



# Wisconsin Land and Water Conservation Association, Inc.

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## Board of Directors

### Meeting Minutes

<b>Date: Tuesday, April 26, 2011</b>	
<b>Start Time: 10:00am</b>	<b>End Time: 2:00pm</b>
<b>Location:</b>	Schmeckle Reserve UW-Stevens Point 2419 North Point Dr., Stevens Point, WI 54481 715-346-4992
<b>Conference Phone:</b>	(877) 826-6967 (NEW NUMBER)
<b>Conf ID:</b>	2683619685 (dial when prompted)
<b>Minutes prepared by:</b> Kirsten Moore, Office Manager, WLWCA Staff	
<p><b>Board of Directors:</b> Mr. Chuck Wagner (<i>President, LW Area</i>), Mr. Tom Rudolph (<i>Vice-President, NC Area</i>), Ms. Kay McKenzie (<i>Sec'y/Treasurer, NW Area</i>), Mr. Joe Piechowski (<i>LW Area</i>), Ms. Dorothy Burwell (<i>SE Area</i>), Mr. David Hammer (<i>S Area</i>), Mr. Herbert Cornell (<i>W Area</i>), Ms. Tami Schraufnagel (<i>WC Area</i>)</p> <p><b>Staff &amp; Advisors:</b> Mr. Julian Zelazny (<i>Executive Director</i>), Ms. Kirsten Moore (<i>Office Manger</i>), Mr. Greg Baneck (<i>LCD Advisor Area 2, LW</i>), Ms. Susan Butler (<i>FSA</i>), Mr. Kurt Calkins (<i>WALCE</i>), Mr. Richard Castelnovo (<i>DATCP</i>), Mr. Ken Genskow (<i>UWEX</i>), Mr. Robert Heise (<i>LCD Advisor Area 6, WC</i>), Ms. Beth Mason (<i>NACD</i>), Ms. Patricia Leavenworth (<i>NRCS</i>), Ms. MaryAnne Lowndes (<i>DNR</i>), Mr. Jim McCaulley (<i>LCD Advisor Area 4, S</i>), Ms. Kathy Pielsticker (<i>DATCP</i>), Mr. John Reinemann (<i>WCA</i>), Ms. Carolyn Scholl (<i>LCD Advisor Area 8, NC</i>), Mr. Jim VandenBrook (<i>DATCP</i>), Perry Lindquist (<i>Waukesha County LCD, Ad-Hoc Committee Co-Chair</i>), Bill Schuster (<i>Door County LCD, Ad-Hoc Committee Member</i>)</p>	<p><b>In Attendance:</b> Wagner, Burwell, McKenzie, Piechowski, Schuster, Zelazny, Moore, Scholl</p> <p><b>Conference Phone:</b> Heise, Schraufnagel, Baneck,</p> <p><b>Board Members Absent:</b> Rudolph, Cornell, Hammer</p>
<p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• WLWCA BOD Meetings are open meetings. Individuals may attend in person or via conference call if desired. Please state your name when you use the conference calling service.</li> <li>• Times indicated as well as the order of agenda items are subject to change based on pace of meeting discussion and discretion of the President.</li> <li>• <b>The deadline to RSVP for this meeting and/or submit a written report to be included in meeting packet materials is Friday, April 22 at noon.</b></li> <li>• Hard copies of meeting materials will be available at the meeting to those who RSVP by the deadline. Meeting materials in board and advisor meeting packets include:             <ul style="list-style-type: none"> <li>○ 02-22-2011 Conference Call Minutes</li> <li>○ Ad Hoc Committee Supplemental Information</li> <li>○ 2011 YTD Profit &amp; Loss</li> <li>○ 2011 YTD County Dues Report</li> <li>○ Any written reports submitted by the deadline (Hard Copy at meeting, will Email as well if sent electronically.)</li> <li>○ 2010 Audit Reports (Hard copy at meeting, will mail to BOD members who do not attend.)</li> </ul> </li> <li>• Catering will be provided by Rockman's Catering. Lunch will be provided to those board members, staff, advisors, or others on the agenda that RSVP by the deadline. Others who wish to attend and RSVP on time may pay \$10 to WLWCA for lunch if desired.</li> </ul>	
<p><b>Next Meeting Time:</b></p> <ul style="list-style-type: none"> <li>• Tuesday, June 14, 10:00am-2:00pm, following Monday, June 13 Conservation Observance Day in Columbia County. Location TBA.</li> </ul>	

**10:10 Call to order: Mr. Wagner, President**

- Pledge of Allegiance

- Roll call taken. Quorum present.

**10:11 Adopt Agenda – Possible Action**

- **Piechowski/McKenzie:** Adopted by voice vote, none opposing.

**10:12 Approve February 22, 2011 Conference Call Minutes – Possible Action**

- **Burwell/McKenzie:** Approved by voice vote, none opposing.

**10:13 President’s Report, Mr. Wagner**

- Mr. Wagner combined this report with the Ad Hoc Committee report at his discretion.

**10:14 Ad Hoc Committee Report, Mr. Wagner, Mr. Schuster & Mr. Lindquist – Possible Action**

- On the “Process and Guiding Principles for a Possible WLWCA/WALCE Merger” document, the ad hoc committee is taking up step #3 to draft and present additional details for a proposed merger to the WLWCA and WALCE boards for approval to continue. The WALCE board met in March and approved the process at this point, WLWCA is meeting today.
- The ad hoc committee selected option #5 from the “Options for Joint Organizational Elections and Structure” document as the option to recommend to the boards for the ad hoc committee to continue building upon.
- Mr. Wagner took questions and comments from the board regarding the process and the recommended structural option. Discussed history of merger discussions between WLWCA and WALCE. Discussed the individuality of WALCE membership and the value of retaining the equal voice of all employees or supervisors in a merged organization. Discussed the parity issues regarding county staff within counties and the number of votes per county in WALCE that will need to be resolved. Discussed the pace of the process.
- Ms. Scholl joined the meeting.
- **Burwell/Piechowski:** Approve option #5 from the “Options for Joint Organizational Elections and Structure” as the proposal for the ad hoc committee to continue carried by voice vote, none opposing.
- *Ms. Moore will add conference scheduling for a joint meeting and reviewing the “Process and Guiding Principles for a Possible WLWCA/WALCE Merger” to the next Ad Hoc Committee meeting agenda.*

**10:34 Executive Director’s Report, Mr. Zelazny**

- State Budget Update: Discussed potential FPP and WLI changes to conversion fees and the coalition efforts to retain programs on the books even if they cannot currently retain funding.
- Mr. Heise left the meeting temporarily.
- Discussed staffing grant, looking at a 5% reduction, due to a 10% GPR reduction (50% of staffing grant is derived from GPR). Discussed increase in nutrient management cost-share funding.
- New Programs Update: WLWCA and DATCP are in discussions regarding a proposal for WLWCA to administer assistance for cost-share implementation. WLWCA and DATCP are also discussing proposals for a new LCC training format that will be modeled on the Pennsylvania and Utah conservation districts online training modules. Mr. Zelazny also shared some proposals being vetted by Noel Anderson, a GIS consultant regarding democratizing web based mapping innovations with the aim of providing a practical tool for departments at no cost.

**11:09 Finance Report, Mr. Zelazny, Ms McKenzie – Possible Action**

- Ms. McKenzie provided treasurer’s reports for December 2010-February 2011 financial statements. *Ms. Moore will look at the travel policy for the board as one board member was reimbursed mileage to the WLWCA annual conference and may need to pay that back to the board.*
- 2010 Annual Audit Update: Mr. Zelazny reviewed the audit packet with the board. Wegner LLP recommends that the WLWCA BOD review the salaries of other executive directors in relatively similar nonprofits when considering Mr. Zelazny’s compensation. **Piechowski/Burwell:** Received the report and placed it on file by voice vote, none opposing. Wegner LLP has offered to answer questions regarding the audit at a future meeting. Mr. Wagner recommended that the audit be reviewed by the board prior to the next meeting for discussion.
- 2011 YTD Profit & Loss: discussed.

- 2011 County Dues Update: Mr. Zelazny has sent notices to those who have not paid dues. Since the April 19 report, Douglas and Oneida have paid dues in full. Discussed those who are on the list.
  - Mr. Baneck joined the meeting. Mr. Heise returned to the meeting.
- 12:00 Lunch**
- Mr. Heise left the meeting.
- 12:33 Envirothon Report**
- 2011 Wisconsin Envirothon Results: Middleton High School won and Luxemburg-Casco High School took first place in the oral presentations.
  - Proposed changes for 2012 Wisconsin Envirothon: Attendance was low in 2011. Ms. Moore is working with the DPI find ways to make the event shorter and provide the same quality event.
  - Canon Envirothon Update: Ms. Moore attended the Canon Winter Meeting. Ms. Moore has also been nominated to run for the Canon Envirothon Board of Directors, a three year term. Canon Envirothon would pay travel fees for all Canon Envirothon meetings (air fare and meals, not the registration for Canon Envirothon itself).
  - Discussed ways to grow participation in the event.
- 1:13 Area/Advisor Reports as Provided/Needed**
- Review written reports submitted: DATCP submitted a report.
  - Optional reports from those present: Mr. Wagner provided an update on RC&D in Wisconsin. Mr. Rudolph is at the state RC&D special meeting today. Mr. Baneck reported on the WALCE Spring County Conservationist Meeting and the future of LCDs and DNR. Mr. Baneck also provided a GLNAC update. Mr. Cletus Fontaine is the new GLNAC president and Mr. Scott Frank is the new GLNAC secretary. Ms. Scholl provided a report on the Wisconsin Lakes Conference. Mr. Wagner provided a report on the LWCB Forum regarding NR 115 held in Wausau. Mr. Piechowski provided copies of a letter submitted from Waushara County to the DNR regarding possible repeal or changes to NR 151. Mr. Baneck provided a LWLWCA area meeting report.
- 1:34 Approve 11-05-2010 Closed Session Minutes, Update Regarding Changes to WLWCA Personnel – Possible Action**
- Due to lack of quorum physically present, closed session has been postponed for the next meeting.
  - Ms. Scholl left the meeting.
- 1:47 Other Business as Needed**
- Discussed status of NACD staffing and other NACD issues.
- 1:59 Adjournment**
- Burwell/McKenzie: adjournment.