

MINUTES
Invasive Plants Association of Wisconsin
Board of Directors Meeting
January 28, 2010
3:00 to 5:00
The Nature Conservancy – Madison

Board Members present: Jerry Doll, Willis Brown, Amy Staffen, Vijai Pandian, Brian Pillsbury, Rolf Utegaard, Tom Boos, Mark Feider, Tom Hunt, Jim Reinartz

Also present: Kelly Kearns

Administration

1. Approval of minutes from November, 2009 Board meeting
Motion to approve minutes with minor corrections (Boos); seconded by Brown.
Motion carries.
2. Treasurer's Report
Boos reports that the biggest expenditure came from ordering more IPAW brochures. Some gifts were received (totaling \$165), and one CWMA became a member. He has begun composing the IPAW Annual Report, and will share it at the next Board meeting. Utegaard moves to approve Treasurer's Report, seconded by Hunt. Motion carries.
 - Boos** will request ongoing funding from We Energies for newsletter.

Old Business

3. Review of Action Items from November 2009 Board Meeting
 - ✓ **Roark** and **Utegaard** will fill in Jeff Saatkamp on the history of the plant industry relations committee. – **Done**. **Utegaard mailed him a package**.
 - ✓ **Renz** will provide Kearns with information on Extension staff February workshops, and on Right-of-Way pesticide application workshops. – **Done**.
 - ✓ **Staffen** will send Brad Glass the agreement to review. – **Done**.
 - ✓ **Staffen** will ask her tax preparer if she could take a look, or recommend someone. – **Done**.
 - ✓ **Staffen** will put a posting on listserv if needed. – **Not done, but no longer necessary**.
 - ✓ ~~If after 30 days, no action is taken on this issue from a volunteer, then **Staffen** will hire a professional to review the contract and tax implications.~~ – **Got help, not necessary**.
 - ✓ **Schwoegler** will send out an email to Board members with a query about possible newsletter article topics after Thanksgiving but before Christmas. – **Reinartz did it**.
 - ✓ **Schwoegler** will send out Doodle survey to schedule next Board meeting for period of January 11-29, 2010. – **Done**.
 - Walker** requests that IPAW develop a standardized statement on reed canary grass, along with suggested alternatives; she will ask among her organic farmer colleagues if

they know of alternatives. – Walker is still working on it. Renz has information as well, will share w/ Walker. – Walker and Renz not present to comment.

- ❑ Doll will follow up with Saatkamp regarding Plant Industry Relations Subcommittee. Schwoegler will send him an updated list of members who have expressed an interest in this committee.
- ❑ Kearns met owner of Morning Woods Farms (Robert Carol?), who might be interested in doing something on the Plant Industry Relations Subcommittee; she will contact him.
- ❑ ~~Kearns will contact whoever is left on the expired member list.~~ Not done yet, but we will remove this as an action item, since we will be reinitiating this process very soon.
- ❑ Schwoegler will take advertising invitation letter that Hammond drafted and send to Boos's list of interested businesses. – Not done yet, Boos wanted to wait until end of the year, will now incite Schwoegler to action.
- ❑ Schwoegler can look into Skype; she should communicate w/ Mark Feider about this. – She communicated with Vomastic instead, spent hours looking on the Internet, did not reach a firm conclusion. Feider will communicate with Schwoegler about this, investigate further.

4. Status of advertising on the web site.

Boos has nothing to report at this time – no new action has been taken.

New Business

5. Draft agreement between IPAW and Southeast Wisconsin Invasive Species Consortium (SEWISC) for a second grant proposal.

Doll reports that the Executive Committee was charged with expediting the review of a second request from SEWISC for IPAW to serve as grant applicant on their behalf to the Great Lakes Restoration Initiative (GLRI). This application will serve as a backup for the first application that they submitted earlier in 2009. The project has a five-year term, and has a total budget of almost \$500,000, with approximately \$44,000 in indirect costs (presumably earmarked for IPAW). If they happen to receive both grants, they will simply expand the scope of the project. This proposal stimulated extensive discussion on the Fiscal Agent Agreement and the IPAW Grant Policy (see item 6 below). Boos moves that IPAW agree to serve as Fiscal Agent for SEWISC's GLRI grant application, seconded by Feider. Motion carries.

6. IPAW Grant Policy, Fiscal Agent Agreement.

Pandian and Staffen have been leading the initiatives to develop these documents. Pandian implemented suggested revisions to Fiscal Agent Agreement that Board members submitted. He also had the document reviewed from a legal perspective by Phillip Freeburg, a UW-Extension colleague who holds a law degree from UW-Madison and has experience as a lawyer and municipal judge. Pandian further modified the agreement based on Freeburg's advice, and the Board discussed further. Key discussion points:

- *Overhead.* How much overhead, if any, should IPAW request? Three reasons to request money: a) To cover the cost of a professional accountant to manage (or help manage) the grant account; b) To cover the cost of a tax adviser for an audit; and c) To cover any other administrative costs, e.g., bank charges. IF we want to set a fixed overhead fee structure for all grants, then we need to determine these costs now. Thus far, we only know that an audit may cost \$5,000 (see bullet point below), though we're not clear on if this would be an annual occurrence and expense, or semi-annual. Initially, we thought of charging a flat 10% overhead, which is still low by many institutional standards, but Board members worried about receiving more money than we actually need, and burdening small grant recipients with spurious charges. Staffen and Boos

- suggest a two-tier fee scale: For grants up to \$20,000, charge a 10% overhead fee, while for grants greater than \$20,000, charge 20% overhead. Reinartz suggests that we just leave it to negotiation on a case-by-case basis, since every situation may be different; Hunt wonders who will do the negotiating on behalf of IPAW?
- **IRS Audit.** Will IPAW be subjected to one as a result of taking on all of this new income? How much would it cost to hire an adviser to assist us with an audit? Utegaard suggests that we just plan on requesting an audit, to ensure that our accounting is accurate, to protect our non-profit status. Staffen communicated with Audrey McGhee, who is a CPA who used to do audits for non-profits as part of her work with Wegner LLP CPAs & Consultants in Madison. She shared the following information:

A large grant could trigger a requirement for an audit, but that is under state of Wisconsin law, and is not an IRS rule. But, I believe that the current Wisconsin law requires only a review (which is less in scope than an audit, think mini-mini audit) if your total donations exceed \$150,000 per year. I think the audit requirement falls at the \$500,000 level, but you could verify this with anyone at Wegner. I'm happy to give you a name if you'd like one. Make sure you read your grant document very carefully. The granting organization may require an audit. If so, plan to spend another \$5,000 or so. It would be in the section about Reporting Requirements."

- **Generally Accepted Accounting Principles (GAAP).** By stating that IPAW will follow GAAP in clause 9 of the agreement, we are committing to our adherence to a strictly defined standard framework of guidelines for financial accounting. Utegaard suggests that we definitely hire a professional accountant to provide GAAP assistance for our accounting.

Staffen shared her draft Fiscal Agent Policy, which would serve to codify our intentions and expectations to would-be grantees, and would be incorporated into the IPAW Standard Operating Procedures. The Board ended the discussion with the following action items:

- ❑ **Boos** will look into bank charges and other administrative costs that might be associated with managing separate grant accounts, will communicate this information to Pandian.
- ❑ **Pandian** will leave the 10% overhead rate in the Fiscal Agent Agreement for SEWISC, will incorporate anticipated administrative costs following update from Boos (see below), and will make other changes in the document as discussed at meeting.
- ❑ **Doll** will send revised Fiscal Agent Agreement to SEWISC for signature.
- ❑ **Boos** will take Fiscal Agent Agreement to Wegner CPAs and/or Midwest Environmental Advocates to seek further advice on the overhead issue. He will return to the Board for a renewed discussion on this question and a final decision on our fiscal agent overhead standard.
- ❑ **Staffen** will send revised Fiscal Agent Policy to all Board members for email review and vote.

7. Committee Reports

Education and Communication. There will be a meeting on February 3rd to provide Courtney LeClair with direction as she begins her term as new Chair of the Educational Materials and Speakers Bureau Subcommittees. Meeting participants also brainstormed topics for the upcoming newsletter:

- Michigan State University event summary – Kearns will contact Lisa or Kate.
- Invader Crusader nomination requests – LeClair
- Feature article on CWMA. Reinartz will create a list of CWMA's that have already been highlighted and give go Kearns, who will then compose an article on one that has not yet been featured. Kearns will also create a map of CWMA's to be used as a stock feature in

all future newsletters. Feider also volunteers to write a summary of the Northeastern Illinois CWMA.

- Chicago Botanic Garden event on February 11 – Feider can provide a write-up.
- Right-of-Way article, with mowing guidance table – Boos will write.
- List of new species to watch for – LeClair can do.
- Invasives management phenology calendar?

8. Future IPAW Conference with Minnesota?

Still no final word from our Minnesota colleagues – getting to be too late to plan??

9. Future events and announcements:

- Midwest Chapter of the Society for Ecological Restoration, UW-Madison Arboretum, April 2010. – Look into having display?
- Wild Ones "Total Harmony with Nature XIV" in Oshkosh 1/30
- Wetlands in Service, 15th Annual Conference for the Wisconsin Wetlands Association in Eau Claire, 2/11-12. – Too expensive to have a display, Kearns will be presenting there.
- Madison Area Woodland Owners Conference, 2/27 – IPAW will pay fee to have display there, Boos will attend.
- Milwaukee Audubon Society's 30th Annual Natural Landscapes Conference, 2/13 at Concordia University in Mequon. – Feider will attend, put up display.

10. Renewal letters.

Boos says that Schwoegler has been organizing our renewal template that goes out to members, says that they are all out-of-date.

- Schwoegler** will send out renewal template out to committee chairs, then Board for update. Boos also is pushing for a renewed membership drive, wants to discuss seriously at next Board meeting.

11. Next Board meeting

It was decided that we won't push for a face-to-face meeting, but may defer that until the growing season when we can hold field trips, perhaps focus on committee activities.

- Schwoegler** will send a Doodle survey to Board members to schedule next meeting.

Minutes composed by Amy Staffen, IPAW Secretary, on 2/3/09.