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MCHENRY COUNTY CONSERVATION FOUNDATION
BOARD OF DIRECTORS
February 13, 2019
6:30 P.M.
LOST VALLEY VISITORS CENTER

1.0 CALL TO ORDER

President Semel called the February 13, 2019 meeting of the McHenry County Conservation Foundation to order at 6:40 p.m. Roll call was taken and a quorum was present.

2.0 ROLL CALL

DIRECTORS PRESENT:

Brad Semel, President
Kevin Ivers, Vice-President
Ray Eisbrener, Secretary
Marti Gorman, Director
Dennis Dreher, Director
Elizabeth S. Kessler, Advisor
Dave Brandt, MCCD Liaison
Dave Kranz, MCCD Liaison alternate

OTHERS PRESENT:

Shawna Flavell, Executive Director
Yvonne Semel, Administrator (arrived late)
Laura V. King, MCCD Chief of Police
Carolyn "Lyn" Campbell, MCCD District Board Member

DIRECTORS ABSENT:

Kim Becker, Treasurer

3.0 PUBLIC COMMENTS

Introduction of new MCCD Chief of Police, Laura V. King

4.0 APPROVAL OF MEETING TO BE HELD AS ANNUAL MEETING

Approval was requested for meeting to be held as the Annual Meeting, in accordance with and as described in the current By-Laws. President Semel made the motion, Vice-President Ivers seconded. All were in favor.

5.0 APPROVAL OF MINUTES

5.1 After reviewing the minutes of the November 27, 2018 meeting, Secretary Eisbrener moved to accept the minutes, Director Dreher seconded the motion. All were in favor.

5.2 The Executive Session Minutes from November 27, 2018 were reviewed. Director Gorman made a motion to approve and place in closed session file but not to release at this time, Director Dreher seconded the motion. All were in favor. Minutes were collected.

5.3 January 23, 2019 - Special Call Session for Strategic Planning Meeting

6.0 OFFICER'S REPORTS

6.1 President's Report

6.1a Annual Appeal Results

President Semel provided summary results. Administrative Assistant Semel (arrived after start of meeting) helped lead discussion of numbers and comparison with last year.

6.1b Protocols for Funding MCCD Projects

The Board recognized that there were a number of outstanding District projects that had received Foundation support, but had not been closed. Advisor Kessler compiled a report of pending and completed projects: President Semel indicated that the budget matched those of the Foundation's. There were some projects that cost less than budgeted and some that had cost more. Discussions held on how to integrate flexibility into funding approval. Advisor Kessler said that it's better if the District budgets and then invoices the Foundation after the project is completed. Foundation may include approved budget allowing a 10% contingency fund. President Semel stressed the importance of continuing to raise awareness of the Foundation's financial support of these District accomplishments. There is an approval of accounts payable in Board action.

6.1c Meeting with Nancy Gonsiorek

Executive Director Flavell, Advisor Kessler, President Semel and Yvonne Semel met with Nancy Gonsiorek to discuss QuickBooks and Foundation financials. Ms. Gonsiorek stressed that QuickBooks needs to be updated and a new computer will need to be purchased to handle the updated QuickBooks. There was some discussion about Ms. Semel being an independent contractor. Advisor Kessler will look into having the District serve as employer and will determine hourly rate that will be comparable. District employees are graded so a total number will need to be determined. Executive Director Flavell said mileage would be paid by the Foundation. There will be discussion at the next meeting about moving Ms. Semel from contract employee to District employee.

6.1d IRS Status Update

Executive Director Flavell attempted to sign the Foundation up for Amazon Smile, but was told they do not provide support to a SOUNK - a supporting organization of an unknown non-profit. President Semel will request clarification with the IRS demonstrating that we are a supporting organization of the District. Executive Director Flavell questioned whether leadership of the District should be making donations to the Foundation according to this status. Advisor Kessler will check into this with legal counsel.

6.2 Treasurer's Report

6.2a Financial Review - President Semel passed out the financial reports through December 31, 2018. Treasurer Becker was not in attendance to discuss the financial reports.

6.2b Current Account Activity - Printed copies of current account activity from QuickBooks entries were distributed in the Board members packets.

7.0 DIRECTOR AND BOARD LIASION REPORTS

7.1 Director Gorman attended the December Green Drinks. Director Gorman discussed different speakers who had participated and the topics that were covered. She also shared with the Board about the Food Shed Co-Op. Director Dreher asked if there would be an opportunity that a presentation be made at a Green Drinks meeting by the Foundation concerning projects that the Foundation has supported.

7.2 Friends of Hackmatack Annual Meeting: Vice-President Ivers discussed meeting with Friends of Hackmatack in November. The meeting was well attended with 70-80 people. Jerry Adleman, Executive Director of Openlands, spoke about the importance of Hackmatack. The newly hired US Fish and Wildlife staff member was introduced. MCCD received the Friends Tamarack Award.

7.3 MCCD Volunteer Fair: Secretary Eisbrener discussed attending the Volunteer Fair at the Strategic Planning Meeting.

8.0 BOARD BUSINESS

8.1 Amendment to Foundation Bylaws

President Semel provided By-Law amendments to the Board. Due to requirements of the Open Meetings Act and Executive Director Flavell's employment, several changes to the By-Laws were necessary. President Semel asked if there were any issues or concerns. President Semel made the motion to accept proposed changes to the By-Laws as presented. Vice-President Ivers pointed out the need to change the date to February 13, 2019 (our current meeting date). That date was changed. Vice-President Ivers seconded the motion. All were in favor.

8.2 Illinois Clean Energy Community Foundation's Community Stewardship Grant President Semel passed this to Executive Director Flavell. She discussed applying for the Illinois Clean Energy Foundation's Community Stewardship Grant. These are matching programs and volunteer hour matching to raise funds. Executive Director Flavell felt this would be a good opportunity to engage with volunteers. For example, if \$7,000 is raised in a fundraiser, it will be matched 3 to 1. President Semel asked how the \$7,000 is raised? It would be promoted on social media and through other events such as community club meetings. The volunteer event would have to be held at Glacial Park. The volunteer project would involve restoration at Glacial Park. President Semel made the motion that the Foundation would apply for the Illinois Clean Energy Community Foundation's Stewardship Grant, Director Dreher seconded the motion. All were in favor. President Semel suggested introducing these volunteer opportunities to businesses and companies in McHenry County.

8.3 Acceptance of FY18 Budget Compilation

President Semel made the motion to accept the Financial Statements (Unaudited) for the year ended June 30, 2018 with Accountant's Compilation Report, Treasurer Eisbrener seconded the motion. All were in favor.

8.4 Approval of Accounts Payable

President Semel discussed the special funding invoice provided by Advisor Kessler. All invoiced projects had been Board approved and completed by the District. President Semel made a

motion to pay the balance of \$77,521.47 as invoiced by MCCD to pay for Board approved projects that had been completed by the District. Director Dreher seconded the motion. All were in favor.

A letter was received from Advisor Kessler for a request from MCCD for up to \$300 to cover the cost of drinks at the 2019 State of Conservation - Conservation Congress event. Executive Director Flavell purchased the beverages.

8.5 Acceptance of FY 2018

President Semel made the motion to accept the Federal Form 990 and Illinois Form AG990-IL FY 2018, Secretary Eisbrener seconded the motion. All were in favor.

8.6 Approval of Purchasing Policy

The Board felt it was too soon to take action on this without further discussion.

8.7 Approval of Change in Payment Processor

Executive Director Flavell discussed Salsa which will be the new data base supported by the District. The fees for this process are higher than PayPal but it would make donating easier as well as help establish a living database of donors. The Foundation will only be required to cover the processing fees. Vice-President Ivers made the motion that a change be made in the payment processor from PayPal to Salsa with an overlap for transition, Director Dreher seconded the motion. All were in favor.

8.8 Approval of Board Roles and Responsibilities

The Board's Roles and Responsibilities were discussed at the last meeting. MCCD Liaison Brandt commented to confirm a minor change. President Semel asked if everyone went through the Open Meetings Act training. President Semel made the motion for approval of the Board Roles and Responsibilities as currently written, Director Gorman seconded the motion. All were in favor.

8.9 Election of Officers

Director's Semel and Becker terms expired January 2019. MCCD Board approved the nominations to serve another three years as per the By-Laws. Treasurer Becker and President Semel will both be serving additional 3-year terms.

8.9a Nomination & Election for President - Vice-President Ivers made the motion to nominate Brad Semel for President. Director Dreher seconded the nomination. All were in favor.

8.9b Nomination & Election for Vice President - Director Gorman made the motion to nominate Kevin Ivers for Vice-President. Director Dreher seconded the nomination. All were in favor.

8.9c Nomination & Election for Secretary - Director Dreher nominated Ray Eisbrener for Secretary. Vice-President Ivers seconded the nomination. All were in favor.

8.9d Nomination & Election for Treasurer - Secretary Eisbrener nominated Kim Becker for Treasurer. Director Dreher seconded the nomination. All were in favor.

8.10 Establish 2019 Meeting Dates

At the Strategic Planning Session there was discussion about having monthly meetings for at least the first six months of the year. Executive Director Flavell will set up a Doodle for the next Strategic Planning Meeting. The dates for the Board meetings in 2019 are as follows: March 12, April 9, May 14, June 11, August 13, October 8 and December 10.

8.11 Appointment of Nominating/Board Development Committee
Secretary Eisbrener, Director Dreher and Vice-President Ivers were appointed to the Nominating/Board Development Committee.

9.0 EXECUTIVE DIRECTOR'S REPORT

9.1 Gap Analysis Update

Executive Director Flavell e-mailed her Gap Analysis Update out to everyone. She is hoping to have everything completed by April. Discussion followed.

9.2 Metrics Overview

The District shares an overview of accomplishments over the last quarter. The information includes calls made, visits made, people talked with, events attended. Vice-President Ivers suggested separating donor and prospect information.

9.3 Hackmatack MOU and Planning

President Semel and Executive Director Flavell attended a planning meeting with Friends of Hackmatack. President Semel helped Executive Director Flavell revise and update a revised MOU.

9.4 Future Landscapes Articles

Executive Director Flavell asked if highlighting a donor would be a good Landscapes article. There was some discussion about events to hold for large donors.

9.5 Festival of the Sugar Maples

The Festival of the Sugar Maples is the first two weekends in March. Executive Director Flavell will be at the event both weekends and asked if anyone else was interested in attending with her. She highlighted other District events that the Foundation may want to participate in.

9.6 Strategic Planning

Executive Director Flavell thanked everyone for input in the Strategic Planning Meeting. She will put together a packet of forms for the next meeting.

10.0 NEW & OTHER BUSINESS

10.1 Update Annual Document Signatures

President Semel asked everyone to update the annual documents with their signature.

10.1a. Conflict of Interest - President Semel handed out these forms to the Board members for their signatures.

10.1b. Whistle Blower - Treasurer Becker was not present to sign the document.

10.2 Draft Purchasing Policy

President Semel increased the amount on the Foundation Visa Card to a \$1,000 limit. Executive Director Flavell asked what her purchasing limit is before she needs to approach the Board for permission for purchases. The guideline can be adjusted according to needs that come up. For example, budget for travel would have to be pre-approved. The Board suggested an amount up to \$500. Advisor Kessler suggested the limit be raised to \$1,000 without Board of Directors approval.

10.3 Peddle/Paddle/Saddle

The planning meeting for the Pedal/Paddle/Saddle is scheduled for Monday, February 18th at The Squire in Crystal Lake at 6:30 p.m. Ms. Semel will e-mail out the t-shirt color chart.

10.4 Communications & Engagement Plan Discussion

See attached chart.

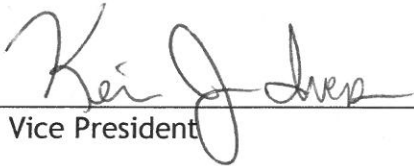
10.5 President Semel requested updated PDRMA insurance documents from the District.

11.0 ADJOURNMENT

There being no further business before the Board, President Semel made the motion to adjourn the meeting. Vice-President Ivers seconded the motion. All were in favor. The meeting was adjourned at 9:45 p.m.

The next meeting is scheduled for March 12, 2019 at Lost Valley Visitor Center at 6:30pm.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Kevin Ivers", is written over a horizontal line.

Kevin Ivers, Vice President