



MCHENRY COUNTY CONSERVATION
FOUNDATION

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MCHENRY COUNTY CONSERVATION FOUNDATION
BOARD OF DIRECTORS
REGULAR MEETING
MINUTES OF JANUARY 10, 2023

1.0 CALL TO ORDER

- 2.0 President Ivers called the January 10, 2023 Board of Directors Regular Meeting to order 6:33pm. Roll call was taken, and a quorum was present.

2.0 INTRODUCTORY ROLL CALL

DIRECTORS PRESENT

Kevin Ivers, President (Onsite)
Brad Semel, Vice President (Onsite)
Ray Eisbrener, Secretary (Onsite)
Kimberly Becker, Treasurer (Remote)
Pamela Althoff, Director (Onsite)
Carolyn Campbell, Director (Onsite)
Dennis Dreher, Director (Onsite)
Martie Gorman, Director (Onsite)
Jim Haisler, Director (Onsite)
Elise Livingston, Director (Onsite)

OTHERS PRESENT

Shawna Flavell, Executive Director of McHenry County Conservation Foundation (Onsite)
Carol Elkins, Administrative Support Specialist (Onsite)
Elizabeth Kessler, Advisor, Executive Director of McHenry County Conservation District (Onsite)
Lloyd Everard, District Liaison, McHenry County Conservation District (Onsite)

Director Haisler made a motion to authorize remote participation. Director Althoff seconded the motion. A roll call vote was taken. All were in favor. Motion passed unanimously.

3.0 PUBLIC COMMENTS

There were no public comments at this time.

4.0 APPROVAL OF MEETING TO BE HELD AS ANNUAL MEETING

Director Haisler made a motion to approve this meeting as the Annual Meeting. Director Livingston seconded the motion. A roll call vote was taken. All were in favor. Motion passed unanimously.

5.0 OFFICERS' REPORTS

5.1 President's Report

5.1a Recognition of 2022 Board Appointees

President Ivers reviewed the November 2022 appointments from the McHenry County Conservation District's Board of Trustees Meeting: Director Dreher (January 2023-January 2024); Director Althoff (January 2023-January 2026); Director Gorman (January 2023 - January 2026). All Directors were thanked for their contributions.

5.1b Brad Semel Farewell

President Ivers recognized Vice President Semel for his outstanding service and the 21 years of significant contributions his legacy leaves with the Foundation as he rolls off the Foundation board. A plaque was presented to Vice President Semel and all board members, staff, and meeting participants were invited to share memories and farewell wishes.

5.2 Treasurer's Report

5.2a Financial Review

5.2b Current Account Activity

5.2c Fiscal Year 2023 Q1 Overview

Treasurer Becker reviewed the financials, current account activity, and the fiscal year 2023 Q1 overview. Executive Director Flavell stated that Q2 Budget vs. Actuals will be reviewed at the March Meeting, due to Treasurer Becker being absent at the November 2022 Meeting. Treasurer Becker will review existing money market account interest rates to discuss at next meeting.

6.0 BOARD BUSINESS - CONSENT AGENDA

6.1 Motion to Accept the Minutes of November 10, 2022 - Regular Meeting Minutes

6.2 Motion to accept the September 2022, October 2022, November 2022, and December 2022 Financial Statements, as presented.

6.3 Authorization to enter into a grant agreement with the Community Foundation for McHenry County for a two-year, \$20,000 per year, 2022 Mission Grant in support of general operations.

Director Althoff made a motion to pull Consent Agenda item 6.3. Director Haisler seconded the motion. Roll call was taken. All were in favor. Motion passed unanimously.

Director Althoff made a motion to approve items 6.1 and 6.2 on the Consent Agenda. Director Haisler seconded the motion. A roll call was taken. All were in favor. Motion passed unanimously.

Director Althoff made a motion to approve item 6.3 on the Consent Agenda. Director Gorman seconded the motion. A roll call was taken. All were in favor. Motion passed unanimously.

7.0 BOARD BUSINESS

7.1 Election of Officers

7.1a Nomination & Election for President

Director Althoff made a motion to nominate Kevin Ivers for Board President. Secretary Eisbrener seconded the motion. No additional nominations were brought forward. Roll call vote was taken. All were in favor. Motion passed unanimously.

7.1b Nomination & Election for Vice President

President Ivers made a motion to nominate Jim Haisler for Board Vice President. Director Gorman seconded the motion. No additional nominations were brought forward. A roll call vote was taken. All were in favor. Motion passed unanimously.

7.1c Nomination & Election for Secretary

Director Gorman made a motion to nominate Ray Eisbrener for Board Secretary. Director Althoff seconded the motion. No additional nominations were brought forward. A roll call vote was taken. All were in favor. Motion passed unanimously.

7.1d Nomination & Election for Treasurer

Secretary Eisbrener made a motion to nominate Kim Becker for Board Treasurer. Director Dreher seconded the motion. No additional nominations were brought forward. A roll call vote was taken. All were in favor. Motion passed unanimously.

President Ivers thanked all of the elected Board members for their service and commitment.

7.2 Appointment of Nominating/Board Development Committee

President Ivers stated that the Foundation has 11 available Board positions. With Brad Semel's departure, there are 2 immediate openings and Director Dreher's seat will be empty after 2023. President Ivers encouraged all Board members to have conversations with potential prospects.

Director Althoff recommended a Board officer should serve on the Board Development Committee. Treasurer Eisbrener, Director Althoff, and Director Livingston were appointed to the Board Development Committee.

7.3 Consideration to support the construction of an ADA-Accessible boat launch at the Hollows Conservation Area in an amount not to exceed \$50,000.

Executive Director Shawna Flavell reviewed the almost 2-year timeframe available to raise funds to match a State of Illinois Boat Access Area Development (BAAD) grant to support an ADA-accessible boat launch at The Hollows Conservation Area. She also stated this would be the first ADA-accessible boat launch in McHenry County. Advisor Kessler added that The Hollows is one of the District's most beloved, population-centered sites. She stated an Illinois Department of Natural Resources

(IDNR) Open Space Lands Acquisition and Development (OSLAD) grant is being pursued by the District for trail improvements, making this a larger project opportunity.

Director Haisler made a motion to support construction of an ADA-Accessible boat launch at the Hollows Conservation area in an amount not to exceed \$50,000. Director Campbell seconded the motion. A roll call was taken. All were in favor. The motion passed unanimously.

8.0 BOARD DISCUSSION

8.1 Review of Donor Relations and Gift Acceptance Policy

Discussion was had regarding possible updates to the existing Donor Relations and Gift Acceptance Policy specific to the acceptance of cryptocurrency gifts and gifts from the cannabis industry. Board consensus was that the policy's current language is sufficient. No changes or further action required.

8.2 Discussion Regarding 501c3 Tax Status: Supporting Organization vs Public Charity

Discussion was had regarding the Foundation's current 501c3 tax status as a Type 1 supporting organization and the possibility of changing it to a public charity. Brad Semel gave some history on the Foundation's desire to become a public charity and its historical inability to pass the Internal Revenue Service's (IRS) Public Charity Support Test. Nancy Gonsiorek has been tracking the Foundation's public support and it has passed the Public Charity Support Test since 2018. Ms. Gonsiorek will review again at the end of fiscal year 2023.

Director Althoff suggested the Foundation obtain legal direction on all questions related to this topic. Executive Director Shawna Flavell will research what similar organizations are doing in area and will request quotes for legal services from nonprofit lawyers. Treasurer Becker stated we have until the end of 2023 to research and make a decision, if the Foundation wants to change its status with next tax return.

8.3 Discussion Regarding New Logo Promo Items

Executive Director Flavell reviewed the new logo announcement. New name tags and business cards were shared and she asked for board input on possible Foundation branded clothing for board members and staff. Director Althoff said she would consider purchasing, but would not want to use Foundation dollars on the purchase. Several options for places to order from were shared. Director Dreher asked about the possibility of selling Foundation shirts and print-on-demand services were suggested.

9.0 DIRECTOR & BOARD LIAISON REPORTS

9.1 McHenry County Conservation District Report: District Liaison Everard

Liaison Everard briefly reviewed upcoming working groups.

10.0 EXECUTIVE DIRECTOR'S REPORT

10.1 2022 Pedal, Paddle, Saddle Date and Planning Meeting

Executive Director Flavell confirmed June 11, 2023 as the date for the 20th, and final, Pedal, Paddle, Saddle event. Executive Director Flavell asked for volunteers for the planning committee. Director Gorman, Director Dreher, and Secretary Eisbrener volunteered. A consensus to keep ticket prices the same as previous years but to charge for optional T-shirts was reached.

10.2 Community Foundation for McHenry County Endowment Funds Update

The agreement between the Foundation and The Community Foundation of McHenry County related to the Foundation's existing endowments, as well as follow-up email documentation which serves as an overview of the endowment management practices of the CFMC were discussed.

Director Althoff suggested someone from CFMC be invited to make a presentation at a future McHenry County Conservation Foundation meeting.

10.3 District Project Updates

An overview of ongoing District projects was given.

Directors were asked to save the date, May 7, 9am-11am, for a planting at Camp Lakota with the McHenry County Audubon Society.

President Ivers thanked Vice President Haisler and Director Althoff for their initial efforts in creating the model for municipal outreach.

11.0 ADDITIONAL BOARD BUSINESS

11.1 Update Annual Document Signatures

10.1a Conflict of Interest

10.1b Whistle Blower

Documents were shared with the board.

12.0 ADJOURNMENT

Departing Vice President Semel made motion to adjourn. Secretary Eisbrener seconded the motion. A roll call vote was taken. All were in favor. Motion passed unanimously. Meeting adjourned at 8:50p.m.

The next meeting is scheduled for Tuesday, March 14, at 6:30p.m., at Lost Valley Visitor Center (if needed).

Respectfully submitted,


Ray Eisbrener, Secretary