

**Minutes of the Board of Directors' Meeting
American Chestnut Land Trust
March 15, 2025**

Call to Order

Dave Farr called the meeting to Order at 9:03 on March 15, 2025.

Items mailed to Board Members in advance of the meeting:

Packet1 (March 14)

PP Slides (March 13)

Board Members Present: Dave Farr, President; Dawn Balinski, Vice President; Cheryl Place, Treasurer; BL Johnston, Secretary; Richard Aldrich, José Ballesteros, Jan Degeneffe, Bob Field, Ron Klauda, Shirley Knight, Penny Moran, Adam Sampson, Mark Smith, Fred Tutman, Randi Vogt, and John Yoe.

Robyn Truslow, ex-Board member, joined the meeting via zoom.

Board Members Absent: Peter Daly, Darleen Harrod, Melissa McCormick, and Nate Novotny.

ACLT Staff Present: Miriam Gholl, Community Relations Manager, Autumn Phillips-Lewis, Land Manager, and Mary Hoover, SMCA Coordinator for ACLT.

Approval of Minutes: (Dave Farr - Packet1, pps. 3-6):

A motion was made to approve the minutes of the January 18, 2025 Board Meeting. The motion was unanimously approved.

Treasurer's Report (Cheryl Place - Packet2, pps. 7-12):

Cheryl reported that the financial statements cover the first two months of the year. ACLT had operating receipts of \$31,843 and operating expenses of \$112,695 for a deficit of \$80,852. Two errors contributed to the deficit which will be corrected. ACLT increased the Rural Legacy Easement Fund by \$2,500, a requirement of the Land Trust Alliance.

Cheryl introduced three Corporate Resolutions requiring Board approval:

- that Board Vice President Dawn Balinski be added to the investment advisory agreement with Brown Advisory, LLC authorized to make, execute, and approve on behalf of ACLT any and all contracts and to execute and approve on behalf of ACLT, other instruments, a part of or incident to such contracts; effective until otherwise ordered by the Board, and that Gregory A. Bowen and Peter Nicholas Stathis be removed. **The motion was made and unanimously approved.**

- that Board Vice President Dawn Balinski be added to the investment advisory agreement with Fidelity authorized to make, execute, and approve on behalf of ACLT any and all contracts and to execute and approve on behalf of ACLT, other instruments, a part of or incident to such contracts effective until otherwise ordered by the Board, and that Gregory

A. Bowen and Peter Nicholas Stathis be removed. **The motion was made and unanimously approved.**

- that Board President David Farr be added to the investment advisory agreement with Edward Jones authorized to make, execute, and approve on behalf of ACLT any and all contracts and to execute and approve on behalf of ACLT, other instruments, a part of or incident to such contracts; effective until otherwise ordered by the Board, and that Gregory A. Bowen be removed. **The motion was made and unanimously approved.**

Cheryl then informed the Board that ACLT's corporate credit card had been canceled. Our local bank, Shore United, does not offer credit card services so Cheryl selected Chase instead, which requires that a principal person's social security number be provided. Cheryl has offered to be the principal. Staff will be added to the account as authorized users. **A motion was made to make Cheryl the principal holder of the Chase credit card account. The motion was unanimously approved.**

Dave then presented a resolution of the Board drafted by Miriam and Robyn Truslow to establish the Greg Bowen Memorial Fund, a Board designated restricted fund. Discussion followed and suggestions made. **A motion was made to establish the fund. The motion was unanimously approved.**

Community Relations Manager/Outreach and Membership Committee Report (Penny Moran - Packet1, pps. 13-14):

Penny reported on outreach and membership activities and events held since the November Board meeting, including the unguided February 8-15 Valentines "Hike for your Heart" and the March 5-8 Nature Forward's "Taking Nature Black" Conference. She reported that the signage for the Leprechaun "Story Walk", scheduled for March 7-21, and the Leprechaun Hunt, has been translated into Spanish. Upcoming events include the March 22 MLB Opening Day guided hike and the April 5 Osprey Festival at North Beach. The Earth Day 5K is canceled.

The name change of the DEI Subcommittee to Community Heritage Subcommittee is deferred to the May Board meeting. Discussion re: the change ensued. The change is pro-active, intended to avoid political withdrawal of federal, state, and county funding. José noted the intention of raising the subcommittee to standing committee level is also proposed.

Miriam reported that the Annual Meeting will be rescheduled for May 3. St. John Vianney is not available that day, but Autumn is checking with the owner on the availability of the Truth Bible Church, which has ample space to accommodate both people and parking. The plan is to introduce the Greg Bowen Memorial Fund at the meeting. Hopefully Dan Murphy will be available to speak at the meeting. **A motion was made and unanimously approved to hold the Annual Meeting on May 3.**

Land Management Committee Report (Bob Field- Packet1, pps. 15-21):

Bob mentioned a few of the updates included in Autumn's March report (Packet1, p.15-17). He presented two action items for Board approval. First, he asked for Board approval for Best Management Practices. **A motion was made to approve the staff implementing foliar herbicide applications and prescribed burns on an as needed basis for meadows management, without obtaining Land Management and Board approval for each application. The motion was unanimously approved.**

He then asked for the Board's approval of the general trail route on the Yoe Property. **A motion was made to approve staff to move forward with laying out the trail generally along the depicted route, with the understanding that the exact location will depend on the topography and hydrology of the area. The motion was unanimously approved.**

Executive Director's Projects (Autumn Phillips-Lewis— Packet1, pps. 22-23; Miriam Gholi - p.24; Miriam Gholi and Mary Hoover - p. 25)

Autumn reported that the first Parkers Creek Heritage Trail sign had been installed in February; eight more signs have been designed and submitted to iZone for printing. ACLT received the third grant of \$3,700 for twelve more signs by November. There will be a total of twenty-four signs.

ACLT received a grant of \$15,000 through the Maryland Historical Trust for a condition assessment and restoration plan for the Wallace House. The contractor has completed four reports requested by ACLT regarding the restoration. Carl Fleischhauer has agreed to put together a deliverable report for the grantor.

Clara has submitted a grant application to the National Park Service to improve the Patuxent Water Trail. The grant is to provide technical assistance for identifying areas for improvement of the trail, the trail map, the website, and conveyance of public information.

Mary reported on the status of SMCA. The strategic communication campaign with Green Fin Studio is moving forward. She has been preparing for the 2025 SMCA Water Quality Blitz on April 5; the Alliance plans to sample about 145 sites.

She noted that the Department of Legislative Services has proposed cutting 100% of funding for land preservation through 2029. ACLT sent a letter written by Randi to the Southern Maryland Delegation urging them to oppose the cuts. A mass email was also sent encouraging everyone to contact their legislatures to reject this proposal.

Miriam reported on a scheduled meeting for staff with Gary Hodge, with whom Greg was collaborating in an effort to get legislators across the seven watershed counties to renew their commitment to restore and protect Patuxent River water quality. They are planning a Summit Conference on May 30 at the Calvert Museum. Clara is working on a grant to Constellation to fund the Summit.

Dave, Mary, and Miriam will attend the Southern Maryland Land Trust Meeting next weekend. Miriam also urged Board members to submit their tributes about Greg as soon as possible.

Executive Session (Dave Farr):

Dave dismissed the ACLT staff, and the Board met in Executive Session.

Dave listed the members of the Search Committee:

Dave Farr
Dawn Balinski - alternate for Dave
Robyn Truslow
Ronald Klauda
Dale Hutchins

Shirley Knight
Dan Murphy
Paul Dennett

He then raised the issues needing to be addressed and discussion and decisions followed:

Who will run ACLT during the transition? Staff with some oversight by the President and Executive Council.

Should ACLT hire a search firm? Dawn had contacted the Land Trust Alliance and been given the names of search firms. Although a reduced fee may be applicable to private non-profits, it is nevertheless an expensive resource. The consensus appears to be that we will try to seek out candidates on our own, relying on other similar organizations for their guidance. Dave asked for suggestions and several followed:

- Fred stressed the importance of finding someone preferably local with knowledge of Southern Maryland culture;
- Penny suggested contacting Forever Maryland and the National Heritage Trust and tapping into people who are being riffed by the current administration;
- Ron stressed the importance of maintaining the culture of the organization; and
- José mentioned that the Five-Year Plan would be a good place to determine what capabilities will be required for the new Executive Director.

Dave asked members to send him other suggestions.

How will staff be compensated for the extra responsibilities they assume during the transition? It was decided that rather than increasing staff salaries during the transition only to decrease them once a new Executive Director is brought on, it would be preferable to give staff a 10% increase in salary each month with a bonus when the new Executive Director has transitioned. Funds that would have paid Greg's salary can cover these expenses. Staff receiving increases and bonuses would be Autumn, Miriam, Jen, Clara, and Mary. Dave called for a motion to approve paying the staff a 10% increase until a new Executive Director has transitioned with a bonus at that time. A motion was made and unanimously approved. Dave will inform the staff on Monday.

Who will represent ACLT in the interim? Dave will attend all meetings with outside organizations.

Dave asked that we be particularly vigilant during these times and be present at Board meetings. He warned that it may be a difficult financial year for the organization.

Adjournment

There being no other questions or comments, a motion to adjourn the meeting was unanimously approved at 11:09 am.

Approved:

BL Johnston, Secretary