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MCHENRY COUNTY CONSERVATION FOUNDATION
BOARD OF DIRECTORS
ANNUAL MEETING
MINUTES OF JANUARY 11, 2022

1.0 CALL TO ORDER

President Semel called the January 11, 2022 meeting of the McHenry County Conservation Foundation to order at 6:34pm. Roll call was taken and a quorum was present.

2.0 INTRODUCTORY ROLL CALL

- 2.1 Roll Call
Brad Semel, President (Remote)
Kevin Ivers, Vice-President (Remote)
Kim Becker, Treasurer (Remote)
Martie Gorman, Director (Remote)
Dennis Dreher, Director (Remote)
Pamela Althoff, Director (Remote)
Jim Haisler, Director (Remote)

OTHERS PRESENT:

Shawna Flavell, Executive Director of McHenry County Conservation Foundation (On Site)
Carol Elkins, Administrative Support Specialist (Remote)
Elizabeth Kessler, Advisor, Executive Director of McHenry County Conservation District (Remote)
Linda Thomas, Liaison, McHenry County Conservation District (Remote)
Ed Collins, Director of Land Preservation and Natural Resources, McHenry County Conservation District (Remote)
Wendy Kummerer, Director of Marketing and Education, McHenry County Conservation District (Remote)

DIRECTORS ABSENT

Ray Eisbrener, Secretary

2.2 Remote Participation

Consideration of a motion to allow the Board of Directors to attend remotely through electronic participation Director Haisler made the motion to allow the Board Directors to attend remotely. The reason for remote participation is due to the Gubernatorial Disaster Proclamation in Response to COVID-19 Suspending of Public Body Physically Present, Vice-President Ivers seconded the motion. A roll call vote was taken - Vice-President Ivers - yes, Director Dreher - yes, Director Haisler - yes, Director Althoff - yes, Director Becker - yes, Director Gorman - yes, President Semel - yes. All were in favor.

- 3.0 PUBLIC COMMENTS
No public comments at this time.
- 4.0 APPROVAL OF MEETING TO BE HELD AS ANNUAL MEETING
Director Haisler made the motion for the meeting to be held as the Annual Meeting. Director Althoff seconded. All were in favor.
- 5.0 NEW STAFF INTRODUCTION
Executive Director Flavell introduced Carol Elkins, the Foundation's newly hired Administrative Support Specialist, to all in attendance.
- 6.0 PRESENTATION
Ed Collins, McHenry County Conservation District's Director of Land Preservation and Natural Resources, gave the presentation "Sandshells, Creepers and Elktoes Oh My!" which highlighted the District's work reintroducing native mussel species into McHenry County waterways, primarily Nippersink Creek.
- 7.0 APPROVAL OF MINUTES
 - 7.1 November 11, 2021 Regular Board Meeting Minutes
Director Althoff made the motion to accept the November 11, 2021 Regular Board Meeting Minutes, Director Dreher seconded. All were in favor.
 - 7.2 December 2, 2021 Special Call Meeting Minutes
Director Althoff made the motion to accept the December 2, 2021 Special Call Meeting Minutes, Director Dreher seconded. All were in favor.
- 8.0 OFFICER'S REPORTS
 - 8.1 President's Report
 - 8.1a Recognition of 2021 Board Appointees
President Semel shared that the Conservation District board had approved his reappointment and the reappointment of Treasurer Becker, both for three year terms. He thanked Treasurer Becker for her continued service to the organization.
 - 8.1 Treasurer's Report
 - 8.2a Financial Review
 - 8.2b Current Account Activity
Treasurer Becker gave an overview of the November 2021 Profit & Loss and the November 2021 Balance Sheet. Due to a delay in accessing December's bank statements, review of the December 2021 financials was tabled until the March meeting.
- 9.0 DIRECTOR & BOARD LIASION REPORTS
 - 9.1 McHenry County Conservation District Report: District Liaison Thomas
Liaison Thomas shared that Ed Collins was a 2021 Dr. George B. Rabb Force of Nature Award recipient. The Conservation District recently hired a new Marketing Coordinator, Maddy Neubauer, and the bison have arrived at Pleasant Valley. Currently, the Conservation District board is working on the 2022/2023 budget. Liaison Thomas then gave Advisor Kessler the floor and Advisor Kessler shared that if all goes as planned, the budget was expected to be finalized and approved by the McHenry County Board before April 1, 2022. Advisor Kessler also share that the Conservation District is currently trying to fill several open positions and that Executive Director Flavell was working with a Conservation District team on a federal grant opportunity from the Economic Development Administration to fund work along the Prairie Trail.

10.0 BOARD BUSINESS

10.1 Election of Officers

10.1a Nomination & Election for President

President Semel opened the floor for president nominations. President Semel nominated Kevin Ivers for President. No additional nominations were brought forward. Director Althoff made a motion to close the nominations. Director Haisler seconded. All were in favor.

Director Althoff made the motion to elect Kevin Ivers as President, Director Gorman seconded. A roll call vote was taken, Director Althoff - Yes, Director Gorman - yes, Director Dreher - yes, Vice-President Ivers - yes, Treasurer Becker - yes, Director Haisler - yes, President Semel - yes. All were in favor.

10.2b Nomination & Election for Vice President

President Ivers opened the floor for Vice-President nominations. President Ivers made the motion to nominate Brad Semel for Vice-President, Director Althoff seconded the nomination. No additional nominations were brought forward. Director Haisler made a motion to close the nominations. Director Gorman seconded. All were in favor.

A roll call vote was taken, Director Dreher - yes, Director Althoff - Yes, Director Haisler - yes, Director Semel - yes, Treasurer Becker - yes, Director Gorman - yes, President Ivers - yes. All were in favor.

10.3c Nomination & Election for Secretary

President Ivers opened the floor for Secretary nominations. Director Gorman made the motion to nominate Ray Eisbrener for Secretary, Director Althoff seconded the nomination. No additional nominations were brought forward. Director Althoff made a motion to close the nomination. Vice-President Semel seconded. All were in favor.
A roll call vote was taken, Treasurer Becker - yes, Director Gorman - yes, Director Dreher - yes, Director Althoff - Yes, Director Haisler - yes, Vice-President Semel - yes, President Ivers - yes. All were in favor.

10.4d Nomination & Election for Treasurer

President Ivers opened the floor for Treasurer nominations. Vice-President Semel made the motion to nominate Kim Becker for Treasurer, Director Althoff seconded the nomination. No additional nominations were brought forward. Director Haisler made a motion to close the nominations. Vice-President Semel seconded. All were in favor.
A roll call vote was taken, Director Dreher - yes, Director Althoff - Yes, Director Haisler - yes, Vice-President Semel - yes, Treasurer Becker - yes, Director Gorman - yes, President Ivers - yes. All were in favor.

President Ivers thanked all of the officers for their service in the coming year.

10.2 Appointment of Nominating/Board Development Committee.

Vice-President Semel, Director Dreher, and Director Haisler volunteered and were appointed by President Ivers to serve as members of the Nominating/Board Development Committee.

10.3 Consideration to Support District Summer Camp Scholarships in an Amount not to exceed \$1,000.

Director Althoff made the motion to Support District Summer Camp Scholarships in an Amount not to exceed \$1,000, Vice-President Semel seconded the motion.
A roll call vote was taken, Director Althoff - Yes, Treasurer Becker - yes, Director Dreher - yes, Director Gorman - yes, Vice-President Semel - yes, Director Haisler - yes, President Ivers - yes. All were in favor.

10.4 Consideration to Support Nippersink Creek Mussel Reintroduction in an Amount not to

exceed \$10,000.

President Ivers thanked Conservation District staff for their support and Ed Collins for his presentation.

Director Dreher made the motion to Support Nippersink Creek Mussel Reintroduction in an Amount not to exceed \$10,000, Treasurer Becker seconded the motion.

Director Haisler asked if this was a recurring pledge or a one-time \$10,000 commitment. Executive Director Flavell shared with the board that there was not a current expectation that the Foundation would support the program annually, but that the project could use funding on an ongoing basis. Director Haisler shared that he felt this was a legacy project that should be implemented countywide and would need continued funding, which he was in support of. Vice-President Semel commented that there may be federal grants available to fund the work and spoke to various engaging ways to raise funds.

A roll call vote was taken, Director Haisler - yes, Director Gorman - yes, Treasurer Becker - yes, Director Althoff - Yes, Director Dreher - yes, Vice-President Semel - yes, President Ivers - yes. All were in favor.

- 10.5 Authorization to Transfer Funds Raised in Support of Big Woods to the McHenry County Conservation District in an Amount not to exceed \$12,813.03.

Director Haisler made the motion to Transfer Funds Raised in Support of Big Woods to the McHenry County Conservation District in an Amount not to exceed \$12,813.03, Director Althoff seconded the motion.

President Ivers asked if this was a routine transfer and if it was done quarterly or annually. Executive Director Flavell confirmed it was an annual transfer.

A roll call vote was taken, President Semel - yes, Treasurer Becker - yes, Director Haisler - yes, Director Althoff - Yes, Director Dreher - yes, Director Gorman - yes, President Ivers - yes. All were in favor.

- 10.6 Consideration to Finalize and Adopt the MCCF Board Member Fundraising Policy. The board discussed the collective board fundraising goal. Discussion was had regarding the tracking of gifts made thanks to board conversations. It was confirmed that gift solicitation could be tracked in the CRM. Consensus was reached to set the collective goal at \$25,000 for combined board giving and fundraising.

Director Haisler made the motion to Finalize and Adopt the MCCF Board Member Fundraising Policy, Director Althoff seconded the motion. A roll call vote was taken, Director Althoff - Yes, Director Dreher - yes, Director Haisler - yes, Director Gorman - yes, Treasurer Becker - yes, Vice-President Semel - yes, President Ivers - yes. All were in favor.

- 10.7 Consideration to Finalize and Adopt the MCCF Financial Controls Policy.

Director Haisler made the motion to table Consideration to Finalize and Adopt the MCCF Financial Controls Policy, Director Althoff seconded. A roll call vote was taken, Director Dreher - yes, Treasurer Becker - yes, Director Gorman - yes, Director Althoff - Yes, Director Haisler - yes, Vice-President Semel - yes, President Ivers - yes. All were in favor.

Motion was tabled pending a policy review by Nancy Gonsioreck, CPA.

11.0 EXECUTIVE DIRECTOR'S REPORT

11.1 Strategic Plan Implementation

11.1a FY 2022 Fundraising Progress

11.1b FY 2022 Q3 Budget Review

11.1 c FY 2022 Q3 Overall Progress Review

Executive Director Flavell gave an overview of the FY 2022 Q3 documents. There were no questions from the board at this time.

11.2 District Project Updates

Executive Director Flavell gave project updates.

11.3 Pedal, Paddle, Saddle: Date of Event and Planning Meeting

Censuses was to host Pedal, Paddle, Saddle 2022 on Sunday, June 12. Director Dreher and Director Gorman volunteered to serve as member of the planning committee.

11.4 Conservation Congress 2022

Conservation Congress is currently in the planning phase. It is expected that the event will take place on a weekday (April 4 or 6), with follow-up focus groups to keep attendees engaged. Vice-President Semel suggested inviting members of the medical community to the event. Director Dreher brought up the tie with the Prairie Trail. A draft budget was shared and consensus was reached to support Conservation Congress at a minimum of \$10,000. Ratification of the action will be taken at the March meeting.

12.0 ADDITIONAL BOARD BUSINESS

12.1 Update Annual Document Signatures

12.1a Conflict of Interest

12.1 b Whistle Blower

Treasurer Becker was designated as the Foundation's Whistleblower for 2022.

12.2 Directors and Officers Insurance Umbrella Policy Update

Executive Director Flavell gave an update on the board's request for information regarding additional Directors and Officers insurance coverage. Executive Director Flavell spoke with insurance representatives from Aon Insurance, Mylo Insurance, Hartford Insurance, Gallagher Insurance, and Travelers Insurance and none of these providers were able to offer an umbrella policy meant to be placed over an insurance policy their organizations were not underwriting. The Foundation's current insurance provider, the Park District Risk Management Agency (PDRMA), does not offer umbrella coverage to any of their policies since they are not an insurance company. Consensus was reached to maintain coverage with PDRMA and not to further pursue alternative coverage.

13.0 ADJOURNMENT

Director Althoff made a motion to adjourn the meeting, Vice President Semel seconded. A roll call vote was taken, Vice-President Semel - yes, Director Haisler - yes, Director Althoff - Yes, Director Dreher - yes, Director Gorman - yes, Treasurer Becker - yes, President Ivers - yes. All were in favor.

The next meeting is scheduled for Tuesday, March 8, 2022 at Lost Valley Visitor Center at 6:30 p.m. (if needed).

Respectfully submitted,



Ray Eisbrener, Secretary

