



California Fire Safe Council
BOARD OF DIRECTORS MEETING
OPEN SESSION MINUTES
July 17, 2019 1:25pm – 4:00pm

Those Present:

Board: Jerry Davies, Ruben Grijalva, Troy Whitman, Kate Dargan, Laura Blaul, Pat Kidder, Pat Frost, Jay Lopez, Frank Stewart, Bob Roper, David Horne, Ed Mertens

Staff: Tracy Katelman, Michaela Martinez

The meeting started in Closed Session at 1:06pm

1:25pm: Pat Frost made a motion to close Closed Session and move to Open Session, second by Troy Whitman, unanimous approval

Ruben reported on Closed Session:

- ✓ Letter from Jerry Davies resigning as chair effective today
- ✓ Discussion of Board member participation in monthly meeting
- ✓ Approval of January and June Closed Session board meeting minutes
- ✓ Discussion regarding ongoing investigation
- ✓ Request to amend bylaws to add a new position: Chair Emeritus

Ruben made a motion to amend bylaws to create a Chair Emeritus, second by Frank Stewart, unanimous approval.

- The position will:
 - ✓ Actively participate and provide history and background
 - ✓ Provide continuity between chairs and past chairs
- Ruben will work with the Policy Committee to amend Article V, Section 1 of the bylaws

1. Board Officer Election

A. Chair person

- **Troy Whitman nominated Ruben Grijalva, second by David Horne**
- No other nominations → nominations closed → discussion:
 - ✓ Pat Frost clarified that this is to fill remaining term of current Chair (January 2020)
 - ✓ Pat Kidder added that this period of time will not be counted as the first year of Ruben's term
- **Motion carried - unanimously approved**

B. Vice Chair

- Nominations opened for Vice Chair
- **Ruben Grijalva nominated Bob Roper, second by Troy Whitman**
- No other nominations → nominations closed → no discussion
- **Motion carried - unanimously approved**

2. Approval of minutes of January and June Open Session minutes
 - A. **Motion by Jerry Davies to approve 1/22/19 minutes, second by Frank, unanimous approval**
 - B. **Motion by Frank Stewart to approve 6/17/19 minutes, second by Pat Kidder, unanimous approval**

3. Consent Calendar
 - A. Social Media Policy
 - B. Clearinghouse
 - a) '16 SFA
 - b) '17 SFA
 - c) '20 SFA
 - d) '16 BLM

- C. Edison Wildfire Assistance Fund

Ruben asked if anyone would like to pull an item for discussion

- Item 3B(a) 16 SFA was pulled by Kate Dargan
Kate requested '16 SFA be tabled until after the discussion of new hires in order to determine capacity relative to hiring
- Item 3C Edison Wildfire Assistance Fund was pulled by Troy Whitman
Troy stated he would be abstaining from the vote on the Edison fund

Bob Roper made a motion to approve the remaining consent items, second by Pat Frost, unanimous approval

Motion to approve by Jerry Davies, second by Bob Roper, unanimous approval with Troy Whitman abstaining

4. 2019 Budget
 - A. Tracy reported that a temp financial professional (Simon Yeung) was hired In June to develop the budget. Highlights:
 - Staff allocations to various duties were created from payroll
 - All grant funds were matched to current programs
 - Simon is working to correct IDC calculations
 - Staff is working to recreate several expenses that were not documented
 - Three main buckets: Admin, Clearinghouse (9 Federal grants), Programmatic Work/FSC Capacity Work (Funded by Edison, CA Volunteers, Regional Forest & Fire Capacity, State Farm and Farmers)
 - ✓ Admin is overhead and does not include position time allocated to grants
 - ✓ Sick leave is charged to Admin
 - B. Process was slower than expected due to difficulty accessing information
 - Norm has not reviewed
 - This is a “Working document” due to need for review and the fact that several Clearinghouse funds are estimates
 - Simon also working on 2020 budget and cash flow report
 - All documents should be completed by August meeting
 - C. Kate asked that **a tab for grants and money flow for that grant type be included**. Tracy answered. Funding:
 - Front-load percentage, upon completion, etc.

- Edison – up-front
 - State Farm – up-front
 - CA Volunteers – reimbursement
 - Regional Forest & Fire Capacity – 25% advance (rolling)
 - D. All grants have separate fund accounts to ensure costs charged appropriately
 - E. Kate asked if we should begin working to project budgets 2-years in advance to match grant terms and identify fundraising needs
 - David stated that has been past practice and should be continued
 - Pat Frost added may need to update more frequently as we have so many more funding sources with various timeframes
 - F. Ruben had questions about an email from Norm this morning
 - Double-dipping of \$86k
 - ✓ Tracy and Simon will work on it
 - Norm also shared his concern that our current rate of acceptance of grants will lead us to bankruptcy in near future
 - ✓ Tracy stated this is due to IDC rate disagreement
 - ✓ Meeting on July 30 to discuss
 - ✓ Kate stated concern that our accountant’s warning of bankruptcy and our fiduciary responsibility as Board members are cause for pause
 - Cautions stance – no expenditures until resolved
 - ✓ Ruben is a bit less concerned as our consultant looking into is more current in IDC knowledge
 - Ruben suggested discussing in light of each item on the agenda that requires funding
 - ✓ David also concerned and set up the July 30 meeting
 - ✓ Ruben approved Pat Kidder’s request to talk to Norm
 - Tracy will continue to work with Finance Committee on budget
 - David, Chair of Finance Committee, stated they discussed yesterday and need more time to analyze; not yet ready to make a recommendation to the Board
 - David requested the Board review the budget and send him concern/comments/questions. He will compile and FC will address prior to next Board meeting
 - Send comments to David at: david.horne@csulb.edu
 - Bob asked for copy of 3-year projected budget presentation – David will ask Norm (started creating in 2009)
5. New Hires – Tracy led discussion
- A. Organizational Chart reviewed
- Ruben asked for analysis on the capacity of a Grant Specialist that can be used to determine when workload exceeds capacity
 - Previous analysis is approx. 30 grants/specialist
 - Tracy and Amber will work to update
 - Kate feels the Clearinghouse should be moved under Chief Operating Officer
 - Align fiscal functions

- Exec Director then has more time to commit to strengthening the outreach and programmatic portions of organization
 - Concern is that there may be additions to Regional Coordinator branch with new grants
 - Prevent overload on ED
 - Tracy stated the move would throw salaries out of balance
 - Ruben suggested leaving as a draft to address all Board concerns
 - **Tracy will work with Personnel and Executive Committees**
 - Realignment per Kate's suggestion
 - Title change for box currently labeled Chief Operating Officer
- B. Chief Operating Officer (COO)
- Tracy would like to hire this position soon due to current and upcoming workload
 - Allow her to focus on programmatic side workload
 - Funded from Admin/Indirect funding (included in current budget)
 - Have office space worked out
 - Ruben asked about work hours and location – 9/80 with time spent in office

Pat Kidder made a motion to approve the COO position description and authorize Tracy to conduct a recruitment, second by Laura Blaul. Discussion:

- Jerry suggested waiting to hire until after the July 30 meeting on our financial status
- Kate asked about the #2 staff person in command. If we want to create that, the COO position makes sense
 - The ED should spend less time on admin and supervising internal staff and more on external activities
 - We should not authorize any expenditures in light of bankruptcy warning
- David Horne feels there should be someone below Tracy that everyone in the org reports to; suggest moving other branches under that position. Job description looks good but would like placement revised
- Troy suggested authorizing recruitment but no authorization to hire until after July 30 meeting
- Ruben suggested revising title to Chief Administrative Officer as better fit for duties managed
- Tracy agreed with title change and stated Amber has the knowledge to be second in command. She would like to supervise all three positions rather than revise the reporting structure

Pat Kidder amended his motion: Revise the position title to Chief Administrative Officer, approve position description, authorize recruitment, hold on hiring until authorized; Laura Blaul agreed to amendment; unanimous approval

- C. Outreach and Communications Coordinator
- Tracy requested approval of the position description and authorization to recruit
 - Ruben asked if the Lead RC should be hired first and involved in recruitment of this reportee

Bob Roper made a motion to authorize recruitment of the Outreach and Communication Coordinator but hold on hiring until authorized, second by Kate Dargan, unanimous approval

- David suggested adding “two-way” communication to the job description.
- **Tracy will make the revision**

D. Grant Specialist/Forrester

- Funding from Clearinghouse and RFFC

Ed Mertens made a motion to authorize the recruitment but hold on hiring until authorized, second by Frank Stewart. Discussion:

- Ruben requested justification of need for additional grant specialist
 - Tracy will compile justification
- David asked if there are those with both skill sets and why the overlap need
 - Tracy clarified that a forester can complete the grant training
 - Pat Frost added that current staff have a fiscal orientation but don't necessarily understand the technical work being funded. Need expertise in hazardous fuel reduction.

The motion was unanimously approved

6. Policy Committee

Kate provided an update on our Leg Day "ask" of \$12MM for distribution to 56 counties with SRA to find countrywide coordinates for 3 years

- Received \$6MM for one-year in budget allocation to CAL FIRE effective July 1
- Purpose: County-wide coordination and collaboration
- How:
 - Don't yet know how it will be distributed or if it will come to CFSC for distribution
 - CFSC and CAL FIRE will meet to identify approach
- Next:
 - Discuss with CAL FIRE and Stakeholder Advisory Group established for Leg Day
 - Develop strategic goal in encouraging county-wide collaboration

7. Strategic Plan Update

- Bob Roper stated the Board should be directing actions rather than allow actions to drive us
- Public sentiment and funding is at an all-time high which will someday sunset
- Need a plan to address dynamic issues of today as well as future
- To expedite the process, Bob will send members a survey tool with on-line questions to create a SWOT analysis
 - Bob will develop drafts for December meeting
 - Email Bob if you are willing to participate in developing survey or want to otherwise be involved
- Kate reminded everyone that we added a second day to September meeting to jump-start Strategic Planning process

8. Upcoming Meetings

- September Meeting and Paradise Tour
 - Frank stated Butte FSC willing to provide a tour Monday morning, September 23. The following members will participate
 - ✓ Tracy
 - ✓ Bob Roper (maybe)
 - ✓ Ed Mertens

- ✓ Pat Frost
 - ✓ Frank Stewart
 - Tracy suggested staff may be interested to attend tour, all agreed
 - Board meeting Monday afternoon and all day Tuesday, September 24
 - ✓ Frank found Oxford Suites for \$125
 - Tracy suggested a closed session listening session with Butte FSC
 - Tracy and Michaela will work with Frank on logistics
- August 7 Call/Meeting
 - May be necessary to change the date due to need for approval of grants currently under review

9. Updates

- A. IDC Meeting – July 30
- B. Dee & Simon – working on HR and budget, respectively.
- C. Regional Coordinators – recruitment ongoing
- D. Ontario Office – no one working in office
 - Staff working from home due to concern after an incident
 - Investigation into incident by Ruben; He will complete and report for EC and BOD
- E. Legislative Funding
 - \$5MM resource for D-space
 - Aug 12 – Sept 13 Sacramento Legislative session
 - Bill Dodd potentially \$20MM/year for 3 years
- F. \$10k contracting policy
 - Tracy found a contracting policy approved at November 2018 document with Board approval
- G. Clearinghouse
 - a. '15 SFA
- H. HMGP
 - Meeting at Governor Office to discuss which agency is lead
 - Budget is \$12MM and CAL FIRE needs to identify source of 25% match
 - SharePoint file under Fundraising → HMGP
 - Please review to become familiar as we will need Board approval to submit

10. Consent Calendar Item 3B(a) pulled by Kate Dargan: '16 SFA

Motion by Frank Stewart to approve contract modification for CFSC to use up to \$500k, including 50% IDC, and move annual audit to February second by Pat Frost, discussion:

- Kate concerned with our capacity to spend \$500k by end of year
 - Creation of organizational stress due to current workload
 - Capacity issue – does benefit exceed consequence
 - New position funding on hold
- Tracy stated most of work is by contractors and can fill holes in current plans
 - Suggested moving forward with budget and contract modification only
- Ruben clarified that we don't yet have a plan on how to spend the money

Ruben made a motion to amend the motion to require a spending plan and timeline be submitted to the Finance Committee for review and approval, second by Bob Roper, unanimous approval

Main motion was subsequently approved unanimously

11. AB 2911

- Steve Hawks stated AB 2911 required CAL FIRE to produce a list of low-cost home hardening retrofits and the Chapter 7A Working Group has been working on that list.
- They recently compared their work product to CFSC's home hardening brochure and prefer the brochure's wording and presentation
- The Board was happy to grant permission

4:25pm: Motion by Kate to move to Closed Session, second by Frank Stewart, unanimous approval

4:35pm: Bob Roper made a motion to close Closed Session and return to Open Session, second by Kate Dargan, unanimous approval

Ruben reported on Closed Session

- ✓ Discussion relating to compensation issues and confidential emails

4:36pm: Pat Frost made a motion to adjourn, second by David Horne, unanimous approval

Meeting Adjourned at 4:36pm