



Wisconsin Land+Water Conservation Association

121 S. Pinckney Street, Suite 420 · Madison, Wisconsin 53703
 (608) 441-2677 · Fax: (608) 441-2676 · wisconsinlandwater.org

Board of Directors Meeting Minutes

Date: December 13, 2022	
Start Time: 9:05 am	End Time: 12:40 pm
Hybrid (in-person and virtual):	Portage County Annex Building, 1462 Strongs Ave, Stevens Point, WI 54481 (Rms 1+2) and https://us02web.zoom.us/j/83236130025?pwd=TVVCdW1TWkljaTBHYORISDUrNIZIUT09
Conference Phone:	1-312-626-6799
Access Code:	Meeting ID: 832 3613 0025 Passcode: 786917
<p>WI Land+Water BOD Members (2022-24): <u>Area 1 (LM)</u>: Scott Frank (<i>Shawano LCD</i>), Tom Mandli (<i>Marinette LCC</i>); <u>Area 2 (LW)</u>: Brian Haase (<i>Waupaca LWCD</i>), Mike Hofberger (<i>Calumet LWCC</i>); <u>Area 3 (SE)</u>: Marissa Castello (<i>Waukesha LRD</i>), Monte Osterman (<i>Racine LCC, Chair</i>); <u>Area 4 (S)</u>: Amy Piaget (<i>Dane LWRD, Treasurer</i>), Melissa Luck (<i>Richland LCC</i>); <u>Area 5 (W)</u>: Bob Micheel (<i>Monroe LCD, President</i>); Mary Henry (<i>Vernon LCC</i>); <u>Area 6 (WC)</u>: Chase Cummings (<i>Dunn LWCD</i>); Ken Gerhardt (<i>Clark LCC</i>); <u>Area 7 (NW)</u>: Ben Dufford (<i>Bayfield LWCD</i>), Craig Conroy (<i>Burnett NRC</i>); <u>Area 8 (NC)</u>: Carolyn Scholl (<i>Vilas LWCD, Secretary</i>), Jim Winkler (<i>Oneida LCC</i>)</p> <p>Non-Voting Advisors: Dan Bahr (<i>Wisconsin Counties Assn</i>), Angela Biggs (<i>NRCS</i>), Chris Clayton (<i>DNR</i>), Coreen Fallat (<i>DATCP</i>), Mike Gilbertson (<i>DNR</i>), Beth Mason (<i>Ntnl Assn of Conservation Districts</i>), Dan Zerr (<i>UW-Madison Division of Extension</i>)</p>	<p>In Attendance:</p> <p>Frank, Mandli, Haase, Hofberger, Castello, Osterman, Piaget, Luck, Micheel, Henry, Cummings, Gerhardt, Gingras, Dufford (9:20), Conroy, Scholl, Winkler</p>
<p>WI Land+Water Staff: Matt Krueger (<i>Executive Director</i>), Kim Warkentin (<i>Operations Manager/Youth Education Director</i>)</p>	<p>Clayton, Krueger, Warkentin, Schlutt, Rhodes, Hablewitz</p> <p>Absent:</p>
<p>WI Land+Water Mission: To protect, conserve, and enhance Wisconsin’s natural resources by advocating for and supporting county conservation efforts, for current and future generations.</p>	
<p>Notes:</p> <ul style="list-style-type: none"> WI Land+Water meetings are open meetings. Individuals may observe via web or call-in if desired. Please state your name if using the dial-in option. Order and time allowed for agenda items may be changed due to pace of meeting or at the discretion of the board. 	
Next Meeting Time: March 1, 2023, Wisconsin Dells, WI (Chula Vista Resort)	

ALL ITEMS ARE ACTIONABLE

- 9:05 am Call to Order – Chair Monte Osterman**
- Pledge of Allegiance
 - Roll call. Quorum is present
 - Adopt agenda. *Motion to adopt agenda: Winkler/Micheel*
 - Approve previous meeting minutes – October 19, 2022. *Motion to approve minutes: Gerhardt/Winkler All ayes*

9:07 am

Executive Committee Report – President Bob Micheel

- Executive Committee has been working on: proposed bylaws revisions; staff personnel policy revisions; Executive Director performance evaluation; 2023 organizational budget
- Engagement of Wisconsin Tribal Conservation Advisory Council. Micheel reported that he and Krueger will be meeting soon with a rep to discuss.
- Board of Directors initiatives – a hard copy was shared with the group. Please forward any other ideas if you have them and please consider joining one of the working groups.

9:17 am

Review of Proposed Bylaws Revisions – Exec. Director Matt Krueger

Long time coming; Matt brought proposed bylaw revisions to discuss. Guiding principles worked on and clarified; resolution process was clarified; (via law firm) a “clean-up” of by-laws completed – committee information was taken out and a separate policy was written for each. Krueger shared the ‘Summarized Reference’ version on screen: Article 1 Section 2; Article 3 1st paragraph and Sections 2,4,5; Article 4 Sections 1D, 2, 2F, 2G, 2K, 2N, 2O, 3, 3E, 4, 5; Article 5 Intro paragraph and Sections 2, 4, 6, 9A, 11,13.

Thorough discussion. Resolution Options: 1) From Committee to full membership; 2) From Committee to full membership with prior reporting/review of the BOD; 3) From Committee to BOD approval/deny to full membership.

Krueger was asked to provide ‘resolution process’ guidance for all area associations and Committees, include a suggested timeline.

10:50 am

Break

Continue: Review of Proposed Bylaws Revisions

Motion to approve the proposed by-laws - including clarification of resolution process:

Haase/Conroy

Resolution process will follow the resolution policy by going through appropriate committees with a report going to BOD for review

Ayes: Haase, Conroy, Cummings, Mandli, Luck, Dufford, Costello, Gerhardt, Hofberger, Piaget, Frank, Scholl, Micheel

Nays: Henry, Winkler

Motion passes.

11:00 am

Review of Organizational Audit Materials – Treasurer Amy Piaget, Krueger

Mike Hablewitz, Wegner CPAs, performed audit for fiscal year 2021 and shared draft report w on screen. Hablewitz reviewed only the high-level numbers, net assets/liabilities, revenues split between restricted and non-restricted funds, etc

Only “mid-level” deficiencies to report: 1) Increase monitoring controls over disbursements, review bank statements monthly to make sure it makes sense and seems reasonable. A Supervisor should periodically review Executive Director credit card expenses. 2) For cash receipts, two people should be present when mail is opened, copies should be made of all checks. 3) Board should monitor the internal controls like: who does what?, are they doing what they are supposed to be doing?, are the controls adequate? 4) Future leases will be monitored differently. Questions and Discussion.

Motion to accept the 2021 audit report in draft form: Winkler/Gerhardt All ayes.

11:28 am WI Land+Water Staff Appearance – Chris Schlutt, Training and Events Manager
Chris gave a brief introduction and presentation on her duties. Thanks to Chris!

11:37 am 2023 WI Land+Water Operating Budget – Piaget, Krueger
Draft 2023 budget summary was shared on screen – negative numbers are grant revenues earned in 2022 but held by WI Land+Water for 2023 work. Negative numbers will get smaller as we “earn” grant funds (as the year goes on). This is accepted government accounting practice. Looking at intentional deficit of \$10,504.57 for Standards Oversight Council to correct for underspending on a five-year contract that is wrapping up in 2023. Questions. Krueger/Piaget addressed challenges (large or small) that the executive committee had discussed.

Motion to approve the 2023 operating budget: Frank/Scholl All ayes

11:58 am Executive Director’s Report – Krueger

- 2023 annual plan – shared on screen – Krueger shared high points: additional staff support position is needed (grant administrator), Annual conference is an opportunity to get the word out about our group (get higher LCC attendance), Assess/coordinate our own training and professional development programs
- Staff program updates – encourage you to review
- 2023-25 state biennial budget priorities - only highlights are being shown on materials for legislators... provide \$18.7 million in stable core funding for county conservation; improve Farmland Preservation Program by increasing tax credit;
- Service Recognition Program - need to streamline county recognition apart from how we have been doing it as slideshow at conference – agreed this was not the best way, but contact Krueger with any ideas for this.

12:18 am Agency Advisor Reports
Chris Clayton, DNR will keep us updated on grant funding opportunities, Happy Holidays!

12:20 am Closing Remarks – Osterman
How should NRCS improve delivery to underserved producers? How to expand capacity?

Cut any red tape to make delivery to the underserved easier. Funding Staff is tough - to build capacity build change funding from 50-50 match to 80-20 (or similar). Have an additional EQIP sign up time (continuous?) each year for farmers – that would increase opportunities. Increase communication opportunities between counties and NRCS, especially for those counties without regular NRCS contact.

12:30 am **Announcements** – Next meeting March 1 @ 8:30; July County Conservationist Meeting July 13-14; Fall mtg will include strategic planning retreat; December meeting TBA; Raffle Tickets distribution.

12:40 pm **Adjourn** - *Motion to adjourn: Gerhardt/Winkler All Ayes*

Respectfully submitted by: *Carolyn Scholl, WI Land + Water Secretary*