



Board of Directors Meeting Minutes
May 18, 2022 | 3:00 pm PDT | Microsoft TEAMS

I. Convened Meeting @ 3:09 PM PDT.

Roll Call: Ian Scott, Kris Josey, Julian Dunster, ~~Jim Flett~~, John Hushagen, Angel Spell, Ben Thompson, Carolyn Prentice, Jacob Kite. Tree Fund Liaison (vacant), Cristina Bowerman (ED)

II. Approve Meeting Agenda if no conflicts of interest (COI) identified.

III. Review and Approve Meeting Minutes 5-11

**Motion to Approve Meeting minutes: Julian Dunster. 2nd by John Hushagen. Approved 8-0.
Ben Thompson arrived at 3:12PM.**

IV. Review Past Action Items

- ISA Bylaws complaint response due May 16th.
- Miller Nash is creating a new confidentiality statement for board members
- Ian to reschedule board retreat to July.
- Kris Josey needs board to acknowledge review of March, April financials.
- Carolyn Prentice to help coordinate description (expectations, duties) reviews of board members.
- Board to review employee handbook by Friday, May 20th.

V. Bylaws Committee – Verbal update

- Angel will provide a formal update in writing
- Standing meeting at 3PM Tuesdays.

VI. Legal Services Committee-Discussion

- Response to Seth Amrhein email
- Response to Lance Davisson
 - i. Ian and Julian (et al) will work on a collective response for 5/18 that the board is holding firm on the June 6th.

VII. Special Meeting on June 6th

- SortSol update
- Preparations for June 6th.
 - i. Notify w/ agenda on June 1st?

VIII. Board Appointments

- Ezekial Willard (TCC Liaison)
- and Alison Herrell (Tree Fund Liaison)

These members expressed interest verbally but have not submitted formal interest.

Kris Josey – Left the meeting at 4 PM PDT.

Cristina will notify membership of the open positions and will verify with Angel Spell that there is a 30-days notice.

IX. ED Report – Discussion.

- Nomination process
 - Review the governance position as the nominations committee
 - Determine the pending board vacancies
 - President -Appointed
 - President Elect-Appointed
 - COR -Board Appointed
 - TCC -Board Appointed
 - Tree Fund Liaison
 - Secretary -Elected
 - Treasurer -Elected
- ITCC Funding shift.

Motion: Approve transferring TCC funding from Robert Bundy to use of funds to sponsor NATCC for Noel Rodriguez. (Ian Scott). 2nd by Jacob Kite. Approved 7-0.

X. Board Retreat Planning

- Focus on the Bylaws suggested by Angel
- Board retreat should be Monday, June 27 from 1 pm to 5 pm PDT.

XI. Action Items Recap

- Angel to follow up with recommendations around staggering nominations and elections.
- Cristina to propose a Board Calendar for 2022-23 for Nominations.
- Cristina to share a spreadsheet/calendar for nominations and by-Laws.

XII. Adjourn @ 4:32 PM PDT.