

**Wisconsin Waterfowl Association
Board of Directors in Person Meeting – Saturday January 20, 2024**

Board Members physically present: Mike Depies, Dave Elwing, George Ermert, Jim Freck, Joe Gonyo, Makayla Jacobs, Russ Olson, Todd Schaller, and Bruce Urben

Also physically present: Kelcy Boettcher, and Bruce Ross

Unable to Attend: Kevin Banaszak, Shawn Gibbons, B.J. Grassmann, Connie Markham, Kim Shady, and Pat Smith

Agenda:

- **10:39 AM – Meeting Convened by President Urben**

The President welcomed all board members that were present and thanked them for their attendance. A Zoom connection was not used because board members not in attendance were engaged and also not available to virtually attend. The President asked each board member to introduce themselves to WWA's newest board member, Makayla Jacobs.

- **10:47 AM – Board of Director and Officer Election Results (Executive Director Ross)**

Board of Directors (BoD). Bruce Ross announced that Dennis Fleischer chose not to continue as a Director, but that the Board remained full with the election of two new Directors: Makayla Jacobs – present, and Connie Markham – unable to attend. Bruce Ross stated, once again, elections caught us slightly behind the time schedule, and that to be fully in accordance with Association By-Laws, a Nomination Committee should be considered that can meet, as needed, throughout the year to discuss/propose potential candidates. The Board agreed that such an ad hoc committee should be looked into at a later date. Four sitting Directors (Dave Elwing, Joe Gonyo, Todd Schaller, and Bruce Urben) were re-elected to follow-on 3-year terms.

Association Officers. Association Officer positions (President, Vice President, Secretary, and Treasurer) were open for election. Bruce Ross opened the floor for additional nominations; none were received. The following candidates needed BoD approval to continue in their current capacities: Dave Elwing as Secretary, Russ Olson as Treasurer, Todd Schaller as Vice President, and Bruce Urben as President). Russ Olson asked if any officer position had a term limit. Bruce Ross confirmed that term limits were not included in the Association's By-Laws. George Ermert motioned (Jim Freck seconded) that the Board re-elect and sitting Officers. The motion carried unanimously.

Executive Committee. Association By-Laws appoint the President, Vice President, Secretary, Treasurer, and Past President to the Executive Committee. Based upon BoD size, Association By-Laws allow appointment of up to two Members-at-Large. When asked, George Ermert expressed interest in continuing in his Member-at-Large capacity; no other Director sought to fill the vacant Member-at-Large position. Bruce Urben motioned (Dave Elwing seconded) that George Ermert continues to fulfill his Member-at-Large seat on the Executive Committee. The motion carried unanimously.

State Committee Leadership

Habitat, Policy, and Education Committees: Leadership of the Habitat, Policy, and Education Committees (B.J. Grassmann, George Ermert, and Todd Schaller, respectively) remains unchanged.

Communications & Membership Committee: The Communications & Membership Committee will transition to Director Connie Markham and Shawn Gibbons following resolution of Conflict of Interests further examined; resolution is expected during February's Board Meeting.

Development Committee. Dave Elwing requested that another Director assume leadership of the Development Committee based upon self-assessment of his failing to provide the direction

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needed to sufficiently explore and advance external large-scale funding sources. George Ermert asked for clarification of what the Development Committee’s responsibilities are. Dave Elwing responded that committee responsibilities run the gamut of fundraising (including raffle calendars, Class A raffles, grants, legacy giving opportunities, and recurring large scale donations) to chapter development and sustainment (target areas where WWA does not have a presence, assist new-start and struggling chapters regain strength to prevent collapse, share successes among chapters). George Ermert stated his belief that “development” was too large of a mission for a single, part-time committee.

Bruce Ross suggested that it might be time to re-examine responsibilities. Dave Elwing asked if that might include professionalizing the role by hiring a part-time or full-time person experienced in fundraising through grants and major donations from charitable-giving foundations, corporations, and private parties. Revamping roles and responsibilities will take a period of time to adequately propose means to better address the diverse areas of responsibility (State Treasury & Finance, Fiscal growth, Major sponsorships, and Chapter health). Bruce Urben recommended that Bruce Ross chair the overall process and delegate to sub-leaders/committees. George Ermert suggested that development should be the Board’s #1 focus, and that each Director participate in at least one sub-committee. Further, that at least one Board Meeting per year be set aside to solely address development matters. Bruce Ross stated it would be helpful to have a solid development plan and to create a series of checks and balances to enable progress. President Urben asked Bruce Ross to chair and maintain the Development Committee in the interim and to create a long term plan to establish ways to fund the Association. He also confirmed that the Board should plan an additional annual meeting (potentially a full day or meeting) to focus on development matters. Russ Olson recommended that over the next few months, the Executive Committee develop a strawman concept to bring to the BoD. The BoD agreed with this approach.

Nomination Committee. As discussed during the election process, the Board agreed that an ad hoc nomination committee is needed. President Urben asked if anybody would like to chair the committee. Dave Elwing volunteered to be a committee member, but in light of assuming chairmanship of the Midland Wings Chapter, did not wish to also chair the Nomination Committee. No others indicated a willingness to join nor chair the committee.

2024 Meeting Discussion

Board of Directors. Board meetings will continue on the third Wednesday of each month and will run from 6:30 to 8:00 PM. 2024’s dates are: February 21, March 20, April 17, May 15, June 19, July 17, August 21, September 18, October 16, November 20, and December 18.

Executive Committee. Executive Committee meetings will be conducted from 9:00 to 10:00 AM on February 19, March 18, April 15, June 17, August 19, October 14 and December 16.

Annual Board Meeting. Bruce Ross opened the Annual Board Meeting discussion by thanking the Marshland Chapter for once again hosting 2024’s Annual Meeting. Anticipating an attendance of roughly 40 people, he asked the Directors if there was a “better way” to hold the meeting that would attract more attendees and yet provide a good return on the Association’s investment. Several years ago the annual meeting was held at Lambeau Field. Bruce Urben injected that doing something “big” for “big anniversaries” (the next Annual Meeting will celebrate WWA’s 40th anniversary) might be worth looking into. He acknowledged that more work, more cost, and better enticements to attend are needed. George Ermert stated that he believes the Association can make better use of virtual accessibility to draw a greater attendance, and Mike Depies opined that “a big splash” done occasionally, can be a good thing. Lambeau yielded a larger

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attendance and at least one Director. Lastly, Bruce Ross reminded the Board that a specific time of the year is not specified as to when the Annual Meeting must occur and suggested hosting it on the evening before the EXPO or the evening of the first EXPO day when it becomes a two-day event.

President Urben closed the discussion by stating that no action was required at this time and that a decision needs to be made in the relatively near future.

- **11:25 AM – December Board of Directors (BoD) and Executive Committee Minutes (Secretary Elwing)**

Dave Elwing motioned (Todd Schaller seconded) that December's Board Minutes be accepted as published. The Board unanimously approved December's Board meeting minutes.

Dave Elwing motioned (Todd Schaller seconded) that December's Executive Committee Minutes be accepted as published. The Board unanimously approved Executive Committee Minutes.

- **11:28 AM – Year-end Financials (Executive Director Ross & Director of Administration Boettcher)**

EOY Revenue Summary. 2023 end of year (EOY) revenue was the highest non-PPP in Association history with an annual gross revenue of \$693K netting \$20,800 after projects and overhead. Annual Expenses totaled => \$617K which included => \$484K spent on projects. Of note, the Association hired two Public Lands Ecologists (PLEs) allowing expansion of our habitat mission through "service for hire" support to WDNR. Through this effort WWA expanded access to non-traditional revenue sources through a WDNR R3 Grant (=> \$17,000) and the WDNR – PLE contract through which WDNR funded 75% of the full-time PLE and WWA's overhead required to manage the contract (=> \$57,000). Additionally, a new NRCS program can fully fund (+ overhead) a new ecologist.

Chapter Revenues. 2023 Chapter event revenues exceeded budget by \$13,000 and despite the poor economy, is in line with the 3-year average. However, significant challenges from "at risk" chapters can be expected in 2024. At risk chapters may include West Allis and Waukesha following the departure of several key persons, Lakeshore, and the potential dissolution of the newly started Nicolet Chapter caused by lack of participation by all but the chairman.

Department of Gaming Case Impact. The Association's battle with Wisconsin's Department of Gaming (DoG) over online raffle sales had surprisingly little effect on Class A results in that EOY totals yielded \$55.5K for which \$55K was budgeted. The Association received notification on November 17th that the Administrative Law Judge (ALJ) ruled in our favor clearing the way for strong online December Class A raffle and calendar sales. Online Class A sales stopped in April and resumed following notification. More importantly, the ruling secures WWA's ability to conduct future online raffle ticket sales (roughly \$35K revenue per year). The Association is seeking recompense from the State of Wisconsin to reclaim some (or all) of the \$29K unrestricted funds expended (thru end of October) during the legal battle.

Self-Restricted Funds. In light of 2023's reduced "profit" ED Ross suggested the Board re-examine self-imposed "restricted funds" that can be returned to the Associations General (unrestricted) fund.

Calendar Raffle. 2023's Class A Raffle Calendar netted ~\$31K "profit" (down from \$39K last year – the highest net ever). To manage costs only 5000 calendars were printed versus the usual 5500, resulting in ~4200 being sold compared to ~4800 last year. Despite an abbreviated online sales window only 200 fewer sold online (400 fewer sold face-to-face). Decoy auctions from 2023 calendar netted an additional \$5,827.

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The Calendar committee will examine methods to increase calendar net value; return on investment for this calendar was ~\$7.35 per calendar. ROI was impacted by the necessity of hiring a temp through a hiring agency to input buyer data (\$2,700), less control over calendar distribution than last year, higher printing costs, and increased postage.

Grants. WWA received more grants during 2023 than any previous year. While restricted for specific these included \$30,000 for our PLEs from the Funds for Lake Michigan, the James E. Dutton Foundation (both first time contributors), The Wisconsin Bird Fund, and the WDNR. Further, the Association received \$6,500 from the Waterfowl Hunters EXPO. George Ermert asked the frequency of which we update the Grantors. ED Ross responded that updates were provided periodically, but that increasing the frequency would be wise.

EXPO 23. EXPO 2023 netted \$13K; the overall EXPO fund carries a balance of \$43K. In addition to maintaining the EXPO in the black, EXPO funds (\$12K) were used to increased professionalization by contracting for services from Bast-Durbin (organization and vendor management) and Swift Waters (marketing), \$3K for scholarships, and the \$6.5K for WWA’s PLE.

The Board agreed that while events deliver WWA’s grassroots focus and access, greater emphasis on identifying unrestricted funds (Sustaining memberships, Legacy giving donations, the Greater Green Bay Endowment Fund & other similar opportunities), as well as charitable foundations, more grants, and individual donors is required.

Performance Assessment. ED Ross offered a self-evaluation of the Association’s performance:

Must Do Well	Comments	Grade
Run new programs well	R3 LTH, Public lands Program	B
Market those programs	To Funders, Members, Volunteers	B+
Outreach to potential funders	FFLM, Dutton, Bird Fund, NRCS	B+
Sustain or grow event revenue	More chapters, more efficiency, higher nets	C-
High ROI investments	Raffle dispute	B

● **12:25 PM – 2024 Committee Plans**

Habitat Committee (Bruce Ross for B.J. Grassmann). Goals are to: 1) “tell the story better” through monthly newsletter articles, 2) better track private lands collaboration & results, 3) expand the wild rice program, 4) sustain the wood duck box program through sales, 5) Continue/accelerate WWA’s growing public lands program, and 5) manage the AWA program through the recent volunteer manager, Ryan Disterhaft.

Education Committee (Todd Schaller). Goals are to: 1) Expand wood duck science program, 2) Grow Waterfowlers Academy, 3) increase education through more WWA newsletter articles, 3) Continue to support and report results of UWSP’s ongoing Parasite Research, and 4) assist the US Department of Agriculture’s Avian influenza testing.

Policy Committee (George Ermert). The Policy Committee has two goals for 2024. #1 goal is to establish a sandhill crane hunt in Wisconsin. To do so the committee will work to have the Legislature pass a bill which will then allow DWR to coordinate with the USFS for such a season, but as a prelude, establish a Legislative Council Study. The committee plans to request a non-partisan, balanced membership (legislators, hunters, birders, conservation groups, etc.). The Legislative Council Study be established to examine SHC hunt possibilities. The ultimate objective will be to introduce a SHC Hunting bill in 2025.

#2 goal is to support the continuation of the Knowles-Nelson Stewardship Program which

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currently runs out of funding in 2025. The program enables the State to purchase private lands for public use. In general, Republican lawmakers want to discontinue Knowles-Nelson because it negatively impacts tax revenue and debt bonding.

Development Committee (Bruce Ross). Goals are to: 1) Exploit the raffle ruling and re-examine WWA's calendar model to yield better ROI, 2) Deepen EXPO sponsor relationships while growing EXPO, 3) Better promote education and habitat programs to corporate, foundation and private grantors, 4) Evaluate establishing major donor program, 5) Continue Legacy Program marketing to achieve better successes, and 5) Buttress weak chapters and opportunistically establish new chapters – focus on how to make events easier for chapters

Open Discussion. Regarding Habitat and Development, Russ Olson asked if the Association has a database of the private landowners that we helped and could that database be used to target additional donors (sustaining or major). Jim Freck responded that a partial record (~50%) exists; prior to the Habitat Committee being created land permits were handled by Jeff Nania and Peter Ziegler without strong visibility beyond them.

A secondary question was whether or not the Association required private landowners to be WWA members to get our services. To date, no such requirement exists. **ACTION:** The Board agreed that private landowners seeking WWA assistance need to be/become WWA members. The membership level (annual, sustaining, or life) was mentioned, but no decision was made.

Bruce Urben asked if landowners needed to pay an application fee to request support. Jim Freck confirmed that an application fee is not required, to which Bruce Urben suggested that the application fee could match an annual membership (\$35). No decision was made.

- **12:55 PM – 2024 Budget Approval (Executive Director Ross)**

ED Bruce Ross distributed the draft 2024 Budget prior to the Board Meeting via the Board's secure webpage. The draft budget reflects WWA's evolving business model which, while chapter revenues are still important, sees the Association's balance of revenue sources shifting from events to "fees for services" while increasingly diversifying revenue by securing grants, charitable contributions, and major donations from individuals whose interests align with WWA's missions.

The draft budget conservatively identifies a \$35K net ("profit") based upon chapter 5-year historical lookbacks, not bringing the 3rd PLE aboard (NRCS work remains uncertain), and calendar sales. Bottomline, the Association balance sheet grows by \$70K, mostly credited to grant recovery, NRCS (moderate funding), and EXPO revenue. Unresolved within the budget discussion is what the Association's final invoice from Godfrey & Kahn (the law firm that represented WWA in the DoG case) is. G&K stated, but has not yet not invoiced, an additional \$8K in legal services were performed on WWA's behalf during the ALJ review process. It is unclear if this is an attempt to access more state funds and thus provide greater returns to G&K, or if there was actual work performed for which WWA legitimately owes reimbursement. George Ermert knows one of the law firm's partners and agreed to enquire as to the true intent and cost after the ALJ has ruled on the request for legal reimbursement (now pending).

2024 Staff Bonuses. ED Ross introduced the topic of staff bonuses to the BoD and placed it in context of 2016 Board policy guidance which limits a 2024 bonus pool to roughly \$3K. ED Ross recommended that the \$3K be equally split between the Director of Administration, Kelcy Boettcher, and the Regional Director, Rob Monette. George Ermert addressed the Board and stated that based upon services performed and their demonstrated value, \$3K is inadequate. *(Addressed within Budget Motion #1)*

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2024 Staff Salary Increases. During 2023 the Board accepted an internal recommendation to increase staff compensation to be in line with comparable positions within similar organizations with a catch-up date of 2029. Consequently, the 2024 suggested salaries are: Executive Director \$57,360 (up from \$50,138); Administrative Director: \$46,231 (up from \$41,976), and Regional Director: \$47,381 (up from \$41,976). However, ED Ross believes these increases make sustaining the recommended amounts a risk in light of impending financial uncertainties already expressed within the draft budget. Consequently, ED Ross recommends that half of the compensation study's recommended increases for AD and RD be instituted at this time with plans to revisit all salaries in July 2024. ED Ross recommended no salary increase for his position. All 2024 salaries can be reconsidered as the NRCS contract (which allows WWA to recuperate administrative management fees) gets underway. *(Addressed within Budget Motion #2)*

President Urben and Russ Olson expressed concern over following ED Ross's recommendation because the purpose of the compensation study was to bring salaries on par with counterparts, thus allowing the Association to hire qualified candidates in the future. George Ermert suggested it is possible, and maybe even desirable, to pull salary increases from the "Rainy Day/Reserve Fund" in the event that the Association fails to achieve budgetary projections. President Urben further suggested that the Association look into the possibility of EXPO funds being used to compensate WWA Administrative Staff time spent supporting the EXPO.

The 2023 Staffing study also recommended the Public Lands Ecologist (PLE) position receive a minor salary increase of at least 3%, annually, taking the 2024 PLE total compensation to \$67,486 (from \$65,520). Furthermore, Peter Ziegler (HRP) absorbed additional duties with PLE program, and now NRCS, and therefore HRP's retainer was recommended to increase from \$37,200 to \$39,500, resulting in an overall increase of \$4,266. ED Ross recommends approving these salary increases. The NRCS contract and PLE-related grants make supporting this level of increase low risk. *(Addressed within Budget Motion #2)*

Deferred Budget Items. ED Ross recommended deferring a number of 2024 budget items including hiring a second full-time PLE because while WWA has signed a contract with NRCS (\$100K per year for the next 3.5 years), NRCS has been slow to define the actual work, making the hiring of a new ecologist premature. This can be revisited during a mid-year budget review. Other recommended deferred budget decisions include: 1) Increasing the Chapter Loan Initiative for chapters to perform WWA mission-related activities from \$1K to \$1.5K per chapter, 2) Committee initiatives are in the margins and can be managed on an as needed basis, 3) Website refresh is needed but an assessment is required prior to placing funds aside for it, 4) Additional administrative support also requires an assessment prior to placing funds aside, and 5) WWA's raffle calendar needs to be examined to achieve a greater ROI.

In summary, the Board favored the following salary increases: 1) PLEs increase now and reevaluate further when the NRCS contract kicks off (\$4,666 reflected in the budget), 2) Staff salary increases (\$16,882) be included in the 2024 budget. George Ermert further advocated for \$3K bonuses to the AD and RD. *(Addressed within Budget Motion #2)*

Budget Motion #1: George Ermert motioned (Dave Elwing seconded) that the Board overrule the 2016 bonus guidance and allow ED Ross to allocate \$6K in bonuses to the WWA full-time staff for distribution as seen fit. The motion carried unanimously.

Budget Motion #2: George Ermert motioned (Russ Olson seconded) that the Board accept the 2024 budget as amended during this Board Meeting to include the salary increases for ED, AD, RD, HRP and PLEs. The motion carried unanimously.

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- **1:47 PM – Envisioning the Future (Executive Director Ross)**

WWA's efforts are resulting in increased opportunities for the Association to better represent Wisconsin's waterfowling community. To ensure success the Board agreed with ED Ross that a long-range plan (strategic plan) is needed to focus the organization and internally, our state-level committees. Toward this end the Board agreed to charter a Strategy Development Committee and draft an overall vision for WWA and for each functional area. ED Ross encouraged a Strategic (nominally a 5-year) Plan with goals and actionable milestones in each functional area. Upon acceptance, the Board will need to develop a funding plan and assign responsibilities for execution tracked through annual reviews and adjusted, as needed.

President Urben suggested the Board come together for a 1-day planning session and break into working groups to draft the strategic plan. Todd Schaller agreed that a visionary document is needed, but believes that initially, a shorter look, possibly a 2 or 3-year plan is needed which could inform a 5 or 10-year strategic plan. Further discussion is required before a course of action can be decided.

- **2:07 PM – President's Recap/Action Items (President Urben)**

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

- 1) The Board accepted Director election results, appointed Association Officers, accepted Committee leaders, and welcomed WWA's newest Directors (Makayla Jacobs and Connie Markham) to the Board of Directors.
- 2) The Board approved the minutes for December's Executive Committee and Board Meetings.
- 3) The Board agreed that all private landowners that receive WWA assistance need to be WWA members, however the level of membership (annual, sustaining, life) was not decided, nor whether an application fee equivalent to an annual membership should be collected upon submission of an application.
- 4) The Executive Director, with the help of the Executive Committee, will examine the Development Committee's roles and responsibilities and present recommendations to the Board.
- 5) The Board unanimously accepted Budget Motion #1 to overrule the Board's 2016 bonus guidance and allow ED Ross to allocate \$6K in bonuses for distribution as seen fit to WWA's full-time staff members.
- 6) The Board unanimously accepted Budget Motion # 2 to accept the 2024 budget as amended during this Board Meeting.
- 7) The Board agreed to have the Executive Director, with the assistance of the Executive Committee, begin drafting a long term strategic plan for the Association.

- **2:09 PM – Meeting Adjourned**

Next BoD meeting will be a virtual meeting at 6:30 PM on February 20th.