

GSWA Board of Trustees Meeting

05.19.2023

Sally Rubin convened the in-person meeting at 8:04am. Board members in attendance were Dave Robinson, Dot Stillinger, Ralph Jones, Reed Auerbach, Clark Wagner, Tony DellaPelle, Sue Kessel, Todd Hyde, David Naidu, Jordan Glatt, Kate Barry, Marilyn Dee, Eric Inglis, Gerry-Jo Cranmer. Advisory Council member in attendance was Fred Castenschiold. Board-elect candidates Charlie Apt and Carolyn Dempsey were in attendance. Staff members present were Sally Rubin, Sue Levine and Lynne Applebaum.

Sally welcomed everyone. All present introduced themselves.

Charlie Apt, Adam Psichos and Carolyn Dempsey were proposed as new board members. Sally gave the background on each candidate. Charlie came to our Gala last year as a result of a press release GSWA put out, offering a raffle for tickets to the event. Charlie and his wife attended, as they are both invested in environmental initiatives. Sally and Wade met with Charlie and his wife, Kathleen, when Charlie expressed interest in supporting the organization and potentially joining our board. Sally and David Naidu met with Charlie to discuss the organization and Charlie's interest and, now, he is being elected to the board! Adam Psichos, Director of Strategic Initiatives and Relationship Manager for Glenmede has served on our Advisory Council for several years. He met with Sally and Wade recently and is interested in joining the board and will be helpful with strategizing about planned giving and other major donor initiatives. Carolyn Dempsey was introduced to Sally by David Naidu and is a Chatham Borough council member and recently joined the Advisory Council. *Sally requested a motion for approval of Charlie, Adam and Carolyn to join the board, which was moved by Tony DellaPelle and seconded by David Naidu. All in favor. None opposed. The motion carried.*

Sally requested a motion to approve the March 24th Board Meeting Minutes which was moved by Marilyn Dee and seconded by Jordan Glatt. All in favor. None opposed. The motion carried.

Sue Levine delivered the Finance Report. (see attached reports).

Net results for March was \$217,000 and \$203,000 for April. We are tracking ahead of budget for March ytd and the preliminary review of April continues that trend. The Native Plant Program was budgeted for \$60,000 and we have grossed \$63,000. Last year the Native Plant Program brought in \$58,000. It is a terrific program that is mission based and Lydia Chambers has been instrumental in its success. Sponsorships for Music Fest are going well, but more is needed. Sue asked the board to please purchase tickets. We continue to track favorable to budget on expenses. **On the investments, we are nearing \$1.8 million** of which we have approximately 0.5M in the operational reserve. The Finance committee will review asset allocation at their next meeting. The Finance Committee discussed the 4% draw and will incorporate a rolling average to factor in market volatility. The following policies were modified per the finance committee Financial Oversight; Budget Deficit Policy and the Investment & Endowment Policy. Some of the key changes included to correct the policy name and to more accurately reflect the fund status of the funds as Board Designated and Operational Reserve. *Sue asked for a motion to approve modifications to finance policies. Clark Wagner moved the motion and Tony DellaPelle seconded the motion. All in favor. None opposed. Motion carried.*

Sally Rubin asked everyone to be at the next board meeting on June 19, as they will be voting on next year's budget. Ralph Jones asked about the timeline for the Ferber property. Sally replied that she hoped the May 2024 meeting would be at the property. There was discussion about the capital campaign and a suggestion was made to bring a builder out to look at the barn and just give a WAG on cost to improve. The house will serve as office space and should not need much and it is anticipated that the staff will move into the house first, and the barn will be addressed at a later phase. Sue Levine said we have a line of credit for \$350,00 and \$450,000 in reserve should we need to use it for immediate capital issues. Sally noted that we currently pay \$2750/month in rent, and that will no longer be an expense. Fred Castenschiold mentioned that the house has been abandoned for 8 years.

Sally then explained the Ferber property for the new board members – its location, PSEG owning it, what will be donated to us and that it is a lengthy process. Sally told the group about the May 1st Chatham Planning Board meeting. PSEG presented its subdivision plan which allows PSEG to convey the property to us. PSEG then has to go to the Board of Public Utilities to get further approval of the donation. If it doesn't go to us, will go to the federal government. There are several more steps that need to be taken, including getting BPU approval, zoning board approval for the type of use of the property from current residential use to our use which would be called institutional use. Residents who were at the planning board meeting requested no concerts, that we wouldn't have tons of school buses visiting the property and expressed concerns about the water quantity and potential flooding issues. GSWA will need an engineer, attorney, land use planner once the process is more solidified. Further discussion about the buildings, parking, acreage, and other considerations to address prior to GSWA moving to the property.

Sally Rubin discussed the strategic plan and began by addressing the Organizational Growth pillar. Part of this pillar is finding a permanent home and capital campaign which has already been discussed. We are working on improving and increasing our social media and Meisha Williams-Bertel and Sally Glick, both communication professionals, will speak at the Advisory Council dinner. GSWA is working with them to improve our social media presence. Sally also mentioned that GSWA needs a new website, if Lynne Applebaum can find funding.

Sally Rubin also discussed GSWA staffing as part of the Strategic Plan. Sally and Sue Levine both talked about putting Cost of Living Increases into next year's budget, as employees are being hurt by this. Lydia Chambers asked if that pay could be retroactive. Sue Levine said they would try to address it with bonuses, depending on the success of the Chairman's Appeal and the Music Fest. Sally said while it is good to be conservative with organization's budget, it is not good for the employees.

Sally Rubin brought up the Gala and asked Jordan Glatt if he had any success with either Governor Murphy or Senator Booker as honorees and he said no. There was discussion about Dave Robinson, Tony DellaPelle, BASF, Jon Stewart and Steven Colbert as possibilities. David Naidu suggested Mikie Sherrill as a keynote speaker, as she will be a draw and her office is looking for speaking opportunities for her (even though we recently honored the Congresswoman, this would be as the keynote speaker). David also mentioned that BASF is doing positive things in the lower Passaic, such as putting in a park. Sue Kessel opposed the BASF as an honoree as they have a history as polluters. It was further acknowledged that the objective is to get as many people to the Gala as capacity allows, as it is our main fundraiser for the year. After further discussion, the group decided to ask Mikie Sherrill as a first choice and ask her what company she might suggest as an honoree, if any. David Naidu mentioned Aero Farms, a vertical farming

company in Newark. Gerry-Jo Cranmer thought this was a good idea as people have a strong interest in hydroponic farming.

Sally Rubin then talked about the Land Trust Accreditation, for which we have received conditional re-accreditation. The conditional accreditation required one of our transactions be reviewed by an attorney, and we are working with Ed Ahart of Schenck, Price, Smith & King on this. LTA's specific request is that we must:

Obtain a written legal opinion analyzing the risk that the \$155,000 payment to LaMorgese, without it being disclosed as a good or service or bargain sale payment, conferred an impermissible private benefit and has the potential to jeopardize the land trust's tax-exempt status.

Sally sent Ed all relevant documentation from the LaMorgese file to review and send us the requested opinion letter which will be sent to the Land Trust. Sally summarized the issue again and read the opinion letter summary (copy attached to these minutes). GSWA's board must review all the documents and watch a Land Trust video on impermissible private benefit in order for GSWA to be accredited without conditions. The issues that arose from the Land Trust had to do with the reimbursement of expenses of \$155,000 to Mr. LaMorgese for the acquisition of his property. This will need to be reviewed at next month's board meeting and then GSWA will send the needed information to the Land Trust.

LTA's specific request is that we:

Engage the full board in a retrospective analysis of the LaMorgese transaction, including the legal opinion obtained in #2. Provide the minutes from this meeting with the following information: a. A summary of the board's analysis and discussion. b. Any actions GSWA would now take to meet indicator elements 2C1(b) and 5B2 and the related accreditation requirements if it were presented with a similar transaction today (such as by documenting the payment to the landowner in the gift acknowledgment letter or other tax forms, the additional legal counsel or accounting experts that would have been consulted, etc.)

At the next board meeting GSWA will create and approve a policy to incorporate the lessons learned and best practices moving forward with regard to permissible seller reimbursement of expenses and bargain sale versus donation.

Sally Rubin and Lynne Applebaum discussed the EPA grant for \$500,00, recently submitted for Environmental Justice Collaborations, "Developing a Youth Advocacy Corps to Identify and Implement Environmental Justice Solutions" in Paterson, NJ. The grant was a collaborative effort involving Rutgers Cooperative Extension Water Resources Program, The Nature Conservancy, Trust for Public Land, New Jersey Institute of Technology, Boys & Girls Club of Paterson and Passaic, Passaic Habitat for Humanity and others. EPA will notify grant applicants in late September.

Lynne mentioned to the board that Wade Kirby would be contacting everyone for the Chairman's Year End Appeal. David Naidu discussed information that Wade had shared with him and Jordan Glatt regarding a board and staff retreat. Jordan thought a half day retreat was realistic. Lydia Chambers said that the Dodge Foundation provided board members with a lot of training and hired professionals to expedite, and thought it was very valuable. Lynne Applebaum mentioned the free site, Non-Profit Ready, which has multiple trainings online for non-profit staff and board members. Charlie Apt mentioned that DEI is a huge part of board training on the boards he serves on and there was more discussion about its

importance. Sally Rubin mentioned that Meisha Bertel Williams could help address this, perhaps at the Advisory dinner, as this is her profession as well.

Sally Rubin mentioned that the next board meeting would be on June 19th and will start early so that everyone can watch the required Land Trust video if they haven't watched it independently. This is also the meeting that the 2023-2024 budget will need to be approved. Sally noted that the Advisory Council dinner is on June 13th and reiterated that Meisha Bertel Williams and Sally Glick will be speaking. Sally also mentioned that October 26th and October 5th are on hold for the Gala, with the likelihood of October 26th as the date. The Music Fest is June 25. All board members should try to come and bring friends. Tony DellaPelle mentioned that he had an issue finding the Music Fest location on Google maps and asked that it be addressed prior to the event.

The Meeting adjourned at 9:29am.

Respectfully submitted,

Lynne Applebaum