



**BOARD OF DIRECTORS MEETING- HYBRID
FINAL - OPEN SESSION MINUTES
November 29, 2023, 1:34 – 2:20 PM (PST)
*Meeting Location: Virtual***

Board Present: Pat Frost, Rex Frazier, David Horne, Laura Blaul, Chris Ochoa, Troy Whitman

Staff Present: Felicia Dunn, Jacy Hyde, Jessica Martinez, Nina Evans

MEETING CONVENED AT 1:34PM

I. Welcome

A. Agenda Review

No updates or changes needed.

II. Approval of Past Minutes – Open Session

November 02, 2023 Open Session Minutes.

Motion to approve the November 02, 2023 Open Session Minutes by David Horne, seconded by Laura Blaul- with unanimous approval.

III. Informational Agenda – no items

IV. Consent Agenda – no items

V. Standing Agenda Items – no items

VI. Open Session

A. 2021 Audit Findings and Response

David Horne provided historical context and a brief overview of 2021 Audit processes, highlighting the atypical circumstances that contributed to delays.

Jacy Hyde presented an overview of findings for the Financial and Single Audits, highlighting procedural processes that have already been corrected. Final Draft Audit Report with opinions expected by December 1. Discussion ensued regarding expected opinions and perceived legitimacy and accuracy of findings.

Motion to accept the findings of the 2021 Audit, provisionally accept the full report and authorize the Executive Committee to approve the full report by David Horne, seconded by Troy Whitman- with unanimous approval.

Executive/Audit Committee Meeting has been scheduled to approve the full report. The Board is strongly committed to correcting audit findings and increasing internal compliance.

Motion to direct Treasurer and Staff to develop and implement a time-bound comprehensive Corrective Action Plan and add a standing agenda item to Board meetings for a Staff Corrective Action Pan status report by Troy Whitman, second by Chris Ochoa- with unanimous approval.

Funding for a Financial Management Consultant contract was approved by the Executive Committee on November 21, 2023: [Motion to approve funding for a Financial Management Consultant Contract; not to exceed \$100K by David Horne, seconded by Laura Blaul- with unanimous approval.]

Motion to accept the Executive Committee’s recommendation to approve up to \$100K for Financial Management Consultant to review, update, and implement changes for Financial and Operational processes by Rex Frazier, seconded by Troy Whitman- with unanimous approval.

B. 2022 Tax Status

2022 Taxes were submitted on time and were based on unaudited financials; an adjustment can be made as necessary. Fee waiver negotiations for 2021 Taxes are ongoing.

C. EOY Spending Projections and NICRA

Due to complications with expected funding sources, the projected Indirect Cost Rate for the end of 2023 stands at 20.8%; the provisional Negotiated Indirect Cost Rate Agreement (NICRA) for the organization was expected to be 17% for 2023. Negotiations are ongoing with the United States Forest Service to increase the NICRA for 2023 to 21%. Discussions ensued regarding expected outcomes for various scenarios including if funding stream is received and allocated in 2023, if negotiations are successful to raise the NICRA for 2023, and if the NICRA remains at 17% for 2023 and funding stream is not received.

D. Board Nomination – Chris Anthony

Chris Anthony was nominated for a Board Member position by Kate Dargan. This nomination was presented and approved by the Executive Committee on November 21, 2023: [Motion to nominate Chris Anthony for a Board Member position by Laura Blaul, seconded by David Horne- with unanimous approval.]

Nomination of Chris Anthony to join the Board of Directors. Chris Anthony is a retired Chief Deputy Director of Cal Fire and is currently providing strategic advisory and consulting services to local, state and federal governments, non-profits organizations, private companies, venture capital firms, and academia in the face of a dramatic increase in the size, severity, and impact of wildfires.

Motion to accept the nomination of Chris Anthony for a Board Member position by Troy Whitman, seconded by Laura Blaul- with unanimous approval.

E. 2024 Officer Elections

Officer elections to be conducted during the Quarter 1 Board Meeting.

F. Board Meeting Reimbursements Reminder

Jacy Hyde reminded Board Members that any outstanding 2023 Reimbursement Requests are due by December 31, 2023.

VII. New Business

A. Announcements

Jacy Hyde will follow up with the Executive/Audit Committee to approve the 2021 Audit Report and continue discussions regarding the organization’s Negotiated Indirect Cost Rate Agreement.

VIII. Wrap-up and Adjourn

Motion to adjourn the November 29, 2023 Board Meeting at 2:20 PM by Chris Ochoa, seconded by Laura Blaul- with unanimous approval.

MEETING ADJORNED AT 2:20 PM

Next meeting February 21, 2024 at 11:00 AM