

**The Nature Foundation of Will County
Minutes of the September 23, 2020 Meeting
Conducted by Zoom Conferencing and Conference Call**

Vice Chair Flax called the meeting to order at 5:05 p.m.

Flax led the pledge to the flag.

Roll was called and the following eight Directors were present. A quorum of six voting Directors was present.

Voting Directors Present:

- Marcy DeMauro
- Ann Dralle
- Rachel Feil
- Jim Flax
- Ed Garner
- Ragan Pattison

Non-voting Directors Present:

- Meta Mueller
- Ralph Schultz

Others Present:

- Cindy Harn, Executive Director

Approval of Minutes

Pattison moved to approve the minutes of the July 22, 2020 meeting, seconded by Garner. The motion was approved unanimously.

Reports of Officers

Chairperson's Report

There was no Chairperson's report.

Treasurer's Report

- Financial Report and Balance Sheet

Harn reviewed the Balance Sheet Financial Report dated August 31, 2020. Total assets are \$225,474 and include \$42,935 in the Checking Account, \$105,622 in the Money Market Account, \$1,100 in Petty Cash, and \$75,817 invested in a CD. Of the total assets, \$84,073 is donor restricted and \$141,401 is unrestricted. Liabilities are \$3,265 in Accounts Payable that are presented later for payment. The Foundation's Total Net Assets are \$222,209. Harn noted that details for all assets and liabilities are provided on page 2 of the Balance Sheet.

Harn presented the Quarterly Statement Report that provides a breakdown of how new and various revenues are being received. Since we are in mid-September, the report does not reflect all revenues and expenses for the third quarter. Harn noted that you can't see how we are tracking for the year as a

comparison for past years because this is not a normal year. Harn also reviewed the 2020 Budget vs. Actual Report dated September 16, 2020 and noted that the "Budget" column reflects the amendments approved in July. She also noted that the Prior Year Carry Over and the Projected Year Carry Over have not been entered into the "Actual" column so that it's easier to see the direct relationship between revenue generated and expense occurring this year to date. Total revenues are \$29,912.16 and total expenditures are \$38,661.22; when interest income of \$1,140.96 to date is included, the net operating revenue is -\$7,608.10. Harn noted that we are running at a slight deficit and tapping into our reserve. She hopes to see an increase in revenue in the fourth quarter as our year-end fundraising campaign gets underway, and ideally results in enough new funds to erase the deficit and carry over into next year's budget.

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

- **Schedule of Bills**

Harn presented the schedule of bills totaling \$3,265.46 for the period July 16 – September 16, 2020. Included are fees related to the Foundation's 2019 tax preparation for Federal and State 990 (\$500); the annual filing for the 2019 AG990-IL taxes (\$15); July and August fees for Mailchimp Email Service and Adobe Creative Cloud Service (\$75.23/month); FlipCause Annual Fee (\$600); and Harn's professional consulting services for July-August. A whopping \$5.38 of interest income accrued in the Money Market Account for July and August. Harn noted that the CD was renewed for six months at 0.140%, and on will mature on February 7, 2021.

Dralle moved to approve the Schedule of Bills as presented in the amount of \$3,265.46, seconded by Pattison. The motion was approved unanimously.

Committee Reports

Fundraising and Projects Committee

Harn reported there was a joint meeting of the Fundraising and Projects and Finance Committees to gear up for the annual planning session in October, and to review a funding request from the Forest Preserve District totaling about \$56,000. The Committee discussed the funding request not really knowing yet how successful our year end fundraising efforts will be, but Harn noted some of the projects we will be able to fund. Harn stated that she attended an on-line seminar about fundraising during the Covid-19 pandemic. The good news is that the pandemic is not greatly affecting donations but is impacting stability of foundations; this year 40 foundations will close their doors because they were not financially stable and robust enough to handle the pandemic.

The Committee also discussed the year end fundraising calendar and began talking about strategies for the 2021 native plant sale. Harn noted that surveys were sent to individuals who purchased plants on-line this year to get specific feedback on their level of satisfaction or dissatisfaction with their order from Possibility Place. Results are interesting and we'll need to make some decisions in the near future about who our vendor(s) will be next year for the plant sale.

The Committee also discussed the launching of The Nature Foundation's Legacy Society that will be able to accept estate gifts and be named as beneficiaries on life insurance policies. This will be funneled into the annual planning session and hopefully become part of our plan of work for approval at the annual meeting.

Finance Committee Report

There is no report.

Board Development Committee

DeMauro reported that the Committee has two business items on the agenda for review.

Old Business

There was no old business.

New Business

Approve the Re-Appointment of Two Existing Directors for a One-Year Terms

DeMauro stated that the one-year terms for Ragan Pattison and Marcy DeMauro expire in October. Both Directors were contacted and have agreed to serve another term. DeMauro stated that while the By-Laws require the approval of new Director appointments by both the Foundation board and the Forest Preserve Board of Commissioners, the re-appointment of existing Directors is approved solely by the Foundation Board. In accordance with the current schedule (approved November 2016) both Directors are recommended for re-appointment to one-year terms set to expire October 2021. DeMauro noted that on tonight's agenda the Committee is requesting further direction on different criteria proposed for the development of a new term and appointment schedule, with the intent that a final schedule will be presented by year end.

Dralle motioned to approve the re-appointment of Ragan Pattison and Marcy DeMauro as a Directors to the Foundation's Board, each for a one-year term to expire in October 2021. The motion was seconded by Garner and approved unanimously.

Discussion of Proposed Re-Alignment of Directors' Terms

DeMauro stated that at the October 2019 annual planning session, there was a consensus to review the current Directors' appointment schedule, and assess the re-alignment of the term expiration dates to coincide with and provide for re-appointments at the annual meeting, while maintaining staggered terms. This review was to occur prior to the 2020 annual meeting. DeMauro noted the memorandum concerned only the voting Directors of the Board as the ex-officio Directors are appointed solely by the Forest Preserve Board of Commissioners. Only one alternate schedule is being presented for discussion to highlight some of the challenges and unintended consequences involved with a re-alignment of terms to a single annual re-appointment date.

DeMauro reviewed the current schedule, which was adopted in November 2016. It tracks the Directors' appointment and expiration dates, term length and the number of terms served. There are a maximum of eleven voting Directors; currently ten of these are filled and one is vacant. Four positions are 1-year terms (one is vacant), four positions are 2-year terms, and three positions are 3-year terms. Currently re-appointments are tied to the original appointment date and are staggered both within a year and between years. This system has evolved since first establishing the Foundation Board in 2014 with an initial 4 or 5 voting Directors, and added new or re-appointed Directors over the subsequent years.

DeMauro next reviewed the proposed alternate schedule which aligns the re-appointment dates to the nearest annual meeting, generally in December of each year. This alternate maintains the same number of 1, 2, and 3 year terms. For discussion purposes DeMauro assumed this alternate would be approved in December, and detailed how the alignment, meaning the actual re-appointment dates, would occur as Directors' current expiration dates are spread out in different months and years. This was done by breaking down the current Directors' terms to those that expire within 2-3 months prior to this December, those who's terms within 2-3 months after this December, and those whose terms expire 18 months or more after this December.

DeMauro noted there are pros and cons to the current and proposed alternate schedules. Having the appointments once a year, regardless of term length, is easier to manage and potentially to recruit. The current system commits resources to recruiting essentially year round as terms expire at various months in various years. However, an important consideration is that with any appointment schedule having staggered terms, in our case of 1, 2 and 3 years, there will be a majority of directors with terms expiring in the same year at some point; in our case this would occur about every 6 years depending on the original appointment date. Our current appointment schedule is in compliance with the By-Laws (which states no more than 3 Directors can be appointed at the same time) as there is never more than two Directors' appointed at the same time because terms expire in both different years and in different months.

For the proposed alternate schedule, in December 2022, there will be eight Directors with terms of different lengths that expire at the same time. This is in violation of the current By-Laws. Even if the By-Laws were to be amended to address this, in a worse-case scenario, if none of the eight Directors decided to be re-appointed in 2022, it would leave the Foundation Board with less than the required quorum of four to conduct business (By-Laws currently state that the presence of at least one third of the Directors entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting).

DeMauro outlined three options on how to proceed: 1) keeping the current appointment schedule as is without changes to the term length; 2) proceed with modifying the appointment schedule as described in the proposed alternate, and present with a proposed amendment to the By-Laws that would change the number of Directors that can be appointed at any one time; or 3) reconfigure the schedule by setting 2 or 3 appointment times per year as this will reduce the chances of having a number greater than the By-Laws allow for re-appointment at the same time and insure the minimum number of voting Directors on the Board to conduct Foundation business. We can opt to keep our current number of terms at 12/24/36 months, or go with shorter terms at 12/18/24 months, or other combinations.

Discussion ensued about the different options, with the consensus favoring more than one appointment date per year. Pattison moved to authorize the Board Development Committee to create a new Director Term and Re-Appointment Schedule establishing two re-appointment dates each year, aligning all voting Directors' terms with those dates, and maintaining the 3 staggered terms of 12/24/36 months, said schedule to be presented for review and approval at the annual meeting in December. The motion was seconded by Dralle and unanimously approved.

Annual Strategic Planning Discussion, October 28, 2020 – Progress Update

Harn stated that this year's planning session would be different as we would not be able to have everyone together in one space and have smaller work groups. The session would allow for a limited number of people to meet at the Sugar Creek Administration Center and also accommodate teleconferencing via Zoom. Surveys have been sent to all Board members about our progress this year

and concerns moving forward into next year. Harn encouraged everyone to complete the survey. Harn noted that to help for the planning session, the Board will be provided with survey data from donors and Forest Preserve Commissioners. By then Harn also hopes to have the Forest Preserve program schedule.

Reports

Executive Director Report of Activities for August – September 2020

Harn highlighted the Executive Director Report of Activities for August – September, and the high priority projects she'll be working on in the last quarter of the year. The report is included with the agenda packet.

Presentations - None

Comments by Directors - None

Comments by the Public - None

Comments by the Executive Director

Harn stated that there will be a check presented virtually to the Forest Preserve Board of Commissioners at their meeting on November 12, 2020. The funds are for the solar powered welcome center at the Goodenow Grove camp grounds (\$10,000) and reimbursement for the wetland restoration (\$38,500) at Goodenow Grove. Disbursement of the funds are scheduled for approval at the Foundation's October meeting.

Harn reminded Board members to complete their annual ethics training (module accessed through the Board Member portal), and sign and return the Annual Disclosure of Conflicts of Interest for 2020 (previously mailed with a self-addressed, stamped envelope).

Next Meeting Dates

The next scheduled meetings of The Nature Foundation of Will County Board of Directors for the remainder of 2020 are the annual planning session on Wednesday, October 28th and the annual meeting on Wednesday, December 2nd.

Adjournment

Pattison moved to adjourn the meeting at 6:05 p.m., seconded by DeMauro. The motion carried unanimously.

Respectfully submitted,

Marcella M. DeMauro

Marcella M. DeMauro
Secretary