

MINUTES OF THE BOARD OF DIRECTORS' MEETING
OF
THE FRIENDS OF SAUSAL CREEK
A CALIFORNIA (NONPROFIT PENDING) PUBLIC BENEFIT CORPORATION
NOVEMBER 13, 2002

A regular meeting of the Directors was held on November 13, 2002, at 7 p.m. at the Chabot Space and Science Center, Oakland, California for the purpose of transacting all proper business of the corporation.

There were present, representing a quorum of the Board:

NAME	ADDRESS
Linda Morse, Vice President	
Eleanor Dunn, Treasurer (interim)	
Charlotte Bell, Secretary	
Jim Hafner	
Ralph Kanz	
Mark Lane	
Kristin Hathaway	
Mark Rauzon	
Michael Thilgen	

And there were absent:
Sally Kilburg, President
Monica Stafford

In addition, Joel Peter from the City of Oakland, Public Works, Construction Department attended.

Linda Morse, Vice President, acted as Chairperson and Mark Rauzon, acted as Secretary of the meeting.

The minutes of the meeting of the Board held on October 9, 2002, having been distributed electronically prior to the September meeting were approved with minor changes.

On motion duly made and carried by the affirmative vote of the majority of Directors present at the meeting, the following resolutions were adopted:

IT IS RESOLVED Charlotte Bell's title of Administrative Coordinator is now changed to Operations Manager.

IT IS RESOLVED that Jim Hafner and Kristen Hopper should continue to meet with City officials and Friends of the Estuary to discuss the establishment of a youth environmental job corp. which would work with FOSC to help maintain our restoration projects.

Discussions were carried out on the following subjects:

Approval of the October Board Meeting Minutes:

The minutes of the October 9, 2002 board meeting were approved with the minor changes I received from Jim Hafner and Mark Lane.

Administration and Operations:

Charlotte Bell presented what each staff person was doing. She handed out the break down of hours spent doing each task for the Administrative Coordinator and the Nursery Manager/Field Coordinator. She also gave out summaries of what the newsletter/web designer and the bookkeeper does and what tasks she sees as remaining to be done. (Attachment A)

First, the role of the Administrative Coordinator position was discussed. She unable to complete all aspects of her job within the 20 hours per week allotted (for example she has not recorded volunteer hours for several months) and needs a better sense of how she should prioritize her duties. The board recommended she use her best judgment of what is important and doable. Charlotte informed the board that she will be spending the most time on operations and less on general meetings and newsletters. For this newsletter, she sent newsletter to mail service cost-\$150.00 because we sent it out with card inside, to update mailing list, and she did not have the time to do the extra sealing required. She suggested that 25 hours was the minimum hours needed to do what is most important in her job and believes 30 hours a week would be sufficient to do her job fully.

Charlotte Bell wishes to be relieved of Board Secretary duties. It was unclear if she should be paid for doing those duties. Jim Hafner thought that she should be paid for doing this and attendance to all committees she is required to attend. The Board felt it was appropriate to bill all tasks.

Charlotte suggested that all positions need a written contract and scope of work. She also informed the board that we are switching the Administrative Coordinator and Nursery Manager/Field Coordinator positions from contract to employee on January 1, 2003.

She also mentioned that we should file an extension of federal taxes on Friday Nov. 15. We then will have to file a 990 form by February 15, 2003.

The board also requested that a discussion should be planned for a later meeting clarifying what work we want to pay staff for. The board agreed that we should ask Sally Kilburg for aid in writing contracts for all staff in order to clarify their job and to speed up staff break-in period.

Nursery Manager and Field Coordinator, Kristen Hopper's, position was discussed based on the tasks and estimated hours presented in Attachment A. She was hired to work 20-30 hr/wk, 80-120 hr/month. However, she should only work over 20 hours a week if she is working on nursery construction. She works an average 87 hours a month and is overloaded with tasks. Monica Stafford also had problems completing her tasks within the hours 80 hours a month she

was allotted. Most of Kristen's hours are spent communicating with people and facilitating volunteers on Saturday workdays or other workdays. There was a question of whether or not Kristen should be spending so much time leading groups when she isn't getting to some important planning tasks.

A question arose about the limits of an individual staff person's authority and the need to clarify supervisors for staff. Currently, who is liable or has control of what staff is working on is undefined. For example, to whom is Kristen ultimately responsible, Michael, the restoration committee, the board president or someone else? How should she set priorities and who has the authority to direct her to reshuffle them? These questions will be addressed when we clarify what work we want to pay staff for.

We then discussed the Newsletter and Web Designer, Jennifer Stanley's, paid duties. Charlotte provides the ideas for the content and solicits articles. Jennifer edits the articles and creates the newsletter. Charlotte and Pricilla Stuckey (volunteer) proofread the newsletter. Jennifer Stanley is allocated up to 4 hours of work a month on website updates and is only spending 1 or 2 hours, but more could be done on web-page if text and support was provided to her.

Finally, the Bookkeeper, Nancy Moreno's position was discussed. Charlotte Bell is taking over the books on Friday. She will be recording the monetary information into Quikbooks and Nance will come once every month or two to audit the records against the bank statements. The best protocol is to have two different people look at the books and to have a yearly audit for annual report.

It was suggested that we phase out Nance's monthly audits when a treasurer is found. The treasurer can do the monthly audits and Nance can just come in at the end of the year for the annual audit. Diana Surber has expressed interested in taking over the role of treasurer. Eleanor Dunn will call to talk with her more about this.

The group is still learning how to do the financial bookkeeping which means we probably spend more hours on it than we will in the future. Because the group had not understood some aspects of the bookkeeping, Charlotte had to re-categorize last year's expenses to more accurately fit the itemization which Nance had set up.

Financial

a. Budget Report and Status-Charlotte Bell.

Charlotte Bell handed out the Revenue and Expense, the Balance Sheet and Analysis of Net Assets for the year through 10/31/02 (see Attachment B). She also handed out four projected budgets (12 month)- ideal, moderate, conservative, really conservative (see Attachment C).

There are cash shortfalls apparent even in the really conservative operations level; where we have 2 half time employees paid at \$15 per hour and do not pay for fundraising, website updates, mailing service for newsletter, or any new supplies for the field or the office. For the "Ideal" level of operation, 2 full time staff at \$17.5 per hour, website updates, \$9,600 for fundraising, mailing service for newsletter, \$3,482 for filed supplies and \$300 for office supplies, FOSC needs and additional 76,000 to operate. So, we will have to raise additional funds to operate through the next year.

In addition, we still have cash flow issues. Cash is always tight for bill payment because, with the Alameda County contract and some other sources, the money is paid to us only after we

bill for it (after we spend it). This can lead to late payment of employees. The Alameda County contract is still being negotiated because we need to make some additions to our insurance and figure out if workers compensation is required.

b. City of Oakland Funds-Michael Thilgen

Michael informed us that the \$75,000 allocated by the City of Oakland to build the Joaquin Miller Nursery would not be coming to us. John Russo's office told us that non-profits cannot receive contract funds from city due to state contract law; only state licensed contractor can receive funds. FOSC is not a licensed contractor, so the City of Oakland will administer the contract for the design and management of the nursery construction. Initially 150K was to go towards Joaquin Miller Park Improvements and 75K of that was going to be given to FOSC to construct the nursery.

However, there are advantages to the City managing the construction of the nursery. The administrative cost (time and hour) might have been large for this grant and those responsibilities have been lifted from group. The big disadvantage is that FOSC will lose some control of the project. However, our input will still be solicited. We will still be able to tell the city which of their landscapers we want.

Joel Peter who is an engineer for the City of Oakland said that the policy not set in stone. Ralph Kanz offered to investigate and communicate with Nick Russo, but situation is advantageous either way so we felt contacting Russo was unnecessary.

There was an inquiry about using some of the money for facility and programmatic development. However, the money is earmarked for capital improvement so couldn't be used for that. There was then a question of, "Why is the City of Oakland so interested in creating the nursery? Is it just for the City to use?" Ralph Kanz said that we need a longer-term commitment by the City of Oakland to support the nursery program, not just the construction of the nursery. Linda Morse said a way to clarify this with the City of Oakland is to get a MOU (Memorandum of Understanding) set up with them. Sally Kilburg was working on creating a MOU we will talk with her when she returns for the status of that.

Action Item:

Ralph, Michael and Linda will meet over next week to work on this changing situation.

c. Grant Review Process- Eleanor.

Project Approval Procedure (see Attachment D)

As part of the Administrative committee deliberations, Eleanor is developing a process so that the FOSC will have knowledge of all grants that we apply for. She handed out Jim's revision of this process, Attachment D, which is now oriented more toward approving a specific project initiative. Thus, board approval would come before a grant proposal is even drafted, by requiring people to work through and with committees to develop and plan the project, seek appropriate funding sources, help write the grant (if applicable) and then implement/report on the activity. It is hoped that this will encourage initiatives that are well thought out, budgeted for, and committed to by people and relevant program committee long before proposal writing and grant submission.

She needs our input as to how practical this process is and how it should be improved. This will help the group know what has been promised in FOSC name. It will also ensure that the grant application and letter of agreement end up in the official FOSC records held by the Operations Manager.

ACTION: Comments submitted from board members, another draft of this to be presented to board for approval/adoption.

d. Bond Measure DD

Oakland City Bond Measure DD has passed. What does FOSC need to do next in order to have input on the future DD projects? The earliest money will not appear for at least a year. In addition, because the bonds sold over 20-year period, the money will trickle in and not be given out all at once. Still, the FOSC can create a list of projects they would like to see completed and give to Leslie Estes. We can also use the Kodak Greenways money to make a project more appealing to the city by making brochures, etc.

Action Item:

The restoration committee will compile a preliminary list. They will review it with Kristin Hathaway and ask Laurel Marcus for input before submitting to the City of Oakland.

Committee Reports

a. Restoration Committee-Michael reporting for Kristen Hopper (chair).

The restoration committee meets monthly. The 1st meeting was an overview for the need for process, weighing criteria for site evaluation and prioritization. It was generally agreed to increase monitoring processes in order to measure the effects of restoration on the ecosystem - e.g. plant transects.

The use of herbicides was discussed. It was suggested that we offer a local college student this project as a master's thesis. They also presented the revised spreadsheet of projects and they plan to share that with the Board soon.

Action Item:

Create a list of prioritized projects for DD consideration. Share spreadsheet of prioritized projects with the Board.

b. Education Committee – Eleanor (board liaison).

At the 1st meeting, the committee decided that they needed to create a list of people who were comfortable doing environmental education. They sent an email to the FOSC List-serve for people willing to speak- either to children or adults. It was reported that there was only one reply, a friend of Elliott Smith. (Actually, this is incorrect, there were a handful of people who responded.) There was a call for people to become "Canyon docents" by telling the Education Committee what topics they felt comfortable presenting so when a request was received a specific group of people could be contacted to meet the needs of the request.

The committee decided that continuation and expansion of the education program was a current and long term goal. Along those lines, Eleanor is concerned that Sue Morgan is currently a volunteer putting in a tremendous number of hours for the program. She believes that the board needs to look into funding in the near future for a full time education coordinator to insure that the programs continue. In addition, someone must have the job of coordinating the volunteers that are involved with the education programs and handling the requests for the educational programs that come to our organization. It was suggested that we meet with Chabot Space and Science Center to see if a team-funding effort could occur. And we were reminded that FOSC also needs to pick dates to participate in Chabot's Earth and Environmental Science Activity Days.

c. Fundraising Committee- Jim (chair).

The committee has met once. They need to complete the fund development plan outlining FOSC's goals for fundraising and how it plans to achieve them. Charlotte's financial report helps demonstrate the need to seek unrestricted money to pay for staff. We need to grow the mailing list, and develop the Board (Ask Spees to sit on board?). This requires a level of commitment from board members equal to that of projects such as planting in the canyon last fall. Jim Hafner is no longer writing grants for us and we need to get bigger grants.

Action Item: Outline of Fundraising plan at next board meeting.

d. Board Development Committee- Linda (chair).

A couple of months ago Linda and Jim met once. The committee will convene again in December.

Projects/Advocacy

a. Planning Commission Update- Ralph reporting.

No action was taken. The Creek ordinance has not passed the planning commission. The Special Project committee met to discuss the definition of a creek and set guidelines to create map/parcels (consultant Wm. Lettuce and Associates) to make the map. However, the planners are blocking further action. Need to do creek permits. There is now a battle between different departments in the City of Oakland. It is not predictable how it the process will go because of the internal City politics.

Action Item: Ralph will continue to monitor situation and report.

b. Montclair Golf Course-Ralph reporting.

City is negotiating with Pilliam Lee to amend existing contract with the Montclair Golf Course to fix the problem with the problem that there needs to be a fire hydrant installed for the building to be in code. Cost for to bring Golf Course to code is estimated to be \$250,000? Once settled, Montclair Golf Course will be given 25-year lease. As soon as Sally gets back, she needs to get informed of this situation.

Old business

Creektoberfest summary- lessons learned discussion deferred until Sally returns.

New Business

Youth Employment project with Friends of the Estuary- presented by Jim Hafner.

Jim presented a one-page summary of the proposed plan and an example of a similar youth employment project that Friends of the Estuary has. (See Attachment E) The board thought that this project was worth investigating further. The board voted unanimously to authorize Jim and Kristen Hopper to meet with the City of Oakland officials and Steve Cochrane from Friends of the Estuary to discuss a possible partnership on the project. They will evaluate the roles and responsibilities that the FOSC would have if such a program was created.

Charlotte A. Bell, Secretary