Joint Session with Chapter Council

Carlos Schomaker, FTA President and Howard Pardue, Chapter Council Chair called to order the joint session of the Board of Directors and Chapter Council at 9:00 AM. Please refer to the Chapter Council meeting summary.

Board of Directors Meeting

Carlos Schomaker, FTA President called the meeting of the Board of Directors at 11:00 AM.

I. Roll Call.

Kent Wimmer, acting as meeting recorder called roll:

Present: Carlos Schomaker, Eve Barber, Tom McDaniel, Jean Williamson, David Denham, Ralph Hancock, Bonalyn Plante, James Powell
Absent: Eileen Wyand, Leslie Wheeler, Barton Cooper
Guests: Dennis Miranda, Janet Akerson, Kent Wimmer, and Holly Davenport

Establish Quorum

Wimmer reported that there was a quorum.

II. Nominating Committee Report

Hancock presented the Nominating Committee’s motion to nominate Holly Davenport of Tallahassee to the Board of Directors. Barbour moved to call the question which Daniel seconded. By unanimous vote Holly Davenport was elected to the Board of Directors to fill Jean Williamson’s former seat for the remainder of the term through March 2014.
III. Secretary

The meeting minutes of the September 17, 2011 were approved by the Board via email. Akerson distributed the Code of Ethics, Board of Directors Responsibilities, and Disclosure Statements to the Board for signature and return to her.

IV. Reports

President – Carlos Schomaker

Schomaker reported the Arizona Trail Association is celebrating the completion of the Arizona National Scenic Trail. The Continental Divide Trail Alliance has folded due to overwhelming debt.

Schomaker asked Board members to identify which of the committees that they wished to serve and to let him know.

Schomaker presented the recommendation to create an ad hoc Board committee to develop policy statements related to external affairs. Miranda stated that the committee is necessary to deliberate potential policy recommendations for consideration and adoption by the Board. Daniel and Wimmer explained the role of the Trails Committee in developing trail-related policy that is part of the Trail Manual. The Board adopts trail policies that are reflected in the Trail Manual. At Schomaker’s request, Wimmer read the list of Committees and their members from the Directory.

Davenport also recommended forming an external affairs policy advisory committee. Plante commented that all the Board members be informed of the issues. Powell commented that it would be better to have the committee filter and advise the Board. Carlos reported the following persons have volunteered to serve as advisors to the Board on external affairs: Howard Pardue, Fred Davis, Pete Durnell and Holly Davenport.

Schomaker confirmed that the next Board of Directors meeting will be on Sunday morning, April 1, 2012 at the Annual Conference.

Board Retreat – December 10, 2011

Davenport commented that Shelli Bischoff did a good job of facilitating the meeting. Hancock recommended that we need to follow through on the discussions. Daniel recommended continuing a relationship with Bischoff, but FTA would need to determine costs and raise funds to support it. Williamson commented that need to develop a scope of work so we know what to expect
from a future relationship with Bischoff.  
**Barbour** stated that message she took away from the meeting was “FTA is yours to lose”.

**Powell** commented that the message that the organization is being challenged to get on board with the USFS or get out of the way.

**Schomaker** recommended that Board members actively participate in FTA events to gain insight in what is on the members’ minds so you can better guide the organization.

**Daniel** stated that the Board needs to guide the organization.

**Miranda** stated that the financial state of the organization is the most important issue. The structure of our organization needs to be revisited, and the strength of FTA is the chapters, but the chapters in the urban areas are declining.

**Powell** asked, what is our focus? Our goal should be to complete the continuous trail and what do we need to do as an organization to accomplish that goal. We need to move forward to making a decision for what our vision is.

Discussion followed concerning what should be vision for FTA, the Florida Trail and the need to develop a strategic plan for our organization. **Schomaker** asked what should be the primary focus of our organization.

**Powell** recommended that our organization can have multiple functions that are carried out on parallel tracts. Communication must be improved between the Board and the organization.

**Miranda** was asked to write his vision for our organization for the Board to consider at its next meeting as a starting point which will then be coordinated with Chapter Council. Each Board member was also asked to write their vision for the Board meeting that was scheduled for February 25. Schomaker asked Board members to also review the summary provided by Bischoff, the current mission statement and write their recommended vision for the FTA.

**VP Governance and Administration** – Eileen Wyand did not present a written report.

**Schomaker** commented that FTA needs to recruit a person for this officer position for election in March.

**VP Membership** – Eve Barbour – presented the membership totals. **Schomaker** asked staff to distribute the membership and drop reports to Barbour, Schomaker and Daniel.

**Miranda** reported that staff had followed up with over 400 dropped members that resulted in over 20 persons rejoining. There was no common theme for why those contacted had dropped their membership.
VP Trails – Tom Daniel

_CCSA Report._ Wimmer submitted a written report and gave a presentation of the accomplishments and progress for the first six months of the USFS Cost Share Agreement Progress Update. Wimmer described progress on the volunteer assessment, training classes, and F-Troop trail projects and that three new staff have been hired: Eric Mason, Sean Ogle and Elizabeth Slack. Wimmer reported that the Trailblazer Program is seeking corporate partners to work on trail projects. **Williamson asked that the semiannual CCSA report be shared with the Board. Williamson asked to have a financial analysis done to determine potential financial impact on FTA revenue for potentially unspent CCSA funds.**

_FTA Communications Guidelines/adopted Jan. 2008._ Tom provided a background on the currently adopted Communication Policies. Tom commended that the Executive Director should be the gatekeeper for implementing the policy, and the purpose of the policy was to insure that externally-generated questions are responded. **Schomaker asked that the policy be reviewed at the next full Board meeting.** Concerning Dick Schuler’s letter and questions, Dennis will draft responses and will share with the Board before responding.

_FTA / Multi-Use Trails Policy / adopted April 1999._ Daniel presented FTA’s currently adopted multiple-use policy to the Board for their information.

_Re-routing the FNST in Big Cypress National Preserve._ Schomaker reported that the NPS is interested in relocating the FNST to a permanent location in the northeast portion of the BCNP Addition Lands. The NPS asked the FTA and USFS to help identify potential routes with them for this new trail in February/March. Eric Mason will be the staff lead; Mickey Miller will likely be the point person from the Alligator Amblers.

VP Development and Outreach – No report was presented.

_Treasurer – Jean Williamson._ **Williamson** reported that SunTrust has withdrawn the line of credit given to FTA. Williamson’s goals as Treasurer are to:

- Rebuild the Finance Committee
- Develop a summary of financial statement
- Develop a standard financial report to the board
- Review policies and procedures
- Review Financial Advisor to enhance returns on investments and adequacy of financial recording system
- Improve Board’s knowledge of financial statements
Williamson presented summary reports for through November 30 and will provide for staff a written report for the meeting summary. FTA’s net loss is $28,000 through the first five months with revenues and expenses being less than budgeted. Williamson emphasized the importance of receiving staff’s input as to timing of expenses and revenues to better understand the net income trends. Schomaker encouraged all members of the Board to financially support the FTA, and he asked each Board member to identify potential donors and contact Dennis.

Executive Director – Dennis Miranda

Miranda presented a fund raising plan to the Directors outlining potential sources of grantor. Miranda believes that Community Foundations are key funders for regional staff in support of the Chapters. Miranda stated that there people in this organization that have the capacity to give, but they haven’t because they haven’t been asked.

Miranda recommended that have FTA have a financial review instead of a full audit. A financial review and tax preparation would be $5000-6000, and an audit and tax preparation would be $15,000-$16,000.

Hancock moved and Eve seconded that we have a financial review. Motion passed with David Denham voting against the motion.

Nominating – Ralph Hancock. Hancock welcomed Holly Davenport as a Board member. Hancock reported there are five positions on the Board including two officers that are either open or will be coming open that need to be filled. Schomaker asked for a discussion of reducing the Board size to 13 at the next Board meeting.

Findings of Big Cypress NP Committee –Daniel distributed the committee’s findings. The issue was tabled pending further investigation and discussion by the Committee.

V. Old Business

Proposal for Publication and Accessibility of FTA Data –An ad hoc committee of Williamson, Barbour and Ron Peterson reviewed Florida Statute and US Statutes and the procedures of other major non-profit organizations related to publication and accessibility of organizational data to FTA members. Williamson presented a written proposal for the Board’s consideration. Williamson will provide this report to the Secretary for inclusion in the meeting summary.

The committee’s motion was approved unanimously.
**Review of Executive Director’s work plan.** Schomaker will be contacting Board members shortly related to the Executive Director’s performance.

**Revision of Employee Handbook.** Miranda reported that FTA’s pro bono attorney will not perform this review due to the time and complexity involved. FTA will need to look elsewhere for this service.

**Committee Assignments**—Hancock moved and Schomaker seconded that this issue be tabled. The motion was approved unanimously.

**Management of FTA Financial Assets.** Williamson and Miranda asked and received permission to have FTA’s Wells Fargo account manager to present a status report at a future Board meeting.

Barbour moved and Plante seconded adjourning the meeting. The motion was approved unanimously at 5:00.