



Board of Directors Meeting

Thursday, January 27, 2011

Offices of the Natural Resources Defense Council, San Francisco

Minutes

Board members: Ann Chan, Harriet Moss, Johanna Wald, Kimery Wiltshire

Present on speaker phone: Luther Propst

Staff: Matt Clifford (from 2:45 p.m until adjournment)

1. Call to Order

President Wiltshire called the meeting to order at 2:10 p.m..

2. Approval of Minutes

The Board unanimously approved the minutes of the 10/21/10 Board meeting.

3. Resolutions Adopted

The Board (Chan, Moss, Wald, and Wiltshire) unanimously adopted the following resolutions:

- ▶ Resolution A : Core Team established as an Advisory Committee
- ▶ Resolution B: No action
- ▶ Resolution C: No action
- ▶ Resolutions D & F: Johanna Wald re-elected as Member, Secretary, and Compliance Officer
- ▶ Resolutions E & H: Kimery Wiltshire re-elected as Member and President
- ▶ Resolution G: Harriet Moss elected as Treasurer

4. Discussions

- ▶ Received the FY 2010 financials.
- ▶ Received and discussed the draft FY 2011 budget.
- ▶ Noted that the Core Team may, under its own authority, create a Management Committee to conduct its affairs between regular meetings.

- ▶ Discussed the proposed Personnel Policy, and noted that the section setting forth the sick leave and lobbying policies needs to be revised before the Personnel Policy is adopted.
- ▶ Agreed on the need to develop a policy for tracking lobbying expenditures and training the staff thereupon.
- ▶ Agreed on the need to develop a corporate gift policy.
- ▶ Agreed that the organization will solicit an internal financial control review.
- ▶ Discussed the January 24, 2011 briefing paper describing the organization's five projects and current strategies.