

Minutes of Meeting of the Board of Directors

Sunshine Community Gardens

6/8/21

Attendees: Jim Willmann, Kerry Drake, Debra Mariano, Holly Gilman, Steve Camp, Carol Limaye, Kay McMurry, Marsha Riti. Additional Committee Attendees: Charlotte Jernigan, Ila Falvey, Kerry Howell, Karl Arcuri, Bill Cason, Randy Thompson, Janet Adams

6:00-6:05 Convene, Introductions

Kerry D. incorrectly sent the Zoom invite to the wrong Jim Willmann. Note the subtle difference in the email addresses to avoid future errors. (Garden Jim has 2 “n’s” in his last name instead of 1.)

Doug Zullo officially sent word of his resignation from the board today. Though he enjoyed serving, his attention must now be focused on the health of his partner.

Marsha joins 6:05

Overview of Legal/Organizational Structure and Operations Jim

Review of Organizational Structure

Community Garden initiative of Central Texas (CGICT)

Legal structure

IRS tax exemption

Sales tax exemption

Texas nonprofit statute

Bylaws and site rules

SCG is organized as an entity and incorporated as a nonprofit. We are tax exempt with the IRS, a 501(c)(3). Our sole purpose is for public good, not for serving individuals. We must be careful of how we do certain things. Reminder: it's a fine line between public and private. We are sales and franchise tax exempt. If you make a purchase of more than \$100, request a tax exemption. You can also get a tax exemption for smaller purchases. Most major places we use have our exemptions on record, but we also have forms.

IRS restrictions: As a 501(c)(3) organization, we are limited in forming partnerships with non-501(c)(3) and particularly with for-profit businesses. All partnership type arrangements should be reviewed by the board to be sure it is a permissible

arrangement. If a merchant sponsors us or provides members a discount, we can acknowledge that but we cannot advertise for them.

Organizational Documents

Bylaws: Board members: make sure to scan these. We must comply with these. Speaking as a lawyer, Jim reiterated that we need to do what the bylaws say. If we aren't doing what our bylaws say, we need change to follow the bylaws or change the Bylaws. One example of what we need to look at is the audit committee. We are supposed to have an audit committee, but we haven't had one for many years. We should follow this provision, not delete it. We need to take care of this and work it out. Another example: A bylaws provision requires insurance for certain members, but, as this insurance is not available currently, we need to look at what to do to be in accordance with our bylaws.

CGICT

As the board, we are a part of the Community Garden Initiative of Central Texas (CGICT), but we also are the oversight for Sunshine Community Garden. SCG is a program in the initiative, just one of the potential sites. The intention was to have multiple sites, but that hasn't happened yet. We must keep in mind the different hats we are wearing, serving the Initiative and the Organization.

TSBVI

We have the license to use the site for a community garden (renewable annually in June; 6/2021-6/2022 last renewal). We had to re-execute a new license because of the time that has passed. We have an agreement in place for next year. We must keep up with the license renewal.

Note that our members don't rent plots; they are assigned plots as a benefit of membership. If we speak of "renting" or "leasing" plots, we run into legal issues. We have a license to use the property. Members don't have ownership rights. There is no obligation to have garden plots. There is a provision that TSBVI can cancel our license with only a 90 day notice for no reason and get us off the property.

Finances

Debra, Carol

Debra and Carol will follow the same Sunshine Community Garden treasurer email address.

Financial Report:

Carol provided the financial report for May. We are in good shape: four thousand to the good. This is due to cuts in the water bill. The new board can consider making

adjustments to the spending plan. The board should look at the financial report and decide where we might reassign some of the spending plan.

Debra is in charge of billing and distribution. She and Carol paid bills for the month of May this past week. This week they are working on payment for the insurance policies we have. Carol put together a book of accounting, a bible for Debra, that gives a layout of the daily, weekly, and monthly tasks. This accounting manual will be placed in the trailer. It is excellent work and a good example for others to see how tasks can be ordered.

Board Responsibilities and Operations Jim

Role of board

- Duties of individual board members

 - Bylaws descriptions

 - Delegation of responsibilities

- Conflict of Interest statement (annually)

- Operations Jim

 - Sunshine databases

 - <http://sunshinecommunitygarden.org/cgi-bin/reports.cgi>)

There are different views on how boards function: as overseers, a board should be active and have projects and be the entity in charge of the organization. The board should be “in the loop” of things going on, as it is the governing board. Board members should have goals to achieve.

Fiduciary duties: obedience (know the laws and comply). We are accountable for mistakes, yet we must take care not to micromanage community members. We have a duty of loyalty and must make sure we have no conflict of interest. We have a duty of care, to make reasonable business decisions. We must sign a Conflict of Interest contract yearly. Please send your email address and cell phone number to Kerry for record compiling. Sharon (Webmistress) has a database for members that board members can sign in and see. <http://sunshinecommunitygarden.org/cgi-bin/reports.cgi>

Voting via email without a meeting: Jim will look into how to do this appropriately.

Committee Chair Reports

Maximizing Success of New Gardeners (Report)

Bill Cason

This committee is the product of an earlier committee trying to look at quarter plot problems, but it expanded its scope to the attrition of new gardeners. As a result, a new committee was formed to create projects and programs to ensure the success of new gardeners. This all came to a rolling stop because of the pandemic. Zoom success would have been difficult, as the committee was 10 or 12 people who haven't worked together previously, especially not virtually. Bill intends to start this committee back up. He will confirm the interest of current committee members.

Some background on the committee's thinking for new/beginning gardeners: 1) qualification and on-boarding: educate gardeners as to what they are buying into, especially those gardeners who have never gardened at scale 2) Education: responding to identified needs 3) Mentoring: a key to making this happen, and it is out of the scope of ZCs.

Question: what percent of new gardeners fail? The first 12 months that were looked at it was 1 out of 3. Bill will send the report out again.

Question: What is the definition of failure of a new gardener? If many leave the garden within 12 months, we have a new gardener problem.

Question: Has Covid affected the numbers? Has the rate of departures gone down? Are people keeping up their plots? Compliance has been up until recently; gardeners were doing a better job. There may be a rise in non-compliance now that things are opening up. We didn't have to terminate any membership during the pandemic.

It is currently rather loose as to who orients a new gardener, but it is often Kay and the Zone Coordinator. We should think about the orientation for new gardeners, perhaps beyond this committee.

Are the Site Rules too complicated for new members? We may want to put them as an item. Orientation could provide a temporary patch on what's happening with attrition.

Education Committee (Report)

Charlotte Jernigan, Ila Falvey

Charlotte:

Please refer to the written report. The Education team wants to operate as people who take on leadership of a particular project. The person can run the project. Charlotte is not the chair. A lot was done through this committee, considering the pandemic restrictions. Accomplishments: started with 4 people, got to 7 people on the committee

at the end of 2020, but then lost one member. People in the group have sporadic availability and it is hard to have a diversity of people to find the time. The pandemic did make it difficult. There was information put out about container gardening and soil amendment. There was a tool workshop and a children's workday. Some projects didn't work from start to finish with the pandemic because of not being able to get together.

There is work on a "Welcome to Sunshine" video that will be short and upbeat. Charlotte has the idea of it, but needs the Social Media Team and Board to buy in. It can be put together quickly. The still shots and B roll are already collected. There is a small amount of filming left. The "Welcome to Sunshine" video is not a new gardener video, it's for anyone to give a good idea about what SCG is about. It's for anyone in order to excite them and start them off on the right foot for community feel. The workload for new gardeners is not addressed in this video. This is an upbeat community welcome video. Email Charlotte with any questions after reading her report.

Note: Please remember to check with the Board when creating partnerships with other entities because of tax issues. The Board needs to okay an outside entity. The Board needs to be in that loop. Before we do anything with an outside group, the Board must okay the partnership. Criteria must be met or we might violate our 501c3 status.

There was a brief mention of the generational differences for taking in social media and emails not being read. We will address this later in this meeting or in the next meeting.

Question: Can the "Welcome to Sunshine" video be in collaboration with the Social Media Team? Charlotte will write up a document to propose the thinking so far about the message and provide to the Social Media Team, The Success of New Gardeners Committee, and the Board.

Code of Conduct (Report)

Marsha

Marsha is chair of this committee. Scope/responsibilities: rewriting the current Code of Conduct, as it was not specific enough. They want to help fellow gardeners resolve conflicts. By providing guidance in the form of language, they hope to help gardeners resolve conflict on their own. It was an accomplishment to be able to form this group. Their goals are to rewrite the Code of Conduct and then to dissolve the committee. They hope to have in place a group of mediators. A mediator helps people resolve conflicts. Hopefully this could be a group of fellow garden members. The committee hopes the garden will appoint mediators, as conflict can be helped with mediation.

Legal issue to consider with mediation in terms of how it is viewed. Is it seen as a service? Or as ensuring compliance?

Social Media Team (Report)

Marsha Riti for Isabelle Encela

Members: Kristin, Marsha, Tony, Jason, and Isabelle. The committee has already implemented a new logo with input from membership. Scope: the committee is currently using Facebook and Instagram and submitting the same posts for each. On Mondays, the posts are about "Meet the Gardener," providing photos and words from members. Wednesday has a variety of subjects, typically educational, like educational how-tos about pests, flowers, plants, etc. On Fridays, the posts are about community and urban gardening. Accomplishments: thus far we have doubled the followers on IG (170, now 349). Social media is a great tool for getting information out. Now our engagement is more, so we will have more exposure for the sale. More people will come to the sale. It will add to the crowd that day. People have already asked about volunteer opportunities. The committee is collaborating with the Education Team and the Weekly Weeder. Goals: the team of photographers/videographers/writers as come to a slow point, so the goal is to revitalize. Looking for more videos and tricks, and they hope to overlap with the New Gardener and Education Committees.

In regards to promoting the plant sale, the committee was asked to touch base with Randy and Janet. Please plug them in to make sure they are in the loop as the sale coordinators.

The committee was asked to share their posts with the Weekly Weeder. This build up of the social media output is relatively new and they have been taking information from the WW. Now the WW would like the team to share their output so it can be published in the WW. Charlotte has had some say in the Social Media posts about what is being covered, so mention will be made about including the WW. Is there an automation potential? There is an app to combine and schedule the posts. Marsha will email Isabelle to send this information to the WW as well. Charlotte will forward the info email from Isabelle to Holly (WW). The Board will look at WW and Soc Media. There will be follow up on the implementation of the logo for the WW.

Nominating Committee (Report)

Ila Falvey

Three people are involved: Polly Porter, Steve Uecker, and Ila Falvey. The committee goal is to find members of Sunshine that are younger, with leadership qualities, that love the garden enough to serve on the Board. Ila has been eyeing decent looking plots and asking these gardeners about potential leadership roles. They have to gently beat the bushes to see who might take a leadership role. Ila gave thanks to Jim, Steve Camp, and Debra for serving on the board.

On behalf of the board, Jim thanked the committee leaders and teams. He asked all committees to please keep the board in the loop in order to make sure we are meeting our legal requirements as a 501c3.

Zone Coordinators

Karl Arcuri, Kerry Howell, Ila Falvey

The board inquired about ZC hassles and ways the board can help.

The newest Zone Coordinator, Karl, noted that Zone 10 has more quarter plots and the turn-over seems to be constant. He suggested a survey, quiz, &/or training for newcomers in order for them to understand the level of commitment it takes to be at SCG. He gave the example of the plot next to his that has turned over twice in a short amount of time. He wondered if there should be a gateway to getting on the Waitlist, especially as the WL is so long. How can we help people understand the level of commitment a garden membership takes? More education before getting on the WL? He will connect with Bill to discuss ideas of retention. Kay reiterated the idea of a survey or video about what to expect. Zone Coordinators spend a lot of time answering multitudes of questions for their new gardeners.

Kerry Howell stated that compliance is the main problem most ZCs have. Zone 9 is usually responsive to her ZC emails. Covid made things weird, but ZCs continue to work on compliance and motivation. She suggested that immediately we try to get people involved in the community when people join SCG. How can we get them involved? Proactive communication across all media instead of confusion. Kerry H. noted that the information is not uniform across all the various channels. It was suggested that published information go through the Board. This idea was countered by the statement that the Board only meets once a month. President Jim stated that the Board is happy to receive emails and take action through emails. The meeting times of once a month should not prevent committees, or materials to be published, from going to the board. It is true that our message should be consistent via all the methods of publication.

Ila: Reiterated that we are bombarded with media, so we should make sure it can be consistent on all the platforms. Ila most wonders how to get gardeners to be willing to work on behalf of Sunshine. We need contributors to the garden. She noted that we can't make people work for the garden. Ila suggested work exemptions from the board should go through the ZCs, not just the secretary and treasurer. There was also mention of folks driving too fast through the garden. A speed bump was suggested.

On behalf of the board, Jim thanked all the Zone Coordinators for their work. He acknowledged that they tend to experience more of a “hassle factor” than the rest of us.

Key Activities

Website Sharon
Maintenance
Content creation
MailChimp Sharon
Weeder Holly
Publication

Weekly Weeder

Holly Gilman

As Sharon was unable to attend this meeting, we moved on to the discussion of the Weekly Weeder with Holly Gilman. Holly gave background information about herself. She was on the ACG Board of Directors for many years and represented them for many years pro bono. Her goal in coming to the garden was to garden, as it is her therapy. She took on publication of the WW after surgeries prevented her from doing more physical volunteer hours. She has a heavy work schedule, and would like to slow down with work on the WW or find a co-editor. She would like the board to consider ways to integrate the communication efforts in order for us to reach more people.

The question of how many non-members click on the Weekly Weeder was raised. Holly was asked whether content generation or publication is the main issue. Holly said finding content has been difficult, as she is often not sent content. She greatly appreciates the contributions sent to her. Isabelle could provide Holly more content. The suggestion of creating a co-editor to help with article collection was brought up. This will be a priority item for the board, considering how best to move forward with Holly's requests and the publication of the Weekly Weeder.

2022 Plant sale

Janet & Randy

The idea is to have a normal plant sale this year. The first thing to be done is to reserve the banner on N. Lamar that advertises the sale. The big picture timeline: Seeds ordered in Sept/Oct/Nov and are delivered to Gabriel Valley. Gabriel Valley is organic and cooperative and well-known to us. The tent will need to be reserved soon, and communication with vendors will need to happen. After January, there will be more substantial planning involving the plants, posters, communications, and publicity. In addition, we will need to get the garden ready. Ordering of the seeds is the main thing that happens before the beginning of the year.

Thinking longterm, one board member mentioned the potential problem, from a business point of view, of having a single source for plants. Is there a back up for Gabriel Valley? It was stated that there are not many options, especially growers that are organic, but Janet and Randy will continue to be on the lookout for another potential source.

TSBVI Coordinator

Janet

Janet has served as a liasion to TSBVI. Some things, like the lease, are the President's role. The TSBVI garden is more Janet's role. She helps them more at the operational level than organizational level.

Volunteer Coordinator

Janet

Janet is listed on our webpage as the Volunteer Coordinator, and she gets lots of people wanting to volunteer. In this role, she tells them about workdays, etc. Because of the pandemic, people have been turned away from volunteering. Janet often has groups contact her for volunteer opportunities. One group is scheduled in the summer for a summer camp. She is happy to continue to be the contact person for volunteer inquiries. It is good for Sunshine and the initiative to provide volunteer opportunities for the community. Janet reports she has always had good experiences with tours and groups.

Jim expressed thanks to Randy and Janet for their work for the garden.

Board members goals and issues of interest

Board Members

- Issues of interest/goals of individual board members
- Changes which would improve Sunshine
- Things not working well at Sunshine

Marsha would like to see more outreach to underserved communities in Austin. She would like SCG to help others find a love of gardening. We could provide grow kits or container gardens for underserved communities. We have the resources to give to the greater community; we are lucky to have the resources, and we should use them to help the community. Jim was in complete agreement and would like to support this type of outreach. It is a function of the initiative to work with the greater community.

Kay discussed the wish to promote community. Could we have a social activity coordinator? She'd like to see more activities to help build community. She would like a

way to target younger people and families, too. The idea of a children's garden was floated.

Kerry would like the Board to look at the board member continuity. It seems a hardship to have the President, Vice President, and Treasurer all leave at the same time. She expressed gratitude that Jim moved into the role of president after being VP, and that Carol is in the Asst. Treasurer position, as this has provided much needed continuity to this board. Some ideas are to have a president elect, but this might not work with Board burn-out. The Board might look at staggered turn-over rates.

Issues/topics which should be addressed by board: Mailchimp, email blasts, and the Weekly Weeder.

Business meeting

Jim will review the process for the board's voting via email and develop procedures for how such votes will occur and for ratification of votes via email.

Approval of Minutes

May meetings

All-gardeners annual meeting

Motion to approve, passed.

Action Items

1. Appointment of Assistant Treasurer.

MOTION: Approve Carol Limaye as Assistant Treasurer with permanent appointment contingent on execution of MOU in accordance with financial policies.

Seconded and Passed.

2. Approval of storage area and a request by a gardener while on the waitlist.

A woman contacted Kay to say her collection of plants had been outlawed at the complex where she lives. She asked to be put on the waitlist at SCG and asked if she could put her plants somewhere in the garden. In Zone 9 a place was found. This person would pay fees, sign a written contract, would remove bermuda, mulch the area (about 9x12) and leave a 3 ft border. We would not allow any woody plants in the ground since shrubs were a past problem in a plot. When a plot becomes available for

her, she will be required to move plants to the plot. ZC Kerry Howell and Ila are okay with this arrangement.

MOTION: Approve the request by the gardener on the waitinglist to store potted plants in an area in Zone 9, subject to signing contract as negotiated by Kay, Ila, and Kerry Howell.

Motion was seconded and passed unanimously.

3. Covid guidelines: Revise our policy to reflect CDC and state and local guidelines.

MOTION: Revise Sunshine Covid 19 policy to be that Sunshine will follow CDC Guidelines (and any applicable state and local law) with the president and vice president being authorized to jointly determine specific requirements.

Motion was seconded and passed.

4. Possibility of Jen Woertz/Jeff Monks growing fall plants for Sunshine gardeners. The only involvement of SCG would be a survey to members to gauge interest and the use of the greenhouse. Any further involvement for SCG would come back to the board for approval.

Motion: Authorize the president to determine the extent of interest by Sunshine members and if sufficient interest is expressed, explore with Jen/Jeff. Sunshine's involvement to be limited to making greenhouse available for delivery unless additional involvement authorized by board.

Discussion: There was a pest problem that may need to be addressed. This spring the peppers Jeff and Jen sold had aphids. There is concern about paying premium prices for not premium plants. They could be a great source if the pest issue is taken care of.

A benefit of having Jeff and Jen hold a member only plant sale is that we can then provide plants to schools. They would build in extras to give to schools. They would give us a break on the price for plants for schools.

Motion seconded and passed.

5. Clarification/reconsideration of May decision about official workdays

MOTION: Vice President may schedule official all-garden workdays subject to no zone coordinator being required to lead a workday if s/he has Covid 19 concerns.

Seconded.

No discussion. Motion passed.

Resignation of Board Member

Doug is resigning, effective today. He doesn't have the energy to continue on the board, as he is focusing on the health issues of his partner. Jim will work with Ila's help to come up with a proposed candidate. They will explore who is out there and try to bring a younger member to the board who may choose to run at the end of this term. This will be an appointment rather than a special election.

RESOURCES DOCUMENTS FOR MEETING

1. CGICT Bylaws
2. Sunshine Site Rules Revised 5-2021
3. TSBVI License Agreement
4. Financial Policies
5. Conflict of Interest Statement for Board Members