

# **EEA Board Retreat – Meeting Minutes – approved**

Date: July 17-18, 2009

Location: Jekyll Island 4-H Center

## **Friday, July 17, 2009**

Board Members Present: Brooke Vallaster, Alison Findlay, Sharon Smith, Joey Giunta, Laura Aikens, Chris Robie, Jo Adang, David Hedgepeth, Donna Stewart, Naomi Thompson, Lisa Weinstein, Linda May, Melanie Biersmith, Stacy Smith, Venetia Butler, Jennifer McCoy

### **Majority of Directors Present**

Others Present: Kitty Spivey, Claire Hayes

#### **1. Welcome – Donna**

Agenda provided. **Attachment A**

#### **2. Ice Breaker – Sharon**

*Never Have I Ever*

#### **3. Board Orientation – Jennifer**

- **Robert's Rules**

- **Bylaws**

- **Review of Board Packet**

– Travel Form passed out. Updated policy and form need to be posted on the website. **Attachment B**

#### **4. Proposed Bylaw Amendments – Jennifer and Lisa**

Lisa calls meeting to order to address bylaws housekeeping. She explains prior board decision to eliminate President Elect position and remove conference duties from officers. Jennifer explains quorum and majority and why board meeting attendance is important for organizational operations.

**MOTION** (Jennifer): Move to change the duties and bylaws as described in the attached proposal from previous Board of Directors meetings with the understanding that housekeeping from previous meeting will be reviewed by Executive Committee and if other issues found they will be discussed and the fall board meeting. **Attachment C**

MOTION seconded (David).

Discussion: Jennifer reviews the highlighted document she provided with suggested changes and language.

- Treasurer term has been listed as both one and two year. Jo recommends leaving bylaws as currently stated with two year. Board agrees.

- Secretary duties include statement about sending “required information to the appropriate Georgia State Office.” Jennifer will touch base with former Secretary Kim Bailey for clarification. Board thinks this refers to sending updated bylaws to Secretary of State Office so they are officially on file. Jennifer will also reword the bullet for clarification on where specifically to send documents.
- 5.1 Clarified that we are not currently operating out of order – President Elect is not a required position. Board agrees to suggested language on board service. Suggest adding additional statement after first sentence: All Executive Committee members are voting members of the Board of Directors. This statement is added in response to clarifying question regarding 5.4 on if the president is included when calculating quorum and majority. We will be including president in the count. The 09-10 board has 25 members. Quorum achieved with 9. Majority achieved with 13.
- 5.2 Suggest editing beginning of third sentence “All term of office begin July 1<sup>st</sup> and end June 30<sup>th</sup> (delete at the first meeting of the annual conference). Clarified that board service is covered at all times even between spring and summer meetings.
- 5.5 Decided to leave President Elect language in bylaws. We are only amending the statement regarding annual conference duties, deleting second sentence and end of third sentence. Suggest adding additional statement after first sentence “A President Elect will serve at the discretion of the majority of the board of directors.” This statement is added to clarify that we will not always fill this position.
- 5.6 We are only amending the statement regarding annual conference duties, deleting part of the second sentence. Clarified that President Elect role will remain in 5.6 so the leadership rotation can be completed without future bylaw amendments.
- 5.8 (c) Clarifying statement added for check requests to include giving the Vice President the power to sign checks over \$5000.00 so another officer can sign with the Treasurer. Kitty shared that past boards were very concerned with high dollar expenditures like website and wanted to make sure big figure checks were handled properly.
- 6.1 Suggest adding statement within first sentence after limited to “supporting the functions of” nominations. Also removing annual conference language from third sentence and adding “through June 30<sup>th</sup> or until the first meeting of the new board of directors”. Also, David found a typo *for s/b from* in the third sentence.
- 9.4 Clarified fiscal year is not set by bylaws and we can change from calendar year to another schedule with board approval.
- 12.1 Add July 2009 as an amendment date.

**MOTION Amended** (Jennifer) To include additional changes to those proposed during discussion (statements in 5.1 and 5.5) of the original motion.

MOTION seconded (Chris). Lisa Calls for VOTE.

**MOTION APPROVED.** Jennifer will send out updated Bylaws to all Board members for their packet.

## 5. Website Training – Sharon

Sharon reviews site functions and board role in maintenance.

## 6. Overview of Strategic Plan and Discussion of Roadblocks & Pathways – Lisa

Do we want to create a committee to revise our plan? Shall we do a quick review and decide?

Discussion: Do we want to devote hours of time to developing a plan we will not be using? We'll need an action plan developed too. Do we need a facilitator to help lead us through this process? Are we committed to creating an action plan we would follow from a strategic plan? Do we need a strategic plan – are we functioning at that level? We need to revisit mission and goals. These are separate from strategic planning. Perhaps we should wait until after the committees meet and set goals and ask the committees to think long term – what do they envision happening in five years. Is EEA following NAAEE guidelines for planning? Should we be looking broader for direction? Sara Visser is working with Roswell as a contractor on their planning. Suggest we use Sara's method as a template for stimulating thoughts about the organization.

Lisa summarizes suggestions and proposes creating a committee to explore all these ideas. Lisa asks us to send her our thoughts about EEA – what do we need to do as a board, what are we missing, what are we achieving, how can she as a leader foster addressing these ideas, what do we need to celebrate?

## 7. Dragonfly Grants – Chris and Laura

Chris provides background on the proposed special project to utilize the donations (\$1150.00) given to EEA in Petey Giroux's name. Committee is creating an online application targeting projects for arts and environment. Two \$500.00 grants can be funded this year. How can this be sustained? Jana has added a line into our budget to make sure funding is addressed annually. Past suggestions: add donated funds check box on registration forms, items in auction for the Petey fund, EEA put money in each year. **Attachment D**

Proposal is form-based so we'll need to investigate how to do this on the website. Kitty suggests incorporating the deadline into the timelines already established for the EEA Awards. Awardees could be recognized at the annual conference.

Discussion: How can this project be sustained?

- When we switch to online newsletter we will have extra money – no printing or postage costs. We currently have \$4500.00 allotted to 4 issues of the newsletter.
- Conference profits? OCS Recycle Store money?
- Make language up to XX number awarded per year for up to \$XX so we aren't committed to giving money for weak applications.
- Special sale for Petey funds – like an art sale.
- Corporate donations – could the fundraising committee work on this?
- Investment interest money?

- Lisa cautions that we do have outside expenses and that we'll need to keep EEA money available for (like membership DB management) and that how we spend our money gets back to planning.
- What amount do we think is appropriate to foster an art and environment project?
- Make sure we ask for matching funds/budget.

Chris will be refining proposal. The document will be posted on a planning page for board feedback. Funding amount and long term sustainability will be revisited tomorrow after committee planning meetings.

## 8. Committee Signups

Adding Strategic Planning under Operational Committee list. Jennifer will edit complete list to separate operational and programmatic committees.

Laura and Joey not attending tomorrow so new board members signup.

Operational:

- PR & Newsletter - Joey
- Website & DBM – Mel, Naomi
- Fundraising
- NCLI
- Strategic Planning –Laura, Brooke, Stacy

Programmatic:

- Conference –Joey
- OCS – Laura, Brooke
- MAG - Naomi
- Membership Services -
- ATEE –

## 9. Announcement

- Claire's boat is at the marina by Sea-Jay's for visits.
- NC Conference has session on making totes from plastic bags. Jennifer asks Claire to consider presenting as one of the OCC make and takes.

Break for day

## Saturday, July 18, 2009

Board Members Present: Brooke Vallaster, Alison Findlay, Sharon Smith, Chris Robie, Jo Adang, David Hedgepeth, Donna Stewart, Naomi Thompson, Lisa Weinstein, Linda May, Melanie Biersmith, Stacy Smith, Venetia Butler, Jennifer McCoy

## Majority of Directors Present

Others Present: Kitty Spivey, Claire Hayes

### 1. Call to Order - Lisa

### 2. Approval of Minutes

**MOTION** (Claire), Move to accept the Spring meeting minutes as edited for typos on the hard copy.

MOTION seconded (Stacy). Lisa calls for vote.

**MOTION APPROVED.**

### 3. Old Business

- Conference budget passed out by Jo. **Attachment E**
- Conference evaluation comments were discussed by Sharon. Biggest complaint was about the late posting of information and field trips being canceled. Overall the comments were positive.
- Treasurer Report, Proposed Budget and Financial Report passed out by Jo. **Attachment F**
- This is only a 6 month budget because we are changing the fiscal year from calendar year to July 1 – June 30. A second tax return will have to be filed this year. MOA incomes will be collected at the end of the new fiscal year (June 30<sup>th</sup>). Jana has investigated the proper procedure for this fiscal change. We will be voting to approve a new budget today.
- Jo reviews our past decision to split our money in checking and money market and our CD investments in Wachovia and BB&T.

**MOTION** (Naomi), I move to put \$20,398 back into a BB&T CD for 13 months at 1.35%.

MOTION seconded (Sharon).

Discussion: \$43,000 is operational funds. \$75,000 is investment funds. If we need the cash we don't want to have it tied up in investments. Rates are low – should we tie fund into CD when rates might go up. What about putting more into money market account? Checking is currently no fee and no interest.

Lisa calls for vote.

**MOTION APPROVED.**

**MOTION** (Chris), Move \$10,000 from checking account into money market account.

Claire seconds

Discussion: Is there a fee for moving funds? Jo advises there are three transfers per year without penalty. Current expenses include membership DB outsourcing, Petey's grants and hiring a meeting note taker. Money market is variable interest. Do we need to make sure we keep funds in checking? Can't we move funds out of money market as needed?

**MOTION tabled** until after committees meet and draft individual budgets.

- Jo continues with treasurer report and reviews conference expenses and incomes. She points out that we estimated \$40,000 needed for conference. We can probably revise our expectations of \$10,000 profit from conference. She also points out that there was no sponsorship money for the 2009 conference. Georgia Pacific has been invoiced for \$2000 (their agreed upon sponsorship) but hasn't paid yet. GFA budgeted a donation and was never asked. Jo advises that sponsorship needs to be addressed.
- EEA's donation form needs to be revised so we can start soliciting sponsors for conference. Alison has a contact and is looking for someone to help her pitch EEA to the potential funder. She recommends using personal contacts to successfully solicit funds. Lisa reminds that we have a fundraising committee and they will be working on this. Alison advises that we don't want to call those asking for money fundraising. So, Lisa agrees to eliminate the fundraising committee and move the fundraising duties under the PR committee. Alison agrees to co-chair PR with Keely.
- Advisory Board has previously taken on the role of fundraising but has advised that they will no longer be doing this for EEA. The Advisory Board has not been active since Petey stepped down. Lisa recommends executive committee craft a list of retired board members and make recommendations to the Advisory Board. Lisa will contact the board via email for comments. Venetia provided an old document that describes the intentions of the Advisory Board. **Attachment G**
- Jo passed out Financial Procedures and Check Request Form. **Attachment H** Procedures are the same except regarding credit cards. Clarification: we don't have a purchasing card but we can accept cards for payment. Jana will check on if we can get a credit card without securing the card with our personal assets as was the case with our Bank Of America account several years ago. Once the website is setup we can accept payments and donations online.
- Lisa asks board for feedback on: do we want all our committees chaired by a board member (as stated in the strategic plan), have a board member co-chair, or can any EEA member chair?

**MOTION** (Alison), We allow there to be non-board members co-chairs with a board member.

MOTION seconded (Stacy).

Discussion: Non-board members can get level 8 access on website. That is not a limiting issue.

Lisa calls for vote.

**MOTION APPROVED.**

- Dragonfly Grant administration will be operating under member service committee.

#### 4. Operational Committees Planning - Breakout Meetings

Committees draft work plan and will be responsible for submitting an update on the committee planning pages prior to the executive board meetings.

Operational:

- PR & Newsletter – Alison, Keely, Joey, Linda
- Website & DBM – Sharon, Walter, Naomi, Mel, Alison
- Fundraising – eliminated, duties moved under PR.
- NCLI – Lisa, David, Donna, Chris
- Strategic Planning – Venetia, Stacy, Laura, Brooke, Jennifer

#### 5. Programmatic Committees Planning – Breakout Meetings

Programmatic:

- Conference – Naomi, Donna, Joey
- OCS – Jennifer, Laura, Brooke, Stacy, Sharon
- MAG – already completed by Steering Committee
- Membership Services – Linda, Alison, Chris
- ATEE – Venetia, Kris, Ginny

#### 6. New Business

- EEA Conference Report and Budget –Naomi
  - Save the date info on website and emailed to board.
  - Call for proposal form going out soon.
  - Next year’s chair will act as vice chair this year. This person will work on 2011 conference site and have a save the date ready before 2010 conference. Naomi will recruit this person.
  - Schedule discussed including awards and keynote. She will post complete document online. Send her feedback.
  - Budget proposed for approval. **Attachment I**
    - i. Removing bottled water expense as vending machines are selling beverages onsite.
    - ii. Naomi plans to spend \$30,000 not including scholarship and store expenses.

**MOTION** (Lisa), Motion to accept budgeted allotment of \$30,000 for annual conference.

MOTION seconded (Linda).

Discussion: What is the profit goal? \$2000.00 with a 150 registered at a fee of \$100. Does store and scholarship need to be in budget? No-That has a separate line item in financial statement.

**MOTION amended** (Lisa) To approve budget as presented with a cushion to be used at the discretion of the committee to spend up to \$30,000.

MOTION seconded (Linda).

Discussion: If more than 175 registrants, the expense will increase and she may need to submit revised budget.

Lisa calls for vote.

**MOTION APPROVED.**

- DB Proposal – Lisa  
Lisa shares Walter’s proposal to spend up to \$2500 to hire someone to manage membership database (membership expires, online payment, etc. **Attachment J**)

**MOTION (Stacy)** Approve the proposal of \$2500 for membership management.

MOTION seconded (Sharon).

Discussion: Do we have three bids and what is the turn around on this project? Website & DBM committee will come up with the timeline and manage the contract. Per our spending policy, over \$1500 needs three bids.

Lisa calls for vote.

**MOTION APPROVED.**

- Dragonfly Grant

**MOTION** (Claire), Motion to offer as much as \$2000.00 for Dragonfly Grants in Fiscal Year 2009-2010.

MOTION seconded (David).

Discussion: This would just be a starting point and would require \$900 be added to the donations we’ve received to date to fund projects this year. Advisory Board would be asked to select the recipients and make recognition part of the annual EEA awards. Lisa will follow-up with Advisory Board on this request. Long term planning for how to sustain this program can be new business in future meeting.

Lisa calls for vote.

**MOTION APPROVED.**

- Approve of 09-10 Budget – Jo

Jo reviews amount allocated to each line item per the figures request

**Attachment K**

Sharon asks for a \$1000 increase on the Professional Development line item to \$3000. \$2000 for NAAEE and \$1000 for conference exchanges. NAAEE expense is a follow-up on the approved expense to send two people to Oregon in fall 2009 to represent EEA as the NAAEE liaisons.

Under workshops and training there is an expense because Venetia had to pay a \$10.00 parking fee for representing EEA at conference.

Clarifying point - Conference budget approved by previous discussion and amended motion includes keynote expenses (not merchandise and scholarships). Scholarships and merchandise line items (Green Teacher and Store) are not included in the \$30,000 approved for conference.

Line 33 should have no carryover. It should be \$1347.00 from Auction Proceeds.

Adding line items for strategic planning committee (to fund retreat and facilitation) and membership services (\$1000.00).

**MOTION (Lisa)** Propose to defer the previously tabled motion of moving \$10,000 to our money market account until fall meeting due to time restrictions.

MOTION seconded (Naomi).

Lisa calls for vote.

**MOTION APPROVED.**

Jo reports that we have \$113,552 in budgeted expenses.

**MOTION (David)** Move to approve the proposed budget.

MOTION seconded (Stacy).

Lisa calls for vote.

**MOTION APPROVED.**

- Committee Work Plans should be posted online by August 18<sup>th</sup>. Committee Chairs need to recruit participants from membership. Lisa will confirm involvement from other board members.

## **8. Announcements**

Next board meeting is Thursday, November 19th, 10:00-3:30 at GFA. Committee reports should be posted on committee planning pages and are due from Committee Chairs by November 9th (prior to Fall Executive meeting in preparation of the fall Board meeting).

Conference Planning Meetings:

- Tuesday Sept 15<sup>th</sup>, 1:00-3:00 at Stone Mountain Park
- Wednesday, October 14<sup>th</sup>, 1:00-3:00 at KSU
- Wednesday, November 11<sup>th</sup>, 1:00-3:00 at KSU
- Tuesday January 19<sup>th</sup>, 1:00-3:00 Conference Call

Adjourn.

3:30 p.m.

*Submitted by Jennifer McCoy, EEA Secretary*

### **Special Note on follow-ups:**

- **Board exchange signups**
- **Open Motion on moving money in money market account**