**Master Gardener Foundation of Thurston County**

**3054 Carpenter Rd SE, Olympia, WA 98503**

**Board Meeting Minutes**

**February 12, 2020**

**6:00PM Call to Order**

**Present:** Barbara Baker, President, Charley Barron, Past-President, Donna Doerer, Vice President, Sharon Parsons, Member at Large, George Cowan, State Representative, and Pam Roberts, Secretary. Steve Wilson arrived after 7 p.m.

**Also Present:** Cori Carlton, Program Manager

**Board Reports**

**Minutes –** January 8,2020 Meeting minutes were presented by Pam. Corrections were requested in the Past President report, using Stephen Bramwell’s full name, and eliminating a reference to Cori as being responsible for Plant Sale parking arrangements. Motion was made by Donna and seconded by Sharon to accept the minutes as amended. Motion carried.

**Treasurer’s Report** – January 2020

Steve Wilson was not present at this time, so Charley and Barb provided the report:

Total balance in Edward Jones as of January 31: $123,748.21

Balance in Heritage Bank Savings: $4,347.74

Balance in Heritage Bank Checking: $7,021.12

Charley announced that Steve Wilson has resigned as Treasurer, effective 2/12/2020. This is the result of a meeting that occurred with Barb, Charley and Steve last weekend. At this meeting Steve revealed that no Treasurer activity has occurred during the past month and more, and he is not able to continue in this position.

Also, as a result of a meeting and consultations between Charley and Barb and various financial consultants, it has been determined that Barb will be acting treasurer. Barb has contacted our past treasurer, Kerry Norem, and Bev Bartlett, MG, seeking help to bring the treasurer’s books up to date. Both have indicated that they are willing to help on a temporary basis.

Charley has talked to many experts resulting in the following 10 motions which he presented for consideration: He believes that the bulk of his concerns can be resolved within 30 days.

**Motion # 1 Resignation of Steve Wilson, MGFTC Treasurer**

Effective Wednesday, February 12, 2020, the MGFTC Board accepts the resignation of Steve Wilson as the Treasurer of the MGFTC.

By Thursday, February 13, 2020, Steve shall provide to Barb Baker, MGFTC President or her designee all the MFGTC corporate records, funds, Heritage Bank checks and deposit slips, technical equipment such as laptops, etc. that are in his possession.

Ms. Baker shall conduct an inventory of the items presented to her by Mr. Wilson.

A copy of the inventory shall be provided by February 29, 2020 to Mr. Wilson and the MGFTC Secretary.

Motion by Charley was seconded by Donna and unanimously APPROVED.

Follow-up: In response to a question from a Board member, Donna Clarified with Bylaws that the President (i.e. Barb) can be Treasurer too.

**Motion # 2 Creation of a MGFTC Finance Committee**

Effective Wednesday February 12, 2020, a MGFTC Finance Committee will be established.

The Committee members shall be:

* Barb Baker, President MGFTC
* Donna Doerer, Vice President MGFTC
* Pam Roberts, Secretary MGFTC
* Charley Barron, Past President, MGFTC
* Kerry Norem, Ad Hoc

This committee shall have the authority to:

* Conduct all duties that are assigned to the MGFTC Treasurer.
	+ For the purpose of administering MGFTC corporate accounts, Barb Baker shall be the MGFTC Treasurer.
* Reconcile all 2019 and 2020 MGFTC financial records
* Arrange for the services of an Accountant or CPA to assist in the MGFTC financial records reconciliation process.
* Arrange for the preparation of the MGFTC 2019 Federal tax return and to request an extension of the filing of the tax return.
* Arrange for a financial review of the 2019 and 2020 MGFTC financial records
* Arrange for a review and payment of the MGFTC 2020-2021 insurance policy
* Update the MGFTC State of Washington Corporation account information and file the MGFTC Nonprofit Annual Reports.
* Arrange for the rental of a USPS Post Office (PO) Box to be used as the MGFTC business mailing address.
* Interview potential candidates for MGFTC Treasurer
* Nominate candidates for MGFTC Treasurer
* Authority to purchase technology equipment and software that is necessary for the administration of the MGFTC fundraising efforts.
* Authority to set up online Electronic Funds Transfer (EFT) accounts for all MGFTC bills
* Conduct all other duties that are necessary to conduct the financial affairs of the MGFTC.

The MGFTC Finance Committee shall monthly provide the following reports to the MGFTC Board:

* Financial Reports
* Copies of monthly Heritage Bank and Edward Jones accounts statements
* Corporation business calendar
* Updates on status of MGFTC state and federal reports and filings.

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 3: New MGFTC Corporation Mailing Address**

Effective Wednesday, February 12, 2020, the corporate mailing address for the MGFTC will **PO Box 165. Olympia, WA. 98507.**

Keys to the MGFTC PO Box shall be provided to:

* Barb Baker, President MGFTC
* Donna Doerer, Vice President MGFTC
* Charley Barron, Past President MGFTC

The MGFTC Finance Committee shall provide notice about the new MGFTC mailing address to:

* MGFTC Committee Chairs
* MGFTC Foundation members
* Thurston County Master Gardener Program Manager
* Heritage Bank
* Edward Jones
* Nicholson and Associates
* Washington State Master Gardener Foundation
* MGFTC Webmaster

The MGFTC Finance Committee shall update:

* MGFTC letterhead.
* MGFTC state and federal accounts

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 3 Updated MGFTC Board Members Email Addresses**

Effective February 12, 2020 the MGFTC Board Members Email Addresses shall be as follows:

* + President:  Barb Baker president@mgftc.org
	+ Past President: Charley Barron past-president@mgftc.org
	+ Vice-President: Donna Doerer vice-president@mgftc.org
	+ Secretary: Pam Roberts secretary@mgftc.org
	+ State Rep: George Cowan state-rep@mgftc.org
	+ Treasurer: Barb Baker [treasurer@mgftc.org](http://www.mgftc.org/about-us/contact-us/treasurer%40mgftc.org)
	+ Member-At-Large: Sharon Parsons member-at-large@mgftc.org

The MGFTC Secretary shall provide notice of the email addresses to:

* MGFTC Webmaster
* MGFTC Committee Chairs
* MGFTC Foundation members
* Thurston County Master Gardener Program Manager
* Washington State Master Gardener Foundation
* Other individuals and businesses as appropriate

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 4 MGFTC Heritage Bank and Visa Accounts: Removal of Steve Wilson as the Administrator of the MGFTC accounts.**

Effective February 12, 2020, Steve Wilson shall no longer have access to the MGFTC Heritage Bank and Visa accounts.

The MGFTC Finance Committee shall have Steve Wilson removed as the Administrator of the MGFTC checking/savings account and Visa account.

The MGFTC Finance Committee shall inform Heritage Bank that Steve Wilson no longer has signing authority on the MGFTC Heritage Bank checking/savings and Visa accounts.

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 5 Administration of the MGFTC Heritage Bank Checking/Savings and Visa Accounts**

Effective February 12, 2020, Barb Baker, President MGFTC shall be the Administrator of the MGFTC Heritage Bank checking/savings and Visa accounts.

Ms. Baker shall have all the powers of the MGFTC Treasurer that are necessary to administer these accounts.

Ms. Baker has the authority to grant online read only access to the MGFTC Heritage Bank checking/savings and Visa accounts to:

* Donna Doerer, Vice President MFGTC
* Pam Roberts, Secretary MGFTC
* Charley Barron, Past President, MGFTC

Cori Carlton, Program Director, Thurston County Master Gardener Program shall be granted read only and telephone access to the MGFTC Visa account records.

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 6 MGFTC Heritage Bank Checking/Savings Accounts Signing and Deposit Authority**

Effective February 12, 2020 the following MGFTC Finance Committee Members shall have signing authority and the ability to transfer funds on the MGFTC Heritage Bank checking account:

* Barb Baker, President MGFTC
* Pam Roberts, Secretary, MGFTC

Effective February 12, 2020 the following MGFTC Finance Committee Members shall have the authority to deposit MGFTC funds into the MGTC Heritage Bank checking account:

* Barb Baker, President MGFTC
* Donna Doerer, Vice President, MGFTC
* Charley Barron, Past President, MGFTC

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 7 Establishment of an email payment system for the payment of the MGFTC Heritage Bank Visa Account**

Barb Baker, President MGFTC shall have the authority to set up email payment system for the payment of the MGFTC Heritage Bank Visa Account.

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 8 Release of MGFTC Records to Heritage Bank**

Pam Roberts, Secretary, MGFTC shall by Friday, February 14, 2020 provide the following MGFTC records to Cortney Allen, Financial Services Associate at Cortney.Allen@HeritageBankNW.Com:

* Current MGFTC Board Roster
* State of Washington Secretary of State MGFTC Corporation filing that lists current Governors
* Signed Meeting Minutes: February 12, 2020 MGFTC Board Meeting
* MGFTC Articles of Incorporation and Bylaws

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion #9 Edward Jones Account: Removal of Steve Wilson as the Administrator of the MGFTC Edward Jones Accounts.**

Effective February 12, 2020, Steve Wilson shall no longer have access to the MGFTC Edward Jones accounts.

The MGFTC Finance Committee shall have Steve Wilson removed as the Administrator of the Edward Jones accounts.

The MGFTC Finance Committee shall inform Edward Jones that Steve Wilson no longer has the authority to transfer funds in or out of the MGFTC Edward Jones accounts.

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

**Motion # 10 Administration of the MGFTC Edward Jones Account**

Effective February 12, 2020, Barb Baker, President MGFTC shall be the Administrator of the MGFTC Edward Jones accounts.

Ms. Baker shall have all the powers of the MGFTC Treasurer that are necessary to administer these accounts except for the ability to transfer funds out the accounts.

Donna Doerer, Vice President shall have the authority to request the transfer funds out of an Edward Jones account into another Edward Jones account and or into the MGFTC Heritage Bank checking and or savings account.

Ms. Baker has the authority to grant online read only on-line access to the MGFTC Edward Jones accounts to the following members of the MGFTC Finance Committee:

* Donna Doerer, Vice President MGFTC
* Pam Roberts, Secretary MGFTC
* Charley Barron, Past President MGFTC

*Motion by Charley was seconded by Donna and unanimously APPROVED.*

Charley reported that an agent of Nicholson Insurance, our liability insurance holder, has reviewed the proposed contract with the City of Olympia regarding Dirt Works and has assured him that our insurance meets the needs of the City of Olympia. Directors and Officers insurance is included in this policy, as well as all involved buildings. Sexual harassment is not included.

Follow-up: Since the policy is multiple paged document, we need to call out the pages in the policy where D & O, shed coverage, and premiums are for ease of finding them.

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 Conflict of interest forms were signed and submitted to the Secretary by all Board members.

**Member-at-Large**

Sharon reported that we are all set for membership meeting on February 20. The speaker, Nichole Warren, has been provided funding from Conservation District for her time.

Sharon and Charley will arrive at 5 p.m. to set up.

Due to the unsettled Treasurer situation, checks and cash only will be accepted for payment for one time only.

April 24 Membership meeting: Dana Kelley Resset, a Native Plants expert, will speak. Her title will be “Native Plants in the Urban Landscape”. Her fee is $100. April is Native Plant month, so this topic is appropriate.

June Membership meeting: Rod Baker, MG, will speak on IPM and tree management

**Committee Reports (**Committees that are not listed did not submit reports)

**Membership – Diane Stanger**

I will not be at the Board Mtg on Feb 12.  I’ve attached my membership report effective Feb 8 as well as last month’s report to use as comparison.  I leave for CO tomorrow morning (2/9) and will return late on the 19th, but I will have access to email as well as the Master Member Roster so I can update as I see new online registrations.

MEMBERSHIP STATUS REPORT AS OF FEB 8, 2020

Total Memberships to date………………………154

Certified MGs………………..104 (of these,12 are both certified MGs & MRCs)

Certified MRCs……………… 2 (plus 12 certified MRCs from line above)

MG Interns 2019…………..… 3

MG Trainees 2020………….. 28

MRC Interns…………………. 5

Associate Members…………. 12 (all renewals except 1 new)

 TOTAL……….154

MEMBERSHIP STATUS REPORT AS OF JAN 7, 2020

Total Memberships to date………………………76

(of these 17 signed up after Renewal Email was sent out on Jan 6, 2020)

Certified MGs………………..58 (of these 6 are both certified MGs & MRCs)

Certified MRCs……………… 2 (plus 6 certified MRCs from line above)

MG Interns…………………… 5

MRC Interns…………………. 4

Associate Members…………. 7 (all renewals)

 TOTAL………..76

All are renewals except for 5 who are new members (4 are MRC Interns & 1 is a certified MG 2019)

**Website – Roy Emory**

The status of action items from the Communications Meeting

**In Works**

1. Change the website email addresses of the board members to be *office-title*@mgftc.org

treasurer, president, past-president, and vice-president: (done,) secretary, member-at-large, and state-rep: in progress; require setting up intermediate forwarding accounts in progress.

2. Add calendar events to calendar

   Information received, still missing some details. Calendar should be updated with available

 information by end of week.

3. Send website access information as secure file to Pam Roberts as Board Secretary

    File prepared, some additional info to be added by end of week and then sent to Pam

**To Do**

4. Add Sponsor's page to website after February Board Meeting when information should be available.

**Plant Sale – Midge Price**

The Plant Sale Committee has been wrangling with a lot of damage from a mountain beaver which took up residence under the office.  Said MB is no longer with us.  Now we can just moan about the rabbit damage.

The committee is re-convening for the season on Feb. 12th We have our plan in place for growing tomatoes.  We are also in the process of pricing a paid security guard or off-duty police officer to stand in the street and do parking duty this year. We have a firm plan to hire this person for sale day.

We had another break-in recently.  Someone came in over the fence, pried off the door to the office and stole multiple canopies, folding tables and a few plastic sawhorses.  Bob Findlay replaced the door and put in new locks.  At least they didn't cut a hole in the fence!!

Meagan and I are working closely with Laura and Marcia, the incoming chairs. They'll be serving an internship of a sort as we go through the spring pre-sale season.

**Handicrafts – Joanie Zelasko**

The Crafts Committee has been busy building our inventory for upcoming events.  We had a committee meeting yesterday and discussed our game plan.  I will be out of town beginning Feb 19th through March 22nd so Anna Hanson and Dawn Cutler will be managing our representation at both the Foundation Meeting and Education Day.  I’d like to be able to let Anna and Dawn know how we will be handling money at Education Day.  Will we have our own Square by then?

Our upcoming schedule:

Foundation Meeting 2/20
Committee Meeting 3/5
Committee Felting workshop 3/11
Education Day 3/21

**Retail – JoAnn Reitzwood**

I sold MRC Sweatshirts in the amount of $78 at the February MRC Cafe.

* + I have been reviewing tool inventory and have started ordering a few items to fill in — namely sharpeners, and more compost thermometers since the thermometers I ordered to “test the waters” are gone.
	+ My cruise to Japan and China, scheduled for May, has been canceled (whew), so I’ll be able to work Plant Sale with tools.
	+ I want to know if you’re getting more Square units, when that will be, and I urge you to make it a priority so we can have time to set them up and practice before upcoming events such as Education Day.
	+ I’ll be taking sample clothing to the MG Class on February 28th to get an idea of their interest and see what item(s) I want to order in time for graduation.

**Bloomin’ Bingo: Julie Sandberg**

I was able to connect with Steve in January to get the room deposit check for the Community Center for Bloomin' Bingo. Lacey Community Center changed financial systems and couldn't apply the funds until the new system was up and running. I delivered the check and thought it odd that Steve hadn't signed the check, so I signed it and turned it in. Steve called the next day and said I needed to go get the check as he hadn't signed it. I had him call the bank and they said it might not even be caught that a non-signatory had signed the check. So, we decided to wait and see if it was put on hold. Apparently, it went through as I haven't heard another word.

**Grants/Sponsorship: Donna Doerer**

* Applications Reviewed – funding for 2020

None currently.

* Applications Submitted and Pending Review:
	+ - Squaxin Indian Tribe – Decision by February for operations funding. $1,000

 requested.

* + - McEachern Trust – Mid-February review for Children’s Garden shed. $4,540

 requested. Decision by early March.

* + Clif Bar Foundation –General operations. $2,500 requested. Decision anticipated by April/May.
* Applications in Progress: None currently.
* Reports Due
	+ - * The Community Foundation – update with any new information regarding

 signage for CLP.

* + General Activity
		- Continue to research prospective funders
		- January 3 – Met with Cori to identify priorities for grant/sponsorship funding in 2020 to include:
		- Complete signage for CLP (no new grants)
		- Sheds for Children’s Garden and CLP
		- New ramp for Dirt Works tool shed
		- Master Your Education Day (sponsorship)
		- Digital microscope for Q & A Clinic
		- Mobile training unit – research and identify potential funders for 2021
	+ Next Grants/Sponsorship Team Meeting – February 18
	+ Donna and Carol Stratton will volunteer at Seattle Flower & Garden Show on behalf of Northwest Horticultural Society, a major sponsor.

**Communications Committee – Charley Barron**

Communications Team held its first meeting. Jim is ready with Roots ‘n Shoots newsletter.

Members learned about open source. Roy Emory suggested that we take down minutes off the website, since they are available to “the world” there. We need to think about what we post. Consider what is on there and then decide. Roy also suggested that we should make finding certain forms easier.

PayPal payment system still problematic with some browsers.

Adding Calendar to the reporting list. Cori send a list of committee members to Barb. She will call a meeting.

Photos are in office and assigned to each month. Need to develop monthly garden tips. Need to get a chair.

Steve Wilson entered the room at approximately 7 p.m.

**Program Report**

Cori provided the following report:

* 2020 events/activity calendar is almost complete. The only thing missing are the Farmers Market outreach booth dates. None of the Farmers Markets had their 2020 vendor packets updated yet but most said they will by the end of February.
* WSU’s year-end reports have been submitted. County report is waiting on financial figures for the MRC program from Solid Waste.
* Master Your Education Day planning continues. Work is being done on finalizing 1 workshop and 1 demo. All publicity is prepped and waiting for the last info so it can be sent out. Goal is next Monday to send out press releases.
* Due to my schedule MG & MRC Recommitment forms were delayed going out but will be sent by next week. They will not include the new background check procedures. That process will happen this year, but the new system is not operational yet. We will be implementing that process at a later date.
* Dirt Works Lease Agreement has been sent to WSU for review. They have commented that they would like to see a budget attached to the lease agreement. The City of Olympia has sent it to their lawyers for review as well.
* Meetings are scheduled with the demo garden committees to finalize operation plans for 2020.
* Question/Answer clinic will reopen on Tuesday, March 3rd. A refresher training for all clinic volunteers will happen the week prior.
* MRC training manual is being worked on with the goal of having it created by the time MRC training begins in September. Two members from Solid Waste department and Jenni and I met to map out a plan for getting this accomplished.
* CERVIS-I paid the $1800 bill with County Credit Card in December. Invoices were sent to the Foundation and Solid Waste for reimbursement.

* My priorities and continuing projects:
	+ The last of the year-end reports/data collection due by Feb. 18th
	+ 2020 MG training classes
	+ Education Day
	+ Kick-off meetings with all of the committees (demo garden, clinic etc.)

Plant Sale Committee starting regular meetings February. 26. They have asked that the port-a-potty be serviced beginning at that time. They have also requested that the water be turned on in the garden.

Members were not in favor of turning the water on this early in the year, due to possible freezing weather.

Motion by Charley: That MGFTC– will fund port a potty at Dirt Works beginning in February until City of Olympia begins servicing it in April.”

Motion seconded by Donna, and APPROVED

Follow-up: Cori will arrange for the servicing of the port-a-potty at Dirt Works to begin next week. Water won’t be turned on until March.

Charley asked members to review the Washington Non-profit organization website. They have a lot of important resources for groups like ours. Perhaps we should join the organization.

Follow-up: To be discussed further in March.

Charley announced that he has discussed holding a Board Retreat in July or August, facilitated by a member of the Dispute Resolution Center.

Motion by Barb, that the Board authorize Charley to work with Dispute Resolution Center toward a facilitated Board Retreat this Summer.

Motion was Seconded by Donna and Approved.

Charley expressed appreciation of the Board for the service that Steve has provided.

Meeting adjourned at 8:00 p.m.

Submitted,

Pamela E. Roberts

Secretary

**Upcoming Meetings / Events**

February 20: Membership Meeting 6:00PM at the Salvation Army

March 11: Board Meeting

March 21: Education Day