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MCHENRY COUNTY CONSERVATION FOUNDATION
BOARD OF DIRECTORS
SPECIAL CALL MEETING MINUTES
September 7, 2021
6:30 P.M.
LOST VALLEY VISITOR CENTER

1.0 CALL TO ORDER

President Semel called the September 7, 2021 special call meeting of the McHenry County Conservation Foundation to order at 5:53 p.m. Roll call was taken and a quorum was present.

Pursuant to Section 7(e) of the Open Meetings Act, I as President of the McHenry County Conservation Foundation have determined that an in-person meeting is not practical or prudent at this time because of the ongoing COVID-19 Pandemic and Governor Pritzker's related disaster declaration. President Semel made the motion for the meeting to be virtual, Vice-President Ivers seconded the motion. A roll call vote was taken -Vice-President Ivers - yes Treasurer Becker - yes, Secretary Eisbrener - yes, Director Haisler - yes, Director Dreher - yes, Director Althoff - yes, Director Gorman - yes, and President Semel - yes. All were in favor.

2.0 INTRODUCTORY ROLL CALL

2.1 Roll Call

Directors Present:

Brad Semel, President
Kevin Ivers, Vice President
Kim Becker, Treasurer
Ray Eisbrener, Secretary
Dennis Dreher, Director
Martie Gorman, Director
Pam Althoff, Director
Jim Haisler, Director

District Trustees Present:

John Henning, President
Bill Cook, Vice President
Carolyn Campbell, Treasurer
Linda Thomas, Secretary
Patrick Fritz, Trustee
Chris Dahm, Trustee
Reynaldo Gaytan, Trustee

Others Present:

Elizabeth S. Kessler, Advisor Executive Director of the McHenry
County Conservation Foundation
Shawna Flavell, Executive Director

Stephanie Michael, Conservation District IT Specialist
Yvonne Semel, Administrative Assistant
Megan Lee, Conservation District Executive Administrative Assistant

3.0 PUBLIC COMMENTS I

District President Henning asked members of the public in attendance if they would like to make a comment and gave them instructions to raise their hands in the ZOOM video communications platform and that their microphone would be unmuted. No members of the public were in attendance.

4.0 BOARD DISCUSSION

4.1 Memorandum of Understanding

Advisor Kessler stated that one of the primary tasks this evening was for the McHenry County Conservation District Board of Trustees and the McHenry County Conservation Foundation (MCCF) to discuss and provide updates to the Memorandum of Understanding (MOU).

MCCF Vice President Ivers said he appreciates the joint session this evening with everyone being able to meet in the same room.

Advisor Kessler reviewed the MOU and explained the changes made by herself and MCCF Executive Director Flavell. She noted that the current MOU between the District and the MCCF is due to expire in October 2021.

The MCCF Directors questioned the definition of philanthropy and if that was the appropriate term to include in the MOU. Ultimately, language on page 1 was edited to, "through philanthropy including but not limited to cultivating, soliciting and securing donations, planned gifts, bequests, sponsorships, grants from private and public sources"

Advisor Kessler went over page 2 of the MOU and noted that the foundation background had been edited to remove the bringing in the Executive Director of the McHenry County Conservation Foundation.

Advisor Kessler went over page 3 of the MOU which included general responsibilities of the District, including recruiting and appointing individuals to the MCCF's Board of Directors. Executive Director Flavell reviewed page 5 of the MOU and went over the Foundation's specific responsibilities which includes comprehensive fund-raising and donor-acquisition programs including annual giving, major money, planned gifts, bequest, endowments, special projects, and campaigns.

District Vice President Cook asked if there was an accounting of the funds and if there is a list of annual dividends and interest accrued. Advisor Kessler stated that the Foundation performs and files an annual audit.

MCCF Director Althoff said the MCCF Board should be present when the District Board is going through the budget process in order to account for those funds. As the District goes forward and tries to plan its budget, the MCCF should do a presentation on where they get the money, where it has been spent, and the funds available.

MCCF President Semel said the District has provided a list of projects the Foundation can fund.

District Vice President Cook said once the Pichen debt is paid off, the Board should know what funds are available and where the funds are being kept. The Foundation being in charge of bequests and the District having certain funds for land purchase there is room for confusion and it needs clarity between the two. Funds such as this should be reported annually.

Executive Director Flavell asked if they want an overall balance sheet, and District Vice President Cook said yes. It was agreed that the Board of Trustees would be provided with a copy of the Annual Audit as well as quarterly financial report.

Advisor Kessler reviewed page 4, the legal/fiduciary responsibilities of the District and the administrative responsibilities.

MCCF Director Dreher asked to change Advisor Kessler to work with the Foundation to be parallel with page 4, item b1 wording.

Advisor Kessler reviewed that the District can provide in-kind staff support for marketing and communications including website management, social media, development of print collateral, media relations, video, etc.

MCCF President Semel said MCCF has created the symmetry to the District in terms of the website. Ideally it sits under the same marketing roof as the District. District President Henning asked what would happen if the District is unable to follow through with the District using their marketing staff due to organizational capacity? MCCF Director Althoff said it shows intent if there was additional funds to have District marketing staff work with the Foundation Board.

District Trustee Gaytan asked if the budget previously presented included MCCF's needs or if they would need to hire more staff. Advisor Kessler said at this month's Board meeting, the Marketing Department will be asking to replace the full-time position which recently became vacated.

MCCF President Semel said the common threads of imagery and commonality of the basics between the MCCF and the District shows the intent is there for the District's Marketing Department to work with MCCF on promoting its work and projects which advance the mission of the District.

MCCF Director Dreher said it is a mutually supportive partnership between the District and MCCF.

District Vice President Cook said there is a cost to staff working on MCCF items. The District is funding this cost and it is something the Board needs to understand. He said on an ongoing basis how is this cost sharing going to work out.

MCCF Director Althoff said this is what needs to be established moving forward. The partnership is going to be more visible and active and how information will be shared moving forward needs to be worked out.

District Vice President Cook said the District is supported by tax payers and the MCCF is not. If the MCCF pays those costs, it has less resources to support the District. If these services, materials, and programs are going to be effective, they need to be cost effective. A discussion was held on the District's accounting staff assisting the MCCF as well.

MCCF Director Eisbrener said there isn't enough marketing and communications needed by the MCCF to hire a person.

District Treasurer Campbell said the District Board and MCCF should work together and does not know if it should be a problem since they are trying to be as efficient as possible with tax-payer dollars.

MCCF Director President Semel said it is important for this to be documented since there is changeover on the District Board.

Advisor Kessler discussed providing the MCCF with access to the District's legal counsel for cost-effectiveness, if there is not a conflict of interest.

Advisor Kessler reviewed page 5, the MCCF's responsibilities.

Executive Director Flavell reviewed page 7, section C, Stewardship. This section was highlighted because the MCCF has been doing its own sponsorships and the District has been doing its own sponsorships. This can create some confusion for the entities that are being solicited for sponsorships. A discussion was held regarding the MCCF assuming the stewardship and procurement of sponsorships for District events and programs. The District would continue to be responsible for sponsorship fulfillment regarding marketing and advertising promises, social media, *Landscapes* promotion, etc. The Foundation would then steward the donors beyond the event. It was suggested that sponsorship be packaged so sponsor could support multiple events/programs.

MCCF President Semel said sponsorship is currently not coordinated and it would be centralized under the Executive Director of MCCF.

The MCCF Directors requested that a dual calendar be created that shows both District and MCCF events.

Executive Director Flavell said co-branding has been an ongoing conversation. The MCCF is in favor of co-branding. She asked where the District Board sat with that. District Trustee Gaytan said that co-branding will clarify to constituents that there are two separate entities but they work together to get things done.

Advisor Kessler added 10 and 11 to page 8 under administration for the District to get a copy of the annual audit and provided a copy of the balance sheet quarterly.

Advisor Kessler said she and Executive Director Flavell would get this cleaned up and provide to the respective Boards to review and adopt.

District President Henning thanked the MCCF for their work on Camp Lakota.

MCCF President Semel said that the acquisition was very exciting and let the District Trustees know that the MCCF's next Board meeting would include discussion about a lease agreement between MCCF and the District for the property.

MCCF President Semel said getting the two Boards together should have happened a long time ago. As things get in writing, it will become more clear that the MCCF is here to assist the District and that the MCCF will help the District where it can.

5.0 ADJOURNMENT

At 7:07 p.m., a motion was made by District Vice President Cook, seconded by District Trustee Dahm, to adjourn the District meeting. A roll call vote gave the following results: Dahm-yes, Campbell-yes, Cook-yes, Fritz-yes, Gaytan-yes, Thomas-yes, Henning-yes.

At 7:08 p.m., motion was made by MCCF Director Althoff, second by MCCF Director Dreher to adjourn the MCCF meeting. A roll call vote gave the following results: Ivers-yes, Gorman-yes, Dreher-yes, Eisbrener-yes, Becker-yes, Althoff-yes, Haisler-yes.

Motion passed unanimously. Meeting adjourned at 7:09 p.m., September 7, 2021.

Respectfully submitted,


Ray Eisbrener, Secretary