

GSWA Board of Trustees Meeting  
09.16.2022  
Minutes

In person: Deb Apruzzese, Ralph Jones, Eric Inglis, Kevin Sullivan. Staff: Sally Rubin, Sue Levine, Val Thorpe, Wade Kirby

Zoom: Lisa Steven, Carolyn Sharaway, David Naidu, Reed Auerbach, Clark Wagner, Todd Hyde, Tony DellaPelle, Brett Williamson, Dave Robinson, Stacey Valentine, Yorgi Vlamis, Dot Stillinger, Michael Dee, Guy Piserchia, Jordan Glatt (joined at 9)

Advisory members by zoom: Sally Glick, Thelma Achenbach, Judith Hazlewood, Frank Stillinger, Kathy Pfeil, Fran Schultz

Meeting Called to Order 8:40am

We started the meeting with the new Video – it received rave reviews, and the group agreed it should be presented at the Gala and use it as an ask. Someone asked if it could be a PSA and it should also be posted on YouTube.

Tony thanked both Deb Apruzzese and Sally Glick for taking the lead on interviewing and meeting with the staff regarding the Strategic Plan.

Deb interviewed all the staff individually (except the ED) on their views and roles and whether we are achieving the mission and goals.

Deb presented her results and shared that concerns were voiced on the Post COVID Environment when the employees were interviewed individually. Deb asked staff: what should we do more of, less of and continue to do.

Team:

1. More team building and cohesiveness with staff
2. Understanding of priorities – more alignment to the 2021 strategic plan – refresh and educate new staff and board on the Strategic Plan
3. More connectivity and communication between departments and more staff meetings

Leadership:

4. More involvement with leadership and more in person access with Sally
5. More routine communication
6. More capacity and resource balancing /alignment – Deb shared that she was inspired by the dedicated, devoted, and passionate team. It is a small staff so we can't always say yes to everything.

Board:

7. More board engagement and involvement with the staff
8. Recruiting the board with purpose – Time Talent Treasure – Each board member should ask what they are here for and how they can help or what they can do.
9. More board help in the strategic planning and assessment

Deb shared that after speaking with the staff, her trust and appreciation of the team increased.

Although she is rolling off the board, she will continue to stay involved because she believes in the team and mission. She shared that hard work, passion and dedication is contagious.

Tony shared that he feels more detached due to COVID and realized he needs to do more and asked what each board member can do to help themselves get more involved with the team and mission.

Tony thanked Deb for her time and for compiling and sharing the information.

Sally G presented her results from her two-day 6 total hour sessions with the staff. She indicated good communications and leadership is needed for every organization. The team is eager to work here and with the board. Staff identified challenges and looked for ways to approach/tackle those challenges. The team did a SWOT analysis.

Strengths:

- mission is solid and relevant
- reputation
- longevity
- fiscally sound
- remain relevant over time

Weaknesses:

- limited footprint
- lack of board engagement
- lack of board and staff diversity
- branding and name recognition downstream

Opportunities:

- strengthen the board
- increase diversity
- expand the reach or footprint
- better use of social media/website
- more disciplined and structured initiatives

Threats:

- aging donors
- 2.5 years of pandemic effect (uncertainty and burnout)

She then discussed staff's thoughts on top priorities for GSWA.

1. Downstream connections to expand
2. Marketing plan to extend the reach – Sally G offered to assist here
3. Greater board engagement on leadership and direction; staff recommendations:
  - a. to have more diversity on the board to get more downstream and expand the mission
  - b. Board should do a post COVID re-set with the staff to re-engage board and staff together

Tony thanked Sally G for her support and for meeting with the staff and presenting the information to the board and then asked for board comments.

Reed expressed his disagreement with some of the observations and shared that he thinks the biggest issue is that we do not have enough money, which would address the overworked staff issue. He expressed concerns that we are too small to meet our mission without the increase in funds and staffing. Some activities are too resource intensive and too time consuming for the net results so more time result assessments are needed.

An exchange on Board Diversity needs were addressed and the need to have diversity on the staff was addressed as well.

Board engagement was questioned by Reed - the board's role is to give direction, support and oversee risk management. *The staff needs to run the ship.* Staff is overworked and asking for free help from the board is not a solution. The bigger problem is the lack of funds which is causing an overworked staff who are putting out fires.

Sally G. emphasized one of the board's primary roles is to help raise money.

Sally G shared the more the organization is recognized, the more you can improve the finances. The board is the door opener to help improve finances.

Ralph questioned whether the staff expressed concern that the increased mission scope is more than the present staffing can handle. Both Sally G. and Deb said no the staff had not indicated that.

Kevin shared that Covid has impacted all team connectivity and loss of company culture.

Deb expressed concern that the group (board and staff) needs to be connected to the mission and team building is needed to ensure we are all moving in the same direction.

She indicated it would be good to assess if the individual efforts are cohesively moving toward the achievement of the mission/goals.

Ralph said that if everything is important then nothing is important.

Sally Rubin shared that the team wants to establish an expansion target guideline so that we are more strategic on how we expand. This will help manage taking on more than can be handled.

Tony wrapped up saying we need to re-group as a next step to address how to go forward. Although not created by the pandemic, the issue has been exacerbated. The board and staff will need to address these challenges going forward.

Deb added that we need to align the financials, resources, and board engagement. The board needs to help keep the organization on track with the strategic plan by reviewing the status at board meetings to ensure the board is providing the guidance and leadership to the team. She also shared that this board has historically and culturally been a very hands-on board in the field and that we need a board that is as passionate as the team. The board needs to assess the correct mix of members to capture the correct mix of Wealth, Wisdom and Work needs of the organization.

Many thanks were expressed to Sally G and Deb for building the foundation to refocus on the mission in a post COVID workplace.

Ralph asked if we asked ourselves has the expansion downstream been a good move? Sally R said that discussion needs to include staff, specifically program staff.

The board was asked to include their board member status on LinkedIn and to like, post and comment on all forms of social media. It was recommended that there is a posting each board meeting for LinkedIn and have it noted on the agenda, so it reminds members to post/share, etc.

For new board members it was discussed that we would ask them before joining "How will you be engaged?" A team building event with board and staff should be on the calendar 1-2 times per year. It was shared that it is demoralizing for the staff to get no reply from the board.

Tony called for approval of the Board Meeting Minutes from June 27, 2022. *Deb made a motion to approve the Minutes which was seconded by David Naidu.* All in favor. None opposed. The motion carried.

*Tony then called for a motion to approve a revised template easement on our property which was a land trust accreditation requirement. The motion was seconded by Yorgi Vlamis.* All in favor. None opposed. The motion carried.

Tony stated that the start of the capital campaign will be delayed until a confirmation of the Ferber Property acquisition is received. The funds need to be stabilized.

**Financial review for the board meeting:**

Sue reported fiscal year-end that we again achieved operational revenues of over \$1.0 million (M). Our operational expenses were also just over \$1.0M resulting in breakeven results that were in line with our annual budget. Unfortunately, the stock market was not as favorable, and our Board Designated Reserve was down for the year by \$0.3M. As a result, net assets declined by \$0.3 M.

The October 2021 Gala did better than budgeted. Although it was smaller than prior years due to COVID concerns, it still resulted in net earnings of more than \$114 Thousand (K).

We faced some ups and downs on revenue with Corporations, Foundations and Trustee Giving coming in lower than budgeted, offset by Major Donors, the Music Fest and the Native Plant Program coming in better than budget. The Native Plant Program continues to be a significant mission success and the team and volunteer hard work were highlighted in the results.

The Music Fest, which was again challenged by weather, still resulted in net earnings of \$30K. Discussion was had on the results and concerns and Sue expressed a need to ensure we carefully assess the balance of the need to increase the Endowment to \$2M, the capital campaign and the risk of cannibalization on the operational revenue streams.

On the expense side, again some ups and downs. Although the Capital Campaign remains a strategic goal, we had to put the process on hold until we have more information regarding the land availability.

The team at the Conservation Management Area were incredibly busy this season with boardwalk repairs and tackling invasive species, as a result, those expenses were higher.

Coming out of COVID, the team brought in a successful fiscal year 2022 and 2023 is shaping up to be even better now that the schools are ready to incorporate more environmental education.

Deb asked if COVID funding (PPP and ERC) gave false sense of finances. Sue said no, there is a healthy mix of revenue, although board giving has decreased.

Our insurance policies were reviewed. The Umbrella Policy has coverage of up to \$4 million. Risk management was discussed including the Directors and Officers liability and the need for board members to review their personal coverages. We meet annually with our agent who assists us in risk management. The board was asked to review the coverages and get back to Sue if they have any questions.

The balance sheet was reviewed.

The need for a company credit card was discussed, the staff spends approximately \$120,000 per year on their personal credit cards. Having a company credit card will net approximately \$2400, reduce the employee burden on their credit cards, improve data availability on grant submissions and expense reporting. But there will always be a need for employees' expense reports. *A motion to approve a company credit card with a \$15,000 limit with Sally or Sue's approval was made by Deb and seconded by Lisa Stevens.* All unanimously approved. Additionally, Deb said that some staff members are using personal data services on their phones when in the field. Other arrangements may need to be made.

The endowment was reviewed and the balance on 8/31/22 was \$1,665,877, it was noted that only \$68,050 is truly an Endowment and restricted in perpetuity. The remaining funds are board designated and are an operational reserve. The target for our operational reserve should be approximately 2x annual expenses. So ideally our goal is to get to \$2M. A 4% draw from the endowment is budgeted operationally each year.

Sally R then gave the Executive Director's report. The board should have received the newsletter and Gala invitations last week. So far, there have been no RSVPs to the Gala from board or Advisory Council members, and we really need you to respond ASAP.

Rolling Knolls has a new Community Advisory Group facilitator Doug Sarno who is going to try to negotiate/mediate with the EPA, the refuge, and responsible parties for an amicable remedy. PFAS, a new contaminant testing results may be a "game changer" and require more of a clean-up than previously proposed.

Staff would like to add a couple of board members who provide the work component of the work, wealth, wisdom triumvirate. Eligibility includes Sue Kessel who does our printing through Chatham Print and Design and attends many of our programs, and Lydia Chambers who has been very active in the Save the Drew Forest initiative and our plant sale. Deb said we need a balance of board members that includes diversity. Sally reminded the board that we currently have 23 members with 4 rolling off at the end of the year leaving us with 19 out of a total 25 potential members. We need to schedule a Trusteeship Committee Meeting to discuss new trustees. Tony said this committee will convene prior to the next board meeting.

The Program Staff would like to add an office administrator to assist with responding to and prioritizing emails, scheduling, etc. Might a full-time staff administrator be hired to double as an Office Manager as well?

The Strategic Plan is being followed. The staff feels that a name change to be more Passaic encompassing is important as we move downstream. Tony stated that the downstream expansion appears to be a good thing, however do we have the bandwidth to cover it? Diversity is good and needed, but making inroads is difficult! A staff task force is going to create a template for expansion into new areas, including capacity evaluation.

Staff would like to see new potential board members address how they can be engaged in the organization, perhaps through team building events? There has been no response during recent past efforts to schedule team building which is very disheartening. Deb suggested a new strategy for this ...maybe schedule 1 event? Board members are encouraged to participate through LinkedIn. GSWA has only 208 followers right now. Post, post often and SHARE.

Val then delivered a Gala report...**four weeks away!** There is currently no Office Manager, but Sarah Thorpe is organizing the Silent Auction items. Val requested board support for attendance, contacts, referrals, inviting guests to your table, advertising, and soliciting Silent Auction items. She reminded the board that this event needs to raise 20 - 25% of our annual operating income. Board members should also please contribute \$75 per person toward the cork pull. The wine package deliveries are a *great way* to say thank you! Tony asked the board to **please help** with the Gala! Post on social media.

The date of our Gala: Tuesday, October 18<sup>th</sup>, 2022 is also the 50<sup>th</sup> Anniversary of the Clean Water Act.

Election of Carolyn Dempsey to the Advisory Council was deferred to the next meeting as we ran out of time.

Other business: The in-person board meeting and staff/board holiday party will be on Wednesday, **November 30** at 6 p.m. at the GSWA Office.

Tony adjourned the meeting at 10:32 a.m.

Respectfully submitted,

Sue Levine  
Sally Rubin  
Wade Kirby.