

Piedmont Conservation Council, Inc.

FINAL Executive Board Meeting Minutes

September 6, 2011

Members Present: Alex Ashton, Chairman (Guilford), Eddie Culberson, Vice-Chair (Chatham), Bill Alston (Randolph), Frank Green (Rockingham), Rudy Langley, Treasurer (Alamance), Hazel Puckett, Secretary (Rockingham), Gail Hughes (Orange), Hester Vernon (Caswell), Stephanie Grant (staff), Tushar Mahale (Wake/FabLab), Amy Parker Cook (bookkeeper)

Members Absent: Talmage Layton (Durham)

I. Call to Order & Chairman Comments

- a. Alex Ashton called the meeting to order at 6:38 p.m. on September 6th, 2011 at the May Memorial Library in Burlington and confirmed the presence of a quorum.

II. Approval of Minutes

Approval of July 5th, 2011 Executive Board Meeting Minutes

Minutes from the July 5th, 2011 meeting were reviewed.

- a. MOTION: Bill Alston made a motion to approve the minutes as written. Motion was seconded by Rudy Langley.
- b. VOTE: Unanimously approved.
- c. Chairman pointed out that without federal budget money for office supplies, Board Members are responsible for bringing own copies of things.

III. Discussion Items

a. Introductions

New Executive Board members Gail Hughes (Orange) and Hester Vernon (Caswell) were introduced. Guests Amy Parker Cook (bookkeeper) and Tushar Mahale (Wake) were introduced.

No change on if Wake Co. has board members or an executive board member.

b. Amy Parker Cook as bookkeeper

Miss Cook described bookkeeping services, summarized written proposal and fielded questions from the council. She used to work for Thomas, Judy, and Tucker (firm that works with SJ Grant Consulting, LLC). Left there to be a stay-at-home mom and part-time bookkeeper. She has significant experience with non-profits and knows what tax preparers and auditors are looking for.

Q: Do you do 990 tax preparations? A: No, too much liability and lots of changes to 990's recently. She has done them, so she is able to get books into good shape to save money with our 990 firm.

Q: Do you carry any insurance? A: Not currently. Looking into getting "errors and omissions" insurance, but it is quite expensive for a sole proprietor.

Alex Ashton suggested adding signatures to her proposal to turn it into a contract, to which Amy was amenable. Mr. Ashton thanked Ms. Cook for attending and she was excused from the meeting at 6:48pm.

- c. Selecting an accounting firm for 990 tax returns and yellow book audit (advantageous to do both together). Ms. Grant summarized quotes from Thomas Judy Tucker and J. Michael Fargis (recommended by Frank Green). JMF has more nonprofit experience, was nearly half the price of TJT at \$4,200 for the YB audit, and comes highly recommended by Mr. Green. Contact at JMF is Marie Martin said that our existing accounting budget would be more than sufficient to do the yellow book.
MOTION: Frank Green moved to hire JMF to perform PCC's FY2011 and FY2012 990 tax preparation and the FY2012 yellow book audit. Seconded by Bill Alston.
VOTE: Unanimously approved.
- d. Agenda for strategic planning retreat: Alex Aston drafted and printed out copies of a potential agenda for the strategic planning retreat on September 22, 2011 from 1pm to 6pm at the Elon Lodge. The space was booked for free through Janet McFall and normally costs \$275. Alex Ashton, Stephanie Grant, Kip Godwin (NC RC&D Assoc. President), and Marilyn Meares had a conference call to discuss the agenda earlier in the day. Kip and Marilyn are facilitating free of charge, but PCC will reimburse mileage and their lunch. Council members looked over the draft agenda. Bill Alston suggested that the politics surrounding RC&D's and their relationship to the federal government be added to the retreat agenda. K&M are reviewing the agenda and offer suggestions for order, facilitation/communication techniques, etc and preparing a survey for all council members for before the retreat. Deliverable after retreat will be an action plan and approved changes to PCC documents. Mr. Ashton asked that if board members have any comments or changes to the retreat agenda that they notify Stephanie Grant by the end of the week.
- e. Stephanie Grant shared with the Council that PCC was awarded "Outstanding Performance by a Council" for 2011 from the NC Association of RC&Ds. Ms. Grant brought the award plaque for members to see.
- f. Mobile Fab Lab Project Update:
 - i. Tushar Mahale updated the council on performance of Drew Nelson (the Fab Lab Manager), the mobile fab lab and its tour through NC, and discussed business relationship between PCC and the Fab Labs project as it raises funds.
 - ii. Mr. Mahale discussed that FabLabs needs a PR/logistics manager to take over non-lab tasks associated with managing the FabLabs projects. He discouraged cancelling Mr. Nelson's contract because it would be difficult to find someone with the technical knowledge and because he is good when he is in the Lab. He just lacks the interpersonal skills/personality to do PR. Ms. Grant has drafted an amendment to Mr. Nelson's contract. Mr. Mahale disagreed with scaling back his pay and instead scaling back his hours. Mr. Nelson is not motivated by money, he is not forthcoming with timesheets, etc. because he is not concerned

with that; so a clause will also be added for requiring turning in timesheets or else forfeiting payment.

- iii. Ms. Grant said she might be able to handle taking over these responsibilities if she can arrange her schedule to be at the right places at the right times in addition to her existing responsibilities. The extra budget after scaling back Mr. Nelson's hours is about \$8,000. Ms. Grant was tasked with drafting a job description for the other Fab Lab position.
- iv. The "Square" credit card reader arrived and once Ms. Grant discusses any potential bookkeeping issues with Ms. Cook PCC is prepared to take on-site credit card donations.
- v. The Council discussed how profit-sharing and financial relationship will work between PCC and the Fab Lab project. It was decided by Mr. Mahale and the Council that a straight 10% would go to PCC from all FabLab donations. He said that the motivation to break away as an individual non-profit has dwindled because of road blocks with that. Eddie Culberson asked what the fundraising goal is, and if we have a business plan in place. Ms. Grant said she could start working on a business plan. Mr. Mahale said \$70-80k should be sufficient to buy some basic equipment.
- vi. Mr. Mahale was unsure of what terminology to use with fees. Are there any constraints on if we charge different amounts to different groups that use the lab? Terms discussed included "donation", "minimum donation", "fee". Mr. Mahale has been terming it a fee in his discussions so far. The council agreed that "minimum donation" is the best term. Mr. Ashton is concerned about how "donation" vs. "fee" affects us from a tax standpoint. Ms. Grant will ask Ms. Cook about it.
- vii. Mr. Mahale and Ms. Grant reiterated to the Council that they have the opportunity to bring the FabLab to their communities. PCC would need to get at least \$3,500 to bring it somewhere for 2 weeks. Ms. Grant will email members information on the Lab.

IV. Decision Items

a. Revisions to Drew's Contract

Ms. Grant drafted an amendment that made his responsibilities only in-lab related activities.

MOTION: Bill Alston moved that PCC amend Drew Nelson's contract as drafted by Ms. Grant with the exceptions that the pay reduction be eliminated, add that if he does not submit timecards for his existing contract by Oct/Nov, he will not be paid for his time, and add that he cannot work/get paid for more than a certain number of hours.

Seconded by Rudy Langley.

VOTE: Unanimously approved

- ##### b. PCC has accounts open with the Federal and NC employment commissions. Regardless of whether or not you have an employee, you still have to make quarterly filings. It will cost us roughly \$35/quarter to keep the account #'s open (for accountant time).

The Board decided to wait to make this decision until after the strategic retreat.

- c. Selection of Lassiter Mill Dam Removal engineering consultant. Lynnette Batt at American Rivers compiled a list of 5 potential consultants from the AR MSA (a list of pre-approved companies). 1 did not submit, 1 submitted out of budget, and the remaining three proposals were evaluated by Ms. Grant and AR staff Lynnette Batt, Garrett Jobsis, and Serena McClain. Ms. Grant presented the quantitative ratings of these three companies by the reviewers. AR ended up recommending Princeton Hydro. Project lead at PH is Laura Wildman. She is on a task force for US Fish and Wildlife for development of standards for dam removal and appears to be the best there is in the field. Once a consultant is selected, Ms. Grant and Ms. Batt will collaborate on a draft contract to send to PH and PCC Board for approval.

MOTION: Rudy Langley moved to select Princeton Hydro. Seconded by Hazel Puckett.

VOTE: Unanimously approved.

- d. Hiring Amy Parker Cook

MOTION: Frank Green moved to hire Amy Parker Cook as PCC's bookkeeper. Seconded by Bill Alston.

VOTE: Unanimously Approved

- e. Approval of Invoices

Stephanie Grant presented the invoices for approval for payment:

SJ Grant Consulting, \$2,280.50

JR McAdams, \$30,110.16

Backwater Environmental, \$120,650.00

MOTION: Rudy Langley moved to approve the above invoices for payment. Seconded by Eddie Culberson

VOTE: Unanimously approved

V. Project Updates

- a. ACC – bioretention areas complete, harvesting cistern installed. Substantially complete with some punchlist items. Sampling (NCSU) will continue for another year and final report will be able to be submitted. Keep in mind that \$25k is held by CWMTF until after final report is submitted.
- b. CW Stanford – Fluvial Solutions gave Ms. Grant their signed version of the form of agreement and bonds and Alex signed them. No sacrifices in scope were required, but some “add-ons” were eliminated (pumphouse building, plants will be donated, wooden bollards)
- c. Caswell County Wick Applicator – Ms. Grant attended a demonstration. It was at the farm of Vernon Williamson and organized by the Caswell County soil and water and the local Cattleman's association.
- d. Caswell County Farmland Protection Plan – Still no word from Urban Forestry. Alex Ashton shared that he had spoken with Jerry Dorset (recently retired from DENR and reviews FPPs) about doing Caswell's FPP for the \$15k we have from ADFP and we would only have to find matching for that grant if we don't get ADFP.

VI. Upcoming events/meetings

- a. Strategic Planning Retreat – September 22nd, 2011 1pm-6pm at Elon Lodge. All Executive Board members stated they would be able to attend. Ms. Grant will send out worksheets and directions.
- b. Next EB meeting Tuesday October 4th, 2011 6:30pm-8pm at the May Memorial Library. Alex Ashton and Gail Hughes will not be able to attend.
- c. Full Council Meeting scheduled for October 21st, 2011 at Alamance Community College.
- d. Tushar Mahale offered to have Board Members visit the Fab Lab at ShopBot. Ms. Grant will coordinate this.

VII. Adjournment

MOTION: Bill Alston made a motion to adjourn the meeting. The motion was seconded by Eddie Culberson.

VOTE: Unanimously approved.

The meeting was adjourned at 8:34 pm.