

Watershed Agricultural Council

Agriculture ♦ Forestry ♦ Conservation Easements ♦ Economic Viability

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Executive Committee Meeting July 18, 2023

I. Call to Order

Meeting called to order at 10:05 a.m. by Bud Gladstone

Members Present: Dave Cammer Karl Gockel
 Bud Gladstone Fred Huneke
 Tom Hutson Jennifer Grossman
 John Vickers, NYC DEP

Others Present: Ryan Naatz Amy Faulkner
 Carol Bishop Connor Young
 Steve Reed Barbara Paxton, BoardStrong
 Lee Harris, NYC DOI Michael Vander Werff, NYC DEP
 Chris Roma, Hinman, Howard & Kattell, LLP

II. Approval of Minutes

Motion to approve the minutes of the June 20, 2023 meeting, as presented.

Motion: Dave Cammer

Second: John Vickers

Approved

Bud asked if there were any changes to the agenda, Ryan noted there will be an Executive Session to discuss WAC's Transparency Policy.

III. Executive Director's Report

A. BoardStrong Report – Barbara Paxton

Barbara Paxton provided a brief overview of the scope of work of the project she was brought on board to complete for WAC specifically around Governance, by-laws, board structure and reimbursement. Jennifer offered to follow up with BoardStrong's legal team to discuss the bylaws specifically. Ryan encouraged the group to discuss the points of Barbara's memo. Fred stated that he feels that the Council should take their time to review the proposed bylaw changes, perhaps a working group of the Executive Committee, outside of the regular meeting structure. Fred also does not believe that there should be just one program committee. He feels that would be too big of a burden on one committee. Barbara questioned whether committees can buy in to the suggestion of spending less time on the minutia and the jobs of the staff and spend more time on the affects and broader picture. Dave questioned how important it is to have specific representation from each County in the watershed. John Vickers reiterated that the SVT made a recommendation to reduce the minimum allowed on the Board, he suggested potentially reducing each Committee by one and still keep the same amount of oversight without feeling a negative impact. Bud felt that combining

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into one program committee it would be a very lengthy meeting, Barbara responded that it would only be lengthy if the members felt they still needed to receive the same amount of information that they currently receive, which in her opinion is too far into the weeds. Barbara stated that the Board's responsibility is to ensure that the programs are excellent, and asked what is the amount of detail and briefing that board members need to ensure that? Do committee members need all of that information every single month. Karl stated that a lot of that comes from a place of the organization being almost destroyed from staff that were not making the best decisions in the interest of the Council. He stated it's extremely hard to let go of that oversight after what the organization just went through, it is a bit too soon to forget what occurred only a couple of years ago. Fred stated that he feels it is difficult to compare WAC to other 501(c)3 on the lists because of the breadth of the work that WAC does. And to that point he does not feel comfortable reducing the involvement of the Board. Karl asked DEP how they felt with regards to giving some of the oversight away to be more staff driven as proposed in the report. John stated that he agrees it is a very complex program with significant output and he would temper his comments with the fact that he has only been here a year and a half but from his limited time he feels there are a number of things that come up in the meetings that is routine that could power down the decision making and not engage in the finer details, so long as the staff decision is effective and focus more on obstacles, what can Council do to alleviate those obstacles to support achieving goals. Karl also asked with Council working through financial issues, could multiple committees move to every other month. John appreciated BoardStrong's proposed financial report. Carol felt that the proposed report was a good starting point, she is working to determine what the Council really needs each month and recognizes improvements can be made. Fred wants to ensure that program manager and committee chair continue to work together as much as they do, even if the meetings move to every other month. John would like to identify the key performance indicators of the program and track those over time, to see how we are doing. The dashboards are utilized from a contract compliance perspective, but they could be expanded to inform goals, directions, etc. Programs should work with their committees to determine those key metrics, and then identify from a financial report where that would be captured so they connect more obviously in the reports. Dave Cammer added that Attachment B makes it difficult to tease out what program is which. Attachment A he questioned how many of those organizations manage contracts? Jennifer added that any organization with a budget below seven figures cannot be compared to WAC. The uniqueness allows for discretion to make decisions that are appropriate. Ryan stated that member reimbursement is critical to the work WAC does, however there could be efficiencies gained by having a flat stipend. That would put responsibility on the Governance Committee to evaluate member attendance, effectiveness, contribution etc. Dave Cammer questioned the liability if you receive a stipend; there is a volunteer indemnity that is not applicable with paid board members.

At this point Ryan proposed next steps to include a review of the report from F.L.I.P., WAC's leadership team.

IV. Executive Session –

Motion to go into Executive Session to discuss the Transparency Policy and recent FOIA request.

Motion: Karl Gockel

Second: Jennifer Grossman

Approved

Barbara Paxton left the meeting at this time.

Connor Young joined the meeting at this time.

Motion to come out of Executive Session at 11:41pm.

Motion: Dave Cammer

Second: John Vickers

Approved

V. Chair's Report

A. Executive Director Evaluation

Bud reported the evaluation has been completed and the Committee greatly appreciates Ryan's work. Ryan thanked everyone for the evaluation and he will begin to work on the goals for FY24.

Motion to approve the FY24 Executive Director evaluation with a salary increase of 5% effective July 1, 2023.

Motion: Dave Cammer

Second: Fred Huneke

Approved

Jennifer asked for Michael and John's input on the BoardStrong recommendation regarding the City Affairs Committee. Karl added he felt that it was a responsibility of the entire Board and that the focus has shifted and is becoming engrained in the day to day. John and Ryan shared briefly that Amy, Carol, Ryan are meeting regularly with John and Michael to discuss any day to day business operations and will include board members or additional staff dependent on issues. Dave and Fred discussed the Action Staff that was a meeting in the past that allowed for board members to interact with the staff on issues they were having and ward off issues elevating.

VI. Adjournment

Meeting adjourned by common consent at 11:50am.