



Special Board Meeting Minutes

January 18, 2024 - 10:30am

1221 Farmers Lane, Suite F, Santa Rosa, CA 95405
and via Zoom.

1. **Call to Order, Determination of a Quorum, Introductions:** Chair Bruce Abelli-Amen determined the quorum and called the meeting to order at 10:30am.
Directors Present: Bruce Abelli-Amen, John Nagle, Ariana Reguzzoni, Beth Bruzzone, Isaac Jenkins and Ron Rolleri.
Directors Absent: Vickie Mulas.
Associate Directors Present: Fred Euphrat, Denny Murphy, Steve Worrell.
Staff Present: Aaron Fairbrook, Kari Johnson, Christine Kuehn, Jessica Pollitz, Erin Rickard, Fatima Burnhan, and Anya Starovoytov.
Other Present:
2. **Additions/Changes to the Agenda [Gov. Code 54954.2 (B)]:** None.
3. **Consent Calendar:** Approval of November Board Meeting Agenda and September Board Meeting Minutes. Motion to approve: Bruzzone, 2nd: Nagle. Motion passed, 5 ayes.
Ayes: Abelli-Amen, Nagle, Reguzzoni, Bruzzone, and Jenkins,
Noes: None.
4. **Public Comment:** None.
5. **Information Items**
 - A. **NRCS Report:** None
 - B. **Personnel Manual Updates in 2024:** A draft will be circulated before next meeting.
 - C. **Program Highlights:** Compost resource sheet to be sent out to Board—CK.
6. **Action Items**
 - A. **Acceptance of the Audit Report:** Nigro & Nigro presented this item. Highlights include federal grants consistent, an increase in operating resources, investment earnings up in 2023. Explanations why year ended in loss includes what being utilized in contract vs. services, past Exec. Director without benefit of revenue, staff loss with PTO payouts, increase in subcontractor cost. The Board discussed and asked questions. Motion to approve: Nagle, 2nd: Bruzzone. Motion passed, 5 ayes.
Ayes: Abelli-Amen, Nagle, Reguzzoni, Bruzzone, and Jenkins
Noes: None.

B. Acceptance of Financial Report: Erin Rickard asked for finance committee interest/involvement for moving investment funds into CA Class—quite a bit of liquidity and incur early withdrawal. Bruzzone, Abelli-Amen, Worrell, Murphy, Rickard, Fairbrook. Other committee assignments next month.

Monthly Financials: Increase in landowner cost share. Inter-government category consistently under budget, hoping a change in personnel (PA's) will help. Understaffed. Need to put brakes on discretionary spending as of Oct. 2023. PTO big contributor to fringe variance. Motion to approve: Bruzzone 2nd: Nagle. Motion passed, 5 ayes.

Ayes: Abelli-Amen, Nagle, Reguzzoni, Bruzzone, and Jenkins

Noes: None

C. Reappointment of Associate Directors: All agreed to continue service. Motion to approve: Nagle, 2nd: Reguzzoni. Motion passed, 5 ayes.

Ayes: Abelli-Amen, Nagle, Reguzzoni, Bruzzone, and Jenkins

Noes: None.

D. Discussion of Board/Staff Interactions/Relations from Webinar: Webinar was discussed. Template for closed sessions. Fairbrook to send out committee meeting notes out to Full Board within a few days. Lines are blurred between policy and operations day to day. Clarification needed on policy action. Discussion about having committee notes on google documents, but more research needed how to share from committees versus the Brown Act. Board discussed forming a new committee "Manual Amendments Committee". Fairbrook to reach out to get guidance from CSDA-SDRMA. Motion to approve: Bruzzone, 2nd: Jenkins Motion passed, 5 ayes.

Ayes: Abelli-Amen, Nagle, Reguzzoni, Bruzzone, and Jenkins.

Noes: None.

7. Update Items

A. Director Updates: Form 700 needs to be complete. Nagle discussed the hiring committee interviewing process for ED. Vickie Mulas submitted letter to resign from Board. Sonoma GSA—Isaac to replace Vickie. Next meeting to discuss candidates for the vacancy. Ron Rolleri discussed the Steelhead Festival and RCD tabling with Gualala River Council. Discussion was had about cataloguing tabling opportunities and send out to Board to join meetings/events. Fred Euphrat had full day with Board of Directors and teaching class at Sonoma State. Denny Murphy discussed new tools on water management on the 23rd and looking for candidates to join forces on water sharing program.

B. Executive Director Updates: Aaron Fairbrook introduced the two new Program Asisstants and discussed the Community Engagement posting.

Beth Bruzzone was appointed to the Executive Committee.

9. Adjournment: The meeting was adjourned at 1:03pm.