

**Master Gardener Foundation of Washington State  
Board Meeting  
Minutes of September 13, 2008**

The meeting at the Ranger Station in Cle Elum, Washington was called to order at 10:03 AM by Mary Shane, President.

Those in attendance were:

Mary Shane, President; Bill Haven, Past-President; Ed Lacrosse, Past-President; Sharon Commander, Treasurer; Carolyn Brand, Secretary; Larry Davis, Metro VP; Helen Bachrach, SE VP; Stan Lundgaard, NW VP; Mike McFadden, Peninsula VP; Patty Brown, Lewis Cty Rep; Chris Bailey, Benton-Franklin Cty Rep; Tom Kerns, Yakima Cty Rep; Martha Clatterbaugh, Snohomish Cty Rep; Carol Rubado, King Cty Rep; Mark Clark, Jefferson Cty Rep; Betty Ryan, Pierce Cty Rep; Roland Malan, Kitsap Cty Rep; Bill Longnecker, Thurston Cty Rep.  
Guest: Hilary Foss, Kittitas Cty Coordinator.

**1. Minutes of Previous Meetings**

The Executive Committee was called to order to approve the minutes of May 7, 2008.

**Motion by Ed to approve the May minutes. Motion carries.**

**Motion to by Ed to adjourn the Executive Committee meeting. Motion carries.**

Call to order of the meeting of the Board of the Foundation by Mary Shane.

Mary asked if there were any other items that should be added to the Agenda. Mary added item #16 from Tonie Fitzgerald which is a brief discussion on an item in the Handbook.

**Motion by Betty to approve the Agenda. Motion carries.**

Minutes of the Board Meeting:

April 5, 2008:

**Motion by Patty to approve the Minutes of April 2008. Motion carries.**

June 12, 2008.

**Motion by Ben to approve the Minutes of June 2008. Motion carries.**

August 6, 2008.

**Motion by Larry to approve the Minutes of August 2008. Helen Motion carries.**

**2. Treasurer's Report – Sharon Commander**

Checking – WSECU	\$29,760.92
Savings – WSECU	817.12
CD – WSECU @ 4.4% interest	4,233.48
CD – Kitsap Bank @ 4.2% interest	3,664.78
<b>TOTAL Bank Accounts</b>	<b>\$38,477.12</b>

Sharon will put \$10,000 back into the saving account to replace money spent for the Conference. Money has been received from WSU. In addition to Friends of Master Gardeners this year, we have raised \$2373.17. Names will be mentioned in the Newsletter

### **3.. Income/Expense Report 2008 Conference – Sharon Commander**

Income	\$62,137.61
<u>Expenses</u>	<u>54,739.90</u>
Total	\$ 7,399.72

\$6,681.70 was paid out to 11 vendors for the Conference Store. 2007 Conference Store made 91.00. 2008 The Conference Store lost \$15.00.

Housing made a profit of \$3880.

Raffle 2007 made a profit of \$1157. Raffle 2008 made a profit of \$2522.

Invoices from Fort Warden: Food Bill \$24,487.16 + Rental = \$41,854.00. Food was the major expense.

WSU registration system and credit card charge was \$3,313.48.

Helen advised the need for a telephone line for the credit card machine next year.

### **4. Meeting Schedule for 2008/2009 Schedule – Mary Shane**

There will be 4 Board Meetings. Executive meetings will be scheduled, as needed. Mary hopes this will improve attendance. Members wanted to alternate meetings on east side and west side.

There will also be a meeting at the Annual Conference in Pullman next year.

Friday was the day voted for meetings to be held. Video conferencing will be an option, if needed. Most people thought they did not work well.

Bill Longnecker stressed that the meeting before the Annual Conference will be the most important.

Items of major emphasis:

- 2009 Conference
- Site selection for 2010 Conference (do early in 2009)
- Maintenance of Newsletter
- Projects

Fundraising

Bylaws – committee recommendations

Report any issues that need attention to Mary. If additional meetings are necessary, she will send out a notification.

Helen indicated that we need a vote on the 2009 Conference Budget at the next meeting.

#### 2008/2009 Board Meeting Schedule

Friday	October 17, 2008	Puyallup	10:00 – 2:00
Friday	March 6, 2009	Yakima	10:00 – 2:00
Saturday	June 27, 2009	Grays Harbor	10:00 – 2:00
TBA	September 24-26, 2009	Pullman	TBA

Other meetings, if needed, will be by teleconferencing

### **5. Carpooling to Board Meetings – Carol Rubado**

The price of fuel may be an issue for many people. It was suggested that an effort to help schedule carpooling might be helpful. This will also give people the opportunity to discuss issues on the way to the meetings. This may also help to increase attendance. Calling other Representatives to suggest they take advantage of the carpooling might help attendance.

It was suggested that Chris might be able to help with the scheduling.

It was also suggested that scheduling buses for the Annual Conference in Pullman might help to increase attendance. This will be discussed more next month.

## **6. Discussion Draft 2008 -2013 MOA**

Chris sent out the draft of the MOA earlier this year. Tonie asked for comments by the end of August. No comments were received. The objective today is to review the document and send any questions back with the negotiating committee or get ready to sign at October Meeting.

### **DUTIES OF THE PARTIES**

#### **WSU Extension's Duties/Foundation Duties**

- Item A.2.a., (page 2) phrase (and sharing in risk of profit and/or loss);
- Item B.2.a., (page 3) phrase (and sharing in risk of profit and/or loss);

John Winder from WSU recommended that this phrase be omitted.

There was lengthy discussion on this issue.

**Mark made a motion to go back to WSU and propose the language in A.2.a. either:**

- 1. Leave the phrase as it is or change to read**
- 2. Sharing of revenue or loss shall be negotiated annually during program planning.**

**Motion passed by 2/3's vote.**

**Bill Longnecker made a motion that the last motion be rescinded. Needs more discussion.**

**Motion passed.**

**Helen made motion to remove what is in the parentheses. Motion passed.**

Item A.1.a. (page1) Change the phrase (and to participate in Foundation *executive committee* meetings as possible,) to (and to participate in Foundation meetings as possible,)

**Bill Longnecker made a motion to eliminate *executive committee* from the phrase. Motion passed.**

Item B.1.d. (page 2) Change the phrase (at locations alternating on the east and west side of the state;) to (at locations around the state;)

**Patty made a motion to eliminate the words *alternating on the east and west side* and replace with *around the state*.**

Mary also pointed out other changes from the previous MOA:

### **USE OF MARKS (page 3)**

“If this Agreement is terminated, Foundation agrees to immediately cease using any WSU marks, including those associated with the WSU Extension Master Gardener Program and to cease using the term “Master Gardener” in the Foundation name or literature.”

Discussion stated that the name Master Gardener is not trademarked or otherwise protected so they cannot prevent us from using that name.

Suggest to delete “(and cease using the term “Master Gardener” in the Foundation name or literature.) It would be helpful to clarify use of the term “Master Gardener”.

### **TERMINATION (Page 3)**

“If this Agreement is terminated or the Foundation dissolves, money in the Foundation account will be deposited with the WSU Foundation to be used solely for the benefit of the WSU Extension Master Gardener Program.”

The current MOA allows us to turn our money over to the WSU Foundation or any other 501 (c)3 that we want. Our Articles of Incorporation also provides that we can turn the money over to any 510 (c)3.

Under the draft MOA for five years we would not have the choice,

### **RESOLUTION OF DISPUTES (Page 4)**

Each side will bare its own costs if there is an arbitration.

## **AGREEMENT ALTERATIONS AND AMENDMENTS (page 5)**

“This Agreement may be amended by mutual agreement of the Parties.”

Roland brought up an issue under **INDEPENDENT CAPACITY**. Bill Havens also brought some issues under **RECORDS MAINTENANCE**. These issues will have to be addresses at the next meeting since they were not on the Agenda. It was suggested that these issues be discussed with the negotiating team before the next meeting. Mary also asked the MGFWS MOA committee members to keep Tonie informed of our internal discussions.

**Roland made a motion to table the MOA until the next meeting and refer it to the Foundation Negotiating Committee for further consideration.**

Discussion: The Negotiating committee is made up of 5 people from the Foundation and 5 people from WSU.

**Mark made a motion to table the MOA discussion on Bill Haven’s MOA concerns until October.**

Bill’s concerns will be referred to the Foundation negotiating committee to discuss and determine those that merit further discussion with WSU. The Committee will report to the Board at the October Meeting. The other items will be submitted to Tonie for her consideration.

**Motion passed.**

## **7. VP Election Results – Ed LaCrosse**

Election results in 3 Regions: Peninsula elected Mike McFadden

Metro elected Larry Davis

Southeast elected Helen Bachrach

There is still an unfilled position in the Northeast Region.

## **8. Financial Review – Mary Shane**

Sharon and Mary have discussed having a review of the books. The end of this fiscal year is the end of October. Reviews should be conducted on a regular basis. It was recommended to be done at the beginning of new Presidencies. Mary recommended a CPA Review of this year Financial Records. It was pointed out that this is not an audit which would cost more money. Mary has a proposal for \$500.00 which would include the expenses for a trip to Sharon’s house. If there were any problems, he would report to the Board. The Board would then decide if he were to proceed and the cost that would be involved.

Roland brought up the point that there are two things a review does not do that an audit does:

1. Assess control risk
2. Perform substantive tests of transactions and balances

No one remembers when or if a review had been done in the past.

**Helen made a motion to review the books for this fiscal year.**

Discussion: Internal controls also need to be reviewed.

**Motion passed.**

**Larry made a motion to have Michael J. Huff (Mary’s recommendation), for \$500.00, review in accordance with auditing and review standards. Motion passed.**

## **9. Consider sales of gardening journals at 2009 Conference Store – Roland Malan**

Roland shared a copy of *The Everyday Gardener Journal* as an idea for a new fundraising project. Larry Davis also mentioned the Pierce County Foundation 40<sup>th</sup> Anniversary Gardening/Cookbook.

We will talk more about this at future meetings.

### **10. County Plant-Clinic Forms/Procedures – Mike McFadden**

Mike asked members to bring their county forms to share with Jefferson County. There is an effort to prepare standardized forms and procedures. They want to put this information into a database so they can review the information. The importance of following WSU Guidelines for collecting information was emphasized. The database will be searchable and accessible online. Plans are to make this available around the State. This is a County Project at this time.

### **11. Appoint Committee Chairs for 2008 – 2009 – Mary Shane**

Recommendations were reviewed:

**Finance:** Sharon Commander, Chair; Committee Ed LaCrosse and Mary Shane

**Awards** Patty Brown, Chair

i. Scholarship: Martha Clatterbaugh

ii. MG of Year: Larry Davis

iii. Media and Ed LaCrosse Award for Exceptional Service: Patty Brown

**Search for Success:** Chris Bailey

**Bylaws/Articles of Incorporation Review:** Roland Malan (Lead) and Mark Clark

**Elections:** Bill Havens (Past-President Position)

**Betty moved to accept the list as listed on the agenda. Motion passed.**

### **12. Review draft policy/procedure for Communications Committee – Mark Clark**

Mark read the draft of the policy/procedures document.

Overview: Standing Committee which deals with MGFWS internal and external communication, including Newsletter, Website, ListServ, and Press Releases.

If you do not have a copy of the document refer to email from Chris, dated 9-10-08. The document is attached to the September 13 MGFWS Board Mtg Agenda.

Board expressed their appreciation for a job well done.

It was suggested that the ‘theme’ for *Seeds for Thought* should be announced early enough to give people time to create articles.

There needs to be a procedure to submit articles for the website to the webmaster clearly stating approved for publication on the website.

List Serv now has 628 names. Mary Shane sent out the first ListServ message on the announcement of the Fall Conference in Clallam County.

**Patty moved we adopt the Communication Committee procedures as written. Motion passed.**

Executive Committee to appoint Communication Committee:

Chair: Mary Shane

Vice-President – Mike McFadden

County Rep: Chris Bailey

This is a six month term.

### **13. 2009 Conference: Brainstorm topics for leadership-training presentations – Helen Bachrach**

What type of leadership training do we want for the 2009 Conference?

Tonie sent information that said WSU and Extension Faculty will be willing to do presentations such as : How to Effectively Run a Meeting, How to Delegate , etc.

Mentoring presentation this year generated so many questions that they would like to do another presentation based on the questions and concerns that have been expressed. These questions came from Coordinators as well as MGs. Mentoring is not limited to trainees. Many other areas also involve mentoring. We would like to talk to Tonie about the possibility of jointly writing a handbook on mentoring. The Board supported another presentation on mentoring. Other suggestions were:

1. The Relationship between MG Foundations and MG County Coordinators.
2. Approaches to Effective Fundraising
3. Community Development Coordinator
4. Ability to Delegate
5. Negotiations
6. Succession Management/Documentation
7. Recruitment

### **14. Scholarship Update – Martha Clatterbaugh**

This is to clarify the proposal from the Port Townsend Meeting to increase scholarship amount from \$500 to \$1000 assuming funds were available. We do not want to have to review this if the funds are available. Can we have a new proposal to avoid this.

**Martha made the motion to set the amount for the Robson and Bobbitt Scholarships at \$1000 each. Motion passed.**

Martha had some changes to the criteria for scholarships which would change horticultural and related fields to horticultural/agricultural or related fields.

**Roland made the motion to change the wording to read horticultural, botanical, or other strongly related fields. Motion passed.**

The question was raised about if you had to live in a County that has a MG program or can you apply to any county. You can apply to any county representative.

Martha asked if anyone had any further questions to please email her. She would also volunteers to become involved in screening candidates.

### **16. Discussion of item in Handbook Draft – Mary Shane**

Tonie had sent out a request for Board members to provide feedback on the handbook draft. She received no feedback.

Mary and/or Tonie will write a section dealing with how decisions at the local level are made on how many hours of program support vs educational outreach are needed by volunteers. Program Coordinators look at the manpower they have available and strike a balance between authorizing hours for outreach vs support hours.

### **15. 2010 Conference – Mary Shane**

The Committee for this Conference is Chris, Mary and Elaine Anderson. The Conference Planning Staff at WSU has offered, at no cost, to help do the site selection for 2010. We have a proposal from the TriCities.. Carolyn Gordon, Clark County Coordinator, will assist in assessing if Vancouver is willing to apply. Would a consortium of counties be willing to work together? Needs to know if King County is interested.

We need to develop the criteria for site selection. Ed said that a criteria has already been developed. Mary asked if someone would send her the manual.

Stan Lundgaard shared that in Snohomish County Martha presented a poster to the County Executive. A letter of appreciation was received.

Thanks were also extended to Kittitas County for the refreshment.

Motion to adjourn was made at 2:08 PM.

Recording Secretary,  
Carolyn Brand