

**Great Lakes Aquatic Habitat Network and Fund  
Inaugural Board Teleconference Meeting  
January 22, 2007, 3:00 EASTERN  
DRAFT MINUTES**

**A. Introductions:**

Please see biographies for more detailed information about each board member.

**Jill Ryan**, Executive Director at GLAHNF (not a GLAHNF board member), Vice President of Great Lakes United's Board of Directors, President of Kiwanis Club, President of local mediation organization

**Mary Jo Cullen**, Toronto, member of Citizens Concerned for Michipicoten Bay, Serves on the board of Lake Superior Conservancy and Watershed Council

**Aimee Lane**, Attorney for law firm in Cleveland, OH, practicing public law, Serves on board of county soil and water conservation district

**Betsy Lawrence**, Director of Grantmaking at Wisconsin Community Fund, Has served on a number of co-op boards (bookstore, building where Fund is housed)

**Bonnie Danni**, Director of Finance and Development at Great Lakes United, 27 yrs. of experience in accounting and human resources, Serves on Earthshare of NY board

**Molly Flanagan**, National Wildlife Federation's Great Lakes office, Serves as secretary on the Board of Great Lakes United

**Cheryl Mell**, Shedd Aquarium in Chicago, Vice President Conservation Education Programs, Oversees Great Lakes Programs, Works extensively with board at Shedd

**Annette Marshall**, Director of Administration at Lake Erie Alleghany EarthForce, Serves on a number of local boards including Penn-Lake Erie Watershed Org.

**Paul Bubelis** – Executive Director and co-founder of Sustainability Network in Toronto, Serves on local ENGO boards, Provincial ENGO boards, and the board of an Ontario funder

**Wendy Cooper**, Georgian Bay Land Trust, Has never been on a board before, but has worked very closely with her own board

**John Haluska**, Grand Marais, MN – Project Manager in Forest Products Business, Founder of Harbor Friends (Lake Superior)

**Vicki Deisner**, Executive Director of Ohio Environmental Council, Has served on a number of boards, experience with fundraising, operational experience, and with assisting her own board

**Margaret Frisbee** – Executive Director of Friends of the Chicago River, experience with fundraising and working with boards

**Next Board Meetings:** Board Meeting on Thursday, March 29<sup>th</sup> from 10:00-3:00 Central Time at Shedd Aquarium in Chicago, IL

Next Board Call is scheduled for 2:00 Eastern Time on Tuesday, June 26th

**B. Board Decisions:**

**Election of Officers**

Chair – Annette Marshall

Vice Chair – Aimee Lane

Treasurer – Bonnie Danni

Secretary – Molly Flanagan

Moved by John Haluska

Seconded by Paul Bubelis  
Approved unanimously

### **Credit Card Resolution**

Moved - John Haluska

2<sup>nd</sup> – Annette Marshall

Friendly amendment – Vicki Deisner - Broaden to give staff members ability to take steps to establish credit

Approved unanimously

Note: Board will need to establish policies for checks, credit, etc. at the March 2007 meeting

### **Benefits Plan Resolution**

GLAHNF's flexible benefits plan mirrors benefits staff received from Tip of the Mitt

Resolution language is boilerplate language from IRS Code

GLAHNF provides a certain amount of money per employee that the employee is able to elect to spend on various health benefits including health insurance and a flexible spending account

Moved – Bonnie Danni

2<sup>nd</sup> – Vicki Deisner

Approved unanimously

### **Budget Approval**

Discussion and Questions:

What is included in Contractual line item?

Contractual expenses include: – outreach and assisting with networking, org. development person ie. Sharon Behar, accountant, layout and design, Tip of the Mitt as sponsor for Mott Grant for 2007, writing success stories publication from Joyce

Paul Bubelis – Consider giving provisional approval of the budget with final approval upon receipt of details in March?

John Haluska – Would like to see budget comparison to 2006 and also projections for 2008

Board members requested line item definition – # of employees, projected growth in employees, restricted vs. unrestricted money, more details and description

Note: With a budget that is 95% grant driven, there is not a lot of question marks that a board can put into the budget, Need to ensure that there is enough money in the budget to meet grant deliverables

\*Bonnie Danni offered to help with budget narrative and breaking it down further

Do we have Directors and Officers insurance?

GLAHNF has the policies for \$1 million and \$2 million liability. Everyone is covered. Waiting for paperwork back. Jill will provide more detail when she receives packages.

\*Bonnie Dannie would like to see those policies.

Bonnie would like to have an understanding of property – what did GLAHNF maintain from Tip of the Mitt, etc.

Tip of the Mitt gave GLAHNF \$8,000 that GLAHNF had earned in donations, GLAHNF retained no equipment from Tipp, purchased computers, received a number of donations of office equipment and furniture. Total costs for transition = \$8,000.

\$100 per month for space in Petoskey, MI

\$140 per month for space in Grand Haven, MI in Alliance for the Great Lakes office

GLAHNF basically has no liability. Some liability to Tip of the Mitt for money we spent during transition that we will pay back with donations and for plane tickets Jill has purchased.

All subsequent board packages will include a balance sheet

\$30,000 balance in checking account with one month advance from Tip of the Mitt

September 31, 2007 – year end should match the date when GLAHNF filed for incorporation as a 501 (c)(3) organization to ensure that we will have the full five years to meet IRS public support test – need to show 1/3 of revenue from public support

Jill will be working with a banker to make sure we are achieving best interest rates in our accounts

The budget presented to the board is the working budget, what we can safely bring in and do projects with.

\*Bonnie would like to see dollars that are operational and those that are program related and deliverables on the grants

Moved to provisionally accept budget pending more details at March board meeting – Annette Marshall

2<sup>nd</sup> – John Haluska

Unanimously accepted

## **C. The Great Lakes Aquatic Habitat Network and Fund**

### **Brief History of GLAHNF**

In 1996 GLAHNF started as project of Tip of the Mitt Watershed Council – started to help wetland activists throughout the Great Lakes's – brainchild of Tip of the Mitt and the Mott Foundation  
Will Cwikiel = first Executive Director of GLAHNF

Jill Ryan = Executive Director for past 7 years

GLAHNF has always given grants to grassroots organizations

GLAHNF has worked to increase the number of services it provides to grassroots groups through publications and networking (electronic and face to face)

In the beginning there were 10 Hubs for each of the states and provinces.

4 years ago, GLAHNF transitioned to Lake Advisors and brought more work in house. This led to serious thought and conversations about becoming a separate organization.

May 2006 – proposal to make GLAHNF an independent organization was brought before Tip of the Mitt.

Hopes and aspirations for 2007 – new foundations, new sources of funding, developing relationships with a variety of people across the Great Lakes basin in the United States and Canada. Everyone is very excited about 2007

### **Tough spots to navigate this year**

1. Emily is going to go back to school and will be leaving sometime in February. She will continue to do some contract work from New England where she will be preparing for her graduate studies.
2. Diversifying funding beyond Mott funding
3. Developing and operationalizing new systems

### **D. Role of the board**

- Fiduciary and governance
- Strategic advisors
- External credibility
- Connections
- Strategic fundraising

Note: There will be a separate program committee – some former AP members and others will be part of program committee and will gear up in late February. Takes program details off of board's plate.

Vicki Deisner reminded all of us that the GLAHNF Board should be an asset to Jill and to GLAHNF and should not micromanage or get in the way of all the good work that GLAHNF is doing and plans to do in 2007. Board should be willing to assist Jill where she needs help, including with fundraising.

GLAHNF has no current strategic plan. 95% grant funded = Mott grant is strategic plan at this point.

### **E. How the board will communicate among members**

What is best for everyone in terms of communicating?

Make a website available specifically for the GLAHNF Board of Directors (password protected) – could include past board minutes and other relevant pieces of information, rather than receiving tons of e-mail

E-mails with main points or any pending actions that may get lost on a website

Conference calls are working fine. Please be conscious of any background noise which can make communication difficult.

Note: Book conference calls and meetings as far out as possible to ensure best attendance from Board

### **F. Important things to do together at March Board Meeting**

Items for March Agenda:

Detailed budget

Quarterly activities report in terms of completed and upcoming activities – Possibly an Executive Director's report or a program report that makes it clear which staff are involved with specific GLAHNF programs

Biographies for all staff members

Board members should anticipate reviewing some materials prior to the Board Meeting

Review budget

Review personnel policies

### **G. Questions/Other**

Term lengths for board members will be e-mailed out once they are finalized.

**Adjourn 4:43 Eastern**