



## Trustee Meeting Minutes

**Date & time of meeting:** September 2, 2015, 10:00am Central Time via webinar

**Attending:** Randall Miller, Chairman; Brian Sayers, Vice Chairman; Ray Henning, Treasurer. Trustees: Brent Asplundh, Jim Barborinas, Hallie Dozier, Barbara Fair, Steve Geist, Will Nutter, Roger Phelps, Mike Robinson, Bill Schleizer, Jim Urban, Jeff Wilson, Tom Wolf, Al West, Chairman Emeritus. J. Eric Smith, President/CEO, Staff: Mary DiCarlo, Karen Lindell, Carol Holmes, Barb Duke

**Excused:** George Hudler

**Guest:** Paul Fletcher

Meeting call to order: Chairman Miller called the meeting to order at 10:00am. Randy welcomed the board including new trustees and new TREE Fund President/CEO J. Eric Smith.

Consent Agenda: Trustees were asked whether they would like any items removed from the Consent Agenda and added to the meeting agenda. The Research Committee Chair Report was removed from the Consent Agenda, as it was not submitted. Motion was made by Steve Geist to approve the Consent Agenda as amended. Motion was seconded by Jim Barborinas. Motion carried.

Consent Agenda items:

- Minutes from 5/4/15 trustee meeting
- Treasurer's Report, 2Q financials T&P, Chicago Community Trust Report
- President's Report (prepared by staff)
- Governance Committee Report
- Development & Communications Committee Report
- Liaison Committee Report
- Council of Representatives Report
- Board Member Service Options document

Debrief of TREE Fund Events at ISA Conference: Karen Lindell gave a brief overview of the live and silent auctions held in Orlando. She thanked trustees for their support. Highlights included an increase in the number of Golden Tickets sold: 65 (previous years maximum 50 printed); Raise Your Hand cash call exceeded previous years and raised \$14,350 for research. Split the Pot Raffle winners: Mark Hoenigman, Rich Mitchell and Lauren Lanpher won almost \$1300 each. Revenue was down from last year. Trustee Asplundh suggested getting monetary contributions from Altec and Terex. Development Committee has been tasked with creating a list of industry suppliers to tap for donations. Treasurer Henning suggested getting Altec and Terex employees on committees and eventually become trustees. Karen's Auction Summary report is posted with the Board Meeting Materials on the TREE Fund website Trustee Toolbox.

Governance Committee: Motion was made by Treasurer Henning to accept Paul Fletcher as Trustee to complete Trustee Robinson's term beginning October 1, 2015 and ending December 31, 2016. Paul will then be eligible to be elected for 2 3-year terms. Motion seconded by Vice Chairman Sayers. Motion carried.

Motion was made by Trustee Dozier to elect Brian Sayers as Chairman-Elect effective January 1, 2016 for a 1 year term. Motion was seconded by Trustee Schleizer. Motion carried.



Motion was made by Trustee Dozier to ratify electronic votes to elect trustees: Barbara Fair, George Hudler, Jim Urban and Tom Wolf. Motion was seconded by Trustee Geist. Motion carried.

Motion was made by Trustee Dozier to ratify electronic votes to award Jack Kimmel International Grants to:

- Dr. Oleksandr Gromyko, Ivan Franko National University of Lviv, Ukraine “Screening of actinobacteria for activities that protect trees against bacterial and fungal diseases”
- Dr. Manuela Baietto, University of Milan, “Effect of root-stimulating treatments on physiologic and growth performances of Platanus x acerifolia and Ulmus pumila seedlings”
- Dr. Haiying Liang, Clemson University, “Development of molecular markers for redbay (Persea borbonia L.)”

Motion was seconded by Trustee Barborinas. Motion carried.

Motion was made by Trustee Geist to ratify electronic votes for John Wright Memorial Scholarships awarded to: Jamielee Kempton at Windward Community College/University of Hawaii at Manoa, Fran Ward Women in Arboriculture Scholarship to: Taylor Souders at Pennsylvania State and Horace M. Thayer Scholarship to: Harley Heichel, Pennsylvania College of Technology. Motion seconded by Trustee Dozier. Motion carried.

Motion made by Trustee Wolf to ratify electronic votes to approve the Bob Skiera Memorial Fund Endowment Agreement and Safe Arborist Endowment Fund Agreement. Motion seconded by Trustee Asplundh. Discussion ensued regarding concern about committee structure and control over funds. Motion carried.

Auction Item Guidelines: Trustees agreed that the Governance Committee will propose a Gift Acceptance Policy with regard to potential liabilities and bring further action to the board.

Finance Committee: Treasurer Henning stated that TREE Fund is in a financial position to be able to offer the Research Fellowship of \$100,000. President/CEO Smith and the Finance Committee will make a recommendation to the board to be voted upon at the December 8<sup>th</sup> trustee meeting. If approved, the RFP will open 1/1/16.

Research & Education Committee: Trustee Dozier stated that a Research Committee task force proposed to raise award levels. Discussion will take place at the December trustee meetings. Trustee Dozier has done research on the issue of paying overhead on grants, which TREE Fund has not done in the past. She feels it would be beneficial in order to see the type of research results we expect. TREE Fund grants have been turned down due to our lack of overhead provision. Topic will be added to December meeting agenda.

#### Old Business:

- Scholarship Awardee Mentoring Program: purpose of program is to introduce awardees to a liaison mentor who will introduce them to industry people and ISA Chapters; and get testimonials from them to support TREE Fund. Trustee Geist expects to have the student contact information and instructions to Liaisons within 2 weeks.
- Promote Amazon Smile via personal Facebook and LinkedIn accounts – trustees were asked to add Amazon Smile request to their email signature lines.



- Mary DiCarlo reviewed articles requested from Trustees in May relative to content useful to industry practitioners for placement in TREE Fund publications and industry media. Assignments: Trustee Geist-insects and diseases, Trustee Dozier-ecology and arboriculture education, Trustee Nutter-public safety and indemnity of hazard trees, Chairman Emeritus West-evolution of TREE Fund, Trustee Phelps-events to raise TREE Fund awareness (Mary and Roger will discuss), Trustees Fair and Dozier-drought and trees. Trustee Urban stated that ASLA distributes a weekly digital newsletter. Other outlets include TCI Magazine, Arbor Age, Utility Arborist Newslite, Transmission & Distribution World. Trustee Wilson noted that editors from WI and IL Chapters are requesting articles.
- Vice Chairman Sayers requested that trustees submit 1-2 sentences to him about "Why should I donate to the TREE Fund?"
- Heritage Oak Society membership: Trustee Sayers is offering literary heritage trees to new Heritage Oak Society members.
- Tour des Trees – we are behind in fundraising due to timing of event. See Mary DiCarlo's update in New Business below.
- ASLA support – Trustee Urban stated that a Tree and Soil Research Committee has been formed and has created goals which will be disseminated to membership at ASLA Chicago meeting. President/CEO Smith and Mary DiCarlo will also be attending.
- Planned Giving action plan was put on back burner behind President/CEO recruitment. President/CEO Smith, Vice Chairman Sayers and Chairman Emeritus West will discuss prior to December trustee meetings.
- Needs of Communications Sub-Committee – Trustee Phelps and Chairman Miller will discuss in next few weeks. Trustee Phelps is working on how to tell TREE Fund's story and best way to deliver it.
- Letter response to deficiency on audit letter – Trustee Schleizer is working on draft to present to Audit Committee early autumn.

#### New Business:

- Tour des Trees update – Mary DiCarlo noted that for the first time, riders will need to complete their fundraising prior to their ride. We are at 71% of goal. We have 87 registered riders, nine of whom are new riders (Eric and 4 trustees are riding this year). The new rider mentoring program is working out well. The Tour raised \$34K on Father's Day/First Day of Summer promo with equipment donation from STIHL. Four education programs have been scheduled during the Tour; Archangel Ancient Tree Archive is donating and helping to plant 20 cloned ancient native Florida trees. 2016 Tour: focus on strategic planning, increasing fundraising, managing more riders, building TREE Fund brand awareness, building educational component. ISA is separating ITCC and Conference after 2017. Paul Wood has been contracted as Tour Director for 2016 Tour: Charlotte Loop.
- 403B discussion tabled and will take place at Executive Session after this trustee meeting
- Resolution for President/CEO Smith – Resolution was reviewed. Motion was made by Trustee Urban to accept Resolution. Motion seconded by Treasurer Henning. Motion carried.
- William Blair Corporate Resolution – Resolution was reviewed. Motion made by Trustee Geist to approve Resolution. Seconded by Trustee Fair. Motion carried.



- MOU with President/CEO Smith – revision was agreed upon by Trustees and President/CEO Smith to have **him lead fundraising with support of Trustees**. Four measurable 6-month goals will be discussed and formalized between Chairman Miller and President/CEO Smith: 1) Smith will make visits to cultivate new prospects and bind donor relationships. (Randy and Eric will review contacts); 2) Smith will make a thorough review of budget and propose revisions, supporting audit process and consistent with strategic plan to be presented to the Board at December 8 Trustee Meeting; 3) Smith will acquire new potential donors (i.e. ISA exhibitors); 4) Smith will re-examine emphasis on different fundraising special events, major gifts, planned giving, strategy to increase funds. President/CEO Smith will reply to Board within 1 week upon receipt of final MOU based on consultation with Chairman Miller. Board will have measurable metrics with which to evaluate his performance after 6 months.
- Randy thanked Trustee Robinson for his longstanding support of TREE Fund and Bartlett's continued support with Paul Fletcher completing Mike's remaining term effective 10/1/15.

Meeting adjourned at 12:00pm Central Time, Trustee Phelps excused himself from the meeting. Executive Session followed.

Task	Assigned to	Due date
Create list of industry suppliers to tap for donations	Development Committee	10/15/15
Create Gift Acceptance Policy	Governance Committee	11/15/15
Make recommendation to board re: offering Research Fellowship	Finance Committee/Smith	12/08/15
Implement student mentoring program with Liaisons	Geist	9/15/15
Add Amazon Smile info to email signature line	Trustees	11/1/15
Submit articles to Mary DiCarlo per list above	Trustees	ongoing
Submit to Sayers response: "Why Should I Donate to the TREE Fund?"	Trustees	11/1/15
Prepare Planned Giving action plan	Smith, Sayers, West	11/15/15
Discuss needs of Communications Sub-Committee	Miller, Phelps	10/15/15
Develop TREE Fund story	Phelps	12/8/15
Create draft of audit item deficiency letter/present to Audit Committee	Schleizer	10/15/15
Consult with Miller and formalize (4) 6-month goals for Smith's MOU	Smith, Miller	9/16/15

Respectfully submitted by Barbara Duke.