



**BOARD OF DIRECTORS MEETING- VIRTUAL**  
**FINAL - OPEN SESSION MINUTES**  
**November 15, 2024 10:05 AM – 12:01 PM (PST)**  
*Meeting Location: Virtual*

**Board Present:** Pat Frost, Kate Dargan, Rex Frazier, David Horne, Laura Blaul, Frank Bigelow, Seth Schalet, David Shew, Troy Whitman

**Staff Present:** Jacy Hyde, Felicia Dunn, Joel Rusco, Becca Joyner, Julia Marsili, Melanie Hogan, Clayton Eckstein, Eileen Mello, Chris Lozano, Jessica Martinez

PAT FROST, KATE DARGAN, REX FRAZIER, LAURA BLAUL, FRANK BIGELOW AND DAVID SHEW JOINED AT 10:00 AM- NO QUORUM ESTABLISHED (6)

**MEETING CONVENED AT 10:05 AM**

**I. Welcome**

**A. Agenda Review**

Agenda modified due to initial lack of quorum; order of agenda items is accurately reflected in the meeting minutes.

**II. Standing Agenda**

TROY WHITMAN JOINED AT 10:07 AM- QUORUM ESTABLISHED (7)

**A. Executive Director Report**

Jacy Hyde provided an organizational update:

Business & Operations Report

The 2021 Negotiated Indirect Cost Rate Agreement (NICRA) actual package approved at 14.32%; the 2022 and 2023 packages will be submitted after the FY 22/23 Audits are completed. A request is being prepared to extend the 17% provisional NICRA into 2025. The Fiscal Year 2022/2023 Audits are being conducted in tandem by the audit firm CliftonLarsonAllen; reports for both years are expected by the end of November 2024. Process improvements within the Finance & Accounting Team include implementing Bill.com and procuring a new accounting software Sage Intacct. The Finance & Accounting Team is working toward an internal monthly close process to rapidly close FY2024; Clark Nuber is supporting the year-end close and is reviewing the procedural manual. Eileen Mello has joined as of November 4, 2024 as CFSC's Development Coordinator; Becky DeForest has been promoted to Senior Grant Specialist. Recruitment will be ongoing for the following vacant positions: Clearinghouse Manager, Communications Director, and GIS Manager. The Programs Administrative Assistant position is vacant, with a rehire date to be determined. The Information Technology function has been outsourced to competitively selected vendor, QCS, as of August 2024.

SETH SCHALET JOINED AT 10:11 AM- QUORUM MAINTAINED (8)

Clearinghouse Report

Jacy Hyde provided an overview of the Master Grants and Subgrants currently managed by CFSC. The request to extend the 22 Wildfire (CAL FIRE) grant has been denied, and the grant will expire on March 15, 2025. The 22 BLM Subgrant Program supports the buildout of a GIS Program for statewide

mitigation organizations and there is \$515,511 currently obligated. The GIS program will focus on Data Commons efforts and will work toward compiling a comprehensive Fire Safe Council project database. Resources Legacy Fund has awarded CFSC \$100k for one year to support internal capacity and long-term advocacy for community resilience policy. Discussion ensued regarding aligning advocacy goals with the Wildfire Task Force and other State initiatives. The United States Forest Service (USFS) awarded CFSC \$1M for the annual State Fire Capacity Program to fund Fuels Reduction, Education & Outreach, and Planning fire prevention projects. CFSC is in discussion with USFS leadership regarding strategically awarding funds to maximize impact. Planning work is ongoing for the 2023 Southern California Edison grant, which supports Home Hardening efforts in Ventura and Santa Barbara Counties.

#### Programs & Outreach Report

CFSC hosted an outreach table at the Sierra Nevada Regional Meeting of the Wildfire & Forest Resilience Task Force. Statewide Technical Support Calls are ongoing; recent topics included an overview of the CFSC Vendor List with Melanie Hogan, strategies to help nonprofits improve volunteer recruitment and engagement with VolunteerMatch, and a peer engagement workshop on challenges & successes.

#### Communications Report

Media/content production is ongoing and includes the County Coordinator promotional video, Evacuation Pocket Guide, Mitigation Messenger, and Annual Reports for 2021 & 2022. Communications priorities are shifting to support launch and marketing of development activities, such as Vendor List & Corporate Partnerships.

#### Development Report

Ongoing development efforts are underway to cultivate and increase unrestricted revenue streams. The Fire Safe Vendor List is projected to bring in \$300k in FY 2024 and 2025 and the Corporate Partner Program is projected to bring in \$25k in 2024 and \$150k in 2025. The Development Team is building relationships with Private Foundations and other grantmaking organizations and revenue from these streams is projected to bring in \$25k in 2025. Individual Giving from Giving Tuesday and Big Day of Giving is projected to bring in \$20k in 2025.

### **I. Welcome**

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

August 21, 2024 Open Session Minutes

**(01) Motion to approve the August 21, 2024 Open Session Minutes by Troy Whitman, seconded by Rex Frazier- *approved with one abstention from Laura Blaul***

### **II. Standing Agenda**

#### **B. Q3 Financial Report**

Joel Rusco presented the Q3 Financial Report, which was reviewed by the Finance Committee prior to the Board Meeting. Special consideration was given to the Indirect Cost Rate for 2024; there is a potential to invest in administrative support tools by the end of the fiscal year due to a surplus of overhead funds. Joel Rusco and the Finance Team are closely monitoring the timeline for subaward payments to ensure CFSC stays under the 17% IDC rate. Fiscal year 2022/2023 Audits are currently underway and expected to complete before end of year. The balance sheet will be updated accordingly once the financials are finalized. The 2025 Proposed Budget will be presented at the Q1 February 2025 Board Meeting.

## DAVID HORNE JOINED AT 10:30 AM- QUORUM MAINTAINED (9)

David Horne provided an overview of the Wells Fargo bank account status report; the final National Fish and Wildlife Foundation (NFWF) grant subaward payments have been issued.

*[During the November 4, 2024 Finance Committee Meeting, a motion was made by Angie Gibson and seconded by Rex Frazier to accept and present the Q3 Financial Report to the Board of Directors during the Q4 November 15 Board Meeting; this motion passed with unanimous approval.]*

### **(02) Motion to approve the Q3 Financial Report by Laura Blaul, seconded by Seth Schalet- unanimous approval**

#### **C. Legislative Bill Introductions Update**

The November Legislative Bill Introductions Update can be found as a supporting document within the Board Agenda. The Board of Directors engaged in a general discussion about policy updates after the 2024 Election; Federal funding landscape may be affected. The California Proposition 4 Climate Bond has passed, and Frank Bigelow provided a brief overview of the program. More information regarding disbursement of funds is to come once the budget is finalized. Allocations to Cal Fire will be in addition to current initiatives. Discussion ensued regarding the recently awarded Resources Legacy Fund grant and strategies for implementation. Ongoing discussion to be conducted during the upcoming Legislative Task Force Meeting.

Discussion ensued regarding wildfire insurance protection for California homeowners. On November 7, the nonpartisan Little Hoover Commission adopted a report on California's ongoing property insurance crisis which was issued for public review earlier in the week. Rex Frazier provided insight into the goals of the Department of Insurance; special consideration was given to the California FAIR Plan. From the viewpoint of insurance providers, adopting the Insurance Institute for Business & Home Safety (IBHS) Wildfire Prepared Home model and compliance standards is more beneficial compared to the current Firewise Community model. Frank Bigelow supported this assessment as insurance companies value scientific data to protect against wildfire threats. Cal Fire is currently discussing options for the next phase of Firewise Communities with the National Fire Protection Association (NFPA). There are financial considerations for homeowners as the IBHS certifications are expensive and perceived as low priority when homeowners have limited funds. There are options for Cal Fire to develop a new certification program in the future.

#### **III. Consent Agenda**

##### **A. Ratify Grant Awards**

Ratify the Executive Committee decision to accept the United States Forest Service 24-DG-159 and Resources Legacy Fund grant awards.

*[During the September 10, 2024 Executive Committee Meeting, a motion was made by Kate Dargan and seconded by Laura Blaul to approve the USFS State Fire Capacity Program (FY24) Grant; this motion passed with unanimous approval.]*

*[During the October 22, 2024 Executive Committee Meeting, a motion was made by Angie Gibson and seconded by Rex Frazier to approve the Resources Legacy Fund Grant; this motion passed with unanimous approval.]*

##### **B. Accounting Software Allocation**

CFSC recommends ratifying the Executive Committee decision to add additional spending authority to the originally approved \$80k investment for new software, bringing the total investment to \$105,000 inclusive of annual licensing and implementation.

*[During the October 22, 2024 Executive Committee Meeting, a motion was made by Angie Gibson and seconded by Rex Frazier to approve an additional \$25K, for a total investment of \$105k, to procure new accounting software; this motion passed with unanimous approval.]*

### **C. Communication Director Recruitment Allocation**

CFSC recommends ratifying the Executive Committee decision to allocate \$40k for the recruitment of a Communications Director/CCO. CFSC is partnering with Robert Half, who will be managing the recruitment process and was competitively procured.

*[During the November 5, 2024 Executive Committee Meeting, a motion was made by Kate Dargan and seconded by Laura Blaul to allocate up to \$40k for the recruitment of a Communications Director or Chief Communications Officer (DOE for the applicant); this motion passed with unanimous approval.]*

### **D. HR, Payroll, and Benefits Consolidation**

CFSC recommends ratifying the Executive Committee decision to authorize CFSC to enter into a contract for a full-service payroll, benefits, and HR administrator at up to 7% of payroll (up to \$175k annually).

*[During the November 5, 2024 Executive Committee Meeting, a motion was made by Laura Blaul and seconded by Rex Frazier to allocate up to 7% of payroll to consolidate HR, benefits, and payroll under one service provider; this motion passed with unanimous approval.]*

### **E. Financial Contract Augmentation**

CFSC recommends ratifying the Finance Committee decision to authorize an additional \$100k for the Clark Nuber Contract.

*[During the November 4, 2024 Finance Committee Meeting, a motion was made by David Horne and seconded by Angie Gibson to allocate an additional \$100k to the existing Clark Nuber Contract to draft updated finance manual and support end of the year close/clean up; this motion passed with unanimous approval.]*

### **F. Office Lease and Move – Funding Allocation**

CFSC recommends ratifying the Executive Committee decision to allocate \$50k to support an office transition.

*[During the November 5, 2024 Executive Committee Meeting, a motion was made by Laura Blaul and seconded by Rex Frazier to allocate up to \$50k for costs related to moving, inventory, dispossession, storage as CFSC makes an effort to transition to a new physical space by March 1, 2025; this motion passed with unanimous approval.]*

**(03) Motion to approve the Consent Agenda and ratify all items by David Shew, seconded by Laura Blaul- unanimous approval**

## **IV. Open Session**

### **A. RLF Policy Support Approval**

CFSC seeks approval to procure and allocate up to \$65.5k for a position to support CFSC's activities under the Resource Legacy Fund Grant. The budget supports hiring a contract lobbyist or CFSC may consider a Memorandum of Understanding with a partner organization who has capacity to support these efforts.

**(04) Motion to approve CFSC to procure and allocate up to \$65.5k for a position to support CFSC's activities under the Resource Legacy Fund Grant by David Shew, seconded by Troy Whitman- unanimous approval**

### **B. Officer and Committee Nominations**

Pat Frost proposed the Slate of Officers for the 2025 Term. The nominations are as follows: Co-Chair (Laura Blaul and Pat Frost) Co-Vice Chair (Chris Ochoa and Kate Dargan), Co-Treasurer (David Horne and Angie Gibson) and Secretary (Seth Schalet). Officers are to be elected during the Q1 February 2025 Board Meeting.

**(05) Motion to approve the Slate of Officers nominations for 2025 by Troy Whitman, seconded by David Shew- unanimous approval**

Jacy Hyde proposed consolidating all items of Committee business into a joint Executive/Finance/Audit Committee Meeting, to streamline internal processes. All nominated officers for the 2025 term would be members of the Executive/Finance/Audit Committee. The Legislative Action Task Force would remain as an ad-hoc committee. Official changes to the Committee structure will be reflected once the Bylaws are updated. Discussion ensued regarding adjusting quorum requirements; four voting seats are preferred to ensure quorums are met. Primary and secondary voting seats to be designated in updated Bylaws.

**(06) Motion to nominate Slate of Officers as members of the Executive/Finance/Audit Committee by Laura Blaul, seconded by Seth Schalet- unanimous approval**

### **C. Fire Safe Vendor List**

The Fire Safe Vendor List is now live on the CFSC website ([Fire Safe Vendor List - California Fire Safe Council](#)) and a call for applications has been distributed via email newsletter and social media posts. Ongoing promotion will occur until the application deadline closes. Vendors must meet key business criteria, including providing a current business license and passing a background check. The deadline to apply is January 8, 2025. Discussion ensued regarding vendor types, especially concerning technology products. There is a Vendor Spotlight opportunity at CFSC Virtual Expo for businesses who opt in at the \$3,499 Annual Listing level.

### **D. Corporate Partner Program**

The Corporate Partner Program is now live on the CFSC website ([Corporate Partner Program - California Fire Safe Council](#)). This program elevates Fire Safe Vendor List partnerships through logo recognition and digital communications. Benefits of joining the program can be found on the website.

### **E. Cause Marketing & Corporate Donation Policies**

*[During the March 30, 2022 Board Meeting, a motion was made by Pat Kidder and seconded by David Shew to approve the Corporate Donation and the Cause Marketing Policies; this motion passed with unanimous approval.]*

Melanie provided an overview of proposed changes to the Cause-Related Marketing and Corporate Donation Policies. Discussion ensued regarding listing specific industries as partners within the

language of the Corporate Donation Policy. Seth Schalet advocated for including neutral language that will protect the organization if a donor dispute occurs. CFSC can consider not accepting a gift, but decisions should be as non-partisan and reasonable as possible. Melanie Hogan and Jacy Hyde will update the language of the Corporate Donation Policy and present at the Q1 February Board Meeting. Kate Dargan suggested that Melanie Hogan provide examples of Corporate Donation Policies utilized by organizations similar to CFSC.

**(07) Motion to approve the amendments to the Cause-Related Marketing Policy Language by Kate Dargan, seconded by Laura Blaul- *unanimous approval***

#### **F. 2025 Meeting Days**

Jacy Hyde provided scheduling options for the 2025 Board Meetings and the Executive/Finance/Audit Committee Meetings. Kate Dargan suggested two in person/hybrid meetings; the Q2 May and Q4 November Board Meetings will be in person/hybrid meetings. All meeting dates will be finalized, and calendar invites will be sent to all Board Members- meetings can be adjusted if necessary.

#### **V. New Business**

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

Future Board Meeting items include:

- 2025 Officer Elections
- 2025 Budget Approval
- Annual Board Member forms & trainings (Confidentiality, Conflict of Interest and Sexual Harassment training)
- Fire Safe Council modeling (State/Counties)

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

**Motion to adjourn the November 15, 2024 Board Meeting at 12:01 PM by Troy Whitman, seconded by David Shew- *unanimous approval***

**MEETING ADJORNED AT 12:01 PM**

*Next Meeting: February 20, 2025 at 10:00am*