**Master Gardener Foundation of Spokane County**

**Regular Board Meeting**

**March 13, 2017**

**Corrected**

**President:** Tim Stiess

**Vice President:** Laren Sunde

**Treasurer:** Pam Graham

**Secretary:** Cathi Lamoreux

**Present:**

Connie Curtin, Jill Ferguson, Pam Graham, Cathi Lamoreux, Sue Malm, Susan Purdom, Linda Racicot, Tim Stiess, Laren Sunde, Matt Velasco

**Program Staff:**

Tim Kohlhauff

**Guests:**

David Scott

**Call to Order:**

President Tim Stiess called a regular meeting to order at 10:00 AM in the Conference room of the WSU Extension Building, 222 N Havana, Spokane, WA.

**Minutes** from the February 13, 2017 meeting were approved as corrected:

* Under Policy/Bylaws Committee: “…~~Lifetime and~~ Honorary” should read, “…~~Lifetime~~ and Honorary.”

**Treasurer’s Report**

The Treasurer, Pam Graham, presented a Profit & Loss Statement for January-February 2017, Profit & Loss Detail Statement, and Balance Sheet as of February 28, 2017. All Board members received copies of the documents.

Discussion: Pam was asked to explain why the membership income, if divided among the number of members, appears to be incorrect. Pam explained the amount is net as it reflects the PayPal charges.

**Old Business:**

a) Financial Accountings Report: Postponed to April meeting

b) Foundation Storage: All Foundation items have been removed from the Extension building and are now housed at Tim Stiess’ house. The Foundation filing cabinet will remain in the clinic.

**New Business:**

a) Budget Approvals – Misc:

* Potato purchase:

 Motion: Moved by Jill that, “The Foundation spend $467.50 to purchase potato starts to be sold at Cabin Fever, Garden Fair and the Fall Banquet.”

 Vote: passed unanimously

* The Executive Committee needs to develop a budget to cover Foundation administrative/business expenses.
* Fundraising Budget: Raffle license will be included in this budget. If the raffle is anticipated to raise $5000 or less, the yearly license fee is $61 payable to the State of Washington.

 Motion: Moved by Susan that, “The Foundation renew the state license to hold raffles at the cost of $61 annually.”

 Vote: passed unanimously

b) Annual Reports:

* Policy/Bylaws Committee: A signature page was distributed to all Board members for signature for the 3rd Amendment that was passed at the February meeting. That amendment contained a grammatical error. The error was, “…Master Gardeners emeriti...”

 Motion: Moved by Laren to, “Correct the Bylaws in order to capitalize the letter “E” in emeriti to read “…Master Gardeners Emeriti…”

 Vote: passed unanimously.

 4th Amendment: The following changes are recommended:

* + Article VIII: move “The Executive Committee may approve an expense if the cost is less than $500.00.” from 8.4 to Article X and number it 10.4.
	+ Article IX: 9.2 – change the names of committees to lower case and list the committees as membership, fundraising, communication, financial, policy, bylaws and liaison to the Master Gardener Program.
	+ Article X: Two changes to 10.2:  #1: Change "Audit Committee" to "financial committee"; #2:  Change numbering to 10.3 and "B" to "Bylaws"; 10.4 – add “The Executive Committee may approve an expense if the cost is less than $500.00.”
	+ Motion on 8.4: Moved by Tim to, “accept the proposed change to 8.4.”

 Vote: Passed unanimously

* + Motion on 9.2: Moved by Connie to, “accept the proposed change to 9.2.”

 Vote: passed unanimously

* + Motion on 10.2 #1: Moved by Jill to, “accept the proposed change to 10.2.”

 Vote: passed unanimously

* + Motion on 10.2 #2: Moved by Jill to, “accept the proposed change to 10.2.”

Vote: passed unanimously

* + Motion on 10.3: Moved by Jill to, “accept the proposed change to 10.3.”

Vote: passed unanimously

* + Motion on 10.4: Moved by Matt to, “accept the proposed addition of 10.4.”

Discussion: What happens if the expense is more than $500? Response: the full Board will vote on the expense.

Vote: passed unanimously

 A signature page was distributed to all Board members for signature for the 4th Amendment.

* Fundraising Committee: postponed until April meeting
* Procedures/Format: Tim lead a discussion about what information should be included in the annual reports. The following items were agreed to:
1. Target goals
2. Changes to activities
3. Progress toward meeting goals
4. Strategies for meeting goals

c) Budgetary requirements for 2018: The Board discussed creating an annual budget and developed initial guidelines to provide to the Finance Committee. Discussion: what drives the annual budget? Is there a fundraising goal? Should the budget be reviewed monthly/bimonthly/annually? How detailed does the budget have to be?

The Board decided to compile all 2017 expenses and create a budget for 2018. The Finance Committee will present the 2018 budget at the September 2017 meeting with a vote scheduled for the November 2017 meeting.

d) Strategic Planning meeting: The Board discussed and agreed to schedule a strategic planning meeting sometime in the next few months. The Board agreed that it is time to conduct a formal strategic planning session now that the Foundation has several years in existence to help address our current and future needs/activities. Details such as booking a facilitator, finding a location, ½ day or full day, and when to hold (June or July) will be handled by Tim S and he will report back to the Board at the April meeting.

e) Volunteer Hours: The Board discussed whether to continue to include Foundation volunteer hours as Program volunteer hours. Tim K was asked how other Programs handle counting Foundation volunteer hours. He reported that the Foundation volunteer hours make a difference in the year-end reporting the Program provides to WSU and the county. He reported that there are several methods being used in other counties that have Foundations, including counting them at 25%, 50% or 100%. He also reported that our Program had not specifically tracked the breakdown of Foundation/Program hours in the past, but were making an attempt to do this year. The Board discussed whether there was any reason to be cautious if an audit was conducted with the conclusion that legal issues were not a concern. The Board decided that 100% of the 2017 Foundation hours would be entered with a clear designation of “Foundation Board meetings”, “Foundation Committee meetings”, and “Foundation administration” to accurately report the number of volunteer hours to assist the Program with the analysis at the end of the year.

**Committee Reports:**

Communication: A brief report on Cabin Fever that was held on March 11 was presented. There were 170 total attendees (including 11 speakers), 159 paying attendees as compared to 2016 Cabin Fever with 170 attendees, 155 who paid. Total ticket sales were $11,202.50 (3 were partial day reduced tickets which explains why the total is not an even dollar amount.) The 2017 Cabin Fever feedback survey was sent out on Sunday to all ticket holders who provided email addresses. A full report will be presented at the next meeting. In addition, the Marketing Committee completed the Foundation’s new trifold brochure, the Foundation has a new 6’ banner that was used at Cabin Fever, and the yard signs advertising Garden Fair are being revised with a new date and will be ready for distribution next week.

Fundraising: Cabin Fever income is projected to be lower than 2016 due to an increase in food costs. The committee’s next meeting will discuss plans for obtaining more corporate sponsorship for Foundation-sponsored events. Vivian Powers has agreed to chair the Cabin Fever committee for two more years. Garden Fair & Plant Sale: There is concern that the prolonged winter and cold spring will have a detrimental effect on the plants that were dug in the fall, so we potentially may sell fewer plants this year as compared to prior years.

Membership: There are 192 members on the master list (180 Master Gardeners, 12 Associates.) Of those 192, 122 have joined as 2017 members. An email will be sent out to those people on the master list who have not yet joined this year. Six memberships were sold at Cabin Fever.

Program Liaison: At the Feb. 14 Program Advisory Committee meeting it was announced that the Program, not the Foundation, would track the hospitality budget. Tim K presented at the same meeting about Program/Foundation delineation. The Board asked Tim K provide the same presentation at a future Board meeting. The Program Advisory Committee is working on the Bylaws that will govern their activities. Julie McElroy is actively involved with the Program Advisory Committee, so will not remain on the Foundation Program Liaison Committee.

Financial: Will be meeting March 30.

**Next Meeting:**

Monday, April 10, 2017, 10 AM, Extension office

**Adjourn:**

Moved: Sue moved to adjourn at noon.

Vote: Passed unanimously

Cathi Lamoreux

Secretary