

**Inland Northwest Land Conservancy  
Board of Directors' Meeting Minutes  
May 21, 2018**

Board members present: Michelle Anderson, Todd Beyreuther (by Zoom), Mike Currin, Rob Lindsay, Rod Price, Yvonne Smith, Jake Williamson

Board members absent: Carl Griffin, Tom Bradley

Staff present: Dave Schaub, Vicki Egesdal

Quorum having been achieved, Rod Price called the meeting to order at 3:35 PM.

**March board meeting minutes**

Upon motion duly made, seconded, and passed, the Board approved as written the previously distributed minutes of the March 2018 board meeting.

**April financial report**

Jake Williamson reported that cash on hand is trending downward. Transfers of \$8K from the stewardship fund and \$72K from the board restricted fund will happen this week. A/R is still relatively high due to outstanding pledges for WWWI sponsorship. Expenses are in line with budget, revenue is off. New operating income is about \$30K off compared to budget. Dave thinks individual giving to operating will improve in the future because we are currently in the lag time from when little donor development and outreach happened.

Upon motion duly made, seconded, and passed, the Board accepted the March and April financials as presented.

Rob Lindsay and Yvonne Smith joined the meeting during the discussion of the financials. Rob Lindsay as vice president ran the rest of the meeting.

**Board Evaluation**

Dave reported that board evaluation is a standard best practice for nonprofits. Board members should fill out the self-evaluation themselves and share the results with Carl Griffin. The board conducted the evaluation of the board as a collective activity. Rob guided the board through the 12 items.

Having the ability to participate by conference call and Zoom helps attendance. 2017 attendance averaged 81 %, but 2018 so far only 67 %. Dave will send a Doodle poll to the board to see if there is a better time for the meetings.

Dave asked if receiving the board packet on the Friday prior to the meeting is sufficiently in advance. The consensus was generally yes, unless there is something particularly important the board should have more time to review. In future staff will send out the board packet as one PDF but without the maps. All

documents for the board packet (including maps) will be posted to the board website. Dave will still put the link to the board website in the reminder email to the board.

Dave asked if board members feel they are being involved to the level they want. Consensus was that board meetings are good overview and committee meetings are an opportunity to dig deeper. The agendas are clear and inform the board as to what's going on. It was noted that at one point the board was too high level and not sufficiently aware of what was going on. Now there is a good balance with the executive director engaging the board.

Mike doesn't think that meeting every other month for 1.5 hours is sufficient time. The agendas are very packed. It was suggested that we drop the reporting and have more consent agenda items that are quickly passed. This will require the board to come to read the materials in advance of the meeting.

The board has been very forward thinking for the past couple of years – with extra engagement outside of board meetings. The committees are forming and becoming more active. During the time before Dave there was a lot of heavy lifting by the board.

So far during Dave's tenure the direction of information is staff to board. Dave doesn't feel he is leaving meetings with clear direction. The board has confidence in Dave and staff. Dave would like to see the board engaged in strategic planning.

The results from the board evaluation is attached.

Board members are to do the self-evaluation. Carl will follow up with them on that.

Dave will send a Doodle poll to see if there is a better date and time for the board meeting.

### **Executive Director Report**

New Priorities Foundation grant – Dave Schaub reported that INLC was awarded a 3-year \$50K/yr. capacity building grant to help add a community conservation person to our organization. Dave will post that job and hopefully fill it in July. This person would focus on trails and park expansion work to supplement Chris's habitat conservation work. Would work with partners to expand public land conservation. Dave has a candidate in mind. Will still post and interview though. Will use the grant to leverage other grant moneys. Dave met with the Johnston-Fix Foundation – received a verbal commitment for \$10K/yr. for 3 years. Dave will also ask INWCF and HDR for support for the Olmsted 2.0 park expansion and connection process. Riverside State Park, Spokane City Parks and Spokane County Parks are working on a park plan for next century. Looking for gaps between parks and connecting them – also trails to get people to the parks. Michelle suggested that Dave reach out to Otto Klein, Spokane Indians owner.

Metrics – Dave Schaub presented the metrics graphs. Jake asked if there's another metric besides acres protected to use that is more relevant.

Vicki will add the number of properties protected and look for other ways to measure impact.

Opportunities for engagement – Dave talked about Conservation Connections events. Staff will come to your office or club or home to do one for your friends or colleagues. This is how we are going to grow our supporters and funding. Dave is doing a “road show” as well. The next in-office events are June 12 at 4:00, June 26 at 8:00 am, July 12 at 4:00 pm, July 24 at 8:00 am. Stargazing event is tomorrow at Fish Lake. INLC is holding two stakeholders meetings with habitat professionals and water professionals on June 27.

Dave suggested making the July board meeting a social event. Meet Friday July 20? Or earlier that week? Could meet on the Brewftop (above the Saranac).

The next board meeting is Tuesday, July 31, contingent on Carl’s schedule. Dave will confirm.

Dave will present the budget for approval at July meeting, but the board could have email dialog in advance.

Walla Walla Wine Invitational – Dave Schaub noted that the event was a success by a number of measures. Net \$10K which is \$1K better than last year. Opportunities to improve it for next year – will shorten and compress the day’s activities. Dave got to meet with Tom Reese from HDR, a good connection, plus other people. It is staff’s responsibility to continue relationship building between now and A4C September 21. It was suggested that we could insert more connection between good wine and our work. The event has to be profitable and advantageous for the wineries. Next year’s revenue growth is projected to be from additional sponsorships and more ticket sales. It may be advantageous to comp some folks if it would be useful to have them there. Can we demonstrate how our work trickles down to Walla Walla? Yvonne suggested there could be more money made from raffle by breaking up the wine packages and the stock your bar package. Also, could we have a Walla Walla weekend package to raffle or auction? Could we use one of the on-line applications for auction bidding for people who cannot attend? John is giving INLC a 10% kick back of the sales from the event.

Appetite for Conservation 2018 is September 21 – please put that in your calendar.

Conservation Planning – INLC holding stakeholder engagement meetings facilitated by Rob Sendak, who works for WWRC.

### **Sacheen Springs conservation easement**

Rod Price recused himself from voting because he works for Avista (the landowner). Dave presented the project summary sheet. We can bring tours to the land, but it won’t be open to the public. Land not likely to be developed because Avista purchased it with FERC relicensing money. Jake asked if INLC is adding value by protecting it with a conservation easement. Dave said the conservation easement adds legally binding permanent conservation.

Upon motion duly made, seconded, and passed, the Board approved accepting the Sacheen Springs conservation easement as presented in the packet. (Rod Price did not participate in the vote.)

**Kamberos conservation easement**

Dave reviewed the project summary sheet. The land is right on Hwy 41 by Rathdrum. This easement would be a buffer for the city of Rathdrum. The land has been logged, but it will grow back. There is a forest management plan in place.

Upon motion duly made, seconded, and passed, the Board approved accepting the Kamberos Trust conservation easement as presented in the packet.

After the vote, Dave noted that the Kamberos Trust is making a \$100K contribution to our stewardship fund per Mary Kamberos' estate plan.

**Idaho Club land sale**

Alex Murray, realtor for the Idaho Club, suggests listing the main parcel as one parcel for \$2.4M based on listing of nearby property at Hope, ID. Idaho Club has more amenities than the Hope property. The Executive Committee recommends listing the property through Alex Murray for no more than 1 year. The Executive Committee has not made a recommendation on what the minimum price is. Murray is to bring us all offers. If Murray is dual agent, he'll knock 1% off his commission. Jake asked if we plan to put a conservation easement that restricts it to one home. The Executive Committee has discussed but not fully decided. May keep it open to discuss with a potential buyer. Bill Haberman made it clear he doesn't want to see more than 2 houses on this parcel. Mike asked what the broker suggests. Probably do something similar to what the Idaho Club allows – in terms of small building envelope. Land was donated as trade land, but may want to be mindful of the restrictions on the property. What is the risk of the land being intensely developed? Today's question: does the board approve listing the land with Alex Murray? Second question: who does the board authorize to make a recommendation on what the easement should look like and when the easement should be put in place (with or without buyer input)?

Upon motion duly made, seconded, and passed, the Board approved hiring Alex Murray as our realtor for up to one year.

Upon motion duly made, seconded, and passed, the Board authorized the executive committee to decide whether to do an easement and the extent of the restrictions.

Discussion of what to do with the proceeds is premature at this point.

**Tapping Special Projects Fund for Andrews easement baseline**

In order to complete the Andrews easement in a timely manner, they need to hire a consultant to do the baseline. Staff requests permission to tap the special projects fund to cover that cost. The family would reimburse INLC when the property sells.

Upon motion duly made, seconded, and passed, the Board approved tapping the special projects fund to cover the cost of easement baseline.

**Rimrock to Riverside**

Dave gave a status update and his proposal for R2R Financing:

- Goal: Ownership/management by Spokane City Parks department
  - Park board land committee, full board – IN PROCESS
  - Mayor and City Council President are supportive
- Most likely path to City Ownership is via County Conservation Futures Purchase
  - Project will rank highly under single ownership
  - Bring as an “Unforeseen Opportunity” outside the normal cycle
- Most likely path to single ownership is via INLC
  - Conservation Fund Loan
  - Public Capital Campaign
  - WWRP

City parks is interested in owning some of the properties, but they don't have the money to purchase. Varied habitat, mima mounds, connection to Riverside State Park. According to Paul Knowles this would be a good “unforeseen opportunity” for Conservation Futures. It may even bump projects ranking higher if it is in single ownership. Dave is talking to Conservation Fund about a loan. Would also need to do a public capital campaign (a portion of which goes into operations to cover our costs for doing this project). Another funding option is WWRP. Mike wondered if we could have this together enough to present at A4C for the paddle raise – including \$\$ for operations. Michelle suggested “selling” sponsorship of the area. The Conservation Fund would extend a line of credit to buy parcels as they become available. Dave seeking board approval of this strategy and to work with Conservation Fund for loan terms to bring back to the board. It would about \$1.2M for the 10 parcels. A possible strategy is to have the landowner protect their land with a conservation easement prior to our purchase. The question arose about what happens when City Parks acquires it with an easement. Todd wants a bullet point in presentations to partners about transfer of development rights.

Consensus: The Board authorizes Dave to continue to look into funding opportunities and proceed with this project.

Todd Beyreuther left the meeting.

### **INLC account structure**

Dave introduced proposal to rename existing funds and clarify the use of the different funds- especially the board restricted fund.

#### **Current**

Endowment: ~\$55K  
Board Restricted: ~\$1.3M  
Stewardship: ~\$460K  
Special Projects: ~\$55K

#### **Proposed**

Endowment Grow it through capital campaign  
Operations Fund (quasi-endowment)  
Stewardship Fund  
Conservation Opportunity Fund

Dave wants to grow the Conservation Opportunity Fund, but his big focus is to grow the Operations Fund to provide income to cover staff and admin costs.

The board will revisit the proposed changes at a future meeting.

**FY 18/19 Budget Overview**

Dave Schaub presented his proposed budget for FY 18/19 for board to review/discuss in advance of July meeting when board will be asked to vote. Dave included our professional fees for doing basin trustee work. Did we put the program expense in the budget? Dave will revise the budget. Budget reflects adding a new staff person. Added more money for marketing (videos, website improvements, digital marketing support, etc.). Jake suggested board would generally be in support of proposal as long as keeping the transfers from board restricted and stewardship to 5% or less. Dave's proposal is 4.5% - which is half of what we did last year. Dave wants to grow our investments to fund operations into the future.

Upon motion duly made, seconded, and passed, the board accepted the budget as proposed pending further discussion by email in June.

The meeting was adjourned at 6:15 PM.

Respectfully submitted,

Vicki Egesdal  
Recording Secretary

# INLC Board Evaluation<sup>1</sup>

	Excellent	Average	Needs Work
1. How is attendance at board and committee meetings?		✓	
2. Do board members come to meetings prepared, having read and thought about materials in advance?			✓
3. Are agendas planned so it is clear how the <u>board supports the organization</u> to reach its goals and how it <u>ensures the sustainability</u> of the organization? <span style="color: red;">↔</span>		✓	
4. As a board, do we encourage vigorous debate, make time for questions, and promote a culture that values all perspectives in our discussion?	✓		
5. Do our ED and Board Chair work together as a team and effectively communicate with each other and with the other board members?	✓		
6. Are board meetings structured so that there is time for open discussion on a topic, building engagement and identifying a <u>forward-looking action</u> or <u>response</u> ?		✓	-
7. Is there a balance between actions approved by board vote and advice and counsel provided to the ED? <span style="color: red;">↑ feedback in transition.... from BOD to ED</span>		✓	
8. Is there clear responsibility and a process for resolving differences between our board and ED?		✓	
9. Do we as individuals and as a board demonstrate our respect for our peers and the ED to reinforce our common agenda?	✓		
10. Does our board accept and agree that consensus does not imply "winners" and "losers"?	✓		
11. Does our board use committees and task forces to address difficult issues before consideration by the full board?		✓	-
12. Are there lighter moments at each board meeting and opportunities to get to know our fellow board members as individuals?	✓		
<b>TOTALS</b>	<b>5</b>	<b>6</b>	<b>1</b>

<sup>1</sup> Adapted from William A Mott, Ph.D., "Consensus and Teamwork -- Two Worthy and Connected Goals for Governing Boards". Dr. Mott is the author of *The Board Game: A Story of Hope and Inspiration for CEOs and Governing Boards*.