**Board Members virtually present:** Kevin Banaszak (joined late), Ian Bartelmez, Mike Depies, Dave Elwing, George Ermert, Jim Freck, Shawn Gibbons, Joe Gonyo, B.J. Grassmann, Russ Olson, Todd Schaller, Kim Shady, Pat Smith, and Bruce Urben

**Also virtually present:** Bruce Ross and Kelcy Boettcher

**Unable to Attend:** Dennis Fleischer

**Note:** The January Board Meeting was changed from an in-person meeting at the Beaver Dam Conservation Club to a Zoom meeting conducted due to inclement weather. The 2023 Association Annual Meeting was postponed due to the weather.

**Agenda:**

* **11:50 AM – Meeting Convened by President Urben**
* **11:50 AM – Additional Topics (Bruce Ross)**

In light of the Association Annual Meeting’s postponement, Executive Director Ross requested time be allowed to discuss rescheduling the Annual State Meeting. President Urben granted the request.

* **11:54 AM – Officer Election Results & Committee Assignments (Bruce Ross)**

President Urben stated that WWA’s Executive Committee consists of the following Officers: Executive Director Ross, President Urben, Vice President Schaller, Treasurer Olson, Secretary Elwing, Past President Smith, and Member-at-Large Ermert. Terms for Urben, Schaller, Olson, and Elwing’s terms of office expired on 31 December 2022. All parties were re-elected. No additional Board Members expressed an interest in filling the vacant Member-at -Large position.

Executive Director Ross reviewed State Committee membership and asked Board Members if anybody preferred changes. Membership is as follows (Committee Chairs are listed in *italics*):

* + Habitat: *BJ Grassmann*, Ryan Disterhaft, Jim Freck, Bruce Ross, Bart Tegen, Cliff Wendorff, and Peter Ziegler
	+ Education: *Todd Schaller*, Kelcy Boettcher, Robert Jadin, Sarah Orlofske, Matthew Porter, Bruce Ross, Kim Shady, and Bruce Urben
	+ Policy: *George Ermert*, Jeffrey Guerard, Randy Helbach, Bruce Ross, Todd Schaller, Dale Schultz, Kim Shady, Bruce Urben, and Noah Wishau
	+ Development: *Dave Elwing*, Kevin Banaszak, Dennis Fleischer, Joe Gonyo, Rob Monette, Russ Olson, Bruce Ross, Tom Siebert, and Pat Smith (Note: Dave Elwing requested additional help within the Development Committee)
	+ Communications & Membership: *George Ermert*, Kevin Banaszak, Ian Bartelmez, Kelcy Boettcher, Shawn Gibbons, Bruce Ross, and Nathaniel Woelful
* **12:01 PM – Roll Call & Introductions (Bruce Urben)**

President Urben introduced WWA’s newest Board Members, Shawn Gibbons and Kim Shady to the Board. President Urben reminded all Board Members to complete and return their completed Conflict of Interest Disclosure Statement, Gift Policy and Disclosure Form, and Board Member Code of Ethics statements to Kelcy Boettcher. President Urben made a plea for all Board Members to become Sustaining Sponsors at the $20/month level (greater if they can afford it) to add continued fiscal solvency to WWA’s annual budget.

* **New Agenda Items (Bruce Urben)**

President Urben called for any new agenda items beyond Bruce Ross’s previous to discuss rescheduling the 2023 Annual Meeting. Dave Elwing informed the Board that a proposed By-laws revision dealing with election procedures would be forthcoming, but stated Board time during this meeting was not required. As Secretary, he will draft and electronically distribute proposed that address election nominations and voting requirements prior to February’s BoD Meeting.

* **12:34 PM – December Board of Directors (BoD) Minutes**

Dave Elwing motioned (Mike Depies seconded) that December’s Board Minutes be accepted as published. The Board unanimously approved December’s minutes.

* **12:36 PM – CY23 Meeting Schedules (Bruce Urben)**

In preparation for the BoD meeting, President Urben asked Directors to review their personal calendars for potential date conflicts. Receiving no conflicts, President Urben announced that BoD meetings will be continue to be held at 6:30PM on the 3d Wednesday of every month. CY23 Board meetings are scheduled for: Feb 15th, Mar 15th, Apr 19th, May 17th, Jun 21st, Jul 19th, Aug 16th, Sep 20th, Oct 18th, Nov 15th, and Dec 20th.

Executive Committee meetings, with the exception of February’s, will continue to be held every other month (bi-monthly) on the 3d Monday of the month at 2:00 PM. February’s Executive Committee meeting will be held on 8 February at 2:00 PM. The Development committee will adjust its February meeting so as not to conflict with the Executive Committee Meeting. CY23 Executive Committee meetings are scheduled for: Feb 8th, Apr 17th, Jun 19th, Aug 14th, Oct 16th, and Dec 18th.

* **12:43 PM – Executive Director’s Updates (Bruce Ross)**

***Reserve (Rainy Day) Funds.*** Treasurer Olson, based upon December’s Board discussions, placed the WWA Reserve Funds into a money market account. In doing so, the funds will draw ~4% interest instead of the 0.25% they were drawing. The funds remain fully accessible.

***Public Lands Ecologist (PLE).*** WDNR signed the PLE contract last week. A fair number of applications have been received, almost all are recent college graduates with limited practical experience. Todd Schaller asked for clarification of the contract’s length. Bruce Ross confirmed that the PLE contract is a 2-year contract with the WDNR having the option to extend it for one additional year.

***Wood Duck Box Production.*** The Blackwell Job Corps Civilian Conservation Center (aka “The Blackwell School”) produced wood duck box kits and assembled boxes for WWA since prior to 2010. The school recently became aware that WWA sells kits and boxes to sustain our wood duck box program. Unfortunately, the school is prohibited from providing student-made products which get sold by the receiving organization. Directors were asked to help identify future production options. Dave Elwing volunteered his garage for a “Wood Duck Box Making Party” on 11 and 12 Feb. Bruce Urben, BJ Grassmann, and Bruce Ross will collect WWA’s wood from the Blackwell School and 6 Feb and deliver it to Dave’s house. We are looking for (10) volunteers each day to help cut out kits (85+) and assemble boxes (15). Kits and boxes will be transported to Bart Tegen for distribution.

***Pines Riverside Farms Project.*** Former Board member, Jeff Nania, introduced WWA to the Pines family who is interested in doing a large wetland restoration project along the Wisconsin River. The project has the potential to be the largest ecology/hydrology WWA has partnered on in over a decade. WWA’s project partners include the Pines family, the Aldo Leopold Foundation, and WDNR. The Pines Family is actively discussing using this project as a centerpiece for a $60M ecological foundation and showcasing WWA’s partnership in a project video. The project is in the initial phase (conducting surveys and emplacing markers) of a multi-year effort. In addition to highlighting WWA’s capabilities this project and video will establish WWA as an “on par” partner to guests/observers. BJ Grassmann can use the video in his WWA Outreach efforts to attract other projects, while the Development and Marketing Committees can leverage the work to attract similar-minded benefactors while telling the WWA story to Wisconsinites.

***Wetland Science Conference.*** B.J. Grassmann, Bruce Ross, and Peter Ziegler will attend the Wetland Science Conference 21-23 Feb in Stevens Point. They will represent WWA while manning a booth ($500 booth/conference fee). The conference includes a keynote address, topical oral sessions, workshops, working groups, a banquet, and field trips to wetland areas.

***Education Mission.*** WWA is ready to begin executing R3 Grant-related activities through WWA’s Waterfowl Academy. WWA received a $56,000 WDNR grant to pilot a program to bring more women and persons of color into the sport of waterfowling. The Academy, centered around WWA’s increased Learn to Hunt (LTH) efforts, is a means to fulfill this. Dave Elwing asked if WWA could tie the Academy to WDNR Hunter Education courses; based upon personal observation, roughly 40% of each Hunter Education Class that he instructed over the past four years is made up of females. Todd Schaller suggested discussing the possibilities off-line.

**1:02 PM – FY2022 Financial Results (Bruce Ross & Kelcy Boettcher)**

Kelcy Boettcher provided a monthly financial recap and spreadsheet read-ahead packet via the password protected Board webpage. Bruce Ross requested that Kelcy Boettcher also send the “WWA Financials 101” primer to each Board member to help them better understand WWA’s budget documents when received. The budget ended ~$75,000 in the black. Ten of eleven Chapters/events achieved Super Goal status; the exception being Midland Wings Chapter. CY/FY22 Calendar Raffle achieved record results with 4,735 calendars being sold while netting over $40,000. 2022 saw the most online calendar raffle sales. Bruce Ross praised this year’s accounting and sales efforts and informed the Board that the ad hoc FY/CY23 Calendar Committee met and recommends the price remains at $20/calendar for ease of sales and suggested that sales be delayed a month to allow collecting sufficient photos and storylines for the “WWA Habitat Projects” theme. Bruce Ross suggested the Board consider increasing sales from 5,000 to 5,500 calendars (printing 6,000 vice 5,500 as usual). That was tabled after a discussion as to whether or not Directors believed there would be an ability to increase sales without increasing our salesmanship base (i.e., number of chapters remaining constant vs. growing). George Ermert identified this as WWA’s singularly greatest revenue source and encouraged continued focus on process improvement and accountability.

Shawn Gibbons asked if anybody is looking at other state-level fund raisers beyond calendar sales. Dave Elwing responded that the Development Committee is focused on doing just that, and reminded each Board member to submit three fundraiser suggestions to Rob Monette, as Rob previously requested.

Bruce Ross completed the financial report by informing the Board that WWA’s equity continues to grow with a Year-End value of ~$646,000 (up ~$90,000 from FY/CY 2021).

* **1:23 PM FY/CY 2023 Financial Analysis/Strategy – *“How does WWA reduce dependency on chapter events?”* (Bruce Ross)**

Bruce Ross presented a PowerPoint presentation which depicted chapter net revenues declining over the past 20 years. To stem the decline Bruce Ross identified a need to increase chapter numbers/revenue while concurrently increasing non-event funding sources. Target areas discussed included increasing WWA Sustaining Sponsorships (Bruce Urben asked each Director to become a Sustaining Sponsor), increasing the endowment fund to a level great enough to offset/sustain employee salaries), and increasing commitments to the Legacy Giving Program (as an aside, Russ Olson initiated each of these efforts during his tenure on the Board). The Board agreed that diversifying revenue sources by targeting larger/more corporate donors, charitable foundations, grants, and philanthropic individuals would he feasible targets. Bruce Ross stressed that to effectively do so, WWA needs to have measurable/visible impacts, and that, possibly for the first time in its history, WWA is in a position to leverage efforts over the past four years as marketable successes. By our mission statement, WWA needs to deliver an impact on behalf of Wisconsin’s waterfowlers and through doing this, we also develop the storylines through which we can attract wider support. Bruce Ross cited the following as examples of ways to gai attention to WWA’s impacts: 1) LTH expansion, R3 Grant award, PLE contract, and the EXPO; 2) Market our LTH/R3/PLE/EXPO successes to WWA’s general membership, donors, and volunteers; 3) Use these successes to reach out to foundations, grantors, and philanthropists; 4) Sustain event revenue through gaining more chapters and establishing more events; and 5) Invest in high return on investment of energy and money that brings WWA the greatest returns.

Bruce Urben reiterated that marketing and outreach doesn’t only belong to the Development and Marketing Committees but is a shared expectation of all Directors.

* **1:45 PM – Prioritize FY/CY 2023 Budget Priorities**WWA Budget Draft 2 circulated prior to the BoD Meeting, projects an operating availability of $238,000, of which $100,000 will be set aside as operating capitol leaving $138,000 which needed to be prioritized to support proposed CFY/CY 2023 initiatives. Executive Director Ross asked Directors to prioritize budget nominations and return their rankings by the Thursday prior to the BoD Meeting. Five Directors prioritized and returned budget recommendations. A significant portion of the Board’s discussion focused on a $3,500 budget line identified to support funding of a video that captures start-to-finish progress and WWA’s involvement in the multi-year Pines Restoration Project mentioned earlier. Board member opinions varied greatly (Russ Olson asked the Board to consider if the video would help market WWA, drive up membership, and gain corporate support. George Ermert did not support funding the video WWA’s website cannot display the video, and because $3,500 is far short of the total funds needed to produce a quality video. Ian Bartelmez objected to funding the video because a distribution plan has not been developed. Dave Elwing asked if the Pines Project would be a single or multi-year project, and if multi-year, asserted that the Board would need to decide on a greater budget line in 2024, but stated that the Board needed to approve this year’s request to ensure a “cradle-to-grave” capture of the restoration. Shawn Gibbons asked why the video was not included as a contract deliverable instead of a separate budget line, but further noted that if the Board did nothing, any planning and work completed during 2023 would be lost. Bruce Ross suggested reserving $3,500 as seed money to use as matching funds to be applied towards the video.

To bring the discussion back on track and to maintain a viable schedule, George Ermert asked if all budget items presented were achievable though the available $138,000. Bruce Ross confirmed that the availability of $138,000 covered all budget proposals, after which George Ermert motioned (Pat Smith seconded) that “The Board accepts all budget initiatives presented in the Budget Draft 2 proposal.” Prior to the vote Bruce Ross called attention to the increased $30,000 Reserve Funding and $1,500 EXPO Gold Sponsorship budget lines and asked if the Board was aware of and wanted to fund both. Ian Bartelmez offered an amended motion to increase EXPO Sponsorship from $1,500 to $2,500. Following a lengthy discussion regarding the benefits/non-benefits of increasing the sponsorship the Board voted (5) in support and (8) not in support of increasing WWA’s level of EXPO sponsorship (Russ Olson abstained because he could not stay on the Zoom call for the larger budget approval vote).

The Board then unanimously voted in support of George Ermert’s original motion to accept all budget initiatives presented in the Budget Draft 2 proposal.

Bruce Ross thanked the Board for the spirited debate of the draft budget and noted that all budget proposals, including the $1,500 for support of WDNR Hunter Education Instructor events across the state, will be included in the next budget presentation, after which he requested a Resolution directing the Staff to move forward with Budget Draft 3. Shawn Gibbons motioned (Joe Gonyo seconded) that “Budget Draft 2 is approved with the adopted initiatives from the previous resolution.” The Board unanimously voted in support of the motioned Resolution.

* **2:42 PM – Annual Meeting**WWA By-laws require both an annual BoD meeting and an annual state meeting for the general membership. Neither are required to be “in person” meetings. The BoD annual meeting requirement was addressed and recorded through these minutes.

The Board discussed the pros/cons of holding a virtual (~1 hour) or an in person (~2-3 hours) annual general membership meeting. An option for the in person meeting would be to live stream/Zoom the meeting to afford a wider audience to participate. Wi-Fi capability exists at the Beaver Dam Conservation Club in the event an in person meeting were to be held there. Kevin Banaszak motion (seconded by B.J. Grassmann) that an in person Board Meeting, followed by a virtual Association-wide Annual Meeting be conducted to which Awardees will be invited to receive suitable recognition. The motion passed (7) to (6).

Bruce Ross noted that timing for the meetings would be dependent upon the Beaver Dam Conservation Club’s availability but suggested no earlier than March to avoid any further weather impacts.

* **2: 50 PM – President’s Recap/Action Items**

President Bruce Urben recap of the Board’s agenda, action items, and decisions included:

1. The meeting began by updating the Executive Committee’s Officer slate and Board introductions.
2. The Board approved December’s Minutes.
3. The Board confirmed CY 2023 Executive Committee and Board meeting dates. President Urben asked committees to review their schedule for conflicts and to post committee dates on the Association website.
4. The Board received the Executive Director’s Update.
5. The Board received and accepted an EOY FY/CY 2022 Budget Report from Bruce Ross and Kelcy Boettcher.
6. The Board reviewed and accepted Budget Draft 2.
7. The Board established that a future in person Board Meeting followed by a virtual Annual Association will be held (date, time, and location remain TBD).
* **2:55 PM – Meeting Adjourned**

**Next BoD meeting will be a virtual meeting at 6:30PM on February 15th.**