



BOARD OF DIRECTORS MEETING MINUTES

SEPTEMBER 25, 2014 – SHEPHERDSTOWN, WV

PURSUANT to notice, a meeting of the Board of Directors of the Alliance for the Chesapeake Bay was convened by Alex Beehler, Chair, on Thursday, September 25, 2014, at 10:15 am at the National Conservation Training Center in Shepherdstown, WV.

Members present: Chair Alex Beehler, Jack Detweiler, Jim Elliott, Jason Ericson (for Paula Hamel), Pete Faust, Scott Fosler, Chris Hamilton, Rich Hart, Bruce Keiner, Bill Matuszeski, Bob Paul, Jennifer Troy, Mary Wadleigh and Neil Wilkie

Members not present: Don Boucher, Celeste Regan, Mary Barber, Dan Cornell, Stewart Leeth, John Quinn, Steve Pattison, Steve Schwalb, Greg Wilson

Alliance Staff present: Al Todd, Laura Ricciardelli, Nissa Dean, Mary-Angela Hardwick and Joyce Samm. Liz Biggs (present by phone)

Welcome and Introductions

Meeting called to order at 10:15 am. Alex Beehler began with discussing the successes of the Alliance during his past four years on the Board. He noted that today our financial audits are clean, the EPA audit is behind us, we have a great ED, our deficit has been reduced from over \$500,000 to \$100,000, the Taste was the most successful yet with over 50 sponsors and the Honorary Board is being launched. He noted that our reputation is better than ever on the outside and great opportunities are ahead for the Alliance.

Discussions then moved to the four outgoing Board Members. Al Todd presented plaques to each Board Member in recognition of their service. Scott Fosler spoke briefly about his time on the Board. Bill Matuszeski shared kind words about each outgoing Board Member.

Governance Report

Al Todd began discussions noting that the process of launching the Honorary Directors had not gone as quickly as planned. He did confirm that Bill Matuszeski, Mary Barber, and Fran Flanigan have accepted and George Glatfelter and Dennis Treacy are expected to respond favorably. The second round of letters will go out next week to Paul Sarbanes, Walter Boynton, Tayloe Murphy, and Donald Cohn. The plan is to have a dinner or gathering of Board Members and Honorary Directors in early 2015. Al asked for suggestions on where he gathering should take place. He noted that this will be an evolving process but we are moving forward.

Regarding Board recruitment, Al mentioned that more than 100 names were generated from the small group meetings. A priority list was compiled, with the focus being on increasing diversity and state representation, and filling gaps in expertise. Several names were discussed and Board Members volunteered to follow up with specific candidates. After initial contact is made, next steps

will be decided. Al and Pete have suggested that election occur via a email proxy vote in December to elect new candidates in order to bring onto the Board in January.

It was noted that we should consider a "Statement of Ethics" for Board Members and make this a part of Board Expectations and Responsibilities.

The next topic of discussion was enhancing Board Committees. Al requested thoughts on defining the roles of each Board Committee and how to make them more effective. This will be a task for follow up by the Governance Committee in 2015.

Development Report

Discussions began with a recap of the Taste. Laura reported on the success of the evening and provided statistics on sponsorship, raffle, auction, etc. She mentioned the only lowlight was the silent auction, noting that minimum bids were low and the need to improve on the presentation of auction items. Next year, we will consider having a Taste Committee including Board Members. Jack Detweiler and Jennifer Troy both expressed interest in being on this Committee.

She discussed that the funds from the Taste will allow us to explore new programs like Businesses for the Bay, to strengthen the financial position of the organization, to support development staff salaries and pay down our deficit. Laura stressed the importance of following up with our sponsors now for next year. We want to make our sponsors our partners and need to investigate ways to do this. We have also identified about 6 VIP's who attended the Taste and will follow up directly with them.

Development priorities for the 4th Quarter include:

- Planning Annual Appeal – we will do a direct mail campaign to 10,000+. Focus for mailing list will be zip codes in DC, MD and VA that border the waterways.
- Social Media Marketing – we're making progress on Facebook, Twitter, and IM
- New Program – there's a very aggressive program to bring large numbers of Chinese tourists into Annapolis and the Alliance was asked to supply the environmental piece. Could potentially be a significant source of income. Plan to do two pilots this fall. Many details need to be worked out.

Communication strategies for 2015 will include developing standardized messages, program logos and branding.

Discussions then moved to planning for Taste 2015.

- A lot has been done to build an event in Annapolis. Do we move venue to increase capacity and stay in Annapolis area or do we move to DC or Baltimore?
- Potential venues in the DC area: Will require strong Board support to build outreach in a new market area where the Annapolis staff does not have as strong connections.

National Arboretum – likely more expensive, no mass transit, facility uncertainties
Navy Yard Conference Center – required to use their caterers, reasonably priced, can accommodate 450, parking garage, some security concerns

- The intent is to keep the same casual and intimate feel

Finance Committee

Liz Biggs began discussions reporting that the financial health of the Alliance is good. There was a positive change in unrestricted new assets, which she anticipated will continue, and we are on an upward trend. Liz noted that we came in with a conservative budget last year and will be a little more aggressive in 2015. We projected \$2M in grants and have brought in over \$3M so far this year.

Liz then reported on the 2015 budget and noted that it represents a higher level of activity in both direct grants and donations. The major differences are due to a greater investment in development, including program development, mass mail campaign, elevated Taste expenses, dollars for individual member events and a modest increase in communications. If budget goes as planned, the Alliance will end up with an \$80,000 reserve. It was questioned if there is a rule of thumb for what a non-profit should have in reserve. Chris Hamilton advised that there is a formula to determine this and he will research and advise what that amount should be.

Upon motion made by Pete Faust, seconded by Jack Detweiler, and unanimously approved, it was RESOLVED that the 2015 Budget, as presented, be approved.

Approval of June Minutes

Minutes from the September 25, 2014, meeting were reviewed.

Upon motion made by Neil Wilkie, seconded by Bob Paul, and unanimously approved, it was RESOLVED that the draft minutes from the September 25, 2014 Board Meeting, previously provided, be approved.

Draft Strategic Plan Discussions

AI noted that the draft Strategic Plan will be used as a working document for the next few months, will then be finalized and implemented beginning 2015. The draft Plan was reviewed and the following comments were made:

- Restates and simplifies our original mission statement. Is it too simple?
- Do we want everyone to be our partner?
- Are we too similar to Choose Clean Water Coalition?
- Our unique niche is building Alliances – we do not alienate anyone.
- Should we start with streams and rivers as our focus
- Incorporate key words – inspire, support and lead

Discussions then focused on the Strategic Priorities of the Alliance:

- Organizational Effectiveness: greater capacity of State Directors; improve website; additional staffing to include a communications assistant and a volunteer coordinator.
- Financial Strength and Stability: increase non-federal funding; establish investment/rainy day accounts; build outreach with CFC
- Building on Membership and Development Program
- Development of Signature Programs

Businesses for the Bay

Nissa Dean gave an update on the progress made with B4B since the first Forum in April. She noted that the second Forum is being planned for the MD, DC, PA area. Next steps will be to get the group back together and decide how to move forward.

Alex Beehler concluded discussions by commending AI for his efforts in developing the draft Strategic Plan. AI thanked everyone for their inputs and asked for the Board to pass along any comments and suggestions.

Next Board Meeting is tentatively scheduled for Friday, January 23, 2015.

Meeting adjourned at 3:10 pm.