Lake Tahoe Conservation Fund Board of Directors
November Board Meeting Minutes

Friday, November 11, 2011, 2-5pm, Parasol Community Foundation

**Directors Present** **Consultants Present**
Patrick Wright Maja Thaler
Chuck Greene Roger Kahn
Cory Ritchie Randy Hill
Cindy Gustafson Bev Ducey
Terri Watt
John Frederick **Directors Absent**
Tom Mertens Danny Eaton
Trish Ronald Blaise Carrig
Jim Porter Art Chapman
Chuck Scharer Jim Lawrence
Allen Biaggi Roger Wittenburg
Andy Wirth

**Directors Via Phone** **Conservancy Staff**
Tim Cashman Karin Edwards

1. **Call to Order and Introductions**

President Gustafson called the meeting to order at 2:15pm. Board members and consultants introduced themselves.

1. **Tahoe Fund History**

Gustafson briefly went over the history of the Tahoe Fund. She discussed the Tahoe Fund’s many successes, including the recognition it received at the Tahoe Summit in 2011. She reminded the members that the focus is now on creating a functional organization, specifically getting an Executive Director on board.

1. **Budget Update**
Ducey reported out on the Tahoe Fund budget. The budget was created in early 2011. First, Ducey report on income: total income was $684,663. Second, she reported on expenses: total expenses were $393,283.96. Thirdly, she reported that the balance sheet currently totals out to be $468,422.12. Finally, she told the group that having a cash flow analysis was a next step for the Tahoe Fund budget. For a more detailed description of the budget, please review the materials available on the Fund website. Greene requested that in-kind contributions be included (Art Chapman, Parasol). Wright suggested that the budget update include how much the Fund has raised to date. Gustafson responded that, to date, the Fund has raised approximately $800,000, with over $500,000 in non-governmental contributions.
2. **Discussion and Approval of the Conservation Strategies Group (CSG) Contract – Action Item**

Wright summarized the work of CSG. Watt echoed Wrights comments regarding CSG’s work, and recommended that the Fund manage them very closely. She said that CSG prefers to have one person to contact. All of this should be written into the contract. She also mentioned that CSG is a great group with a great rate – the lowest you are going to get in Sacramento. Greene recommended that the title of the contract be rewritten to better reflect the work that CSG will be doing for the Fund. Watt will send an example of a CSG contract to Gustafson. Scharer asked the group how CSG will be managed. Gustafson recommended that a Legislative Committee should be formed to oversee such things. The group recommended that Wright and Watt should be on the committee. Others who would like to participate should contact Gustafson. Wright suggested that this group be called the ‘Public Funding Committee’ and should include Nevada and Federal representatives. Wright will work with CSG to write the contract. **After a discussion, Greene made the motion to give Gustafson the authority to enter into a contract with CSG, pending a change in the title. Watts seconded motion, motion passed.** (Note: Tom Mertens was not present for this action)

1. **Bylaw Changes – Action Item**

Gustafson reported on the following proposed changes to the bylaws:

1. **Name of Fund**: Gustafson reported that there is a Tahoe Fund LP registered in Nevada. Hill spoke with the CEO of the Tahoe Fund LP and it appears that they have an issue with having the same name as a non-profit as there could be brand confusion in the future. After discussion, the board recommended that if the name must change, Tahoe Fund is first choice, Tahoe Fund of Lake Tahoe is second choice, Tahoe Fund Foundation is third choice, and Lake Tahoe Fund is fourth choice. If any change does need to be made, the board gave the Executive Committee the authority to change the name. Porter will research options and report back to Executive Committee.
2. **Article 7 – Terms of Office**: The initial terms for board members shall be extended to 2 & 3 years and long-term for 3 years.
3. **Section 5**: Change to Parasol
4. **Section 6 – Quorum**: 1/3rd plus one
5. **Article 9 – Committees**: Make consistent with changes to Section 6
6. **Article 12, Section 4** – **Submitting to state of NV**
7. **Article 14:** Make consistent with quorum changes

**After a long discussion, Biaggi made the motion to grant the Executive Committee authorization to make changes to the name, modify article 7, change address of the organization to Parasol, but remove all items related to quorum requirements, to be addressed at a later date. Ronald seconded motion, motion passed.** Cashman suggested that the Fund try the existing quorum requirements and assess whether or not it works. He also made the point that the board could change quorum requirements for taking action on meeting agenda items, but keep changes bylaws to 50%+1. Gustafson agreed with Cashman, but cautioned that in the past it has been an issue. She reminded the board that calling in counts as a vote.

1. **Election of Officers – Action**

Ritchie reported to the group that the recommendation of the Executive Committee was to reelect the current officers. **After a brief discussion, Cashman made the motion to reelect the current Tahoe Fund officers. Wirth seconded the motion, motion passed.**

1. **Designation of Director Terms – Action**

Gustafson recommended the following designation of director terms: the length of board terms are two and three years. Terms begin and end at the annual meeting in August. The Board agreed upon this designation of director terms without a vote.

1. **Committees**

Gustafson solicited directors to join committees. She told the group that out of town board members can call in, or if they cannot participate in the meetings, they can always email thoughts to the Committee chair. Committee members do not have to attend every meeting.

* 1. **Communications (Mertens)**: Mertens started by quickly discussing messaging the Tahoe Fund. He reinforced the importance of having a consistent message, especially when dealing with the media. The official media policy is the following; only the President of the Board and CEO are authorized to speak to the media. Mertens listed the members of the Committee: Biaggi, Ritchie, Frederick, Wright, and Gustafson. The tasks of the Committee are as follows: messaging for Tahoe Fund, news releases, media strategy, etc. If you have ideas for communications, please email Mertens and cc: Gustafson.
	2. **Projects (Frederick)**: Frederick solicited directors to join the Projects Committee. The Projects Committee is currently identifying projects that both fill the need in basin and are attractive to donors. The Committee will be coming to the board in January with a number of recommendations for projects. Wright reminded the group that the Tahoe Fund will not only fund its own projects and cost-share on projects, but will also advocate for public funds for projects that may not have any private contribution. An example of this is the bike trail from Sand Harbor to Incline Village. Private funding will not make a dent, but the Tahoe Fund can advocate for public funds. Examples of ‘Tahoe Fund’ projects are a Tahoe Recreation App and a Basin-wide Interpretive Program. Watt suggested getting a group of project implementers, non-profits, experts, and funders together annually to figure out how to partner on projects. Watt has an example of such a workshop and will send to Frederick and Wright.
	3. **Development (Ritchie)**: Ritchie reported on the Development Committees recent activities: The Fund has hosted three cocktail parties, met with Nevada foundations, are working on a ‘Tips for Tahoe’ template, and have had 100% board giving. Next spring, the Committee would like to host events in the Bay Area, Silicon Valley, Sacramento, South Shore, Glenbrook, and Las Vegas. If you would like to host an event or would like to help set one up, contact Ritchie and/or Kahn. Also contact Ritchie and Kahn if you know someone who would be a major donor. Ritchie listed the Committee members: Greene, Ritchie, Gustafson, and Watt. The Committee is also investigating corporate giving and doing outreach to major corporations. If you have any contacts at major corporations located in California/Nevada, please tell Kahn/Ritchie. Cashman is on board to be on the Development Committee.

* 1. **Executive Committee (Biaggi)**: Biaggi reviewed the membership of the Executive Committee: Officers, Wright, and Ritchie. Since prior to the August Tahoe Summit, the Executive Committee has had a heavy workload and has been meeting weekly. Biaggi reported on the Executive Committee’s recommendation for an organizational retreat in early to mid-January. The Executive Committee establishes sub-committees and approves workplans of those committees; recruits new board members; hires staff/consultants; establishes back office organization; oversees budget.

Greene asked about the Finance Committee. Gustafson responded that the Finance Committee is the Executive Committee. However, if any board member would like to participate in budget discussions, they are more than welcome to do so. The goal is to have every board member look at every agenda for every Committee meeting, so all have the ability to provide input. Wright suggested that when an ED/CEO comes on board, create more committees. Mertens reminded the group that this is a working board, even when staff come on board, including administrative tasks.

Gustafson introduced the Audit Committee, one of the few sub-committees required by the bylaws (Executive Committee is the other). The rest are at the discretion of the board. The bylaws also say that neither the President nor Treasurer can serve on the Audit Committee. The Committee would only meet once or twice per year. Members of the board recommended that Chuck Scharer sit on the Committee because of his legal expertise.

Executive Director/CEO Search: Gustafson reminded the board that the highest priority right now for the Tahoe Fund is to hire an ED/CEO. She noted that Hill has been playing the role of ‘managing advisor’ on a temporary basis, but that the role needs to be filled permanently. The ED/CEO will have to set up the organization, will need significant fundraising experience, and will have to have strong leadership qualities. The question posed to the board was regarding the search process: does the Tahoe Fund do the search internally or does it hire an external firm? The firm has been identified: Olive Grove Consulting. The Executive Committee’s recommendation, after much discussion, was to hire Mike Howe for $45,000. **After a very long discussion, Mertens made the motion to hire Mike Howe of a fee not to exceed $45,000 + expenses, with contract details delegated to the Executive Committee. Wirth seconded the motion, motion passed with one opposition (Frederick).**

1. **Calendar of Board Meetings – Action**

Proposal: Second Friday of January, April, July, August (Summit), and October. Meetings will be held on Friday afternoons. The board made no motion, but was in agreement of the proposed calendar of board meetings.

1. **California Tahoe Conservancy License Plate Contract – Action**

The main task of the License Plate contract with the Tahoe Conservancy is to market the Tahoe License plate which funds EIP projects in Tahoe. Thaler has put together a 12 month outreach program with includes a winter and summer campaign. The winter campaign is the ‘Plates for Powder’ program. If you purchase a Tahoe license plate, you receive 2 lift tickets at participating resorts. Wirth mentioned that Squaw vehicles will have the plates. Thaler reported that resorts have been incredibly supportive. **After brief discussion, Greene made the motion for the Tahoe Fund to enter into the Tahoe License Plate contract with the California Tahoe Conservancy. Wirth seconded, motion passed.**

1. **Authorization by the Board to enter into contracts – Action**

Gustafson asked the board to give the Executive Committee authority to enter into contracts with consultants up to $15,000 (per contract) over the next 90 days. Motion passed. (Tom Mertens was out of the room for the vote on this agenda item).

1. **Closing**

Gustafson reported that the January meeting will be a strategic planning session and board meeting. Also, no final decision has been made on the Tahoe Fund being a supporting organization or an independent organization. This topic will be an agenda item at the January board meeting.

The meeting was adjourned at 5:15pm.