



Trustee Meeting Minutes

Date and time of meeting: October 3, 2016, 2016, 1:00pm Central Time via conference call

Attending: Randall Miller, Chairman; Brian Sayers, Chair Elect; Steven Geist, Vice Chairman; Ray Henning, Treasurer. Trustees: Brent Asplundh, Jim Barborinas, Beau Brodbeck, Hallie Dozier, George Hudler, Will Nutter, Roger Phelps (left meeting at 1:55pm), Bill Schleizer, Jim Urban, Jeff Wilson, Tom Wolf. Chairman Emeritus Al West. President and Chief Executive Officer: J. Eric Smith.

Absent: Trustees: Paul Fletcher

Meeting call to order: Chairman Miller called the meeting to order at 1:04pm.

Consent Agenda: Motion was made by Trustee Asplundh to approve the Consent Agenda. Motion was seconded by Trustee Barborinas. Discussion: None. Motion carried. Consent Agenda items included:

- Minutes from May 16, 2016 Trustee Meeting
- Treasurer's Report, including August 2016 Operating Profit and Loss Report and July 2016 CCT Investment Report
- President and CEO Report
- Governance Committee Report
- Development and Communications Committee Report
- Liaison Committee Report
- Audit Committee Report
- Council of Representatives Report

Chair Summaries of Committee Highlights (May to October 2016):

- **Ray Henning, Finance Committee:** Committee is meeting monthly vs. quarterly. Insurance policies were reviewed and umbrella coverage was added to both Tour and TREE Fund general operating policies.
- **Steve Geist, Governance Committee:** Trust Agreement was reviewed by Committee and will be going to legal counsel for review before Committee makes recommendations to Trustees for revisions in advance of December Board Meetings. Trustee Geist announced that Trustee Wolf has agreed to serve as Vice Chair of the Board in 2017. Chairman Emeritus Al West suggested contacting ISA to ensure no concerns there, since Trustee Wolf is also on ISA's board.
- **Dr. Hallie Dozier, Research and Education Committee:** Research Committee met by phone to made recommendations for Research Fellowship awardee and Ohio Chapter ISA Education Grant awardee. Transitioning with George Hudler to take over as Committee Chair.
- **Dr. Brian Sayers, Development and Communications Committee:** CCS is conducting interviews with trustees and will be contacting constituents shortly. President Smith will get weekly updates from them. CCS will attend Development and Communications Committee call on October 18 and Executive Committee call in November with interim report. They will make a presentation to the board on December 5. Development and Communications Chair position will be open in 2017; encourage volunteers.
- **Beau Brodbeck, Liaison Committee:** Midwestern Chapter Liaison has stepped down. Committee is shifting to "friendraising" model. Chapter Challenge program has been suspended;



Chapters will be treated as Corporate Partners and receive recognition throughout the year per normal partner policies. Liaison terms limits will be discussed at December 5 meeting. Committee meetings will be held bi-monthly. President Smith noted professional PR support may be required to enable better dissemination of knowledge gained from research, but that this initiative has been pushed into 2017 to make funds available for the CCS Feasibility Study this year.

- **Will Nutter, Audit Committee:** Committee reviewed proposals from five auditors, and interviewed three, including current auditor. Sasseti LLC aligns was selected as best candidate on both price and quality of interview and proposal. If board approves, Chairman Nutter will execute engagement letter. Finance Committee will appoint a liaison to Audit Committee.
- **Al West, Council of Representatives:** Trustee West represents TREE Fund as a non-voting member of council. Trustee Wolf stood in for Trustee West at COR meeting at ISA Conference in Fort Worth, Texas. ISA is currently reviewing their bylaws.
- **J. Eric Smith, President and CEO:** Laura Flamion has been selected as new Bookkeeper/Administrative Associate. She will be in the office 24 hours per week in an independent contractor relationship. Services from Scott & McCoy have been concluded. PG&E Challenge raised \$250,000; they will be invoiced for \$125,000 match this week. President Smith will attend ISA Leadership Workshop this month and present focus on international chapters, research abroad and engagement of international liaisons.

Research and Education Grant Award Votes:

Motion was made by Trustee Barborinas to ratify electronic votes for Horace M. Thayer Scholarship of \$2,000 to Thomas McNulty, Frank Ward Scholarship of \$2,000 to Allison Wilson and John Wright Memorial Scholarship of \$2,000 to Conor Smith. Motion was second by Trustee Henning. Motion carried.

Committee recommends Research Fellowship award of \$99,931 to Dr. Mitchell Pavao-Zuckerman for his project “Innovative Practices to Enhance Soil Quality for Vacant Urban Lot Afforestation.” Trustee Henning made a motion to approve award; Trustee Schleizer seconded. Motion carried.

Committee recommended funding of \$5,000 to The Holden Arboretum for their Ohio Chapter ISA Education Grant program “Forest Immersion XP (FIXP).” Motion was made by Trustee Geist to approve award; seconded by Trustee Barborinas. Motion carried.

Old Business:

- **Trustee and Committee Member Recruitment:** Governance Chair Geist stated the need for a pool of trustees for Executive Committee and Committee Chairs.
- **Upcoming Grants and Scholarships:** Duling and Kimmel applications closed October 1. Plan to award three Duling Grants and two Kimmel Grants, if Canadian TREE Fund agrees, at the December 5 board meeting. UAA has transferred \$240,000 for current year UARF work, and RFP has been issued for a directed/sponsored grant with two researchers from Sonoma State University. Their proposal will be submitted in October. Board approval will be required to issue grant. We are on target to reach goal of awarding \$450,000 in grants in 2016, per budget.
- **Feasibility Study:** As reported by Trustee Sayers above.



- **Review Additional Investment Vehicles:** Our newly engaged auditor will review bookkeeping on endowment to ensure it properly reflects our relationship with Chicago Community Trust. New investment vehicle(s) will be evaluated for placement of new funds. President Smith is in process of reviewing several options.
- **Office Lease and Staffing:** Phase II of office renovation has been completed. We have a five-year lease that doubles our space for about 50% more per month in rent.
- **December 2016 Meeting Schedule:** Sunday evening reception and dinner. Monday begins and ends with joint trustee/liaison meetings. Liaison and Trustee meetings will be held mid-day. Agenda will be developed with Executive Committee; framework of agenda to be distributed early November. CCT will report to Finance Committee on endowment in November so that Treasurer Henning is able to report to the board at December trustee meeting.

New Business:

- Motion was made by Trustee Henning to approve Engagement Letter from Sasseti LLC; motion was seconded by Trustee Geist. Discussion: Audit Committee recommends this change in auditor for three year engagement with two option years. Motion carried.
- Trust Agreement Review: As stated earlier by Governance Chair Geist; President Smith will send copies of latest annotated version to Trustee West and Governance Committee.

At 2:35pm, staff were excused and the Board went into Executive Session. Executive Session ended at 2:45pm and the meeting adjourned immediately thereafter.

| Task | Assigned to | Due |
|--|--------------|----------|
| Notify ISA of Tom Wolf's appointment as TREE Fund Vice Chair | Miller/Geist | 12/5/16 |
| Encourage volunteer for Development and Communications Committee Chair | Trustees | 12/5/16 |
| Finance Committee appoint Liaison to Audit Committee | Henning | 12/5/16 |
| Send copies of Trust Agreement revisions to AI West and Governance Committee | Smith | 10/20/16 |

Respectfully submitted by Barbara Duke.