



## September 5, 2024 Board Meeting Minutes

**Date and Time of Meeting:** September 5, 2024 10:00 AM Central Time

**Board Members Attending:** Patrick Franklin - Chair  
Rachel Barker - Chair Elect  
David Gorden - Vice Chair  
Jacques Brunswick – Secretary/Treasurer  
Beau Brodbeck – Past Chair  
Asia Downtin  
Dan Herms  
Jon Hicks  
Sam VanMaanen  
De’Etra Young (joined later in the meeting)

**Board Members Absent:** Pete Smith  
Lori Brockelbank

**Also Attending:** Paul Putman - CEO & President  
Jonathan Cain – Communication and Engagement Manager  
Suzette Guzman-Brown - Operations and Governance Coordinator

The meeting was called to order at 10:04 AM Central Time by Chair Patrick Franklin.

Chair Patrick acknowledged Member Asia Downtin, thanking her for joining the ISA Component Council.

### **I. May Meeting Minutes, Consent Agenda, Committee Reports – Chair Franklin**

Approval of the May 16-17, 2024, Minutes, the Consent Agenda, and the Committee Reports as written. Motion by Member Sam VanMaanen, Seconded by Member Jon Hicks. Approved, motion carried.

### **II. President and CEO’s Report – Dr. Putman**

- A. The President’s Report was sent via e-mail to Board Members on August the 9<sup>th</sup> from Raisers Edge NXT to see if the system could be used for this purpose. Members reported seeing the e-mails in their inboxes, indicating that the system was working.
- B. Dr. Putman has been sending updates periodically between Board meetings and asked Members if they found them helpful. Chair Franklin said that he did.



- C. Tour des Trees fundraising for 2024 is running behind 2023, but 75 gifts have come in over the Labor Day weekend. This year there are 84 Riders, 20 of which are new, and 38 Virtual Riders.
- D. There have been 56 grant inquiries during the 2024 fall cycle, not including the declines, which is ahead of the 2023 fall cycle. Dr. Putman gave a breakdown of the inquiries by Grant.
- E. Board Members were advised that there will be a software request in the 2025 Budget Proposal for a grant making software package. This is to free up staff time for processing and responding to requests and to create a seamless integration of applications and facilitation of communications between applicants and Committee Members. Dr. Putman will be asking for funding from ISA to cover part of the cost.
- F. The Development Committee has met and staff is working on reaching out to lapsed donors.
- G. Insurance
  - a. TREE Fund is back to having their own insurance for Tour des Trees. Dr. Putman acknowledged Secretary/Treasurer Brunswick and Member Jon Hicks for their assistance, as well as the Audit and Finance Committee. TREE Fund now has an additional four million dollars in liability insurance, for a total of five million dollars.
  - b. Coverage for Directors and Officers is being renewed this month for a fifteen-month period to synch insurance renewal schedules in 2026.
- H. Dr. Putman gave a brief report on the 2024 ISA Centennial Conference, saying that everything went well, and that we are looking forward to 2025.
- I. Chair Franklin asked why some sponsors who had had given in 2023 had opted out in 2024 and what the consensus was among the sponsors who are giving this year.
  - a. Dr. Putman pointed out that consensus among sponsors renewing this year was favorable toward TREE Fund, and that they are happy with the direction TREE Fund is going.
  - b. Among those who did not renew, reasons varied including staff turnover, other projects affecting their ability to give, and poor stewardship that occurred before Dr. Putman joined TREE Fund.
  - c. There are some relationships being cultivated, and the future looks hopeful for some previous sponsors to provide funding in the future.

### **III. Financial Report – Secretary/Treasurer Brunswick**

- A. Secretary/Treasurer Brunswick is transitioning the position's responsibilities to Secretary/Treasurer Elect Jon Hicks.
- B. Overall, the Audit and Finance Committee is pleased with the direction that TREE Fund is going.
- C. The Tour des Trees income is below budget, but income from the Riders is expected to make up a lot of the difference.
- D. There were some differences in expenses, which were discussed by Secretary/Treasurer Brunswick and Dr. Putman. The Research and Education expense was larger due to the timing for paying out grants, and that some payouts were shifted from 2023 to 2024. Another contributing factor was changes in staffing.



- E. Secretary/Treasurer Brunswick also presented the 2023 Audit to the Board.
  - a. Assets were increased from \$4.96 million to approximately \$5.7 million, or about \$700,000 over 2023.
  - b. Income was \$984,000 in unrestricted funds, and approximately \$1.6 million with restricted funds.
  - c. The change in net assets for 2023 is around \$50,000. The funds with donor restrictions showed a change in net assets of \$679,000, for a total of \$1,663,820.
- F. Chair Franklin asked a question regarding the Employee Retention Credit. This came in the form of a check. Without it, TREE Fund would have run a small deficit in 2023.

Chair Franklin called for a motion to accept the Audit as it submitted. The motion was made by Member Hicks and seconded by Member Barker. Being approved, the motion carried.

- G. Dr. Putman discussed some of the issues that were highlighted by the Auditors, and actions TREE Fund is taking to address them.

#### **IV. Tour des Trees Update – Jonathan Cain**

Jonathan Cain gave an update of the 2024 Tour des Trees ride including a rundown of some of the events. To date, there are 82 Riders, including 20 riding for the first time, and 38 Virtual Participants. 20 of the 23 domestic ISA chapters are represented in the ride. He also acknowledged several event Partners.

David Gordon asked if a lot of the Virtual Riders were past Riders who couldn't participate in person. Jonathan pointed out that only around 10 of them were. The rest were Riders that couldn't participate for various reasons.

Chair Elect Barker suggested that Jonathan reach out to some of the participants for suggestions for improvement of the event for the coming years. Jonathan pointed out that a survey is sent to all participants after the event to gather feedback.

At this time (10:45 AM Central), Board Member De'Etra Young joined the meeting.

Jonathan mentioned that the Tour des Trees Director, Paul Wood, would be retiring in 2026. Dr. Putman commented that TREE Fund's response to questions regarding the transition would be that the Board is aware and that there is a plan in place, and that everyone will be able to provide input. The draft plan and timeline for transitioning to a new Director was discussed by the Board.



At this time, Chair Patrick called for a motion to accept the draft of the timeline and to move forward on finding a new Director for the Tour des Trees. The motion was made by Member VanMaanen and seconded by Past Chair Brodbeck. Motion approved and carried.

Member Herms asked about the possibility of holding a Tour des Trees event in Canada. The Board discussed some of the logistics regarding this, including the need for participants to have Visas. The item was tabled for the time being.

#### **V. Trustee and Committee Chair Recruitment – Chair Franklin**

Chair Franklin and the committee have reached out to seven prospects and reported that three people expressed interest. He further asked that members who were eligible for re-election should be thinking about whether they will run or not, as there will be 4-5 openings on the Board if they decide not to run.

Dr. Putman shared the progression of leadership, as he believes it started with Members, then progresses to (Committee Chair, possibly) Vice Chair, Chair Elect, Chair, and ended with Past Chair, encouraging members to run for Vice Chair and Committee Chair positions. This was discussed by the Board.

Member Herms expressed concern about the Chairship of the Research and Education Committee, as he will be retiring at the end of 2026.

#### **VI. Sustainability and Reserve Funds – Dr. Putman**

Dr. Putman outlined a proposal to move forward on two funds: the Reserve Fund (aka the Baobab Fund) and the Sustainability Fund (aka the Bristlecone Fund).

##### **A. The Baobab Fund**

This fund would be reserved for challenging times, and the Board would have access to the principal upon a 2/3 vote. Funds will be added once the operating budget becomes more robust.



**B. The Bristlecone Fund**

This fund would be in the form of an endowment, with the Board having access to the income only upon a 2/3 vote. This fund was created in 2021 without documentation. At the present time, there is less than \$2,000 in the fund.

Both fund proposals that been presented to and approved by the Audit and Finance Committee.

At this time Chair Franklin called for a motion to approve both funds. It was put forward by Secretary/Treasurer Jacques and seconded by Chair Elect Barker. Motion approved and carried.

**VII. TCIA Project Charter – Dr. Putman**

Dr. Putman presented a project charter for the TCIA Foundation conversation that included milestones and approximate due dates. The Board discussed it, with Member VanMaanen commenting that he had been having some good discussions with TCIA.

Chair Franklin called for a motion to approve the charter as presented. Chair Elect Barker made the motion and Member Herms seconded. Motion was approved and carried.

**VIII. Board Handbook Section Updates – Dr. Putman**

Dr. Putman presented updates to Board Handbook Sections 3 and 4, which were discussed by the Board.

**A. Section 3: Corporate Officers and Executives**

- a. Chair Elect Barker requested that “Serves as a recruiter for members of the Board and committees” be added to the duties of the Chair of the Board.
- b. Chair Elect Barker also requested that the word “may” be replaced by the work “must” with regard the limit on the number of consecutive years an officer must serve.
- c. The Board discussed with and agreed with the additional changes presented by Dr. Putman.

**B. Section 4: Board of Trustee Committees**

- a. The Board discussed and agreed with the changes presented by Dr. Putman.

Chair Franklin called for a motion to approve the updates to the Handbook Sections including changes requested by the Chair Elect. Motion was made by Member Herms and seconded by Member Hicks. Motion approved and carried.



**IX. December Board Meeting – Chair Franklin, Vice Chair Barker, Dr. Putman**

The Board discussed changes to the schedule for the Board of Trustees and Liaisons Meeting in December, the recommendation presented was for an additional day to allow for more time for joint Trustee and Liaison Fundraising Training, strategic planning, and to better accommodate travel schedules. There was some concern expressed by Secretary/Treasurer Brunswick and Member Herms regarding costs for an additional hotel night. Chair Elect Barker recommended that the extra night be approved for the December 2024 meeting only.



Chair Franklin called for a motion to add an extra day to the December Meeting, changing it from 12/10-12/11 to 12/10-12/12 for the 2024 meeting only. The motion was made by Vice Chair Barker and seconded by Member VanMaanen. Motion approved and carried.

At 12:14 Central Time, the meeting was adjourned, and the Board went into the Executive Session.

The next meeting is scheduled for December 9 at 11:00 AM Eastern Time in Atlanta.