Washington County Master Gardener Association Board Meeting
January 8, 2018
MINUTES

Attendees: Susan Albright, Kathy Nokes, Marti Farris, Tim Lanfri, Marilyn Berti, Dave Winchester, Louise Gomez-Burgess, Sue Ryburn, Shirley Wolcott, Marilynn Turner

Meeting called to order: 10:02am by Susan Albright

TOPIC: PRESENTER(s)	DISCUSSION	ACTION/DECISION
Budget: Marilynn Turner	• Wells Fargo – key executive changes • 2017 Ending budget, brief recap indicating good financial status • Fiduciary Responsibilities – careful management of assets	**Decision:** Remove Kimberly Culbertson and Ruth Robinson as "key executives" from Wells Fargo accounts and add our President, Susan Albright, and our Business Manager, Kathy Nokes, as "key executives". Motion passed unanimously. **See attached Document 2** for summary of Marilynn's Financial Report and fiduciary responsibilities.
Plant Sale: Marilyn Berti	Have received ~1500 plants - on target to reach read 2200 plants for Plant Sale Biggest challenge is Japanese Beetle creep.	**Action: Plant Sales Committee** to check to see if any plants received earlier need to be pulled due to recent expansion of JB zone boundaries.
Awards and Recognition Policy Revision: Marilyn Berti, Shirley Wolcott	Policy needs updating; will bring proposal to February meeting. Discussed creating cards with pictures from garden, bringing up honorees at Chapter Meeting or Chapter Chat. Tim, Marilyn B, Susan and Sue shared names of chapter members that they felt deserved recognition. Marilyn provided cards.	**Action: Marilyn B & Shirley** to form small Ad Hoc committee for policy revision. Present proposed changes at Feb 12, 2018 Board meeting. **Board** contact Shirley Wolcott if you know someone deserving of recognition. Send pictures to Susan for consideration to be made into thank-you cards. **Louise** to add section to Chapter Chat with "noted" MGs and ask for submissions from chapter members also be sent to Shirley. **Shirley/Marilyn** to keep running list of all submitted MG names and description of their service to the chapter. **Tim, Marilyn B, Susan, and Sue Ryburn** will each write a note of thanks to the MG they mentioned.

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Intel Benevity Contributions: Tim Lanfri	The funds from 2017 Intel Benevity were greater than budgeted. They were rolled into the general fund; is this the right thing to do? Other chapters do more community outreach in terms of volunteering and funding; What is WCMGA doing for community outreach? Before determining best use of these funds, we need summary of what WCMGA is currently doing. Many more asks than can support and it may be that current projects could use additional funding.	**Action: Tim** will put together proposal for how funds might be directed. **Marilyn Berti and Marilynn Turner** to put together list of projects chapter currently working on. Present list at February or March Board meeting?
PCC Rock Creek Garden: Sue Ryburn	• We submitted a $5k grant request to the Tualatin Soil and Water District through their Small Grants Program on 12/28 and should hear back on our request in February • We will submit a grant to Aloha Garden Club for their March deadline • The PCC-RC Garden Team standing meetings start later this week on 1/10/18. We have been having meetings. With the start of the new year and the formal agreement, it will be helpful to have a standing meeting time. • In December we started small group meeting with PCC-RC Administration to work through various details, particularly helpful at this juncture • On January 27th we start the Chapter's In the Garden Series at PCC, Classroom Bldg 4 (indoors) for Ron Spendal's Mason Bees 101 class • We were invited to have a presence at the LAT Open House on 1/23/18. Susan Albright and perhaps one or two other MGs will be staffing that as an opportunity to share with the students more info about the MG program	

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Audit: Kathy Nokes	• Looked at 20% request for reimbursements and 20% deposits to make sure documented completely. • PayPal payments post different date & amount (minus handling fee) than transaction, making reconciliation challenging. • Insurance company changing; need to ensure rider for plant sale.	**Outcome:** Policies being followed closely. **Action: Kathy** to post summary on website. **Kathy and Marilynn** to work on policies regarding PayPal.
Directory & Email Policy: Susan Albright	2018 Directory coming soon. New wording added to cover page reminding members that use of information is for WCMGA related business only. Additional statement that all emails must be first approved by President.	**Gail Langellotto** reiterated privacy policy. Emails need to be approved by Susan before being sent by Mike Driscoll.
Drop Box: Susan Albright	Drop Box invite was sent to board members for WCMGA Events Calendar; not all want to download app. If using Drop Box, need to download document before editing.	**Action: Susan** to send Events Calendar to board; send PDF to Sue R and Helen D for posting on web (minus travel schedules. **Louise** to introduce Events Calendar in Chapter Chat with link.
Chapter Chat: Louise Gomez-Burgess	Chapter chat to list monthly WCMGA events and short summary rather than full details. Will leave room for other items.	**Action: Louise** to add links to website for event details.
Challenges and Opportunities: Susan Albright	Susan presented a summary of the Challenges and Opportunities from the December Board Meeting. Discussion followed highlighting need to focus on improved communication between Board and Chapter and between Chapter and Program. Marilyn's suggested overarching focus questions re community outreach were added to the summary.	**Action: Susan** to attach summary to board minutes. **See Document 1.**
Demo Garden: Sue Ryburn, Susan Albright	Summary of the Demo Garden Timeline was sent out to Board Members prior to meeting. General agreement that the timeline provided helpful information about the process	**Action: Susan** to email DG proposal to Board by Feb. 2, asking that any clarifying questions be sent to Susan by Feb. 6. Susan will compile

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	to date. No questions. Discussion of Jane Miller's Dec. 8th letter. Points in letter reiterated the need to focus on improving communication. Demo Garden written proposal due to Susan by Feb. 1, 2018. Demo Garden discussion to be at March 19, 2018 Board meeting when all Board members can be present.	questions and send to Bill with request for written response by Feb. 15.

Meeting Adjourned: 12:04pm

Next Board Meeting: Monday, February 12, 2018, 10am-12pm, OSU Extension Office
January Chapter Program & Meeting: Tuesday, February 6th, 2018, 6:30pm-8:30pm
Speaker: Bob Falconer Topic: Sex and the Single Flower

Respectfully submitted by: Marti Farris, WCMGA Recording Secretary

Approved by: Susan Albright, WCMGA Chapter President 1/17/2018

DOCUMENT 1

CHALLENGES/OPPORTUNITIES

How well are we serving our Washington County community? What do we already do? What more can we do?

Awards & Recognition

- Chapter Awards & Recognition – need to do more, and update & communicate policy – Marilyn B to pull together team to review and propose ideas
    - Maybe monthly "kudos" in Chapter Chat
    - Share MGs of Note at each Board meeting. Keep chart. Send thank you note.
- Search for Excellence and OMGA level awards: Chapter MG of Year and Behind the Scenes

Board Recruitment

- Great new board but difficult to fill board vacancies – consider revising term lengths/rotation?

Communication

- Insufficient internal communication
- Some members want more and accurate info about… chapter events??
- Untimely responses
- Trouble getting directory out last year
- Some siloing in the chapter – Gardens, phone clinic – What can we do to increase cross pollination?
- Give members more information on how to access Chapter Chat, IGS, & other items on website

Chapter Chat

- Getting responses in a timely manner or at all
- Making sure information is accurately and timely reported
- Understanding the nuances of the Master Gardener organization
- Intro to Board members – photo/short bit of info

Membership

- Intern recruitment and retention an ongoing challenge
- Dedicated intern liaison from previous year's class
- Greetings at meetings

Publicity

- Unclear about purpose/vision for chapter
- Need consistent branding image for the public
- Need some strong tag lines for publicity internal and external – something that speaks to people's interest and values: e.g.,
    - Gardening info for healthy soil, plants, pollinators, food, people, and the planet/PNW, Research-based info from OSU (these are just starting ideas)
- Communication/ publicity timelines
- Provide sample publicity templates on chapter web page, include logos, font information

Review and update

- Chapter's Financial Policies
- Committee Lists and Board Member Committee Assignments (Section 4 in binder)
- Board Member Descriptions
- By-laws and Standing Rules

Other:

- Demo Garden decision in March 2018
- Growing Gardeners Themed Mini-college in July 2018 (Linfield College, McMinnville)
- We can now print WCMGA business/project materials at the Extension Office again
- WCMGA Wash Co Fair presence in 2019
- Plant Sale 2019 – no longer able to sell donated plants from yards
- OMGA Grants

DOCUMENT 2

Treasurer's Report, January 8, 2018

Bank Accounts.

Kathy Nokes, Susan Albright and I (Marilynn Turner) met with a banker at Wells Fargo bank on January 2, 2018, to transfer signing authority over three Washington County Master Gardener Association bank accounts: one checking account, one savings account, and one CD. Ruth Robinson, retiring Treasurer, and Kimberly Culbertson, retiring President, were removed as authorized signers from the chapter's accounts. Marilynn Turner, incoming Treasurer, and Susan Albright, incoming President, were added to the bank records as authorized signers on the chapter's accounts. The bank needs one or more board members designated as "key executives" of the chapter.

I move that the board remove Ruth Robinson and Kimberly Culbertson as "key executives" and name our President, Susan Albright, and our Business Manager, Kathy Nokes, as "key executives."

Financial Position.

As Ruth reported at the chapter meeting, the chapter is in a strong financial position going into 2018. The chapter has about $44,400 in the bank as of January 1, 2018. That's over $4,000 more than the beginning of 2017, and over $13,000 more than the ***planned*** budget for 2017.

We had lower expenses than planned (roughly $6,500):

- $2,000 of the budget difference is accounted for by a project that was not undertaken. (underserved communities project).
- Almost $1,000 of the budget difference is accounted for by the PCC Rock Creek project. That was not yet ready for expenditures in 2017.
- The rest of the budget difference was spread over various activities and reflected the good stewardship of those who managed each activity's budget.

We had greater income than planned (roughly $7,000):

- On the <u>income side</u> of the ledger, the Intel grant and member contributions were significantly more than planned.

Fiduciary Responsibilities

I want to take the few minutes remaining of my time to touch on our fiduciary responsibilities as WCMGA Board Members. The principle role of the board is stewardship – careful management of the chapter's assets – financial assets, physical assets, volunteers – to assure that the chapter's resources are used to fulfill our mission. Fiduciary responsibility is usually described in the law as three duties of trust:

1. Duty of care
2. Duty of loyalty
3. Duty of obedience

Duty of care – this will come as no surprise.

- Active Participation
  - Attend meetings, read the minutes, evaluate reports
  - Participate in organizational planning and decision-making
  - Oversight of the chapter's financial affairs
    - Evaluate financial policies
    - Approve annual budgets
    - Review financial reports – particular attention to the activities (line items on the statements) each of us oversees.
  - Oversight of those activities that support the mission
  - Duty to seek information and investigate problems
  - Investigate warnings of theft of mismanagement
- What is the standard of care we are being held to? The care an ordinary prudent person would exercise in like circumstances.

Duty of loyalty

- When acting as a member of the board, we have a duty to put the interests of the organization first, before personal interests, professional interests.

  - Conflicts of interest- huge topic for nonprofits. I'll just make a couple of points
    - Classic case. Say I'm the board member in charge of publicity and I happen to have a daughter who owns a printing company. The chapter needs signs printed. So, I engage my daughter's company to do the work. Anything wrong with that? Maybe. Maybe not. It depends. As board members, we need to be alert to any transactions or arrangements that provide a material benefit to a board member. As fiduciaries, we have a duty to ask questions.

- No loans to board members/volunteers. We don't make loans, do we? Say I conduct a fundraising activity on behalf of the chapter and collect $1,000 in cash. But I'm too busy to get the cash to the bank or to the treasurer and hold it in my bureau drawer for a couple of months. Has the chapter made me a $1,000 loan? What if I take a plant sale plant today and pay for it next week or next time I see the treasurer? Trivial. Yes. But did the chapter just extend me credit? We need to think about these things as fiduciaries.

- Board members of small nonprofits wear many hats.
  - All of us are engaged in day-to day activities of the chapter, as well as serving on the board.
  - Our particular work on a MG project, whether it's one of the gardens, or speaker's guild, or teaching classes, becomes our focus for what it means to be a Master Gardener.
  - When we gather as a board, however, we need to step back from day-to-day activities and put our personal interests in the background. We are fiduciaries of WCMGA as a whole. We have to make decisions on the basis of what is best for the chapter as a whole.

Duty of obedience

- Board members have a duty to follow WCMGA governing documents – By-laws, Standing Rules, Financial Policies. The board members create the documents, they know what's in them, and they follow them.
- Decisions of board members must support the chapter's mission.
- Board members must ensure compliance with federal and state law/regulations, including tax regulations.
  - Payment of $600 or more in a calendar year to an individual or unincorporated business for services or as prizes or awards requires IRS reporting. (Other transactions requiring reporting would be less common for us)
  - Board members can be held personally liable for failure to report.
  - All of us need to be aware and alert to any payment for services.