

CNPS SAN DIEGO CHAPTER
BOARD OF DIRECTORS MEETING
AGENDA April 08, 2020

To be held in virtual meeting from shelters and home using Zoom web conferencing app.
Conferencing to commence at 6PM for familiarization of mobile platform with each member.

Call to Order: 6:30 p.m. (Quorum = Six Board Members)

Known absences:

Guests: Judie Lincer, Christine Hoey

- I. **Welcome visitors and announcements** [6:30 – 6:35]
- II. **Additions or Changes to the Agenda** [6:35 - 6:45]
 - A. Vote to approve.
- III. **Review of Previous Minutes** (Bobbie) [6:45 – 6:55]
 - A. Vote to approve February Minutes.
- IV. **Annual Budget & Treasurer’s Report (Connie)** (Attachments available via email) [6:55 – 7:30]
 - A. Vote to approve Annual Fiscal Budget for 2020-2021.
 - B. Vote to approve quarterly report.
 - C. Motion to address the status of restricted funds. (Item below)
 - D. Treasurer’s position announcement.
- V. **Guest Business & Actionable Items** [7:30 – 8:00]
 - A. Native Garden Tour 2020 Final Report (With Guests, move to VI – A if none)
 - B. PERSONNEL: 2020-21 Contract for Joseph Sochor (Justin)
 - C. MINI GRANTS: Guidelines for approval
 - D. FALL & SPRING PLANT SALES: Motion to plan & hold sales (Leon)
 - E. PROPOSAL: Grievance Guidelines for Board Handbook
 - F. REQUEST: Demand for Apologies (Text Below) (Frank)
- VI. **Critical Committee & Special Events Reports** [8:00 – 8:30]
 - A. Fall Workshop 2020 – Discussion
 - B. Fall Plant Sale
 - C. Chapter Council / State CNPS Initiatives
Annual Reports Due in May
- VII. **New Business** [8:30 – 8:35]
 - A. COVID Outlook from State CNPS (if anything is new)
- VIII. **Old Business** [8:35 - 8:40]
 - A. City of San Diego - Right of Entry Permit, retracted for revisions

(Cont'd)

- IX. Committee Reports (Please submit reports via email where possible) [8:40 – 8:50]
 - A. Merchandising Committee (Connie)
 - B. Habitat Restoration (Bob)
 - C. Programs (Torrey)
 - D. Book Table (Cindy B)
 - E. Website / Social Media – (Joseph)
 - F. Garden Committee – (Joseph)
 - G. Conservation Committee (Frank)
 - H. Hospitality & Meeting Media / Tech (Frank)
 - I. Newsletter (Bobbie)
 - J. Chapter Sponsorships, Donations, & Grants (Leon)
 - K. Rare Plant Surveys (Josue)
 - L. Outreach (Leon)
 - M. Seeds & Bulbs (above)
 - N. Personnel Committee (Justin, Bobbie)
 - O. Propagation Committee (Justin)
 - P. Field Trips (Justin)

- X. Wrap up and conclusions [8:50-9:00]
 - Next Meeting Date: May 06, 2020
 - Tentative meeting date.
 - A. Important agenda items?
 - B. Tasks to accomplish prior?

ITEMS for CONSIDERATION – TEXT

ITEM IV-C - TREASURER: Restricted Funds

CNPS-SD Chapter Board has approved restricted funds in the amount of \$22,500 (see Budget dated 3/11/2009). My understanding is that these were restricted to insure that the Chapter had a “rainy day” fund in the event the Annual Plant Sale did not occur (or money was lost). Income and outgo are monitored monthly and can only be spent with Chapter Board Approval.

Motion to “Remove the restrictions on the \$22,500.00 rainy day reserve in the 2020-21 budget.”

Motioned by _____; Seconded by _____

YAYs _____ NAYs _____ Abstention _____

(cont'd)

ITEM V-B - PERSONNEL: 2020-21 Contract for Joseph Sochor

Motion to “Accept the presented contract to hire Joseph Sochor for Social Media Administration, Media promotions for listed Special Events, and a 2021 Website Update for the Chapter’s 2020-21 fiscal year. The total estimated fee shall not exceed \$12,800 USD. The contract, if approved, shall be forwarded to State CNPS for their consideration.”

Motioned by _____; Seconded by _____
YAYs _____ NAYs _____ Abstention _____

ITEM V-C - MINI GRANTS: Guidelines for approval

Motion to “Accept the updated Mini-grant guidelines as presented. The form for application shall remain the same.”

Motioned by _____; Seconded by _____
YAYs _____ NAYs _____ Abstention _____

ITEM V-D – SPRING PLANT SALE:

Motion to “approve the Proposal for Fall and Spring Plant Sales, with the operative Alternative to be determined later.” [Proposal document is attached].

Motioned by _____; Seconded by _____
YAYs _____ NAYs _____ Abstention _____

ITEM V-E - PROPOSAL: Oversight & Conflict Resolution Guidelines

The statement below is suggested to be added to the Executive Board Handbook, to be finalized following review by State staff or Chapter legal counsel / litigation chair for consistency with best management practices for non profits in California. It provides a means for addressing incidents and conflicts that have escalated to the point where the Officers or Executive Board at large shall be involved. Primarily, the intention is to provide a reasonable means to tackle personal or professional conflicts, OR acts of impropriety (including conflicts of interest or accusations of discrimination, et al) in a way consistent with protecting CNPS and providing means to solving a situation deemed serious enough to establish a documented incident file.

Motion for Board to “Provide an impartial and proper means of oversight for documenting and resolving conflicts within the membership and Board that escalate to the point of a formal complaint.”

CHAPTER POLICIES

4.4 Event Decorum and Oversight

All CNPS Events (including member only meetings) shall be conducted in a respectful manner befitting expected current cultural decorum and striving to address discrimination of any type with dignity, reasonable patience, and solemnity for all parties.

Any violation of the above statement, or perception thereof, while conducting such events may result in a formal complaint. Formal complaints are subjective, but are considered concerning enough to threaten the integrity of the Board, Chapter, or CNPS at large, without rising to the point of being a legal infraction, misdemeanor or felony. Formal complaints must be submitted with any current supporting documentation, which shall at least include a statement. The Officers or Executive Board shall convene and decide within a reasonable fashion, their opinion and decisions on the matter in writing. All documentation shall be considered confidential to all third parties outside of CNPS unless otherwise ruled by the Executive Board.

Duties of Resolution shall be determined by a majority of the Officers. If this creates its own conflict of interest, then the duty shall fall to the Executive Board with Complainant and involved members abstaining. All forms of resolution shall strive to be fair and impartial and be conducted within bounds of jurisdictional legal framework, should any apply, as well as pertaining policies set in place to indemnify the CNPS Chapter and parent organization.

**Motioned by _____; Seconded by _____
YAYs _____ NAYs _____ Abstention _____**

ITEM V-F. REQUEST: Demand for Apologies (Text Below)

Motion for “Connie di Girolamo and Justin Daniel are instructed by the executive committee to apologize in writing within five days of the motion passing for failing to notify the rest of the committee that they had unilaterally decided to not send a check as instructed by the committee through a motion. They shall promise in writing within five days of the motion passing to disclose all other such actions that they have taken. Every member of the executive committee shall promise that in the future, all members shall immediately inform the rest of the executive committee when any such actions are taken, to avoid future conflicts and damage to CNPSSD's reputation.”

**Motioned by _____; Seconded by _____
YAYs _____ NAYs _____ Abstention _____**