Extension does and land ownership there are very different organizations that do that, etc. Rosie explained that from her point of view the Council is a professional association and a membership group that in its very nature is more remote than it is a physical location and the type of education and advocacy we do is meeting people where they are already. Rosie pointed out that no where in the 2 year Strategic Planning process was a physical location or land acquisition brought up as part of the Vision, Mission, focus, goals of this organization. Rosie expressed the need to be focusing on the Strategic Plan objectives and goals and that land acquisition is just something to deter us from the goals and objectives that we need to be focusing on. Matt said that this would be an option for 10-years down the road. Crystal asked if the Council has any interest in building on this land. Matt said that we cannot answer that right now. Crystal pointed out that we have a Board right now that can vote to decide whether we spend any more time on this discussion.

Discussion amongst the group about motioning. Matt indicated he wanted to motion to table the discussion until the small committee is able to come up with a proposal. Rosie said she would argue that the committee has had sufficient time to come up with a proposal and there has been sufficient dialogue over the course of the past month about this topic and if there was a proposal on the table tonight she would feel differently. Matt indicated that he was not given a timeline for a proposal. Rosie asked if Matt was going to give a motion. Matt motions that the committee have until next meeting to coordinate and create a proposal regarding feasibility of land acquisition. Chris seconds Matt's motion. Crystal asked for all in favor. Matt, Chris and Kris were in favor. Crystal asked for opposed. Rosie, Crystal, Michele, Tara, and Jessica (by email) opposed. Bridget did not vote due to being an ex officio member (KY Division of Forestry). Motion does not carry.

Rosie asked if the Secretary (Tara) was the original point of contact with the land owner. Tara indicated that was correct. Rosie motioned that the Secretary follow up with the land owner and notify that the Council will not be

moving forward with the offer of land donation. Tara seconded. All in favor were Crystal, Rosie, Michele, Tara. Opposed were Matt, Chris, and Kris. Motion carried.

Crystal wanted to finish the meeting by saying that we will be having a spring membership meeting May 24th. Crystal stated that we will set a special Board meeting the first week in May to discuss the items that need to be followed up on from this meeting and the next Board meeting will be August 6th at SD1. Kris indicated that he will send out a Constant Contact invite for the membership meeting by April 24th and ask for people to sign up (for free) for the meeting and put out a Facebook post on the Council's page. Crystal indicated that Steve Foltz is willing to lead the tree walk. Kris asked if it is the same write up as last year, Crystal said yes. Kris said he will reuse the write up using the details for this year.

Crystal thanked everyone for coming and adjourned the meeting at 8:45.