

**The Nature Foundation of Will County  
Minutes of the December 2, 2020 Annual Meeting  
Conducted by Zoom Conferencing and Conference Call**

Vice Chair Flax called the meeting to order at 5:04 p.m.

Flax led the pledge to the flag.

Roll was called and a total of nine Directors was present. A quorum of five voting Directors was present.

Voting Directors Present:

Marcy DeMauro
Ann Dralle
Jim Flax
Ed Garner
Jeff Tuminello

Non-voting Directors Present:

Don Gould
Meta Mueller
Ralph Schultz
Rachael Ventura

Others Present:

Cindy Harn, Executive Director
Matthew Campbell, Attorney

**Approval of Minutes**

Dralle moved to approve the minutes of the October 28, 2020 meeting, seconded by Garner. The motion was approved unanimously.

**Reports of Officers**

*Chairperson's Report*

There was no Chairperson's report. Flax noted that Donovan expects to be back after the first of the year.

*Treasurer's Report*

- Financial Report and Balance Sheet

Harn reviewed the Balance Sheet Financial Report dated October 30, 2020. Total assets are \$227,665. Harn stated that the October 30th report shows \$1,684 in accounts receivable; since then on-line donations have been received bringing that total to \$2,365 and more donations are expected before year-end. There is \$82,047 in the Checking Account, \$67,017 in the Money Market Account, \$1,100 in Petty Cash, and \$75,817 invested in the CD. Of the total assets, \$45,201 is donor restricted and \$182,464 is unrestricted. Harn noted that \$41,544 in donor restricted funds have been paid out this year, \$263 will be paid upon approval tonight, and \$45,201 in two programs and one project fund will be

moved into 2021. The Foundation has paid out \$26,000 this year for capital projects to the Forest Preserve.

Liabilities are \$3,362 in Accounts Payable that are presented later for payment. Harn noted that the October 30<sup>th</sup> disbursement (\$48,949) to the Forest Preserve District for the wetland restoration and campground welcome station projects at Goodenow Grove has yet to clear. Upon approval of the outstanding bills tonight, the Foundation's Total Net Assets are \$224,303. Once the check to the Forest Preserve clears, the Foundation's Total Net Assets will be \$175,354.

Harn presented the Quarterly Statement Report for the period January – November 24, 2020. The Foundation received \$4,362.75 in revenue so far in this quarter that includes proceeds from the plant sale and unrestricted donations. Harn reviewed the 2020 Budget vs. Actual Report dated November 24, 2020. Total revenues to date are \$34,374.91 and do not include year-end donations. Total expenditures are \$91,588.20. The operational deficit was expected as most of the expenditures to date (\$68,042.26), are payouts for capital and restoration projects that the Foundation previously committed to funding. When interest income of \$1,143.56 to date is included, the net revenue to date is -\$56,069.73.

DeMauro moved to accept the Balance Sheet and Budget Reports as presented, seconded by Tuminello. The motion was approved unanimously.

- **Schedule of Bills**

Harn presented the schedule of bills totaling \$3,362.14 for the period October 22 – December 2, 2020. Included are Harn's October and November consulting fees (\$2,000), and credit card charges totaling \$959.64 for Mailchimp Email and Adobe Creative Cloud service fees (October and November), and postcards, thank you cards, envelopes, and rack cards for various year end thank yous, donation/year end appeals and Legacy Society information. There is also a \$262.50 Serve Will County grant reimbursement for Henry Yowell's Eagle Scout project, and a \$140 payment to our legal firm for services related to establishing the Foundation's Legacy Society. The Money Market Account earned \$2.23 in interest for October.

Dralle moved to approve the Schedule of Bills as presented in the amount of \$3,362.14, seconded by Garner. The motion was approved unanimously.

### **Committee Reports**

*Fundraising and Projects Committee* - There was no Committee report.

*Finance Committee Report* - There was no Committee report.

*Board Development Committee* - There was no Committee report.

### **Old Business**

*Approve a New Re-Appointment Schedule for Director's Terms and Approve an Amendment to the By-Laws Changing the Maximum Number of Voting Directors That Can Be Re-Appointed at One Time from Three to Four*

DeMauro stated that currently there are at least five different months within a year that re-appointments of voting Directors are scheduled. During the Board's October 2019 strategic planning session, there was a consensus to streamline the re-appointment process for voting Directors by

aligning all re-appointment dates to once per year at the annual meeting. The Board Development Committee presented an analysis at the September 23, 2020 Board meeting that showed aligning all Directors' terms to a single annual re-appointment date created conflicts with the Foundation's By-Laws, and in a worst case scenario, could result in an insufficient number of voting Directors remaining on the Board to conduct Foundation business. The Committee was authorized to create a new schedule with two re-appointment dates per year, while maintaining the three staggered terms of one, two and three years.

DeMauro stated that while creating the new schedule, shown as Alternate A in the spreadsheets attached to the memo in the packet, it became apparent that while an improvement over the one date/year scenario, it still regularly exceeded the maximum number of three Directors appointed at any one time. After analyzing different combinations of terms and dates, it was determined this issue exists because re-appointment dates of either once or twice a year are not enough of a spread to accommodate the number of terms and Directors we have. DeMauro next presented Alternate B, a schedule that proposes three appointment dates/year. This alternate is a significant improvement and will address the identified issues; however, it still requires an amendment to our By-Laws, changing the maximum number of Directors appointed at any one time from three to four. DeMauro noted that Alternate B does not jeopardize the Board's functional capability at any time.

DeMauro reviewed the spreadsheets comparing Alternates A and B. The first spreadsheet, Number of Directors Appointed by Year and Term Length, shows the number of Directors scheduled for re-appointment by date and year under both Alternates over the next ten years. The highlighted cells indicate when the number of Directors being re-appointed at one time exceeds the maximum number of three specified in the Foundation's By-Laws. Over the next ten years, through 2031, DeMauro noted that in Alternate A, there are eight times in which four, five or six Directors require re-appointment in the same month, while in Alternate B that only happens twice and it is never in excess of four Directors. The second spreadsheet, Proposed Term Re-Alignment and Appointment Schedule for the Board of Directors, shows the current term, expiration date, proposed re-appointment date, and the future re-appointment dates over the next ten years for all Directors under both Alternates.

Garner moved to approve Alternate B as the new Director Re-Appointment Schedule as presented. The motion was seconded by Dralle and unanimously approved.

DeMauro motioned to approve the amendment to Article II, Section 1(b)a of the Foundation's By-Laws increasing the number of voting Directors that can be appointed at one time from three to four. The motion was seconded by Tuminello and unanimously approved.

## **New Business**

### *Presentation and Approval of the Slate of Candidates for the Election of Officers*

DeMauro stated that in accordance with the Foundation's By-Laws, Board officers are nominated and elected from among the voting Directors at the annual meeting. The terms are for one-year, and there are no limitations on the number of terms an Officer can serve with the exception of the Treasurer, which cannot serve for more than two consecutive terms. In early November the Board Development Committee sent an email to all Board members requesting nominations for officers. DeMauro asked if any Board member wished to make other nominations at this time for consideration. None were made. On behalf of the Committee, DeMauro presented the slate of candidates as Jamie Donovan for Chair; Ragan Pattison for Vice Chair; Jim Flax for Treasurer; and Marcy DeMauro for Secretary. Dralle

motioned to approve the slate of officer candidates as presented, seconded by Garner. The motion was unanimously approved.

#### *Election of Officers*

DeMauro noted a separate action was needed to elect the slate of officers. Garner motioned to elect the approved slate of Board officers for a one-year term beginning this evening until the next annual meeting in December 2021. The motion was seconded by Tuminello and unanimously approved.

#### *Approval of Committee Appointments for the Foundation's Standing Committees*

Harn stated that each year the Board of Directors approves committee appointments for the Finance, Board Development and Fundraising & Projects Committees at its Annual Meeting. Harn noted that committee appointments are for a two-year term or until the term of the Board member being appointed expires. She reviewed the appointment schedule for board members serving on each of the three committees, noted the different consecutive term limits for each position (Chair, Vice Chair and member) on each committee, and highlighted which terms are expiring this month.

Harn stated that at the Annual Meeting, the Board also appoints members to the planning committee for the native plant sale's Friday Night Pre-Sale and Reception Event. However due to the continuing pandemic and associated restrictions, it was unlikely that a large-scale reception and social gathering would be permissible by May 2021. The current plan is to offer three on-line native plants sales with pickup events next year. Harn proposed to have the Fundraising & Projects Committee handle the planning efforts for the 2021 plant sale. If the Covid-19 restrictions ease enough to hold a smaller social gathering/reception, the Board could opt to establish the planning committee.

Harn recommended the appointment of:

- Jamie Donovan to the Finance Committee for a two-year term or until her term as a Board member expires;
- Jamie Donovan as Chair of the Fundraising & Projects Committee for a two-year term or until her term as a Board member expires;
- Jim Flax as the Vice Chair of the Fundraising & Projects Committee for a two-year term or until his term as a Board member expires; and
- Donna Theimer to the Fundraising & Projects Committee for a two-year term or until her term as a Board member expires.

Harn also recommended that the Fundraising & Project Committee handle the discussions and planning efforts for next year's native plant sale.

DeMauro moved to approve the four committee appointments as recommended, and approve the Fundraising & Project Committee overseeing the planning efforts for social gatherings or receptions associated with the on-line plant sales until further notice. The motion was seconded by Dralle and unanimously approved.

#### *Approval of the 2021 Annual Work Plan*

Harn stated that there have been detailed discussions of the 2021 annual work plan at previous meetings. The attached 2021 Annual Work Plan reflects Board member input, and provides the Committees and the Executive Director with a road to follow and benchmarks to strive for as each executes actions identified in the work plan. Harn stated that many of the 2021 work plan priorities are

in response to the pandemic, and skills such as flexibility, adaptability, collaboration and communication are essential during this period. The 2021 work plan priorities are incorporated in multiple areas of the attached document:

- Staying connected to donors and improving communication with them.
- Continuing to spread awareness of the Foundation and its work.
- Remaining flexible and creative with fundraising efforts and events.
- Broadening the Foundation's approach to finding supporters and taking steps to attract more corporate/business support.
- Increasing its revenue streams and financial stability.

Garner stated that the 2021 Annual Work plan is a great document and asked if anyone outside of the Board of Directors saw it. Harn stated that versions of the document were used for donor contacts and for the Board Development Committee. After some discussion, the Board member consensus was that in the interest of outreach/communication and transparency with supporters, the 2021 Annual Work Plan should be placed on our website. Dralle also requested a color hard copy of the 2021 Annual Work Plan, along with the 2021 budget. Harn stated that the 2021 Annual Work Plan would be placed on our website, and copies of this document and the 2021 budget would be sent to all Board members.

Flax motioned to approve the 2021 Annual Work plan as presented, seconded by Garner. Motion was approved unanimously.

*Approval of Resolution No. 20-03, The Nature Foundation of Will County 2021 Budget with Exhibit A*

Harn stated that the proposed 2021 budget is presented in Exhibit A of Resolution No. 20-03. It supports the programs, projects and initiatives outlined by the Board of Directors, and is responsive to the continuing impacts of the global pandemic.

Harn stated the projected total operating resources for 2021 is \$231,739. This includes \$56,925 in revenue earned in 2021 from two main sources, fundraising activities (\$10,900) and three native plant sales (\$46,000 as gross revenue with a projected net of \$18,075), and a very small amount of interest income (\$25). Resources also include \$174,814 projected as carryover from 2020; however, this will change depending on the donations received by year-end. Of this, \$45,234 is restricted to the Restore Will County Grant Program (\$10,496), the Serve Will County Grant Program (\$9,738) and Phase II of the [REDACTED]. The remainder of the carryover, \$129,580, is unrestricted.

Harn stated the 2021 budget has a projected \$231,739 in expenditures. This includes \$78,404 in expenses for administration, programs, and the Forest Preserve's capital projects. Approximately \$50,000 is needed for administrative costs and for costs related to the native plant sale, donor appreciation, the Legacy Society and Community Partnerships; \$28,750 is allocated for capital projects. In addition, \$15,000 is set aside as contingency/reserve funds, and a carryover of \$138,335 is projected into 2022. Harn noted that the Foundation just launched its year-end campaign with the stated goal of generating \$12,000 in donations by year-end. None of these donations is included in the 2021 budget, but they will be shown as December 2020 income, and will be reflected by an increase in the carryover from 2020 to the 2021 budget. Its possible donations from the year-end campaign could still be received in January, in which case it will be reflected as income in January 2021. If year-end donations are significant, the Board may elect to amend to 2021 budget early next year.

Harn stated that of the \$28,750 allocated for capital projects, \$23,250 is for eight education, arts and interpretive and recreation projects of the Forest Preserve and detailed in Capital Projects -

Unrestricted Funds in Exhibit A. The remaining \$5,500 in restricted funds is allocated to the Restore Will County and Serve Will County grant programs. Those funds are drawn from existing restricted funds that are part of the projected carryover from 2020. Harn noted that the Forest Preserve may have additional capital requests in 2021. Currently these additional projects are not included in the 2021 budget, but the Board may wish to fund if the Forest Preserve makes a specific request. This approach allows the Board to monitor the Foundation's finances and the continuing impacts of the pandemic.

Harn reviewed proposed expenses for the native plant sale (\$27,925), contractual services (\$9,830), miscellaneous contractual services (\$24,100), other miscellaneous services costs (Harn's professional services contract of \$12,000), contingency/reserve (\$15,000), and the projected carryover to 2022 (\$138,335). Harn described the difficulties in estimating revenues and expenditures from the three planned on-line native plant sales as this is new territory for the Foundation.

Garner motioned to approve Resolution No. 20-03, The Nature Foundation of Will County 2021 budget for the fiscal period January 1 – December 31, 2021, including Exhibit A. The motion was seconded by Tuminello and approved unanimously.

#### *Approval of the 2021 Board Meeting Schedule*

Harn presented the 2021 Board Meeting Schedule and noted that meetings would continue to be virtual, with an in-person option upon request at the Sugar Creek Administration Center, as Covid-19 restrictions allow or limit. Harn noted that Board meetings are held on the fourth Wednesday except for the annual meeting which is held on the first Wednesday of December due to the Thanksgiving holiday. Proposed 2021 meetings are January 27<sup>th</sup>, March 24<sup>th</sup>, May 26<sup>th</sup>, July 28<sup>th</sup>, September 22<sup>nd</sup>, October 27<sup>th</sup> (board strategic planning), and December 1<sup>st</sup>.

DeMauro moved to approve the 2021 Board meeting schedule as presented, seconded by Dralle. The motion was unanimously approved.

#### *Approval of a Professional Service Contract for Consulting Services in 2021*

Harn presented her Professional Consulting Proposal for 2021 as well as the Professional Services Contract for independent consulting services as the Foundation's Executive Director in an amount not to exceed \$12,000. Harn has provided consulting services to the Foundation since 2016. Harn stated she expects to meet or exceed 1,000 hours by December 31, 2020. Hours have increased due to the Foundation's growth and reach into new areas of programming. Harn also provided an analysis of her 2020 consulting services by program area: marketing and communications (25% of her time); executive management (21%); event coordination (20%); fundraising and development (16%); office administration and bookkeeping (13%); and programs (5%). Harn noted that marketing and communications moved to the forefront during the pandemic with the need to reach supporters virtually. This trend should continue into 2021, along with event coordination with three on-line plant sales planned, and fundraising and development activities.

Garner motioned to approve the Professional Consulting Proposal and the Professional Services Contract for independent consulting services with Cindy Harn as the Foundation's Executive Director from January 1 to December 31, 2021 at a rate of \$1,000/month, not to exceed \$12,000. The motion was seconded by DeMauro and unanimously approved.

**Reports** - None

**Presentations** – None

**Comments by Directors** - None

**Comments by the Public** - None

**Comments by the Executive Director**

Harn gave an update on the year-end fundraising efforts. Harn noted that on Giving Tuesday she highlighted all 14 Forest Preserve projects funded by the Foundation on Facebook, one per hour over 14 hours. Every mailer and the Facebook hourly posts generated donations from supporters.

**Next Meeting Dates**

The next meeting dates of the Foundation are Wednesday January 27 and Wednesday, March 24, 2021.

**Adjournment**

Dralle moved to adjourn the meeting at 6:15 p.m., seconded by Garner. The motion carried unanimously.

Respectfully submitted,

*Marcella M. DeMauro*

Marcella M. DeMauro  
Secretary