

Tri-Valley Conservancy Board Meeting Minutes

Core Documents 8

June 19, 2008

Robert Livermore Community Center
4444 East Avenue, Livermore 94550

Board Members Present:

Jim Perry –Chair
Rik Hansen-Vice Chair
Karl Wente - Secretary
Jean King – Treasurer
Mark Eaton
Kathy Farrell (Seated on TVC Board @ 7:08 p.m. (Item 4))
Michael Princevalle
Mary Roberts
Bill Thomson

Board Members Absent:

Miriam Miller

TVC Staff

Sharon Burnham
Laura Mercier

1) Call to Order

The meeting was called to order at 7:02 pm by Chair Jim Perry

2) Agenda Review

None

3) Review and Accept April 10, 2008 Board Meeting Minutes

Thomson made a motion, seconded by Roberts to approve the April 10, 2008 Board Meeting minutes.

Yes: 6

Abstained: Eaton, Wente

Absent: Miller

4) Seating of Director

Executive Director led the installation of TVC's new at-large Director, Kathy Farrell.

5) Matters for Consideration

1. LTA Accreditation Agreement –

A motion was made by Roberts, seconded by Eaton to authorize Sharon Burnham, Executive Director to sign the LTA Accreditation Agreement for the Board.

Yes: 9

Absent: Miller

2. LTA Accreditation Resolution -

A motion was made by Roberts seconded by Eaton to approve Resolution # 08-06-19-1 for Land Trust Alliance Accreditation.

Yes: 9

Absent: Miller

3. Plan Administrator for TVC 403 (b) Retirement Accounts -

A motion was made by Wente, seconded by Perry to approve naming Sharon Burnham, Executive Director, as Plan Administrator for TVC's Vanguard 403 (b) Retirement Account.

Yes: 9

Absent: Miller

6) TVC Committee Reports

1. Finance Committee

a. April and May 2008 Financial Reports

King reviewed the April and May 2008 financial reports with the Board. A motion was made by Princevalle and seconded by Roberts to approve the April and May 2008 Financial Reports.

Yes: 9

Absent: Miller

b. Endowment Fund – *Review of endowment funding needed for TVC*

Wente and Eaton explained to the board that when the fund was started in 2003, the calculations for funding were based on one employee with a maximum of 50 easements for annual stewardship visits. Since then, TVC has a larger role in the Tri-Valley.

At this time TVC continues to deposit \$15,000 from the capital fund into the endowment fund.

Additional scenarios are being considered for what funding the endowment should receive.

The scenarios include several different sets of circumstances - such as a fully staffed organization (minimum of 3 employees) as well as only one employee who would be doing just stewardship.

Wente stated that Libby Mihalka is running the additional scenarios at this time. He will present all of the scenarios including assumptions at the next board meeting in August.

c. New policies for compliance with LTA Standards & Practices

The Board reviewed the documents listed below – throughout all documents it was noted that reference to TVC should read Tri-Valley Conservancy and/or TVC.

It was confirmed these documents have been reviewed by TVC's Finance Committee prior to bringing them to the TVC Board for approval.

a. Fiscal Policies Manual

- i. Along with grammatical corrections the following sections were revised:
 1. Page 3 of 5 first bullet fourth sentence
 - a. Remove "...approved by the Executive Director and"
 - b. Add "...reviewed and approved by..."
 2. Page 5 of 5 – Code for Financial Activities Item 1
 - a. Remove "...and not intentionally protect management"

b. Standard 6 – Accounting Procedures

i. Practice 6B: Financial Records and Practice 6E: System for Handling Money

In addition to grammatical corrections the practices were revised as listed below:

1. Page 2 – Distribution of Checks – 1st sentence
 - a. Replace "~~signed~~" with *processed*..."
 - b. Remove "...and places the check in envelope for mailing."
2. Replace any reference to ~~Quick Books~~ with "*Accounting Software*" throughout the documents

ii. Financial and Asset Management: Practice 6H: Sale or Transfer of Assets – No additional changes.

c. Guidelines for Executive Director Financial Responsibilities – No additional changes

d. Borrowing Policy – No additional changes

A motion was made by King seconded by Princevalle to approve the Fiscal Policies Manual, Standard 6 – Accounting Procedures: Practice 6B: Financial Records, Practice 6E: System for Handling Money, Practice 6H: Sale or Transfer of Assets, Guidelines for Executive Director Financial Responsibilities and Borrowing Policy with the above identified corrections/changes.

Yes: 9

Absent: Miller

2. Ad Hoc Land Trust Alliance (LTA) Standards & Practices Committee

Burnham explained that the Ad Hoc LTA S&P committee together with staff had reviewed the assessment and the Records Policy. The committee recommended the Board approve the assessment and adopt the Records Policy.

a. LTA Self Assessment –

b. Records Policy

The Board discussed the LTA Self Assessment and Records Policy: – throughout all documents it was noted that reference to TVC should read Tri-Valley Conservancy and/or TVC. In addition to grammatical corrections the following sections were revised In addition, "*Cor-O-Van*" should be replaced with "*off-site facility*" in the Records Policy.

A motion was made by Eaton seconded by Hansen to approve the LTA Self Assessment and adopt the Records Policy with the changes listed above.

Yes: 9

Absent: Miller

3. **Resource Development Committee**

- a) Donation Report: Hansen reviewed with the board the donation numbers for the first six months of 2008 are \$9,204 compared to \$7,830 in 2007.
- b) Celebrate the Valley: Hansen stated at this time TVC has 7 sponsors with \$7,000 committed from these sponsors. There are many Auction items in the works.

4. **Land Conservation Committee** –

a) **Standard 11 – I- Amending Conservation Easements Policy**

Thomson explained this policy was already adopted by TVC. The only change to this policy is the added text at the end of the first paragraph “...or provide private inurement or impermissible private benefit to the landowner.”

He explained private benefit applies only to the landowner where as private inurement applies to the BOD and staff.

He continued to explain since TVC is a section 501(c)(3) organization private inurement must be identified because IRS rules state TVC must not be organized or operated for the benefit of private interests, such as shareholders of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests.

In addition - no part of the net earnings of a section 501(c)(3) organization may inure to the benefit of any private shareholder or individual. A private shareholder or individual is a person having a personal and private interest in the activities of the organization.

b) **Practice 11-E-Draft Conservation Enforcement Policy**

The Board reviewed the Draft Conservation Enforcement Policy: a motion was made by Wente seconded by Hansen to approve both Amending Conservation Easement Policy and Conservation Enforcement Policy.

Yes: 9

Absent: Miller

5. **Board Development Committee** –

Thomson reminded the Board during the last Strategic meeting with Marc Smiley one of the issues identified was that TVC needs to reflect a larger geographic reach and growing professionalism of the organization. Smiley reminded the BOD the Trustee Model was a way to expand involvement. As previously discussed TVC can and should recruit a group of “trustees” (or other specifically named group) who have no fiduciary responsibility but who have a willingness and ability to contribute to the financial health of the organization (in some way). Further discussion ensued about the name and purpose of this entity. The BOD – concluded the name of this group will be called “Council of Friends”. Thomson confirmed the list of potential members of this council includes some of the past TVC BOD.

A motion was made by Wente seconded by Hansen to adopt the Council of Friends Charter as attached and accept the job description for member of the Council as attached.

Thomson stated the Board Development Committee will meet in July to review the current list of potential members and start contacting individuals about joining “Council of Friends”.

7) **Adjourn to Closed Session – 8:15 p.m.**
Resumed to open session at 8:35 p.m.

8) **Matters initiated by Staff and Directors**

Mercier reported that 80% of stewardship visits are completed.

Burnham stated that she and Kathy Farrell will review the current Insurance policy for TVC and report their findings during the August Board meeting.

Princevalle asked for status of the lawsuit in Sonoma about the dredging. Burnham confirmed the lawsuit is still ongoing.

Roberts asked when the South Pleasanton Resource Conservation Plan will start. Burnham confirmed this effort will start in July.

Eaton asked for the status of the Oak Grove project – Thomson confirmed it is on appeal.

Perry noted to the BOD that Livermore Valley Winegrowers Association met with the Alameda County to discuss the SLVAP and zoning. The meeting concluded that a subcommittee will be formed to discuss the potential to amend the SLVAP and SLVSP. Currently the plan identifies allowable uses such as a winery, event center, deli... He continued to explain while there is a selection of allowed uses: the current plan and zoning limits each parcel to only one or two of the allowed uses instead of allowing the property owner to select from all of the allowed uses. Perry stated TVC should be a part of these discussions and he would notify TVC and the BOD when the next meeting was to take place.

9) **Adjournment**

Motion was made by Wente seconded by Roberts to adjourn at 8:55 p.m.

Yes: 9

Absent: Miller