

# MWCA Board of Director's Meeting

## October 12 & 13, 2017

### Butte Copper King

## Minutes

Call to order Amber called the meeting to order at 1:07 pm

Board members present: John Moodry, Pam Barnett, Jill Allen, Kellieann Morris, Jesse Scott, Amber Burch, Tracy Mosley, Clay Petersen, Dale Butori, Stone Tihista, Judith Anne Vincent, Norma Borgstrom, Jane Mangold, Monica Pokorny & Adam Sieges.

Guests present: Margie Edsall and Taylor Nelson.

### 2017 June BOD minutes approved

Jesse moved to accept the minutes from the June webinar. Dale seconded. Motion passed unanimously.

### Financial and IRS 990 review

Becky reviewed the current budget and noted that Wendy had not input budgeted amounts for restricted accounts. She would get that done and present it to the board. Becky reported that the finance committee had reviewed the 990 with Wendy Weissman and there were several changes that needed to be made. Becky would work with Wendy and Diedre to get those corrections made. Jane requested that it be noted in the minutes that the entire board reviewed the 990 and the E-committee is to give final approval after corrections are made. John moved that the Executive Committee make final approval of the 990. Dale seconded. Motion passed unanimously.

### Review of strategic plan and yearly objectives

Amber and Becky reviewed the plan and objectives for the year. The *website* will be completed by a professional soon. We have lost about 200 *members* since Diana left, so Becky felt we were failing in this area due to staff turnover. Tracy and Becky are working on getting the *succession plan* completed, but participation by work group members has not been great. *Staff policies* have been updated. Since Kaaren left and chaired the *direction work group*, Becky will now take that over and move forward with a working group. Amber reported that there has been little interest in developing a *fundraising* work group much less getting any ideas for fundraising. Becky was asked to approach Mountain Sky again for the possibility of a golf fund raiser.

### Committee, work group and area council reports

The *executive committee* has had a few meetings and has worked to determine roles and responsibilities of the committee. The *finance committee* has been more active this year, holding a face to face meeting to review and create the budget line by line this spring, then to review the 990 with Wendy Weissman. The *governance committee* hasn't been real active; Kellieann worked on the conference cancellation policy with Becky. The *public policy committee* hasn't been active, but will be meeting soon to discuss the vehicle fee and 2019 legislation. The *special projects work group* has not been active, but will be working to have a successful silent auction at the conference. The *coordinator support work group* is working on a grant to hold new coordinator trainings and revise the coordinator handbook. The *IWM work group* has not been active. The *annual conference work group* has been very active planning for the 2018 conference. The *awards work group* will be active once award nomination letters are submitted. The *succession planning work group* was not having luck in getting this document completed. Tracy asked the board to be able to work with Sage solutions to complete an emergency succession plan before the January meeting. Funding was available in the budget and the board agreed this would be a good move. The *publications work group* has been active reviewing publication sent out by Becky. Jill asked that the ballot for the members also go out to the editing committee. The *MWCA direction work group* is looking to re-do the MACo survey with coordinators and possibly ask members what they want from MWCA. It was also asked that members be approached with what kind of fundraising they would "buy into." The *website revision work group* has

been inactive, but Becky explained that Kaaren had been let go and her contract null and void. Becky had been looking at a professional company to get the website completed and up and running by Dec 1. She had a bid by a company in Bozeman and had met with them and presented the quote to the board. **Dale moved to have Becky move forward with having Bozeman Interactive to finish the website. Tracy seconded. Motion failed unanimously. Discussion: John stated to abide to the policy we need to get price quotes or comparative pricing from at least three businesses. John moved that Becky go out for three quotes/comparative prices for re-designing the website and to give the Executive Committee the authority to select the designer and to move funds between line items for payment of the service. Stone seconded. Motion passed unanimously.**

#### **Staff updates and action items**

Becky had recently submitted her staff report to the board so she didn't have much new to report. She stated to the board that after going through 5 staff members in two years that she would just as soon work alone and see where the areas of help were truly needed. She also felt that contracting work out where necessary was how she would prefer to operate at this time and that she would rely on board volunteers heavily for the annual conference.

#### **Staff policies updated**

Becky and Amber reviewed a couple of key points of revision within the employee policies and that the recommendations were made to approve of the draft employee policies. **Tracy moved to accept the recommendations from the Executive Committee on the revisions to the MWCA Employee Policies. Jesse seconded. Motion passed unanimously.** Tracy stated she would provide some grammatical edits to clean the document up.

#### **Executive Director compensation**

Becky left the room for the board to discuss compensation for the executive director. **John moved to accept the recommendation from the finance committee to assess a cost of living allowance (COLA) for the Executive Director position each year at the Fall board meeting based on the final 990 figures. Jesse seconded. Motion passed (7 yes- 3 no)** Discussion: the concern for the "no" votes was the timing (Fall board meeting). **Jesse moved to reconsider previous motion. Stone seconded. Motion passed unanimously. Dale moved to have the finance committee bring a recommendation to the Board annually at the January board meeting for a cost of living allowance (COLA) for the next fiscal year for the Executive Director position based on the Montana Bureau of Business and Economic Research figures through University of Montana. Jesse seconded. Motion passed unanimously. John moved to give the Executive Director a 1.26% cost of living allowance retroactive to July 1, 2017 and to allow for adjustments in the budget. Norma seconded. Motion passed unanimously.**

#### **Reserve funds**

There has been much discussion of reserve funds over the past year. A definite policy is needed regarding how much to set aside for emergencies or capital expenditures. The following statement was presented to the board to amend current policies:

*The financial objective of MWCA is to establish a temporary financial reserve restricted account to be used for unexpected expenses, upkeep, or emergency situations. The fund will be a minimum of 25% of the budgeted expenses, and funds are to be calculated and transferred after budget approval each year. The board needs to authorize any disbursements from this fund.*

#### **Part VII**

##### **C. Finance Committee**

9. *Develop long-term financial plans for the Association, including investment of excess funds when necessary. Establish a 25% temporary financial reserve restricted account of the regular operating budget for future Association needs,*

Stone moved to amend the language in the reserve funds policy--- Part III section H #1 and part VII #9. Norma seconded. Motion passed unanimously.

### Annual conference update

Jill & Becky reported on the progress of the conference. There were still a lot of holes to be filled, but it was coming along. Becky reviewed the draft agenda with the board. She asked that a single day registration fee be reinstated at \$100 for Wednesday's sessions. It would not include the banquet dinner. This would also require two different sessions for credits. Pam Barnett moved to reinstate one-day registration for Wednesday of the annual conference with a registration fee of \$100. Jesse seconded. Motion passed unanimously.

### Cancellation policy for AC

Kellieann presented a copy of the draft policy for bad weather that would be added to the current policy:

#### Inclement Weather for MWCA Annual Conference Policy

In the rare instance that inclement weather is forecast to impact an event, the following will apply:

- No refunds will be issued for any non-attending registrant, regardless of the severity of weather, if a majority of registered meeting attendees (50%) are present at the event. Discussion: Problem with eastern folks not being part of a majority due to state demographics. Statement taken out.
- No refunds will be issued unless required by government agencies or venue closure, i.e. emergency travel only is issued by MDT. Discussion: it was felt by the board that MT Dept of Transportation was governing authority for this particular issue.
- MWCA will not terminate an event once it begins. If an event must be terminated because of a government action or venue closure, MWCA will not refund registration fees for the event.
- If, prior to beginning, an event is cancelled or rescheduled, registered groups will be given the option to attend a rescheduled date, transfer to another location on the same tour or receive a refund of their registration fees less the hard costs of the conference per attendee (see note below). MWCA is not responsible for any expenses the registrant may incur outside of registration costs paid to MWCA.

Dale moved to accept the "Inclement Weather for MWCA Annual Conference Policy" that was presented with the recommended revisions. Jesse seconded. Motion passed unanimously.

### Executive Committee Roles and Policies

Amber reported that in April, the committee was tasked with defining the roles and transparency of the committee to the board. The purpose of this task is to maintain transparency between the executive committee and full board for business taking place outside of a normal board of directors meeting and to provide a clear line of communication between executive committee and board of directors. The following was presented to the board to place in policy:

#### Duties of Executive Committee:

1. Complete a yearly written evaluation of the Executive Director
2. Provide recommendation for Executive Director compensation
3. Advise Executive Director

#### Procedures to provide transparency of Executive Committee to Board of Directors:

1. If the Executive Committee makes a decision in the absence of the board, the full board will be notified of decision immediately via email.

2. Whenever possible, if a decision needs to be made between board meetings the full board will be involved in the decision-making process via email. Board members will have a set time frame to respond with discussion and then a vote will be asked. Timely response is necessary. Quorum will be based on number of those responding.
3. Minutes from any Executive Committee meeting will go to the full board in a timely fashion.

**John Moodry moved to accept recommendations from the Executive Committee to change policies with the mentioned edits in regards to duties and roles of executive committee. Tracy seconded. Motion passed unanimously.**

#### **Update on membership cards**

Becky passed around the cards that had been digitally printed on the front, but she asked the board for input of what exactly should be put on these cards. **Jill moved to print the member's name, affiliation/ title, membership number, membership expiration month, county/area council and MWCA phone number. Tracy seconded. Motion passed unanimously.** It was left to Becky to design the cards based on what the board recommended.

#### **Calendar picture criteria**

Becky reported that a member had complained about the current system being used to select calendar pictures. Becky explained the way the current pictures are chosen and the variables. **Jesse moved we have the Special Project work group determine the calendar "picture pickin' process" criteria and bring the recommendation to the January 2018 board meeting. Pam seconded. Motion passed (10 yes - 1 no).**

#### **MACO Rep reports**

Two reports were submitted from the MT Association of County Commissioners Agriculture Committee and Land Use Committee to the board for review.

#### **MWCA Representative Appointments for 2018**

The MWCA Rep for Noxious Weed Trust Fund Jack Eddie (retiring in December as a weed coordinator but wants to stay in the position) His term expires this year. The board agreed that Jack would remain in that position as long as he maintained his MWCA membership upon retiring.

The MACO Reps are as follows: Karen Laitala - MACo Transportation Committee (would like to remain in this position); Amy Adler - MACo Ag Committee (would like to remain in the position), Pam Converse - MACo Land Use Committee (would like to remain in the position) and Jack Eddie - MACo Public Lands Committee (does not want to stay in this position). Becky will put out the call for letters of interest for this position and those letters will be submitted to Amber who will appoint this position.

#### **Board orientation for 2018**

Becky asked for board input regarding board orientation. Over the past three years, we've had all face-to-face meetings, then we've had a mix of face-to-face and webinars. There are pros and cons to each of those types of meetings. The board felt a mix of face-to-face and webinar would be good. Becky will put together some webinars to be held prior to the spring board meeting and a final orientation meeting would be held with the spring board of directors meeting. **Jesse moved that board orientation be held in conjunction with the Spring board meeting. Tracy seconded. Motion passed unanimously.**

#### **MWCA Grant Discussion for 2018**

MDA's Noxious Weed Trust Fund has changed the date of when grants are due; those grants are now due January 6. This impacts how the board reviews and determines which grants will be run through the MWCA. **Clay moved that due to lack of policy for this year (2017) that grants being run thru MWCA be submitted to the Board by December 1st. The Board will have a webinar by December 15, 2017 to review and approve the grants. Kellieann seconded. Motion passed unanimously.** For future policy, the grant process

needs to be clarified. **Jesse moved that the governance committee make recommendations for grant review and submittal at the January board meeting. Kellieann seconded. Motion passed unanimously.**

### **Noxious Weed Field Guide revisions**

Becky reported that we currently have less than 1000 books in stock. She would like to contract with Tracey Moats who designed and completed layout the first field guide for us, and she is willing to make changes and updates to the field guide again. The board decided it would be better to re-arrange the book by flower color rather than by alphabetical order and Becky reported that common buckthorn and medusahead needed to be added. There was further discussion on the timing of the reprint and the Dept of Ag's listing decisions. Becky said she would contact Dave and we would make a decision at the January meeting.

### **MWCA Board nominations and positions**

Amber reviewed the current positions that are up for nominations: Vice President, Treasurer (currently Clay Petersen), Ag Rep (currently Karen Laitala who will not run again), Industry Representative (currently Lisa Surber who will not run again), Member at Large (currently Judith Anne Vincent), SE Area Representative (currently Dale Butori and he is unsure about running again), Central Area Representative (currently Pam Barnett will not run again, termed out), NE Area Representative (currently Stone Tihista will run again). There was question regarding the appointed positions and after review it was determined that our bylaws state that an appointed position is up for re-election the next year after appointment (they may not necessarily fulfil a two-year term). Upon this determination, the Western Area Representative and a member-at-large position will also be up for re-election.

### **Other business**

Pending the discussion regarding financial changes and implications with the budget such as printer/card membership, COLA, Kaaren's payroll, contract for website and contract for Sage Solutions, the board asked that Becky amend the budget for review at our next board meeting. **Jesse moved to look at the finances and make necessary amendments at the December webinar. Stone seconded. Motion passed unanimously.**

**Jesse moved to adjourn at 12:44 pm on Friday, October 6, 2017.**

### **TASKS TO BE COMPLETED:**

1. Tax changes be submitted for correction, reviewed by board, signed by an officer and filed
2. Becky obtain quotes for website construction/completion
3. Staff policies edited by Tracy and finalized
4. Becky approach Mountain Sky about golf fundraiser in 2018
5. Becky and Tracy work with Sage Solutions for succession planning document by January board meeting
6. Becky submit ballot and materials for members to publications editing group before mailing
7. Becky work with MWCA Direction work group to regroup and refocus and to work with MACo to submit another survey update to commissioners and weed districts
8. Becky would amend policies based on board decisions made at this meeting
9. Becky will catch up on memberships and mail out new cards
10. Christy will have Special Projects work group determine calendar criteria for review at the January board meeting
11. Becky will put the call out for letters of interest for the MACo Public Lands Committee Representative
12. Amber will make that appointment by December 1
13. Amber submit a letter to MDA Director regarding MWCA recommendation for Trust Fund Council position
14. Amber notify Jack that if he is appointed by the director, he must be a current MWCA member
15. Kellieann will have the governance committee draft policy regarding Grants being run through the MWCA by the January board meeting
16. Becky will talk with Dave Burch regarding the reprint of the field guide and the MDA listing timeline for the January board meeting

17. Becky amend current budget for review at December webinar

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