

CoNPS October 21, 2017 Full Board Draft Meeting Minutes

Attending: Mo Ewing, Jessica Smith, Amy Yarger, David Julie, Denise Wilson, Lenore Mitchell, Erica Cooper, Renee Galeano-Popp, Preston Cumming, Ann Grant, Cecily Mui, Steve Olson, Tom Zeiner, Jack & Martha Carter, Chrissy Alba

Mo Ewing presided over the meeting and started at 9:00 am.

1. Pass Board Meeting Minutes from 2/4/17 – David moved, all approved
2. Status of the board: Officers vs. the Operations Committee; Information for new (and old) board members. – Mo gave background about current structure and open officers positions.
 - a. Operating Committee has been filling in leadership duties while President/ Vice President positions were vacant; this is temporary, since the bylaws state that the board is led by officer positions.
 - b. Soliciting volunteers for President and Vice President – in the past, the entire society selected officers, but bylaws state, “positions are selected by the board”.
 - i. Tom commented that many organizations have a paid executive director – this has been discussed, but finances are currently limiting. Adding part-time staff to the organization has been very beneficial for CoNPS.
 - ii. Non-profit rules – you do not have to have officers, but you do have to follow bylaws. Cecily researched this on the CO Secretary of State website. Three officers are needed in the state of Colorado: President, Secretary & Treasurer; unless further legal research suggests otherwise. Discussion ensued on whether president, vice president and secretary are still needed if the bylaws say differently. Also, a signature is needed on official documents. Mo Ewing, as Treasurer, has been acting in this capacity, and also signing the tax returns.
 - c. Vote on extending Operating Committee term as long as the Presidency remains vacant until the end of the year – Renee moved to extend the OC. If we do not have Officers, we can enable the OC to act with authority until year-end. OC will draft some amended by-laws. Erica seconded. Vote passed unanimously.
 - i. Review CO Nonprofit Act - <http://www.hindmansanchez.com/resources/pdf/colorado-revised-nonprofit-act/>
 - ii. May have to have accountable names according to state requirements – Jessica will review the Act.
 - d. Vote on amending bylaws

i. Renee asked if we would add term limits/ succession plan/ process for OC

ii. **Operating Committee will present a proposal (draft amended bylaws) at next meeting on Dec 9th.**

iii. **Include OC members as voting members of board** - Vote to instruct the Operations Committee to amend the bylaws. This was **tabled to the Dec 9th Board Meeting**. There is also the question of whether the President is in the OC, or is in addition to the OC, Operating Committee.

3. Vote on Native Plant Master Agreement. Native Plant Masters agreed to the document, and now CoNPS Board must respond.

a. Renee reviewed the controversial sections.

i. "For new CoNPS members, get a discount." The wording should read, "Good only for first-time membership."

ii. #8 NPM will include a link to the CoNPS bookstore

iii. #2 do we need to assign a liaison? Yes – Jessica.

b. Due to our agreement, we get to use their facility for our Board meetings for free.

c. Amy moved to accept; Cecily seconded. Motion accepted unanimously.

4. Vote on Conflict of Interest /Whistleblower/Code of Conduct policy for board

a. Jessica & Mo attended the Colorado Non-Profit Association event for the \$100 fee and received good legal advice. The lawyers advised a Conflict of Interest Policy and a Whistle-Blower/Harassment/Code of Conduct Policy.

b. CoNPS Board Code of Conduct 2017 Final document is attached.

c. It is to be signed every year. Every officer signs at end of year.

d. Example: A Board member proposes items to be sold on the website. That member should not participate in the discussion or voting.

e. Explanation: no retaliation for a member who, in good faith, and after

going through the appropriate channels within CoNPS, reports misconduct.

5. Vote on Whistle-Blower/Harassment. So moved by Tom; Lenore seconded. Motion passed unanimously.

6. Vote on Creation of Compliance Officer duty. There is a procedure in the by-laws for dealing with expulsion from the Board.

a. Discussion: This section was read by Jessica: The role of the Officer is to investigate. Who makes the decision?

b. Section about confidentiality – the Board should exercise discretion regarding discussion within the Board Meetings.

c. Designee and change language of Compliance Officer to Facilitator

d. Add sentence to give another direction if Compliance Facilitator is part of the issue.

e. Hold off signing document till December meeting until revisions are made.

f. Part 1H: take it out. Society may choose

g. Jessica will revise the Code of Conduct and present it again for the Dec 9th meeting.

h. Renee moved that draft new language of OC – all OC members are members of the Board. This is a by-law issue, and will be decided at the Dec 9th meeting.

7. Assign duties of running the society to members at large on the board (Please review the list of duties attached and be prepared to volunteer). - Jessica Smith

a. All Board members present reviewed Assignment Spreadsheet and accepted new responsibilities.

b. OC will have amended version of by-laws, a week in advance so that members may comment prior to Dec Board Meeting.

8. Renee Galeano-Popp, Northern Chapter President has volunteered to have her Chapter host the 2018 CoNPS Annual Conference. Voted to accept. Jen is in the lead, and Renee is on her committee.

9. Employee reviews have been written by the following: L
SEP

a. Mo Ewing – Linda Smith

Summary: Mo – Linda –she has been with us for 9 years and he cannot imagine a person more easy to work with and who takes on each challenge with enthusiasm and competence. She is the nexus of our organization.

b. David Julie – Jen Boussetot

David cannot say enough positive things about Jennifer – capable, creative and innovative, and responsible; a terrific fundraiser. PhD in Horticulture, and adds her acumen with technology; grabs it and runs with it.

10. Review the need to have the Marketing/Event Manager's position (board voted to review the necessity of this position at six months at the February meeting). All agreed that Jennifer is doing a great job, and this position is essential to the Society.

Note: Subvention is 25% of the members' dues for each chapter. Presidents come to Board with additional funding requests.

11. Jack and Jen's book proposal – we need full board buy-in for this. Jenny Neale: should this be a Mission Grant Fund Request?

a. Benefits of this book: Book < 300 pages; fits in a backpack; appeals to lay persons; no competing book for Four Corners; updating a book that has had 3 printings of a total of 7,000 books; fostering good relationships

b. How to finance the printing of \$10,855? It would come from CoNPS unrestricted funds.

c. Denise moved to fund initial printing of book of \$10,855, providing that the specifics of the proposal are followed, and that CoNPS bookkeeping tracks profitability of this particular book. Jessica seconded, and motion passed

unanimously.

d. Timing – Jack says 2 months to press, and likely about 5 months to get to us.

12. Status of the Aquilegia editor – Jessica Smith^[LSEP]. We have two volunteer editors, Mary Menz and Kelly Ambler.

13. Discussion about the need to recruit chair people for the Horticulture and Restoration committees.

a. Ann Grant has volunteered to chair the Horticulture Committee. She may consult with other members of the Board to coordinate efforts. Wants the committee to be active again.

b. Renee has requested to continue the Restoration Committee. She recapped the history for the past year. Her suggestion is instead of being a committee, let's be a resource for referral to County Extension.

c. Erica Cooper representing the Boulder Chapter members who feel that CoNPS has shifted it's focus to horticulture or native plant gardening. In actuality, members do not turn out for events. Strategic Planning needs to address this issue, and the following.

d. Renee – Pollinator Project – from CDOT presentation met with Xerces Society and entomologist Whitney Cranshaw. In early conceptual stages, it would map in advance Pollinator Habitat, it would plan around the pollinator information, and inform the projects. Two pilot projects – we can endorse

- 1) How to go about – protocol or methodology for determining which pollinators, what they need; opportunity for botanical influence
- 2) Opportunity to provide volunteers

e. High Line Canal- Chrissy will write a blurb for Aquilegia. Jennifer's goal is to find experts within the membership, and those people work through the Society. Develop a list of Technical Advisers for this purpose. Jessica suggested we table this to December.

Meeting was adjourned at 12:37pm.