Meeting was held at National Conservation Training Center in Shepherdstown, WV.

**PURSUANT** to notice, Ginny Snead, Chair, convened a meeting of the Board of Directors of the Alliance for the Chesapeake Bay on Friday, November 15, 2019 at 9:00 AM.

**Board Members Present:** Dennis Chestnut, Jack Detweiler, Brian Macnamara, Shawn Kimbro, Jenn Troy, Susan Johnson, Doug Palmore, Jim Elliott, Chris Sigmund, Matt McGeirn, Jenn Jackson, Sally Hornor, Bill Gill, Naomi Young, Andy Field, Bob Paul, Ginny Snead

**Members Not Present:** Tara Scully, Greg Wims, Steve Levitsky, Deb Lucas, Steve Pattison

**Alliance Staff Present:** Kate Fritz, Jaja Leroux, Marissa Spratley, and Lauren Sauder

**Honorary Directors Present:** Walter Boynton

**WELCOME AND ANNOUNCEMENTS (Ginny Snead, Board Chair)**

Ginny Snead called the meeting to order at 9:00 AM, followed by introductions.

Ginny Snead welcomed Walter Boynton, Honorary Director.

Ginny Snead and Andy Field took a moment to recognize our outgoing board members Stephen Pattison, Jack Detweiler, Jenn Troy, Jim Elliot, and Bob Paul for their service and contributions to the board.

Ginny Snead welcomed two new board members, Jenn Jackson and Matt McGeirn.

Ginny Snead recognized Dennis Chestnut for receiving a DC Appleseed Award back in September.

Marissa Spratley recognized Jenn Troy being highlighted in What’s Up Annapolis Magazine in a monthly feature entitled “Towne Salute.”

**BOARD AND COMMITTEE UPDATES**

**Approval of Minutes from July 22, 2019.**

Jim Elliott motioned to approve the July minutes; Susan Johnson seconded the motion. The minutes were approved unanimously with amendments, as outlined below.

- Update the spelling of hoc.
- Anonymous instead of unanimous.
• Update to reflect that Tara Scully was not in attendance at the meeting

**Development Committee Update – Jenn Troy & Susan Johnson. Report was given by Suzanne Martin.**

• Past events
  o Taste of the Chesapeake
     ▪ Made a profit of approximately $107K, which is a bit more than the profit made last year. Suzanne mentioned that these numbers have been unaudited by the Finance Team.
     ▪ Jim Elliott was thanked for his help working through the silent auction challenges online.
     ▪ Ginny Snead acknowledged the hard work of Susan Johnson as the Chair of the Taste Event Committee.
     ▪ Kate Fritz thanked staff for their hard work on the event, specifically Suzanne Martin, Lucy Heller, and Marissa Spratley.
  o End of Year Appeal
     ▪ Sending a story with an ask, and then a thank you Thanksgiving Card.
       • $10,000 challenge grant from the Campbell Foundation for new donors and lapsed donors.
         o Open until Jan. 2.
       • Consider employer match to triple your money.
       • **ACTION ITEM:** Suzanne Martin/Kate Fritz to email template to the board for them to share with friends and family.

• Board Thanking Program
  o Suzanne Martin introduced a new opportunity for the Board to assist with thanking our end of year donors – and is meant only as a thank you (not another ask). Suzanne will send an email to a board member with a script and donor information.
  o If you are unable to call please let staff know so the opportunity is not missed.
    ▪ Inform staff when phone call is made so that we can input that information in Salesforce database.
  o Donor form is available on the web portal if you have a subsequent conversation.
  o Staff to segment and batch based on region, if possible.

• Upcoming Events
  o Extraordinary give in Pennsylvania is on Friday 11/22.
  o Giving Tuesday is on 12/3. Information will follow shortly.
    ▪ Staff will share materials with the board so they can share with friends and family.
  o Wild and Scenic Film Festival (MD, VA, PA, DC) on January 23, 2020.
  o Crab Cake Week planning meeting scheduled for Dec. 4 (VA, MD).
  o If upcoming events or information is ever needed, they are listed on the Alliance website - [https://www.allianceforthebay.org/news-and-events/](https://www.allianceforthebay.org/news-and-events/)

**Governance Committee Update – Andrea Field**

• Andrea Field provided an update on the work of the Governance Committee, which includes:
o Establishing a more uniform process for evaluating the candidacies of prospective board members and integrating such new board members.

o Preparing a questionnaire to be completed by all individuals expressing an interest in serving on the board.

o Overseeing nominations of individual candidates to serve on the board/voting to have existing members continue to serve on the board.

• The following three new prospective Board members were discussed.

o Elizabeth Abdoo: Following a discussion of Elizabeth’s credentials and information provided by those who knew and had met/conferred with Elizabeth, Brian Macnamara moved to approve the nomination of Elizabeth Abdoo to serve as a member of the Alliance’s Board of Directors. That motion was seconded and was then unanimously approved by those Board members in attendance.

o Lisa Ausherman. Following a discussion of Lisa’s credentials and information provided by those who knew and had met/conferred with Lisa, Susan Johnson moved to approve the nomination of Lisa Ausherman to serve as a member of the Alliance’s Board of Directors. That nomination was seconded by Jim Elliott seconded and was then unanimously approved by those Board members in attendance.

o Florence von Pelet: While some Board members had had a chance to meet and talk with Florence, others -- including some Board members from Pennsylvania -- had not had that opportunity. In addition, Jenna Mitchell – Pennsylvania’s State Director and the Alliance staff member with the most familiarity with Florence and the skillsets she could bring to the Board – was not in attendance at the meeting. In light of those factors, Board members discussed the possibility of tabling Florence’s candidacy until more information about Florence could be provided to Board members and more Board members could have the chance to meet/talk with her. Following that discussion, Ginny Snead moved to table a vote on Florence’s candidacy in order to provide Board members with more opportunities to meet/learn about her in the following months. Thereafter, if appropriate, Board members could consider and vote upon Florence’s Board candidacy. That motion was seconded and passed unanimously.

o Related to the discussions above, it was recommended that representatives of the Governance Committee meet with the staff at all locations to discuss the overall process of identifying potential new Board candidates. In particular, it was suggested that the Board Skillset Survey be frequently updated so that all Board members and the staff of the Alliance can readily (a) identify those competencies not adequately represented by current Board members and (b) search for new Board candidates who possess those needed skillsets.

• Andrea Field next noted that three current Board members – Doug Palmore, Sally Hornor, and Tara Scully – were reaching the end of their current terms but were all eligible to serve another three-year term. Andrea moved that all three be re-elected to serve another term on the board, Susan Johnson seconded the motion, and the Board unanimously approved the motion.
• Board members then discussed the procedure that had been followed when – a few weeks before the meeting – Ginny Snead (consistent with the Board’s bylaws and procedures) shared with Board members that AMT Engineering (Ginny’s employer) and the Alliance were going to be working together to seek a grant for a possible project in the District of Columbia. Because the Alliance and AMT were not awarded the grant, there was no need for an extended discussion on the matter. However, Board members did discuss the applicable guidance and how to handle future situations in which the Alliance might partner with entities that have representation on the Board. In particular, Board members were reminded that:
  o If they or their organizations/employers plan to partner with the Alliance on a proposed new project, they must disclose that fact before any proposals are submitted.
  o In particular, Board members should communicate this information to the Executive Director of the Alliance and to the Governance Committee.
  o Board members should also share this information with staff members that might be involved in the proposed project.
  o Staff members should be educated to look out for – and report to the Alliance’s Executive Director – any potential conflicts of interest.

Finance Committee Report – Jaja Leroux (Director of Finance)

• Jack Detweiler recognized and welcomed Brian Macnamara as the new chair to the Finance Committee, and Treasurer of the organization.
• Jack Detweiler moved to formally approve the 2018 audit, Susan Johnson seconded the motion; the Board unanimously approved 2018 audit.
• Review of 2020 Budget
  o Jack Detweiler recognized the work of the finance team and others to move the net assets to positive numbers.
  o Jack noted that uncertainty about the future of the Alliance’s Businesses for the Bay program might have an impact on the contributions of previous members of that program.
  o The budget allows for a 2% cost of living increase for all staff, and the opportunity to provide merit increases to certain staff.
  o The 2020 budget includes a proposal to look at matching retirement funds for staff. There are currently 7 staff participating in our non-matching program. Jaja will provide an update on this matter for the Board at its March 2020 meeting.
  o We are on track to hit our income goal for 2019, which will be a big boost to start 2020 off on solid footing.
  o Board Comments:
    ▪ Recognized that the Executive Director must have extra staff in order to free her up to focus on elevating the profile of the Alliance and fundraising.
    ▪ Opportunity to think about how we can follow the goals of the strategic plan when creating the budget.
- Grant proposal process was put in place so that program decisions can be made with an eye towards healthy finances.
  - Jack Detweiler recognized Jaja’s hard work to improve our financial tracking in order to increase our unrestricted funds via grants.
- Jack Detweiler asked for a motion to approve 2020 draft budget. Doug Palmore so moved, Dennis Chestnut seconded, and Board members unanimously approved 2020 draft budget.
- Discussion of DC office expansion – the finance team, in coordination with the DC Office, have provided a financial memo laying out the need to rent new office space in Washington, DC. The Alliance will be moving forward with searching for an office space in early 2020.

**Succession Planning – Ginny Snead**

- Ginny Snead asked Andy Field to leave the room so that Board members could discuss the possibility of electing Andy to serve as the next Chair-Elect. Following discussion, Susan Johnson moved that Andy Field be elected to serve as Chair-Elect in 2020, Doug Palmore seconded the motion; and the Board unanimously approved the motion.
- Susan Johnson moved for Brian Macnamara to become the Alliance’s Treasurer, Doug Palmore seconded, and the Board unanimously agreed.
- Ginny Snead moved for Susan Johnson to be the chair of the Development Committee; the Board unanimously agreed.
- Susan Johnson moved that Sally Hornor become the Board’s next Secretary, Doug Palmore seconded that motion, and the Board unanimously agreed.

**Program Committee Update – Sally Hornor**

- Sally reported on a Tuesday, November 18 meeting with the Honorary Directors, at which time participants (including staff) discussed how best to encourage Honorary Directors to be more involved in promoting the goals of the Alliance.
- She noted that she had sent a draft program overview for prospective and new board members to the Executive Committee for comments. An amended version, attached, is now available for comment by the full board.
- Sally reported on a conference call discussion with Jessica Blackburn (Richmond Alliance office) and Kate Fritz re using $5k from the Innovation Fund to hire a grant writer to obtain funding on behalf of the Alliance Diversity, Equity, and Inclusion Team. The proposed project is to assess the best ways to help staff and board to advance cultural awareness and equity and to engage with diverse communities. It was agreed that this was a good use of these funds.
- One question that came up during the discussion noted above is whether it is permissible to roll over funding from the Innovation Fund for projects from one fiscal year to another. During a call with Executive Committee members on 11/4/19, it was confirmed that this was a reasonable request and that roll-over is permitted.
- Finally, Sally requested that Board Members attempt to attend at least one programmatic event each year (Project Clean Stream, tree planting, meeting, etc)

**Diversity, Equity, and Inclusion Initiative – Dennis Chestnut**
**DEI Team 2019 Comments**
- Dennis Chestnut recognized the work of the staff-led DEI team and the opportunities it has provided.
- He recommended considering a staff person to focus on writing grants.

**Team Outcomes**
- Increased understanding among staff about DEI topics.
- Increased knowledge among staff of free and available DEI tools.
- Increased understanding among DEI Team and management of the realistic costs of advanced DEI training and consulting.

**Team Goals**
- Have representation of DEI Team in all the Alliance offices.
- Looking forward, the staff will update internal policies and the Alliance Personnel Manual.

**Board Comments:**
- The Taste awardees reflected the Alliance’s focus on diversity and inclusion.
- Recommendation of the movie *Harriet* and visit the memorial – the Chesapeake Bay and its rivers feature prominently in the escape routes that Harriet Tubman utilized.

**Executive Director’s Report - Kate Fritz**

- Kate recognized the internal work of the staff and how they are navigating changes and growth as a team.
- Kate recognized the work of the Governance Committee and their efforts to bring to the Board individuals possessing the specific skillsets needed to help us achieve our strategic vision for the organization.
- Due East partners helped us reach consensus on better articulating who we are as the Alliance and on refining our four strategic plan goals.
- There is encouragement to take the next step in showing impact metrics.
  - The Alliance has struggled to show metrics in a concise and strategic way.
- Project Clean Stream and Businesses for the Bay are examples of programs that might need to be aligned/revamped to fit within the vision/goals of the Alliance as set out in the most recent strategic plan.
- In 2020, the staff and board are encouraged to think about targeted growth, expansion, and building accountability across the organization.
- Kate noted the success of the Turkey Hill Clean Water Partnership
  - Participants were urged to think about chances to replicate that program and other promising projects that can help us meet on-the-ground impact needs.
- In 2021 and beyond, our 50th Anniversary Year, the Alliance needs to seriously work on having/growing a rainy-day fund.
  - The Alliance needs to do a lot of work around fundraising.
  - Encourage help for programmatic work to help the Executive Director be able to devote more time to fundraising.

**Board Comments**
- Expansion opportunities in DC and excitement about the growth of the DC office.
- Kate recognized for the successful effort of the new strategic plan.
Final Comments:

Ginny Snead asked all staff members to leave the room so that Board could review the work of the Executive Director during the past year.

Ginny Snead moved and Board members approved the adjournment of the meeting at 12:00 pm.

ACTION ITEMS

1. Post Board Meeting minutes within two weeks of the meeting. – Lauren Sauder, Jim Elliott
2. Kate is to share the data gained from the most recent survey done to determine the relevant skillsets possessed by all existing board members and to allow us to recruit new board members who possess any missing skills – Kate Fritz
3. Ginny to report at the next board meeting the result of the Honorary Directors meeting – Ginny Snead
4. Send an email template to the board for the Challenge Grant – Lauren Sauder
5. Circulate new Board Thanking Program to board members – Suzanne Martin
6. Kate to have a conversation with Shawn Kimbro about Keith Campbell and the fisherman community – Kate Fritz, Shawn Kimbro
7. Board members to consider what committee to serve on and if it’s the best fit – All board

Minutes taken by: Lauren Sauder, Alliance Staff
Edited and Submitted by: Lauren Sauder, Alliance Staff, Ginny Snead, Chair, and Andy Field, Chair-Elect