



**Florida Native Plant Society**  
Board of Directors GoToMeeting  
December 13, 2017, 7:04 – 8:56 PM

**Meeting Minutes**

President Catherine Bowman called the meeting to order at 7:04 PM

**In attendance:** Catherine Bowman, Susan Carr, Kara Driscoll, Shirley Denton, Paul Schmalzer, Gene Kelly, Ray Jarrett, Ron Blair, Wendy Poag, Carol Sullivan, Peter Rogers, Don Spence, Devon Higginbotham, Anne Cox, Juliet Rynear, and Ina Crawford.

**Not attending:** Julie Becker, Jackie Rolly, Nicole Zampieri, and Marlene Rodak.

**Guests:** Kim Zarillo of Fletcher Consulting Services

Gene Kelly made a **MOTION** to accept the Consent Agenda, Kara Driscoll seconded. Motion passed.

1. **REGULAR AGENDA – BOARD OF DIRECTORS REPORTS** (Reports referenced for discussion or motions are to be posted on the FNPS forum).
2. **President Catherine Bowman** – Welcomed attendees
  - a. Gave an update on the Dr. Hall book – Juliet, Susan, attorney Christine Warren from Tarflower and I have reviewed and made changes to the proposed contract with UPF. We expect to finalize in the next week or two, pending executing a small MOU with Dr. Hall that will deal with his future assignment of royalties and uses of any of the material from the book that we need to include in rights retained section of the contract.
  - b. Asked VP for Administration to review new contracts/contractors.
3. **Vice President for Administration Don Spence:**
  - a. Sabal Minor editor – we hired Maran Hilgendorf last week. Received signed contract back from Sue Mullins, but not yet from Cammie Donaldson and Sarah Garcia.
  - b. **MOTION: Approve the interim contract for Executive Assistant Juliet Rynear for half of 2018, during the search for and transition to and staff Executive Director.** – Juliet left the call and came back when Catherine texted her.

Notes taken by Devon Higginbotham when Juliet Rynear left the meeting: The contract with Juliet Rynear, dated January 1, 2018 through June 30, 2018 is essentially the same as the contract discussed at the last board meeting. Compensation for the 6 month period is \$21,120.

**MOTION: Add to contract, “Contract can be extended upon agreement by both parties for up to 60 days with all other responsibilities being held constant.”** Motion was made by Don Spence and seconded by Susan Carr. Motion passed unanimously.

4. **Treasurer Peter Rogers:** At the request of Catherine Bowman, Peter discussed the two proposals received regarding a transition to Quickbooks online accounting. 1) the proposal from Care Accounting Services and 2) a proposal from Fletchererae Consulting Services.

Peter reviewed potential timelines to implement as well as the possibility of seeking additional proposals. He spoke with the FNPS accountant (Hershkowitz & Kunitzer, P.A.) and asked for a proposal but they expressed hesitation about using QuickBooks online and no proposal has been received to date. The FNPS account with Hershkowitz typically runs year to year but as currently drafted does not specify whether or not we are committed for the entirety of 2018.

Susan Carr asked if we could hire Care Accounting as the accountant for now (#4 on the proposal only), but Kim Zarillo said that they probably wouldn't want to do that. Peter said doing just that during a transition would require them to set up the accounts in their system and cost additional monies.

Shirley Denton asked if there could be some overlap during the planning and preparation phase so that we could continue to use our current system until the Quickbooks system was ready. Peter said yes. We could sign the engagement letter with Care Accounting specifying a 3-4 month transition period.

Susan Carr asked if we went live before the new Executive Director took over, who would train them, is this fair to hand someone new something that they may not be familiar with?

Kim explained that FNPS really needs *both* an Executive Director and a business manager. An accountant should be responsible for mapping the accounts; the Executive Director is really just providing oversight to make sure that everything is getting done and functioning properly.

There was a discussion of the additional services offered in the Fletchererae proposal. Kim spoke about her development work for other organizations and mentioned that she sometimes sees opportunities that would be a good fit for FNPS.

There was additional discussion about the timeline for the transition and whether beginning the transition in January 2018 would work. Kim mentioned that she had assisted Care Accounting with a transition for another company in October and it was problematic and went online in November. She thinks a first quarter transition would be easier. The data transfer itself is not that big a deal for the accountant.

Juliet Ryneer verified with Kim Zarillo that the meetings between FNPS, Care Accounting and Fletchererae could be GoToMeetings and asked about the review of current FNPS accounts. Kim Zarillo said that there will likely be a clean-up and consolidation of existing accounts when the new accounts are being set up in Quickbooks.

Susan Carr asked, in the interest of continuity, would Peter Rogers be able to devote some time to this transition. Peter said that since he and Kim live nearby, they could meet face-to-face; however, he does have some international and heavy work commitments in the 1<sup>st</sup> quarter but he is willing to make time for it and he thinks he and Kim can make time for it but it will be a challenge. His thoughts on the timing – he would like more flexibility with the current accountant to enable FNPS to stay with them for up to another 3-6 months and to be able to take up to 6 months for this transition process.

Peter made a motion, seconded by Don Spence. **MOTION: To continue with Hershkowitz & Kunitzer accountants for a 3 month period and then to contract with Care Accounting on the 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> items of their proposal (dated October 20, 2017) and to contract with Fletcheræ Consulting Services on the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, and 4<sup>th</sup> items of their proposal (dated October 23, 2017) pending Board approval of a \$6,500 addition to the annual budget to cover the costs.** The motion passed.

Shirley Denton made a motion, seconded by Susan Carr. **MOTION: To authorize an amendment to the 2018 budget to use cash reserves to cover the \$6,500 cost of the contract services for Care Accounting and Fletcheræ Consulting Services.** The motion passed.

#### 5. Membership Committee Chair Anne Cox:

**MOTION: Approve the Revised membership levels as stated in the Report for the 2018 FNPS Membership Brochure.**

Shirley 2<sup>nd</sup>. Shirley recommended clarification of the business add-on language to include nonprofit organizations: business and nonprofit organization recognition add-on.

The motion passed.

**MOTION: Invite Roselyn Smith, PhD, Inspirational Speaker and Trainer, to present a workshop at the Annual Retreat on Meditation including an outdoor meditation activity in the scrub.**

An hour long meditation presentation and then 1 or 2 sessions outdoors, \$1,200 fee for day but she will do for us for \$800 but she has found \$400 match – cost of \$400 to FNPS.

Paul Schmalzer said that we should be cognizant of people's time and to focus on mission-focused things at the retreat.

The motion did not pass.

#### 6. Conservation Chair Juliet Rynear made the following motions:

**MOTION 1**, seconded by Susan Carr:

**To give the Putnam Land Conservancy \$1,000 as match for their investment in the direct mail campaign to landowners targeted within the project area of the Warea Partners Project. The funds would come out of the donation requested from donor for this project (\$3,000 received).** Motion passed.

**MOTION 2**, seconded by Kara Driscoll:

**To approve the Memorandum of Understanding (MOU) between FNPS and Putnam Land Conservancy.** Motion passed.

**MOTION 3**, seconded by Shirley Denton:

**To approve the disbursement of funds that were raised through the Facebook campaign on #GivingTuesday for the Warea Partners Project (minus a percentage for overhead retained by FNPS) into a dedicated fund held by the Putnam Land Conservancy for the Warea Partnership Project.**

Motion passed.

#### 7. Communications Chair Shirley Denton:

At the November 4<sup>th</sup> meeting, Shirley Denton had requested that FNPS provide funding to help Key West Tropical Forest and Botanical Garden with hurricane recovery. The Board asked that

she speak with the Garden. Because Shirley has had trouble getting through to them, she tabled her motion until she can speak with someone from the Garden.

22. Executive Assistant Juliet Rynear:

The following tasks are needed:

- Need to schedule “staff” meetings for the transition in 2018. Recommend weekly meetings and need to identify necessary attendees as needed (Admin, Exec. Assist., Excomm, Board members).
- Need to schedule Board meeting dates for 2018
- Need a nominating committee for new officers.
- Do we need to amend the Bylaws?
  - To add the Article (formerly Article 6.0 in 2011-2014) about the Executive Director: “An executive director may be selected and removed by plurality vote of the Board.”
  - Do we need to amend Article 13.01 of the Bylaws to add “staff” or “employee”?
  - We need to post any proposed amendments 3-6 weeks in advance of annual meeting on website, publications, and/or mailed to each member per Article 9.013.

**NEW BUSINESS:** None at this time.

**2017 SCHEDULED MEETINGS** (<http://fnps.org/events/events>)

January – tbd – Juliet will send a Doodle poll to Board members

February 10-11 – Annual Retreat at Archbold Biological Station

Agenda Created by: Catherine L. Bowman, President FNPS 12/13/17

Meeting minutes by: Juliet Rynear and Devon Higginbotham