



BOARD OF DIRECTORS MEETING- VIRTUAL
FINAL - OPEN SESSION MINUTES
February 20, 2025 10:02 AM – 12:27 PM (PST)
Meeting Location: Virtual

Board Present: Pat Frost, Kate Dargan, Rex Frazier, David Horne, Laura Blaul, Chris Anthony, Chris Ochoa, Seth Schalet, David Shew, Troy Whitman

Board Absent: Angie Gibson, Frank Bigelow

Staff Present: Jacy Hyde, Jessica Martinez, Joel Rusco, Melanie Hogan, Felicia Dunn, Becky DeForest, Clayton Eckstein, Nina Evans, Annie Granucci, Chris Lozano, Julia Marsili, Eileen Mello, Britney Munoz
Quorum: Yes

PAT FROST, KATE DARGAN, REX FRAZIER, DAVID HORNE, LAURA BLAUL, CHRIS ANTHONY, CHRIS OCHOA, SETH SCHALET AND TROY WHITMAN JOINED AT 10:00 AM– QUORUM ESTABLISHED (9)

MEETING CONVENED AT 10:02 AM

I. Welcome

A. Agenda Review

The agenda item RLF Contract Support Authorization during the Open Session was removed as it was mistakenly included in the original agenda; this agenda item was approved during the Q4 November 15, 2024 Board Meeting.

B. Approval of Past Minutes – Open Session

November 15, 2024 Open Session Minutes

(01) Motion to approve the November 15, 2024 Open Session Minutes by Chris Ochoa, seconded by Troy Whitman- unanimous approval

II. Consent Agenda

Ratify the Executive Committee decisions to accept the Southern California (SCE) 2024 Annual Grant and 2025 County Coordinator 2025 Grant awards.

[During the December 17, 2024 Executive Committee Meeting, a motion was made by Angie Gibson and seconded by Laura Blaul to approve the SCE Annual Grant; this motion passed with unanimous approval.]

[During the January 8, 2025 Executive Committee Meeting, a motion was made by Angie Gibson and seconded by Laura Blaul to approve the 2025 County Coordinator Grant Award; this motion passed with unanimous approval.]

The renewed County Coordinator funding will be allocated to the existing 52 County Coordinators; Stanislaus, Kings, Merced, Imperial, Yuba and San Francisco Counties do not have an active County Coordinator.

(02) Motion to approve the Consent Agenda and ratify all items by David Horne, seconded by Kate Dargan- motion passed with one abstention from Troy Whitman

DAVID SHEW JOINED AT 10:07 AM– QUORUM MAINTAINED (10)

III. Informational Agenda – No Items

IV. Standing Agenda

A. Executive Director Report

Business & Operations Report

Jacy Hyde provided an overview of the organization's internal processes, including an update on the ongoing Fiscal Year (FY) 22/23 Audits. Clark Nuber is supporting internal operations and the audit process. Bill.com has been successfully implemented and the organization will begin implementing Sage Intacct in May. The 2022/23 final Negotiated Indirect Cost Rate Agreement (NICRA) is to be submitted to the United States Forest Service (USFS) after the FY 22/23 Audits conclude; CFSC is currently without a provisional NICRA until the 2023 actual rate is finalized. Discussion ensued regarding the provisional NICRA and various challenges surrounding sustainable financial management practices. Julia Marsili has been formally promoted to Grants Manager after a competitive hiring process. The Communications Director has been selected and will be onboard in mid-March. The Geographic Information System (GIS) Program Manager job description has been posted on the website and applications will be accepted until the position is filled.

Clearinghouse Report

Jessica Martinez provided an overview of the organization's grantmaking efforts, including the status of current master grants, grants in the closeout phase and prospective grants. Discussion ensued regarding the Regional Forest and Fire Capacity (RFFC) Program. Jessica Martinez provided a summary of accomplishments and outcomes of the program. With the hiring of a GIS Program Manager, metrics for grant programs can be quantified with greater accuracy to support program development.

Programs & Outreach Report

With the departure of the Programs and Outreach Manager, CFSC has dissolved the Programs and Outreach Team in favor of merging the Grants & Programs Teams together. This move will streamline operations under a single team, leveraging the technical assistance staff to provide targeted support for active CFSC programs. This section will be eliminated in future reports and absorbed into the Clearinghouse report.

Communications Report

The County Coordinator promotional video will launch in mid-March. Communications efforts are shifting to support the launch and marketing of Development activities, such as the Vendor List and Corporate Partnerships. With the hiring of the Communications Director, the organization will begin to assess a potential rebranding of the organization. Topo Collective is assisting with supporting communication efforts for the County Coordinator grant program.

Development Report

Melanie Hogan and Eileen Mello are overseeing the new Vendor List program. Topo Collective is supporting the creation of the Vendor List publication, which will be released digitally in mid-March. A

Frequently Asked Questions page will be developed for the website. Virtual Expos are in development for Vendor List partners to engage with local organizations. The Development Team will be attending conferences throughout the year to promote the organization's development efforts and build new partnerships. New Corporate Partners include Able Sheet Metal, Apex Enterprises, O'Hagin, The Patriot Group, Vibrant Planet, and Wildfire Defense Mesh. Melanie Hogan will follow up with Board Members to begin prospecting for new supporters. CFSC will be participating in the Big Day of Giving on May 1, 2025, and will utilize the platform to engage with new donors. Visioning for a potential Fire Safe Council Membership Program will begin next quarter. Donor appreciation efforts are ongoing.

B. Financial Report

The financial report was presented to and reviewed by the Finance Committee on February 11, 2025. Joel Rusco provided an overview of the Financial Statement & Budget Narrative. Final numbers for the Balance Sheet are to be updated after the FY 22/23 Audits are complete. The organization has a 17% provisional NICRA, which is being monitored throughout the year. The Finance Team is continuing to implement new internal processes to enhance reporting and departmental flexibility.

(03) Motion to approve the Financial Report by Laura Blaul, seconded by Chris Ochoa - *unanimous approval*

DAVID SHEW LEFT AT 11:00 AM – QUORUM MAINTAINED (9)

C. Legislation/Policy Updates

Chris Ochoa provided an overview of key legislative items. With the upcoming submission deadline, tracked bills are anticipated to change rapidly. Updates to the legislation watch list will be presented during the Q2 Board Meeting. Governor Gavin Newsom has issued Executive Order N-4-25 to expedite rebuilding efforts following the devastating fires in Los Angeles and Ventura Counties; there are no anticipated adverse effects to current Home Hardening initiatives. Kate Dargan opened the floor for a discussion regarding strategic political action. Discussion ensued regarding aligning strategic initiatives with key partners, enhancing a synchronistic approach to wildfire prevention across the state and navigating ongoing challenges with current industries and political systems. Further discussion will be conducted in the internal Legislative Task Force meetings.

V. Open Session

A. 2025 Elections- Officers and Term Renewals

[During the November 15, 2025 Board Meeting, a motion was made by Troy Whitman and seconded by David Shew to approve the Slate of Officers nominations for 2025; this motion passed with unanimous approval.]

Rex Frazier, Angie Gibson, Chris Ochoa and Troy Whitman are eligible to renew their Board Member service terms, for the next three years.

(04) Motion to renew the Board Member Terms for Rex Frazier, Angie Gibson, Chris Ochoa and Troy Whitman by Chris Anthony, seconded by David Shew - *unanimous approval*

The 2025 Officer 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). 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.

(05) Motion to approve the Slate of Officers nominations for 2025 by Chris Anthony, seconded by Rex Frazier- unanimous approval

B. Updated Confidentiality/COI Forms & Sexual Harassment Training

Jacy Hyde collaborated with CFSC's legal consultant to update the required Board of Director forms including the Conflict of Interest Policy and Confidentiality Statement. Board Members will be required to declare any potential Conflicts of Interest in advance, so Jacy Hyde can appropriately manage the organization's procurement process. After the 2025 Board Elections, Seth Schalet will take over the duties of Secretary and be responsible for collecting and tracking the required forms. Seth Schalet will also send information about the required Sexual Harassment Training, which must be completed by all Board Members every two years.

C. 2025 Budget

The 2025 draft budget was presented to the Finance Committee on February 11, 2025. Jacy Hyde and Joel Rusco presented the proposed 2025 Budget, which is organized by program. Discussion ensued regarding specific budgetary considerations. The organization is continuing to invest in administrative improvements and will continue securing private funding sources to generate unrestricted revenue streams.

(06) Motion to approve the 2025 Budget by David Horne, seconded by Rex Frazier- unanimous approval

D. Finance Contract Authorization and Allocation

The financial consultant issue paper was presented to the Finance Committee on February 11, 2025. For the last year, Clark Nuber has supported the organization's audit processes and has established new internal processes and software. With the anticipated changes that will come with the 2022/23 Corrective Action Plan and Sage Intacct Implementation, and associated workload increases, CFSC needs continued support in maintaining operations through these upcoming transitions. CFSC purposes to maintain a contract to allow the organization to outsource accounting and finance tasks as needed depending on workload and projects, while also providing access to highly specialized experts that cannot be hired internally. This is crucial to maintain compliance with regulations and advancing toward a clean audit in 2025.

(07) Motion to allocate up to \$200k and authorize CFSC to competitively select a finance consultant to support accounting, grant reporting, and compliance functions, as needed by Chris Anthony, seconded by Troy Whitman- unanimous approval

E. Proposed Hiring Policy Update

This proposed hiring policy issue paper was presented to the Executive Committee on February 11, 2025. Jacy Hyde proposed a hiring policy update, which clarifies the policy and process regarding the Executive Director's authority to create, establish salary ranges, and hire new staff positions. The policy proposal allows sufficient discretion for the Executive Director to swiftly adjust staffing structures and salaries as necessary to meet organizational and programmatic goals, while still maintaining the Board of Directors' authority and fiduciary oversight.

REX FRAZIER LEFT AT 11:57 AM- QUORUM MAINTAINED (8)

DAVID SHEW JOINED AT 11:57 AM- QUORUM MAINTAINED (9)

Discussion ensued regarding the proposed updates to the hiring policy. Clarifying language will be added to the policy to ensure that, upon accepting a new funding source, the annual budget shall be

updated to change the staffing line item, as appropriate. The updated budget will be presented to the Board of Directors for approval. Laura Blaul will follow up with Jacy Hyde to revisit historic grant acceptance forms. Seth Schalet advocated for a list of prospective grants to be brought forth to the Board to ensure efforts are effective. There is a prospective grant update section in the Executive Director Report, which is presented at each quarterly Board Meeting.

(08) Motion to adopt the updated Hiring Policy by David Shew, seconded by David Horne-
unanimous approval

F. Policy Engagement SOP Discussion

Discussion ensued regarding the Executive Director's authority to engage in legislative action requests. Special consideration was given to the frequent short turnaround time of these requests and the current meeting schedule and availability for Board Members. Ongoing discussions to establish guidelines for the Executive Director are to be held in the Legislative Task Force meetings.

VI. New Business

A. Q2 May Board Meeting Offsite Planning (May 15)

Discussion ensued regarding logistics for the Q2 May Board Meeting. The meeting will be hosted at CFSC's new offices at The Urban Hive in downtown Sacramento. Kate Dargan, Pat Frost and Troy Whitman have conflicts on May 15. A poll will be sent to all Board Members to reschedule the Q2 Board Meeting, if possible.

B. Future Board Meeting Agenda Items

Future Board Meeting agenda items include a strategic planning session, potential rebranding of the organization in conjunction with the Communications Director hire, and mission revitalization discussions.

C. Reminder: 2025 Board Meeting Schedule

The 2025 Board Meeting schedule was not reviewed due to potentially rescheduling the Q2 Board Meeting.

VII. Closed Session

(09) Motion to Close Open Session and Open Closed Session by Kate Dargan, seconded by Laura Blaul - unanimous approval

CLOSED SESSION BEGAN AT 12:15 PM

VIII. Reconvene Open Session

OPEN SESSION RECONVENED AT 12:24 PM

A. Announcements

During the Closed Session, the Board approved the May 22, 2024 Closed Session Minutes and ratified the conversion of the Program Director position to a Deputy Director role. Kate Dargan complemented the Executive Team on a tightly run meeting and substantial progress on the organization's internal structure.

IX. Wrap-up and Adjourn

(10) Motion to adjourn the February 20, 2025 Board Meeting at 12:27 PM by Chris Ochoa, seconded by Troy Whitman- unanimous approval

MEETING ADJORNED AT 12:27 PM

Next meeting TBD at CFSC Office in Sacramento, CA