



**BOARD OF DIRECTORS MEETING- HYBRID**  
**FINAL - OPEN SESSION MINUTES**  
**February 21, 2024 10:11 AM – 2:52 PM (PST)**  
*Meeting Location: Sacramento, CA*

**Board Present:** Pat Frost, Kate Dargan, David Horne, Laura Blaul, Chris Ochoa, David Shew, Troy Whitman

**Staff Present:** Jacy Hyde, Felicia Dunn, Amber Gardner, Becca Joyner, Jessica Martinez, Lori Vance, Jeremy Boone, Nina Evans, Morgan Galliano, Fabiola Garcia Lopez, Julia Marsili, Brooke McAllister, Britney Munoz

**Guests Present:** Chris Anthony (Potential New Board Member) and Seth Schalet (Santa Clara County FSC; Potential New Board Member)

PAT FROST, DAVID SHEW, CHRIS OCHOA AND LAURA BLAUL JOINED AT 10:00 AM- NO QUORUM ESTABLISHED (4)

**MEETING CONVENED AT 10:11 AM**

**I. Welcome**

**A. Agenda Review**

Agenda fluidly modified for the meeting's duration due to inconsistent maintenance of a quorum; order of agenda items is accurately reflected in the meeting minutes.

The resume for Seth Schalet is associated with the Open Session “Potential Board Member – Seth Schalet” agenda item.

Standing Agenda Item “Financial Report” is an informational item.

**II. Informational Agenda**

**A. Employee Handbook Update and Injury and Illness Protection Plan**

Jacy Hyde provided an update regarding the 2024 Employee Handbook and Injury and Illness Prevention Plan.

The Employee Handbook is compliant with all state and federal policies and has been reviewed by HRtoGO and Wilke Fleury; there are no changes to existing benefits. The Injury and Illness Prevention Plan (IIPP) includes comprehensive procedures and training to reduce workplace injuries and an OSHA-compliant COVID-19 Protection Plan. Changes to the established COVID-19 guidelines will be appended to the IIPP annually.

**III. WELCOME**

TROY WHITMAN & KATE DARGAN JOINED AT 10:16 AM- QUORUM ESTABLISHED (6)

**B. Approval of Past Minutes – Open Session**

November, 29 2023 Open Session Minutes

**(01) Motion to approve the November 29, 2023 Open Session Minutes by Chris Ochoa, seconded by Troy Whitman- approved with one abstention from David Shew**

**IV. Consent Agenda**

Jacy Hyde proposed ratification of contracts and spending authority increases:

DEIJ (Contract Approval)

*Initiating a competitive bidding process to procure a DEIJ Contractor position was approved by the Executive Committee on February 7, 2024: [Motion to approve DEIJ Contractor position by Kate Dargan, seconded by Laura- unanimous approval ].*

After a competitive bidding process concluded, CultureShiftHR has been selected as the DEIJ contractor for \$75,000 total for 12 months.

Registered Professional Forester (Ratify Spending Authority)

*Initiating a competitive bidding process to procure a Registered Professional Forester Contractor position was approved by the Executive Committee on February 7, 2024: [Motion to approve contract for up to \$100K year for a Registered Professional Forester by Laura Blaul, seconded by Angie Gibson- unanimous approval].*

Spending authority and contract procurement for a Registered Professional Forester for up to \$100,000 for 12 months.

DAVID HORNE JOINED AT 10:20AM; QUORUM MAINTAINED (7)

GIS Contract Ratification (Ratify Spending Authority)

*Initiating a competitive bidding process to procure a GIS Contractor position was approved by the Executive Committee on February 7, 2024: [Motion to approve GIS Contractor position by Rex Frazier, seconded by Laura Blaul- unanimous approval].*

Spending authority and contract procurement for a GIS Contractor for up to \$200,000 for 12 months.

Development Director Recruiter (Ratify Spending Authority)

*Utilizing a recruiter for the Development Director position was approved by the Executive Committee on February 7, 2024: [Motion to approve utilizing a recruiter for the Development Director position by David Horne, seconded by Kate Dargan- unanimous approval].*

HR Recruiter for Development Director Position spending authority and procurement of a contract for up to \$50,000.

PG&E Grant Modification and Development Positions

*Hiring a Development Director and a Development Coordinator position was approved by the Executive Committee on February 7, 2024: [Motion to approve Development Director and Development Coordinator positions by Laura Blaul, seconded by Angie Gibson- unanimous approval].*

Granted amendment to extend project through June 30, 2025 and reallocate remaining funds to support fundraising efforts. The grant amendment supports 1-year salaries for a Development Director and a Development Coordinator. Fundraising efforts will ensure

continued implementation of activities that support the original intent of the grant. The timeline extension will allow for the Executive Team to support sustainable fundraising activities. Jacy Hyde presented an overview of the proposed Organizational Chart.

**(02) Motion to approve the consent agenda by David Shew, seconded by Laura Blaul- unanimous approval**

#### **V. Closed Session**

**(03) Motion to Close Open Session and Open Closed Session by Kate Dargan, seconded by Chris Ochoa- unanimous approval**

#### **CLOSED SESSION BEGAN AT 10:26 AM**

##### **A. Reconvene Open Session**

##### **OPEN SESSION RECONVENED AT 11:33 AM**

Pat Frost reported on the outcomes of the Closed Session. Jacy Hyde presented a status update for the ongoing Forensic Audit and the recruitment process for a Chief Financial and Administrative Officer position. The Board approved an amendment to the Financial Consulting Contract. After Jacy Hyde departed from the Closed Session, Board Members provided performance feedback for Jacy Hyde's upcoming Annual Review.

#### **VI. Open Session**

##### **A. Term Renewals – Horne, Blaul, Dargan, Shew**

David Horne, Laura Blaul, Kate Dargan and David Shew have completed a three-year term cycle; their Board Member positions are up for renewal.

**(04) Motion to reappoint David Horne, Laura Blaul, Kate Dargan and David Shew as a California Fire Safe Council Board Members by Chris Ochoa, seconded by Troy Whitman- anonymous approval**

Kate Dargan advocated for succession planning, including rotating officer positions and increasing Board Member recruitment.

##### **B. Officer Positions**

Pat Frost introduced the Board Officers Nominations for 2024. The nominations are as follows: Chair (Pat Frost), Co-Vice Chair (Kate Dargan and Rex Frazier), Co-Treasurer (David Horne and Angie Gibson) and Secretary (Laura Blaul).

**(05) Motion to approve the 2024 Slate of Officers by Troy Whitman, seconded by Chris Ochoa- unanimous approval.**

Kate Dargan and Pat Frost reiterated the need for ongoing Board succession planning; the Board Chair position should rotate regularly every three-year term. David Horne voiced concern regarding Angie Gibson's availability as Co-Treasurer. The Board will address this capacity concern when Angie Gibson is present; Troy Whitman is available to support as needed, in an unofficial capacity.

##### **C. Director Nominations**

*Chris Anthony's nomination for a Board Member position was presented and approved by the Executive Committee on November 21, 2023, and accepted at the November 29, 2023 Board Meeting: [Motion to*

*nominate Chris Anthony for a Board Member position by Laura Blaul, seconded by David Horne- with unanimous approval.11.21.23] and [Motion to accept the nomination of Chris Anthony for a Board Member position by Troy Whitman, seconded by Laura Blaul- with unanimous approval.11.29.23]*

**(06) Motion to seat Chris Anthony as a California Fire Safe Council Board Member by Kate Dargan, seconded by David Shew- with unanimous approval**

Chris Anthony accepted the seat, commenting on his excitement to contribute as a Board Member. Kate Dargan spoke on Chris Anthony's behalf, supporting the decision of the Board of Directors.

CHRIS ANTHONY JOINED THE BOARD OF DIRECTORS; QUORUM MAINTAINED (8)

**D. Board Annual Conflict of Interest and Confidentiality Statement Paperwork (Laura Blaul)**

Laura Blaul is collecting completed annual conflict of interest & confidentiality statements from all Board Members; no sexual harassment training is necessary for 2024.

**VI. Standing Agenda Items**

**A. Legislative Bill Introductions Update**

Chris Ochoa provided an overview of legislative bill introductions. Discussion ensued, special interest was given to SB 946 and SB 1014. After the creation of the formal status update, almost 1,500 new pieces of legislation were introduced; future updates will include relevant new bills once reviewed.

Discussion ensued regarding the implications of the 2024 California budget deficit on programmatic and grantmaking efforts. Internal Legislative Task Force has been meeting sporadically to address the County Coordinator funding loss at the end of 2024. Discussion ensued regarding community advocacy work; Jacy Hyde and Kate Dargan to follow up.

CHRIS OCHOA LEFT AT 12:00PM; QUORUM MAINTAINED (7)

*Working Lunch; 15 Minute Break*

**VII. Open Session**

**B. Interview with Potential Board Member – Seth Schalet**

Laura Blaul introduced Seth Schalet as a potential new Board Member; she advocated for Seth's previous experience in successful fundraising. Seth provided an overview of his background and experience; he is presently the Chief Executive Officer of the Santa Clara County Fire Safe Council. Discussion ensued regarding potential conflicts of interests and integrity and options for vote recusals.

DAVID SHEW LEFT AT 1:00 PM; QUORUM MAINTAINED (6)

A Board-driven interview commenced with Seth Schalet. Seth is interested in strategic planning, governance and strengthening staff. Upon Seth's request, Laura Blaul and Kate Dargan shared perceived strengths and weaknesses of the Board. Becca Joyner commented on Seth's advocacy, collaboration and assistance during Regional Calls.

**C. 2023 Preliminary Financial Year End Report (Jacy Hyde)**

Jacy Hyde provided an overview of the 2023 Preliminary Financial Year End Report. The final net outcome is a result of administrative processing & timeline of funding. Discussion ensued regarding

Negotiated Indirect Cost Rate (NICRA) projections for 2023 and 2024, relationship with funders and fiscal implications.

#### **D. 2024 Budget Proposal**

*The 2024 Budget Proposal was accepted by the Finance Committee on February 12, 2024: [Motion to approve the 2024 Budget Proposal for presentation and full Board ratification at the subsequent Board Meeting by Pat Frost, seconded by Angie Gibson– with unanimous approval].*

Jacy Hyde provided an overview of the 2024 Proposed Budget and Negotiated Indirect Cost Rate projections. Discussion ensued regarding expenditure strategies for 2024 and hiring plan for vacant internal positions.

**(07) Motion to approve the 2024 Budget Proposal by David Horne, seconded by Kate Dargan- unanimous approval**

#### **E. Contract Proposals**

Jacy Hyde proposed three new contracted positions for grant writing, program evaluation, and communications support:

##### Grant Prospector and Writer (Proposed Contract)

Request spending authority and approval to procure a contract up to \$50k for 1 year to support in the application of state and federal grants. This contractor would provide immediate support while the Development Director and Development Coordinator are hired. Additionally, with a Grant Writer contractor, the Development Team can focus on foundation and unrestricted sources for the first year. The volume of the organization's submitted funding applications will increase, which will be beneficial as public funding becomes increasingly competitive.

**(08) Motion to approve spending authority to procure a Grant Prospector and Writer contract by Laura Blaul, seconded by Troy Whitman- unanimous approval**

##### Program Evaluator and Communications Support (Ratification of Approved Positions)

Deliverables for California Department of Forestry and Fire Protection (CAL FIRE) Grant; request spending authority and approval to procure contracts up to \$200k for over 2 years to support evaluation of CAL FIRE grant programs and communications deliverables, respectively.

**(09) Motion to ratify the Program Evaluator and Communications Contractor positions, as outlined by the approved CAL FIRE grant by Kate Dargan, seconded by David Horne- unanimous approval.**

#### **VIII. Standing Agenda Items**

LAURA BLAUL LEFT AT 2:01 PM; QUORUM DISSOLVED (5)

#### **B. Financial Report**

*The February 12, 2024 Financial Report was approved by the Finance Committee on February 12, 2024: [Motion to approve the February 12 Financial Report for presentation to the Board during the subsequent Board Meeting; especially noting the discrepancy between the Financial Report and the 2024 Budget Proposal to highlight process improvement opportunities by Kate Dargan, seconded by Pat Frost– with unanimous approval].*

David Horne presented a Financial Report, which identifies current funds in the Wells Fargo bank accounts. A recap of the discussion held during the Finance Committee was presented by Kate Dargan. The Financial Report is a mechanism for keeping track of current funds and is not reflective of ongoing internal processes. The lack of funds for 2025 was highlighted. Discussion ensued regarding the funding landscape at the State and Federal levels and potential advocacy branch for the organization.

### **C. Executive Director Report**

Jacy Hyde provided an organizational overview:

#### Business & Operations Report

The 2024 Provisional NICRA is at 17%. The 2022 and 2023 audits are to be conducted by August 31, 2024. Advance requests have been submitted to funders to keep cash flow steady for subaward payments. National Fish and Wildlife Foundation payments on hold until FY 2021 Audit is resolved. Organizational process improvements are ongoing and include implementing the Corrective Action Plan, updating the Grants and Finance Procedural Handbooks and procuring new finance software.

Fabiola Garcia-Lopez has joined as the Programs Administrative Assistant. Vacant positions include the HR/Administrative Specialist and Staff Grant Specialists. Multiple new positions are slated for hire in 2024. Kate Dargan inquired about the onboarding process and advocated for increased staff and team development in 2024.

#### DAVID SHEW REJOINED AT 2:28 PM; QUORUM ESTABLISHED (6)

#### Clearinghouse Report

Grant funds dramatically decrease in 2025. 22 Wildfire (CAL FIRE) Master Grant ends March 15, 2025. A request is being prepared to extend the performance period by at least 12 months and reallocate costs to the County Coordinator and Defensible Space Grant programs, which have been impacted by funding delays. County Coordinator subawards were extended through December 2024; goal is to place a County Coordinator in the remaining Alameda, San Francisco, Imperial, Stanislaus, King and Merced Counties. County Coordinator social media campaign "Meet your County Coordinator Teams" began in October 2023 and is receiving 2-3x the typical engagement.

22 State Fire Capacity (SFC) Grant (United States Forest Service) subgrantee applications are due by March 15, 2024 for fuels reduction, planning, education, and outreach projects. Master Grant period of performance has been extended through April 15, 2024 for the 22 California Governor's Office of Emergency Services (CalOES) Listos Subgrant Program. An overview of submitted grant applications was provided.

#### Programs & Outreach Report

The Programs & Outreach Team continues Quarterly and Monthly Regional Coordination Calls, providing technical assistance to grantees and attending site visits. The 2023 SCE Home Hardening Program will be launched, focusing on Santa Barbara & Ventura Counties. Year one will focus on program planning and year two will begin home hardening initiatives. Programmatic updates in the Northern, Central and Southern Region were presented. Discussion ensued regarding recording programmatic impacts and Geographic Information System (GIS) internal development efforts.

## **IX. New Business**

### **A. May Offsite Plan**

After discussion, the May Board Meeting was rescheduled for a one-day onsite Board Meeting in Sacramento on May 22, with a strong emphasis on entire Board participation.

### **B. Future Board Meeting Agenda Items**

Future Board Meeting agenda items include:

- Budget Adjustments (Budget Report)
- Executive Director Report
- Finance Report
- CWDG Update (as needed)
- Communications or other program updates
- Hiring Report
- Report on process improvements + accomplishments
- FY21 Audit Report

### **C. Announcements**

Troy is consulting with Hawaiian Electric to bolster wildfire defense plans; Kate Dargan suggested reaching out to Bob Roper for advice as needed.

Kate Dargan sits on the Board for Megafire Action and is currently working at the Federal level to bolster policy/advocacy work advocate for California.

## **X. Wrap-up and Adjourn**

**(10) Motion to adjourn the February 21, 2024 Board Meeting at 2:52 PM by Troy Whitman, seconded by David Horne- unanimous approval**

**MEETING ADJORNED AT 2:52 PM**

*Next meeting May 22 at 10:00am*