

## **Sustainable Sandhills (SS) FY2009-2010**

Board of Directors (BOD) Meeting Minutes, January 12, 2010  
Family Resource Center, Spring Lake

### **Board Members Present:**

Ethel Clark	Bob Doberstein	Sara Harrington
Harold Haywood	Harry Huberth	Ray Ogden
John Portman	Joey Raczkowski	James Rose
Frank Stump	Maureen Sutton	Rodney Tart
Assad Tavakoli	Theresa Thompson	

### **Board Members Absent:**

Deborah Branson*		
Gregory Bean**	Roberto Canales**	Monty Crump
David Dycus**	T.L. Griffin***	David Heins**
Chris Russo**	Colonel Sicinski**	Walter White
James Wilson	Paul Wirt**	

### **Others Present:**

Jon Parsons, SS Executive Director (ED)  
Heather Brown, SS Development Director  
Jackie Bradley, SS Office Manager

\* Arrived just after the meeting ended, and met with staff after adjournment

\*\* *ex officio* or non-voting

\*\*\* Sustainable Fort Bragg Representative

### **Chair Report (James Rose)**

The meeting was called to order by Chair James Rose at 12:15 p.m. Rose asked for a motion to approve the board minutes from the December 1, 2009, board meeting. **There being no discussion or changes, Harry Huberth made a motion to approve the December minutes. The motion was seconded by Bob Doberstein, and passed by a unanimous vote.**

### **Treasurer's Report (Rodney Tart)**

Treasurer Tart asked ED Parsons to present the financial report to the board. ED Parsons reminded board members that the last financial report presented and accepted was at the 12/1/09 Board meeting and that we were not in possession of the end of November report at that time. Therefore, end of month reports for both November and December 2009 are included in today's package. Parsons did not have time to complete a summary report for these two months. The Statement of Financial Position for the end of November shows a balance of \$2,670.00, due to a lesser amount of income for the month which gives us an operating loss of \$14K. There were no extraordinary expenses for November, either.

Parsons responded to a question from Joey Raczkowski in the 12/1/09 meeting about the % column in the "Statement of Activities" sheet in the financial report. The calculation of % for each row is based on the corresponding monthly or YTD "Total Revenue and Support." **There being no further discussion, John Portman made a motion to accept the November financial report as given. The motion was seconded by Harry Huberth, and passed by a unanimous vote.**

Ed Parsons stated that for the month of December, we ended the month with money in the bank. The Statement of Activities shows that we spent less than we took in; however, this was due to our delay of

payroll for all staff until the first week of January because we did not receive some end-of-year major checks that were due. Those checks arrived the first week of January. We spent \$4,900.00 in December versus our forecast expenditure \$16-17K. In answer to a question from James Rose, payroll is done monthly. Two payments totaling \$15K that were expected in December were not received until the first week of January. Sara Harrington stated that she does not think we need to make that type of sacrifice. Parsons, in response, said we had no choice because we did not have money in the bank to write payroll checks. This is the first time we've been in this predicament since we began paying staff in August of 2005, and that he hopes to never do it again. Because of the delayed revenue and payroll expenses, January figures will be much larger than anticipated. **Several board members recommended that payroll checks be back-dated and new W-2s issued (Action Item).**

Ray Ogden stated that we are halfway through the year and wanted to know if we are confident that the revenue shown on the budget will come in. Parsons said yes. Rodney Tart wanted to know if some of this revenue depended upon contract deliverables. Parsons said yes, and then referred to the cash flow sheet. Revenue from contract deliverables like Suitability workshop reports and CAT reports are staff driven. The revenue items in italics are revenue items the Board can lead on. Tart said the Board needs to work on a strategy to meet or exceed that target. He noted that we are doing well on the membership. Parsons explained that the top row of the cash flow sheet shows the projected bank balance at the start of each month. Shaded columns have been verified with our financial reports from the accountant. The July-December 2009 amounts are verified from the financial statements. The January-June figures are the ED's best estimates. Sara Harrington asked what happened on the CTC subcontract income that was due in December. Parsons responded that our CTC subcontract administrator's approval of payment on our invoice was not communicated to the correct official. Parsons actually caught the mistake (noted that the payment approval email had not been cc'd to the correct person at CTC) too late in December to avoid the delay.

Tart asked about the difference between a membership and a donation. Parsons stated that every individual who gives SS money (a donation) becomes a member at the corresponding level. When we receive a check in response to a membership drive letter, it is counted as a membership. If we ask people to "join" at a free event (like a film screening), we count that as a membership. If we actively solicit a personal donation with an "ask," it is counted as an individual donation. And if we solicit a corporate donation or sponsorship with an ask, it is a corporate donation. Sponsorships are available for specific events like our Tours. A good example of that is when Lumbee River EMC was a \$1000 sponsor for the Green Living and Design Tour. That was counted as a sponsorship, not a corporate donation.

Tart reminded the Board of the 2008 Board Retreat when the consultant recommended that we as a board agree to pursue corporate donations. He also asked the Staff to look at the Board member giving history and emphasized how important it is to say to a foundation or other grantor that the Board gives 100% outside of in-kind volunteer work. In response to a question from Theresa Thompson, Parsons stated that all Board members are required to be individual members of SS, and that we set a target of \$2000 in additional Board donations in our Fundraising plan which was adopted in April 2009. **There being no further discussion, a motion was made by Harry Huberth to accept the December financial**

report as given. The motion was seconded by Joey Raczkowski, and passed by a unanimous vote. Parsons stated that staff will send a summary report on Board giving to Board members (Action Item).

### **Strategic Plan Update (Joey Raczkowski and Heather Brown)**

Joey Raczkowski noted that a group of Board members who volunteered at the Board Retreat met December 16, 2009, to draft an updated 2010 SS Strategic Plan. Members included Joey, John Portman, Maureen Sutton, Harry Huberth, James Rose, Heather Brown and Jon Parsons. The group focused on goals and tasks, and did not address targets/metrics. Heather Brown then reviewed the group's process in a detailed presentation that clearly identified how the full Board's input from the 12/1/09 Retreat was incorporated by the group into the proposed 2010 Strategic Plan. The group's deliberations focused on creating a sustainable organization.

Assad Tavakoli referenced page 6, Goal 5, Action #3 (Develop a multi-family and commercial recycling program with the City of Fayetteville) and wanted to know more about it. Parsons said that project is part of SS's technical assistance to the City on the implementation of their Sustainability Master Plan. It will be a key task listed in an upcoming funding request by SS to the COF. Tavakoli stated that a strategy was not included in the document. Raczkowski said the strategic plan is a map and the Board and staff will work together to implement it. Parsons stated that we don't have an implementation plan for every element of this Strategic Plan, but that particular task is one with an Action Plan. [See link to Action Plan.](#)

Tart wanted to know if we have surveyed businesses for the Green Business Program (GBP) in our region. Parsons said no, and that would be difficult for SS to achieve with current staff. Tart said perhaps we could have a fundraiser/sponsorship for this, such as an SS golf tournament and attract businesses, especially those with military business income.

Tavakoli would like to see another goal listed to get word out regarding outreach. Parsons said that our awareness and education program and CAT's are focused on outreach and both have dedicated Goals in the proposed Strategic Plan. Harrington said she would lend a hand on PR for the organization.

**There being no further discussion or recommendation, a motion was made by John Portman to approve the Strategic Plan as presented. The motion was seconded by Ethel Clark, and passed by a unanimous vote.**

### **Bylaws Amendment (Jon Parsons)**

The proposed (and now approved) 2010 Strategic Plan required SS staff to review the SS Bylaws in detail. A set of amendments was proposed and Parsons reviewed the list with the Board. The amendments and discussion include:

- It was proposed that an annual report be presented at the SS annual meeting (Article III). There was no discussion on this item.
- Article IV, Section 9, Electronic voting: the amendment requires that any electronic motion be sent to all board members, printed out and signed, and the signed copy then be hand delivered, faxed or scanned and emailed to the SS office. Electronic motions would also need to be approved by a unanimous vote. Huberth asked why a unanimous vote would be required, since a Board meeting vote doesn't require a unanimous vote. Raczkowski replied that there is no opportunity for deliberation or discussion on the issue with an electronic vote. Harrington said from a legal

standpoint, this is a good idea. Parsons said this would make us more deliberate. It was noted that some Board members have participated on conference calls for a meeting and could vote that way.

- Brown noted that the amendment also needed to include changing Article IV, Section 12, Compensation, to Section 13. That change was noted and will be incorporated.
- Referencing Article IV, Section 11, it was noted that the first couple of sentences are new in reference to the Board and committees.

**There being no more discussion or recommendations a motion was made by Assad Tavakoli to accept the Bylaws changes as presented. The motion was seconded by Ethel Clark, and passed by a unanimous vote.**

### **Board Committee Structure Manual of Practice (Harry Huberth and Heather Brown)**

Huberth noted that the Strategic Planning group developed a list of suggested Board Committees as part of their work on 12/16/09. He requested that Board members sign up for at least one committee and preferably two. If board members had a recommendation for another committee, they were asked to present that at this time. No other suggestions were made. The five Committees proposed include:

- Executive Committee
- Nominating Committee
- Fundraising Committee
- Public Relations and Outreach Committee
- Events Committee

Clark recommended committees meet through a webinar so members would not have to travel so far for meetings. Harrington said there is a website called “go-to meeting.” Clark said she would require a webinar as the minimum. Rose proposed the entry in the table under “can we meet via phone?” be changed from “no” to “yes.” Portman said a webinar would be good, but wants to know what the cost would be to the organization. The Board recommended further research on this option **(Action Item)**.

**There being no further discussion or recommendations, Ethel Clark made a motion to approve the Committee Structure Manual of Practices with changes and action items. The motion was seconded by Maureen Sutton, and passed by a unanimous vote.**

John Portman and Maureen Sutton led a Committee signup exercise. They asked all members to volunteer for at least one committee. The following are the Committee lists with temporary chairs in bold listed in bold for all Committees. In the case of the Executive Committee, Rose is the Chair.

- Executive Committee: **James Rose**, Rodney Tart, Ethel Clark, Joey Raczkowski, Jon Parsons
- Nominating Committee: **Assad Tavakoli**, Frank Stump, Ethel Clark, James Wilson, Joey Raczkowski
- Fundraising Committee: **Rodney Tart**, James Rose, Harry Huberth, Caroline Parsons (Volunteer)
- PR/Outreach Committee: **John Portman**, Walter White, Sara Harrington, Theresa Thompson, Maureen Sutton
- Events Committee: **Harry Huberth**, John Portman, Ray Ogden, Harold Haywood, Bob Doberstein

Portman recommended that each committee meet and appoint a chair. Parsons will assign a Staff member to each Committee and they will attend each meeting. Each committee needs to hold their first meeting in time to report to the Executive Committee before their meeting on 2/9/10. Harry

Huberth noted that if we are going to lose several members in June, then the Nominating Committee will have to meet soon. Tavakoli said we should define what we are looking for in a Board member. Portman asked that committees try to decide on a date today or by the end of the week and notify the staff. Theresa Thompson suggested that Committees could meet at the end of a regular Board meeting in order to cut down on travel. Portman suggested meeting after CAT meetings or other evenings to help Committee members with businesses.

After general discussion by a number of Board members, **it was agreed that the four committees will not need to meet in person with the Executive Committee prior to the next Board meeting on 2/23/10, but each will submit (via email) their respective committee chair name, schedule of meetings, list of tasks and projects, and any agenda items for the 2/23/10 Board meeting. These should be emailed to James Rose, Jon Parsons, Heather Brown and Jackie Bradley by COB 2/9/10 (Action Item).** Tavakoli asked that an email be sent to each member of a committee with the contact information of all committee members **(Action Item)**. Harry Huberth noted that the full board does not have to approve every item as was done in past; therefore an item can be approved by the Executive Committee and then presented to the full Board. In this way the Board can begin handling some of the organization's workload.

#### **Program Update (Jon Parsons)**

A written program update was part of the Board package. Featured items in the update included a handout on a UNC-CH Institute for the Environment "capstone" project team and a draft agenda for a Regional Sustainability Symposium on March 31. Ogden recommended Staff remove SunPak from the draft agenda as they are having financial difficulties.

#### **New Business**

Board Meeting Dates: The 3/2/10 meeting was moved to 2/23/10. This will allow time between the next meeting in February and the 4/20/10 meeting for the Committees to do some work.

**There being no further discussion, a motion was made by Rodney Tart to adjourn the Board meeting. The motion was seconded by John Portman, and passed by a unanimous vote. The Board meeting adjourned at 2:05 p.m.**

Respectfully submitted,

Jackie Bradley