

## **SANTA LUCIA CONSERVANCY**

73rd Meeting of the Board of Governors / June 1, 2018

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These minutes reflect the business conducted during a duly-noticed meeting of the Board of Governors of the Santa Lucia Conservancy ("SLC" or the Conservancy"), a California non-profit public benefit corporation. The Meeting was conducted from 12:00pm to 5:30 pm on Friday June 1, 2018 in person at The Preserve Library, Carmel, with an option to join via teleconference.

A quorum of the Board as defined in the Bylaws was established, with three-board members calling-in to the conference-line.

Governors Present: Jeff Langholz (Chair), Tom Gray (Vice Chair), Karen Hargrove, Tom McHenry, Bill Shaw, Kathy Siegel, Sue Sirkus, Rick Werner, and Tom McHenry (arrived at 12:55pm). Rick Rayburn and Terry Watt joined by phone (12:30pm) and Bill Grabe (1:00pm).

Absent with notification: Mike Sutton, Mike McCourt, Ron Eastman, and Buzz Thompson.

Staff Present: Christina Fischer (Executive Director), Rose Chavez-Rocha (Business Manager)

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Two guests joined the Board for lunch by invitation: Angela Hains and Adam White, consultants who will be assisting the Conservancy with communications needs and activities related to community outreach and education. The term of their contract is one-year. Angela and Adam are also pursuing a contract with the Preserve, with an expectation of providing coordinated communications support across the Preserve. Each spoke about their qualifications and answered questions from 12:20 to 12:35pm.

### **CALL TO ORDER** – *Jeff Langholz*

- a) Welcome and Appreciation – Jeff Langholz opened the meeting by acknowledging nearly seven years of service by Mike McCourt, who has announced his resignation from the Board as a result of selling his home on The Preserve. Jeff expressed the Board's gratitude, particularly for Mike's excellent service as Treasurer.
- b) Consent Items – Jeff noted there are eight items on the Consent Agenda. He asked if there were any additions or corrections for approval of the consent items, and one correction was offered.

## BOARD RESOLUTION

*A Motion to Approve the Consent Items as corrected was made by Karen Hargrove and seconded by Sue Sirkus*, with correction as follows: Karen's name was missed on the Governance Committee List and will be added.

The vote for approval of the Minutes was held: all in favor as corrected, none opposed and the motion carried unanimously.

### **Chairman's Report – Jeff Langholz**

Jeff noted the March meeting theme was "Governance," focused on the results of the Board Self-Assessment. The June meeting has three themes: "New Beginnings, Gratitude, and Fortitude."

**New Beginnings:** Jeff noted both Mike McCourt and Tom McHenry are transitioning off the Board, with Tom staying for one more meeting in November. Increased communications capacity was identified as a priority earlier this year and is already secured. After 18 years, Animus 1 is resolved, with a potential pathway forward for Animus 2. The May 20<sup>th</sup> Community Event at the Andrasicks' home was well-attended and received, and provides a springboard for continued improvement in Preserve community relations.

**Gratitude:** Jeff expressed gratitude for the entire Board's contributions since last meeting, including a huge amount of committee work, and efforts by Vice Chair-Tom Gray, including as master of ceremonies on May 20. He noted the broad responsibilities met by Executive Director Christy Fischer, with quick email responses six and sometimes seven days a week. Jeff noted at the May 20<sup>th</sup> event the longest and loudest applause was when Christy introduced the Conservancy staff.

**Fortitude:** with such a busy Spring, we did not get everything done and need fortitude to keep going. Jeff stated pending projects include the Baseline Survey of Preserve Community, the Conservancy Center Committee reboot (hopefully done this summer), and additional governance improvements resulting from the Board Self-Assessment (an ongoing process).

### **Executive Director's Report – Christy Fischer**

Christy referred to the Executive Director's Report Summary sent in mid-May and asked for questions and comments. In response to questions, she noted there had been no new compliance issues, and that she had been working closely with Karen Baxter on a coordinated outreach and communications approach. She referred to the initial feedback from the Board in December regarding concerns raised by the Preserve Community and the Conservancy's responses. Board members noted that perceptions were improving on the Preserve, the May 20<sup>th</sup> event was well received, and no new issues had arisen.

### Progress Report – 2018 Workplan

Christy referenced the measures of success presented at the March board meeting and provided progress updates for each measure. The team's quarterly commitments have been met or exceeded,

with several Q3 deliverables already in place. The Rancho Cañada education site is in use: Rodrigo is living at the cottage and Stanford interns will move into the Bunkhouse in June.

Christy walked through two new communications tools – a 14-page Conservancy brochure and the newly designed website. Both the brochure and the website reflect the Strategic Framework created and adopted by the Board, with the three core elements of our vision: ‘Steward, Engage and Inspire’ prominently featured. The Board expressed approval for the quality of both items, and encouraged broad distribution as soon as possible. Christy also noted that the brochure is designed to accompany the newly updated Design Guidelines, as two core elements of the new owners’ outreach packet. The Board discussed interest in strengthening the Conservancy’s visibility in early outreach to new members and provided suggestions for including language about conservation easements in the Design Guidelines. Christy will pass this feedback on to the SLPA, as the Guidelines document belongs to them.

Tom Gray shared an early marketing approach called the “managed discovery” of the Preserve, which consisted of three different visits: 1) a three-hour tour which focused on the ‘whole Preserve’ and its landscape; 2) Meeting with members to understand living in a Preserve with a Conservancy and the roles and responsibilities of landowners within the Preserve; and 3) finding the right lot for the buyer. This process, initially nine months in length, was possible back when sales were controlled by the developer. The Board discussed the greater communications challenge we face now with numerous brokers and no set process, and expressed a goal of having Conservancy Board or staff members meet with prospective members if possible, or certainly immediately after new members purchase a home. Working through the new membership committee was suggested and Christy Fischer will explore that further with Karen Hargrove, Kathy Siegel and Alayna Gray.

#### Priority Areas: Weeds, Trails and Fire

Christy shared progress on four focus areas of the workplan – Weeds, Trails, Fire and Openlands Partnerships: 1) the Conservancy’s new Preserve Landowners’ Guide to Managing Invasive Weeds has been broadly distributed and well-received; 2) The Conservancy is implementing grant-funded trails improvements to remediate bull-dozer damage on Quarry Trail, Touche Link and potentially along San Jose Creek; 3) Prescribed Fire Training has been completed by three of seven staff members, with ‘red card certification’ in support of improved planning and implementation of fuel management and prescribed fire activities in coordination with the Community Services District and Cal-Fire; and 4) Openlands partnerships are on the rise, with Christy having met several landowners this spring to begin new weed management and grassland restoration collaborations. Karen H. suggested talking more about fire preparedness as things heat up. Bill S. noted that the invasive weeds section of the new website is very well prepared and useful. Rick W. noted the Weed Guidelines are useful, especially if laminated. Christy will follow up with the Fitness Center to laminate sets that can be taken on hikes by interested members.

#### Field Trip to Marin County

Christy asked the Board for input regarding a potential Board field visit to Marin County to learn about weed and habitat management in a vast integrated public-private landscape. Elements could

include visiting the Marin Agricultural Land Trust (MALT) offices, visiting an interpretive center at the Marin Headlands, and seeing French broom control after 20 years of efforts at a large scale. The Board was strongly in favor and suggested combining the trip with the March 2019 Board meeting. Christy asked the Board to save and mark their calendars for the two full days and one overnight on first Friday and Saturday of March. A budget will be proposed at the November meeting.

### **“BIG PICTURE” Strategic Discussion – Jeff & Tom**

Jeff led an exercise to find the Board’s perspective on a spectrum ranging from “NATURE FIRST” to “PEOPLE FIRST,” with the Conservancy’s Vision Statement in the middle. Jeff noted his observation that friction in the Board and the Community seems to stem from different perspectives of why the conservancy is here.

A rich discussion ensued, with insights that reflected broad consensus and ranged from a recognition of the Board’s goal of helping the Conservancy facilitate community-based efforts to conserve the land, to the importance of the independence of the Conservancy to ensure the landowners’ legacy is sustained over the long term. The Board explored the idea that the Conservancy is like a Supreme Court, and a key a role we play is to ensure that people understand and abide by the ‘constitution.’ To achieve this, community members need to recognize the value of ‘one whole Preserve’ and focus beyond just their own property. Likewise, the Conservancy needs to keep in mind that there is a natural tension between a desire to protect nature and the exercise of property rights, but that in this place, success will be through partnership, not policing. Another insight was that people who buy here are highly creative and thoughtful, and are successful precisely because they know there are certain rules and regulations but are smart enough to work around them, often by thinking ‘outside the box.’ The Conservancy needs to understand this and harness it for mutual gains as we work with these sophisticated owners and guide their energy and expertise in the right direction.

There was broad consensus that education and engagement is essential, and Adam and Angela’s expertise should be directed to ensuring that current and particularly new members understand the Preserve’s unique design and the Conservancy’s roles, in a manner that helps them feel engaged in and supportive of our mission.

Jeff noted a number of ‘divided’ answers on Board Self-Assessment question, and as an example shared #2.5: “Engaging in an effective strategic planning process.” Resident Board members’ response averaged 2.5 (Fair) while the average At-Large response was 4.1 (Good). He asked in light of this response, whether the Strategic Framework adopted by the Board in June 2017 is the still the right plan. The consensus of the Board was that it is. The divergent answers more likely reflected different definitions of strategic planning and the levels on which it occurs. Sue suggested that the Framework could be strengthened to reflect governance and leadership goals, by adding goals and measures in the Perpetuity section.

Several board members, both Community and At-Large, noted that they appreciate these ‘big picture’ discussions on tough topics and requested that they continue in future meetings.

### **Closed Session – Gibson Dunn (Michael Sfregola & Michael Selkuer)**

The board entered Closed Session at 2:05 p.m. for a 15-minute discussion on the Animus and a 15-minute discussion on a Sensitive Issue.

### **Governance – Sue and Rick Rayburn**

#### SLC Mission and Vision (Sue)

Sue noted that the meetings held by the Governance Committee have been productive and led a discussion regarding Board Self-Assessment for areas of improvement, the need for a restated Mission, and clarifying committee roles for Governance, Nominations and Management. Also on the committee's list is suggested Board duties and responsibilities.

The Board discussed elements of the Mission and Vision that are important to include and provided feedback to the committee. The committee's current draft reads: "To conserve the land, water, wildlife and scenic beauty of the SLP in collaboration with the Preserve community, for the benefit of all." Tom Gray reminded the Board that partnering with the Sonoran Institute to be an inspirational model is something we should be doing more of, as their supporting organization.

Bill Shaw shared an East Cape Baja meeting where the Preserve could be an important model, and he and Tom Gray are in conversation with a developer regarding ways to use what we have learned here to create development that is less harmful to biodiversity. There may be an opportunity to plant a seed by inviting decision makers to come to the Preserve. Tom McHenry noted that this 'model element' of the mission is an important part of the inspiration that attracts great At-Large members.

#### Purpose of the Governance, Management and Nominating Committees and Board Job Duties

Rick Rayburn shared in brief what the three committees are responsible for:

- Management Committee-deals with short-term, time sensitive demands and reviewing finance committee work. Goes over agenda for board meetings and by-laws. The Management Committee is provided with authority through the Bylaws and can act on behalf of the Board between meetings.
- Governance Committee-looks at the long-term health of the organization, including the effectiveness of policies, the performance of the Board 'as a whole' and how it is operating, conducts annual evaluations board members, establishes policies and procedures for identifying candidates for the Board.
- Nominations Committee-also created by the Bylaws, implements the Board nominating processes, helps identify and cultivate potential members, creates the list of recommended nominees for review and approval by the full Board.

Rick Rayburn noted the importance of coordination between the Management and Governance Committees. It was suggested that the Chair of the Governance Committee be an Officer of the Board who would therefore also hold a position on the Management Committee.

The Board discussed merging the two committees (Nominations & Governance) into one, and Jeff noted the Bylaws currently call for a specific Nominations Committee. Both committees are currently very busy, and the Governance Committee has many projects-updating the Bylaws, developing job descriptions and performance standards for Board members, and addressing several issues identified through the Board Source Assessment. The two will remain separate for now.

A suggestion was made that ‘cross-pollination’ is important, with At-Large members having a duty to understand the Preserve community, and reciprocally the Preserve members having a duty to understand what is expected of a land trust and priorities for the conservation community.

Sue ended with the note that at the next Governance Committee meeting on June 15<sup>th</sup> they would continue work on board members’ duties and bring it to the November board meeting. A Draft will be send in the summer for the Board to review.

#### Next Steps on the BSA (Jeff)

Jeff stated the Board knows the lowest scores and most have found a home in various committees. There are a few that are not yet assigned, but progress is occurring.

#### **Nominations Committee – Terry Watt**

Terry led a discussion regarding current status of nominations needs and timing, with two immediate action items identified: 1) a vote on the five board members whose terms are ending effective June 1, 2018, and 2) a request from the Board Chair that Board members whose terms are ending in the future provide a year’s notice of intent to continue serving when possible. The Board requested that an update be given at every board meeting and the Nominations Chair should remind them of their term expirations and ask they get back with a response.

Terry request that the five board members whose current terms are expiring and are seeking another term recuse themselves and leave the room if present: Ron Eastman, Jeff Langholz, Sue Sirkus, and herself. Buzz Thompson’s term limit does not apply as he appointed by the Sonoran Institute as provided in the Bylaws. Tom Gray provided the Board with an opportunity for discussion regarding the Board members seeking renewal and entertained the motion to renew all.

#### **BOARD RESOLUTION Action Item#1**

***A motion was made to renew all 5 Board members with terms ending June 2018 for another three-year term. The motion was seconded by Tom McHenry.***

The vote for approval: all in favor, none opposed, three members recused. The motion carried unanimously.

#### **BOARD RESOLUTION Action Item #2**

Jeff asked the Board for a motion to require the Board members who wish to be considered for another 3-year term, to indicate it in writing no later than 11 months before their term expires. The

Board determined that a requirement would be too prescriptive, but were willing to establish an approach that would encourage early disclosure:

***A motion was made by Tom Gray to direct the Nomination Committee to reach out to Board Members one year in advance of the end of their term and have a conversation regarding their willingness to continue to serve for another term. The motion was seconded by Karen Hargrove.***

The vote for approval: all in favor, none opposed and the motion carried unanimously.

Terry asked about the size of the Nominations Committee and whether Rick W. could be added. Rick noted he already started developing ideas, and the Board confirmed his addition to the committee. Tom Gray stated he had stepped off the committee and supported Rick's addition.

Terry asked for feedback on the recruiting process Memo and was encouraged to move forward without delay. Overall, the cultivation and nominations process generally involved Preserve members taking the lead in identifying, recruiting and cultivating candidates for the Preserve Community 'slots' and At-Large members doing the same for the At-Large slots.

### **Executive Session - Jeff**

Jeff excused Christy and Rose for this standing agenda item. The meeting reopened at 4:40 p.m.

### **Closing Activity-One Good Thing**

Jeff invited Board members to share positive stories or observations relating to the Conservancy and noted the comments would appear anonymously in the minutes, i.e. 'without attribution.'

- At a recent Yellowstone trip, many conservation challenges were evident. The park staff need a winter home for the wildlife on private lands and are interested in the Preserve's model. One of them is coming to talk later this year and would like the Conservancy to talk to them. A great example of "Inspire." What if we could inspire and assist our nation's first national park?
- I have a long list, but my dream is to get tule-elk back to help with conservation grazing.
- A shout-out to Tom McHenry as a shining example of a great board member. What a tremendous group this Board is as a whole.
- How well the Board members know the Conservancy staff – such a close connection.
- Driving to the meeting today, with the main road closed, I had to come through Chamisal. I had to pull over to call my wife to share how beautiful it is, such an extraordinary landscape.
- Looking at the wildflowers, I've been on two wildflower hikes last month and it's amazing, "this is where I live?" I am impressed every day.
- Gratitude. May 20<sup>th</sup> – it was amazing walking into the room with 50 members of the community there, knowing concerns had been raised, recognizing how much work Tom and others had put into getting us there, yet feeling the great energy in the room, with a Board member, a staff member, and many Preserve members at each table. I have great appreciation for each of you, how well you are leading and how far we've come in the last year.

- After two recent Board meetings, I left shaking my head, so impressed at the synergy our board generates. During the December 29 Animus conference call, and again at the March board meeting, people floated an idea, then someone else grabbed it and built upon it, then we ended up in a better place than we could have with a smaller group. That's the synergy of a great Board.
- I love Tom McHenry and will miss him on the Board, it's been an honor to have served with him on this Board and as a friend. Thanks for the great things he's done for the organization.
- Two things: People and Nature. Appreciate everyone's help on the Governance Committee. The other is during the break I got to see acorn woodpecker birds – healthy, happy and lovely, which is such an important part of our work.
- The energy coming out of the Andrasick's Dinner, Moore's lake has opened, the trails are open for the community, all new positive energy – a renewed excitement and interest in the community and the Conservancy, let's work together to make it a better place.
- Walking by the lake, one of the Preserve employees arrived with a fishing pole, he does not live here, he does not own a land, and he is glowing about this place, made me feel good. I hope that policy can be welcoming and never changed.
- Been here two years, the Board has come a long way, working together, lots of creativity and ideas, with the community – it feels like it's changing for the better. It's fantastic.
- For those not at the Andrasick's Dinner, Jeff did a masterful job in terms of expressing his passion for the community and bringing the community and the Conservancy together, it resonated. Thanks, and great job Jeff.

### **Adjournment**

*Motion to Adjourn by Bill Shaw, seconded by Karen Hargrove, the 73<sup>rd</sup> Board of Governors Meeting was adjourned at 5:02 p.m. by Jeff. The next general meeting will be at 12:30 p.m. on November 2, 2018, in location to be determined.*

Minutes submitted by: Christy Fischer