#### draft

# Wood-Pawcatuck Watershed Association Board of Trustees Meeting October 20, 2016

Attending: A. Bryson, A. Desbonnet, C. Fox, T. Ferrio, J. MacAndrew, J. MacKenzie, D. Walsh

Excused: B. Rashleigh

#### 1. Call to Order

The meeting was called to order at 6:45 pm.

## 2. Approval of September 29, 2016 Minutes

D. Walsh moved to accept the minutes of the September 29, 2016 meeting, J. MacKenzie seconded the motion, and the minutes were adopted by unanimous vote.

### 3. Business Meeting

# a) Officer Needs

T. Ferrio addressed the vacancy in the office of vice-president by nominating D. Walsh for the office and moving to elect her. J. MacAndrew seconded the motion. There was unanimous approval and D. Walsh was duly elected to the office of vice-president. There continues to be a need for a new secretary.

#### b) Membership Development Committee Report

D. Walsh reported on the Christmas gift appeal. The committee has prepared a card that will go out next week. All of the current 379 members will get one. The committee would like the board as a whole to establish an annual requirement that each trustee bring in 5 new members each year. The committee has developed an outreach and development plan, which includes development of a promotional video, paid advertising in magazines, chambers of commerce engagement, fishing outfitters, and pond associations, and takehome packets for schoolchildren. They will need \$4K in budget for marketing.

#### c) Fund Development Committee Report

The committee plans to set up an appointment with the Lacoutures, decide on new potential contacts who can be approached for significant contributions, and loop back to the Woods for follow up on the earlier meeting with them.

### d) Executive Director Update

C. Fox reported that the flood resiliency plan is about to be released in draft. The controversial nature of the recommendations with regard to the Wyoming dam, which have been preliminarily released, has made the public aware of some of the competing considerations surrounding flood mitigation.

The organization's annual proposal to the Lattner foundation will be submitted next week and will request (appx) \$65,000 for 3 public access projects in watershed, to be potentially matched with public funds, and constructed by end of 2017.

### e) Third Quarter Budget Report

- C. Fox reported that he needs to update the signatories for the organization's accounts. D. Walsh moved that old signatories be replaced and new ones substituted, as reflected on the written resolution attached to these minutes. T. Ferrio seconded the motion and it was unanimously approved.
- J. MacKenzie presented the third quarter budget report and described the variances from budgeted amounts as of this quarter. We have made some progress in addressing shortfall in approved budget, but a shortfall remains approximately \$18,000. There was discussion about holding a budget workshop to give the board a greater understanding of the budget.

# f) RI Foundation Proposal

Alan provided the following summary: A persistent comment of existing and past Board members is that things are getting "too corporate" and that WPWA is "not doing what it should" in watershed communities. Both can be related to the fact that staff are largely funded by grants, so when a new opportunity to engage arises, the response from the ED is "can't do that since we are not funded" or "I don't have the time because I'm not funded to do that."

The issue is a too large reliance on grant funds, which are tied to a specific project, and the lack of "unrestricted funds" that can be used for any purpose. This is not a new problem but is one that must be addressed if we want WPWA to be less corporate and more able to respond to watershed community needs.

To address this, it was suggested that we use the RI Foundation grant to work with the consultant to develop strategies and action plans, tied to the budget, over a 5 year span of time, to get WPWA headed in the correct direction. The 2017 budget will be developed looking at estimated unrestricted funding (member dues, donations) vs. hard costs difficult or impossible to cover with grants (facilities upkeep, oil, electricity, etc.). Flexible costs (staffing, monitoring) will be defined as they pertain to the budget. First order targets will be discussed and set for both restricted and unrestricted funds, within the budget according to where funds will come from. For instance: Define a realistic, but challenging membership income goal for 2017 that satisfies a given percentage of the total unrestricted funds needed. Consider this and then expand goals out annually for a 5 year period. Do similar exercises for fund development, including consideration of an endowment campaign to build towards a sustainable level of unrestricted funding. Then consider grant opportunities that could fullfil budget needs while fitting the strategic plan and annual work plan.

Once a budget is developed, complete with realistic but challenging funding targets, the consultant will help us develop the strategies and actions needed to achieve those goals over the 5 year period. Along the way, the consultant will make note of new policies and/or governance issues that will need to be developed and/or resolved to allow WPWA to organizationally achieve those goals over both short and long terms.

The entire effort will be building towards developing strategies, actions, policies and governance needs, that will move towards fiscal sustainability of WPWA for the long

term. The idea of bringing in a few past board members was discussed, and generally agreed upon that it would be useful and productive. Pete August and Mal Grant were suggested, but others should be considered, as appropriate.

It was agreed that this seemed a reasonable approach. Alan and Chris will meet with the consultant (Mark Amaral) on the 27<sup>th</sup> of October to review this plan of action, agree upon a process, and confirm dates for at least one workshop event.

Alan agreed to contact the RI Foundation, if there was the need, to discuss changes to the accepted/funded proposal work.

It was agreed that Saturday the  $7^{th}$  of January (2017) should be the target date for an all day WPWA retreat with the consultant, to be held at the WPWA office. It was agreed that Saturday the  $21^{st}$  would act as a "snow date" for the retreat.

# g) Expectations of Board Members

A. Desbonnet will recirculate the draft previously sent to get more comments.

## 4. Adjournment

There being no further business, the meeting was adjourned at 8:15 pm.

Minutes Electronically Submitted by A. Desbonnet



### Wood-Pawcatuck Watershed Association

203 Arcadia Road, Hope Valley, RI 02832 401-539-9017 www.wpwa.org

I, the undersigned, Antonia Bryson, being duly elected Secretary of Wood Pawcatuck Watershed Association, do certify that at a meeting of the Board of Trustees, a notice of which was properly mailed, and at which a quorum was present, held on October 20<sup>th</sup> 2016, the Board of Trustees elected to

- 1) authorize Alan Desbonnet (President), Christopher Fox (Executive Director), and Jennifer Mackenzie (Treasurer) as signatories on banking and investment accounts held by Wood Pawcatuck Watershed Association
- 2) remove as signatories <u>and</u> informational access Malcolm Grant, Peter August, Denise Poyer, Heather Hamilton, and Susan Shaw
- 3) authorize Kristy Armstrong (Controller) access for informational purposes only

to and from the following accounts:

#### **Westerly Community Credit Union**

Checking & Savings Accounts: 322607-00,30,31,32,33

#### **Washington Trust Co.**

Checking & Savings Accounts: 1098068 & 61006003

# **Pershing**

Investment Account	Boulder Farms A0R-018473 Polly Fund A0R-612556 Phillip Sisson Fund A0R-610907	
		Attest
Date		Antonia Bryson, WPWA Board Secretary