

MINUTES OF THE BOARD OF DIRECTORS QUARTERLY REGULAR MEETING
WEDNESDAY, JULY 27, 2022 @ 6:30 P.M.

1. *Call to Order: - Establish Board Quorum /Agenda*

Mr. Bill Knapp, President/Chairman welcomed all attendees and called the Meeting to order at 6:45p.m. via ZOOM videoconference in a previously posted and issued. Notice included preliminary Meeting agenda and supporting document such as prior meeting minutes, financial account structure and budget. It was confirmed that each Director was able to hear and be heard by the other Directors.

Quorum established with Board Members present at the inception of the Meeting: **Mr. Bill Knapp, Mr. Thad Van Bueren, Mr. Gary Quinton, and Mr. Rock Bush.** Directors not attending: **Mr. Derek DiOrio.** Board Member **Ms. Dorine Real** joins the Meeting as noted. Members of the public attending: **Mr. Robert Finnell and Mr. Bill Studebaker.**

Mr. Knapp acted as Chairman of the Meeting and as noted below, Mr. Finnell volunteered to record the Minutes of the Meeting, due to recent resignation of former Board Member/Secretary Erin Brazill in late May 2022.

2. *Appointment of Interim Secretary(6:50)*

Chairman Knapp provided an overview of the desire to nominate and appoint Mr. Robert Finnell as the organization's Secretary and as a replacement to the prior secretary who resigned from the position in late May 2022. Mr. Finnell acknowledged interest in the role and willingness to serve in the interim secretary capacity.

Upon motion duly made (Knapp) and seconded (Quinton), the Board unanimously resolved and approved the appointment of Mr. Robert Finnell as Interim Secretary until the next Regular Board Meeting scheduled for Wednesday, October 26, 2022.

(Ms. Real joins the Meeting)

3. *Public Input and Possible Additions to the Meeting Agenda for Discussion (6:51)*

Chairman Knapp then directed attention to the item of Public Input. No comments from the public in attendance and no correspondence from the public to report.

4. *Featured Board Discussion – “Survive and Thrive”*

With reference to Item #4 on the Agenda, Chairman Knapp provided an overview of the topic, with reference to a prior internal Board document drafted by Ms. Real and reviewed/commented on by the Board. All Directors present voiced their support and characterization as an important matter to discuss and advance. The Board then discussed and listened to each Board Members original interest and continued interest on serving on the WVS Board of Directors. Opinions were voiced by the Directors on the value and importance of having WVS “project focused” to bring in and mobilize the WVS Members and the Westport Community. Points were made and questions asked and answered on possible strategies to re-mobilize WVS Members and now, since the socially challenging time of the Covid Pandemic, to become more relevant again to the Members and Community. Mr. Van Bueren noted the recent positive connections by Members and the Community related to the current DeHaven coastal land project lead by WVS support. Mr. Quinton voiced support for creating a project relevant to the community and reviving the WVS long time and valued “Ducky Race” held for many years on Mother’s Day Holiday. (7:13 pm).

Chairman Knapp continued the discussion by suggesting that Item 4.3 of the Agenda should be a high priority (to schedule S&T meetings for August, September, and October 2022, in addition to the Annual Meeting (October 7, 2022) and next Regular Board Meeting October 26, 2022). These sessions would be designed to strategize and execute on a set of WVS Values that would involve interested Members. Chairman Knapp opined that the WVS operational processes are currently in good order. Chairman Knapp encouraged all Board Members to contemplate on what contributions and work each Director is excited about and values. Each Director expressed support for the proposed monthly meeting commencing third Wednesday of August, September, and October. (7:19 pm). Mr. Quinton noted that WVS thrives on special projects. Ms. Real stated involvement and more inclusion of the Members in WVS is important and setting goals and standards. Mr. Finnell, recognized by the Chairman, spoke to the importance of keeping mind that WVS is a charitable 501 (c) (3) organization. After further discussion, with questions asked and answered, the Board agreed to hold additional strategy meetings as executive sessions during the third week of August, September and October. The first such meeting will be held 6:30 p.m. August 17, 2022, preferably at the Westport Hotel Parlor Room (if possible and feasible), with some possible

Zoom link if technically possible. Mr. Van Bueren noted and suggested that if Directors are not able to attend a special working session meeting due to scheduling issues, that such Director(s) should endeavor to provide their written ideas, thoughts and input in a short memo to the Board a few days in advance of the Meeting. (7:37 pm). Mr. Knapp noted each meeting is expected to have five to ten “talking points” for advance preparation and discussion flow.

5. Administrative Items

Secretary Report. Review and Approval of Prior Meeting Minutes: Chairman Knapp revived and confirmed the prior Board action earlier in the Meeting to formally appoint Mr. Finnell as Interim Secretary. *(At approximately 7:41 p.m., a brief recess was taken. Meeting reconvenes at 7:49 p.m.)*

Chairman Knapp and Mr. Finnell directed attention to the draft Regular Board of Directors meeting minutes of January 26, 2022 and April 27, 2022 WVS Board minutes for final review by the Directors. It was noted that the draft meeting minutes had previously been posted to the WVS public website. Upon motion duly made and seconded, Mr. Finnell called for each Directors audible vote on the Zoom video conference, the Board of Directors unanimously approved the January 26, 2022 and April 27, 2022 WVS Board Meeting minutes as posted on the WVS website.

6. Treasurer’s Report. (7:54 pm)

Review and Approval of Financial Report for the period ending June 30, 2022: Mr. Bush (Treasurer) then directed the Board’s attention to the WVS financial reports which had been provided to the Directors in advance of the Meeting which included the summary report for the WVS fiscal year ending June 30, 2022. Mr. Bush lead the presentation and discussion with the WVS checking account report and commented on the consolidation of the Certificate of Deposits, insurance costs, improvements and depreciation entries. Questions were asked and answered. Mr. Bush continued with the Budget Analysis report, noting his concerns about underspending on the Headlands and Community items. (8:14 pm). Mr. Finnell inquired about the various line item insurance costs, and it was noted that WVS conducts an insurance review every two years. Mr. Van Bueren suggested an inclusion of the DeHaven Creek Project included in an Income/Expense statement that lists fund allocations. A debate ensued regarding whether this fiscal year end summary financial statements were ready for year end closure. Questions were asked and answered. One open item may be the total income number. Mr. Bush noted the Budget was presented to the Board in April. Chairman Knapp and Mr. Van Bueren both recommended that the 2023 Budget Review approval is deferred for the time being so as to spend additional time and process due to the overall importance of the annual budget for WVS operations. Mr. Quinton recommended acceptance of the Treasurer’s Report now *(Mr. Quinton departs the Meeting at approximately 8:24 p.m.)*. Ms. Real suggested confirming receipt for further review of the current financial reports and adding discussion/review of a proposed 2023 WVS annual budget at August 17 Board meeting. Mr. Van Bueren supported Ms. Real’s proposal. Mr. Finnell, upon recognition by the Chair, noted the difference between approving the completed and presented for approval financial statements prepared by management and accepting any independent third party audit report. Mr. Bush noted he would await a report from Mr. Van Bueren to account for the DeHaven Project funds. Chairman Knapp agreed that the DeHaven Project funds can be addressed in due course. Mr. Bush noted the end of his presentation. (8:29 p.m.)

7. Active Business

Chairman Knapp directed the Board’s attention to the Active Business items listed in the Agenda. Chairman Knapp provided an update on the Headlands item of Highway 1, Fire Department Access Lanes marking and CalTrans permit status, noting there is a more defined path forward now that a CalTrans Intergovernmental Review Board process has been defined. This will enhance and ensure enforceability. It is now moving forward. Chairman Knapp provided an update on the Headlands Landscape Mowing status and activities, noting smaller mower is being used and target date is completion prior to August 11, 2022 the first of two wedding events in August. Chairman Knapp confirmed there is no WVFD BBQ Event this August. Chairman Knapp provided an update on the WVS Community Garden, noting its status as currently the most visible WVS project (8:34 pm). Questions were asked and answered regarding a possible stipend to Director DiOrio for all of his time and effort and need for additional gardening materials and tools. Mr. Finnell, upon recognition by the Chairman, suggested that perhaps utilization of the established WVS Mini-Grant Policy would more efficient, appropriate, and reduce financial accounting and tax issues. (8:38 p.m.) Mr. Van Bueren led the discussion and report on the DeHaven Creek Headlands Project. Mr. Van Bueren noted with a shared screen financial report that the Project lists \$21,919 in Income and \$11,241 in Expenses. Mr. Van Bueren noted that Community donations now exceed \$26,000, which exceeds expectations. The current bank balance is \$14,700. Mr. Van Bueren provided the context on the expenditures. Mr. Van Bueren noted the SCC application was submitted July 13, 2022 and feedback is favorable on the content of the application. It was noted that the California State Coastal Conservancy is scheduled (as part of their standard meeting location) to be present in Fort Bragg for their meeting. Mr. Van Bueren recommended that WVS host a (requested by CSCC staff) Site Visit for the CSCC on

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September 21, 2022 on or about 2 p.m. at CSCC's request. Mr. Van Bueren provided insight into the various donations issued for the DeHaven Creek Project, including from the Sherwood Valley Band of Pomo Indians (known on their website as "SVBPI"). Questions were asked and answered regarding the application status and likelihood of grant approval.

Adjournment. The Board discussed as final reminder items, using the original Survive to Thrive internal document as a starting point for the August 17, 2022 Meeting and the importance of starting the Annual Election of Directors process soon.

The Meeting adjourned at approximately 8:54 p.m.

Respectfully submitted:

Robert D. Finnell, Interim Secretary

*Westport Village Society a (501 (c)(3) organization.
Supporting local charitable and educational projects and fostering the preservation and interpretation of the environment since 1992.*