

OLBRICH BOTANICAL SOCIETY
Board of Directors Meeting Minutes
August 16, 2016

Members Present: Kevin Hess, Bill White, Dick Wagner, Mary Phillips, Susan Derse Phillips, Michelle Taschek, David Ahrens, Eric Knepp, Laurel Neverdahl, Roberta Sladky, Betty Chewning

Members Absent: Tim Sherry, Renee Boyce, Julie Herfel, Dan Lauffer, Erin Ogden, Julie Rupert, Jeffrey Lewis, Marsha Rummel

Advisors Present: Jack Bolz, Jt Covelli, Dale Mathwich, Barb Tensfeldt

Staff Present: Jake Immel, Patti Jorenby, Joe Vande Slunt

I. Meeting was called to order at 4:05 pm.

II. **APPROVAL OF MINUTES**

A motion was made by Ms. Derse Phillips and seconded by Mr. White to approve the meeting minutes of July 19, 2016. Motion carried unanimously.

III. **PUBLIC COMMENT**

There were no members of the public who wished to comment on items not on the agenda.

IV. **COOPERATION & COORDINATION AGREEMENT** between Olbrich Botanical Society and the City of Madison (Agreement)

Ms. Sladky reviewed the 2016 Proposed Formal Agreement between OBS and the City of Madison. The following items were discussed and/or suggested were made changes: *(Please refer to the Cooperation and Coordination Agreement distributed in the August 16, 2016 Board packet for the corresponding clauses).*

Item 3: change “that” to “than” on 2nd line

Item 4: this is a change that could reduce number of “ex-officios”, as the ex officio attendance is not as regular as elected board members and does have an impact on meeting quorums. (OBS by-laws would have to be revised if the organization wished to reduce the number of ex-officios)

Item 10g: Should this item be clarified with a “such as”? The discussion centered around whether the current details regarding such revenue should be listed. The advantages or disadvantages of ‘locking’ items in the language of the agreement was also brought up.

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Item 11h: add “as agreed upon jointly or mutually agreed upon ” to the 1st sentence. Should an attorney look at this further?

Item 12: Should “City” be changed to “Olbrich Gardens”? Early agreements show that “City” and “OBS” will support Olbrich Gardens. Review the 1998 Council Resolution....

Item 13: This is new – an OBS Annual Report has not been submitted to the Park Commission. past. This clause helps ensure that Garden improvements/additions are documented and included in City process for property insurance, etc...

Item 14: the 2004 Comptrollers report should be attached to this document for board review.

Item 15: correction – 3rd line should include a space at “twenty years”.

Item 21: Indemnification – Ms. Sladky will submit for review with OBS insurance broker. The City would usually require contractors to release City, so this is an exception to that language. *Note: this language was sent to OBS’ insurance broker for review following the 8/16/16 OBS Board meeting.*

Item 22: Insurance – clarify that OBS employees don’t drive City vehicles.

Item 23: Affirmative Action section – the language assumes that OBS is a contractor – are they? The City does not provide \$25,000 or more in support. Maybe include language that a current review of table provided re: how to determine exempt or not exempt, which would show that OBS would be exempt. This clause may have to be reviewed regularly so that both entities agree what current situation is and what would be reviewed periodically.

Additional Note: A Board member noted that when reviewing Page 2 of the 1998 agreement – there is no similar language in the current/new agreement. Should there be similar language that refers to who is responsible for what – City or OBS?

V. REPORTS

A. President’s Report

a. Capital Campaign – Ms. Sladky reported that \$1.9 million has been raised in cash and pledges. Ashlyn Mehlhaff will return to work after Labor Day. Staff have been giving private ‘needs’ tours to organizations and are preparing for the public phase of the campaign.

B. Financial Report

Ms. Phillips noted that the OBS Foundation distribution was processed as budgeted for \$54,000. The distribution was budgeted for July. Total Earned Revenue – actual revenue is less than 2015 (mainly due to loss of leaf mulch sale) and budget, however Gift Shop sales and Education revenue have helped us recoup some of the loss. Total Operating Expense – expenses are \$23,000 (2%) over last year YTD. When compared to budget, we have under spent by \$100,000 (10%). Net Income is lower than 2015 YTD, but higher than budget.

C. Director’s Report

Ms. Sladky asked members to review staff reports.

D. Development & Marketing Staff Update

Ms. Sladky has been working with staff and plans to have a report available at the September meeting.

E. Development Committee Report

No report available.

F. Marketing & Public Relations Report

Please review the staff report.

VI. NEW BUSINESS

There is no new business.

VII. ANNOUNCEMENTS

The Circle Reception is Friday, August 19th, from 5 – 7pm.

VIII. ADJOURNMENT

The meeting was adjourned at 5:30pm.