

**Texas Chapter International Society of Arboriculture
Board of Directors Meeting Minutes**

February 1, 2013

Board Members Present:

Keith Brown	Vincent Debrock
Markus Smith	Xavier Leal
Oscar Mestas	Michael Nentwich
Emily King	Ed Dolphin
John Warner	Misti Beirne
Orlando De La Garza	Lee Evans
Greg David	

Board Members Absent:

Susan Henson	Margaret Hall Spencer
Michael Sultan	

Others Present

Terry Kirkland, Grounds Supt. Midland College	Paul Johnson, ISA BOD, TFS John Giedraitis, Executive Director
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I. Call to order

Markus Smith called to order the regular meeting of the ISAT Board of Directors at 10:30am on February 1, 2013 at the Waco Hilton, Texas. A quorum was declared present.

II. Approval of minutes from last meeting

A motion was made by Evans to approve the Minutes of the December 12, 2012 meeting, motion seconded by Debrock. Motion passed.

III. Welcome and Introductions

Smith welcomed Board Member Lee Evans and Terry Kirkland, Membership Committee volunteer.

IV. Reports

- a) Finance/Treasurer: David reported that he is able to view Wells Fargo bank accounts online. Other issues will be addressed under new business.
- b) Editor: Mestas reported that the advertising contract with Pancoast LTD will continue but will switch from Bryan to his father Dwayne until he hears back from ISA this spring on a new proposal to bundle Chapter advertising. Please submit articles before the 15th of the month before the newsletter is sent out. Mestas is considering including a "Member Highlights" section that would be written by our associate editor for about \$80 per article. David noted that pictures of people are a good addition. Keith moved the ISAT extend our agreement with Pancoast. Oscar seconded. Motion passed.
- c) Liaison: No report.

- d) Executive Director: ISA Conference will be in Toronto this year and registration is open now. TRAQ update is attached to the agenda package. Skip Kincaid is on the ISA TRAQ committee and has contacted Sultan and asked if Texas would like TRAQ training once it gets started this spring. Johnson noted that a prioritized list of chapters is being created. To be a trainer, you have to go to two trainings so we want two in Texas since there are so few trainers. Only 20 per instructor is allowed in a class. Texas A&M Forest Service is interested in partnering with ISAT on the training. Several TFS staff are interested in becoming trainers. ISA has requested a PR Contact – that will be Debrock. ArborWear and ISA are forming a partnership and members will get 10% off. Membership numbers as of Jan. 31 (have renewed this calendar year): 573 members, 512 Texas/ISA, 60 just ISA, 9 just Texas. Expect to be at about 750 by year end. Giedraitis presented the ISAT Balance Sheet - current total assets are \$190,691.08. The Profit and Loss Budget vs. Actual Sheet was also reviewed. As of Dec. 31, 2012 the current net income for last fiscal year was \$27,136.03.
- e) Committee Reports
- (1) Conference 2013: Sultan not present. King reported that there had been several conference calls so far and the call for presentations has been sent out. King asked that anyone who has a lead on a speaker, please call them and ask them to fill out the call for presentations – a link is on our website. March 1st is the deadline. King is the municipal chair, De La Garza is the utility chair and Leal is the commercial chair. De La Garza has contacted several speakers. Johnson also mentioned that he has last year's submittals for ISA that ISAT can use if needed. Dolphin noted that Kim Coder has responded to the call for presentations. Dolphin also reported that he is the chair of the Academy. Leal reported on the need for talks from TAMU and the Houston area. Giedraitis reported that we will be signing the Waco Convention Center for a three year term as voted on by the previous board. The contract for the Hilton will be ready today.
 - (2) Texas Tree Climbing Championship: Bassett was not present and Brown reported that there are no changes since the last board meeting. The date is May 17-18, 2013, Bob Woodruff Park in Plano, Texas. Mark Chisholm will be presenting an aerial rescue workshop on May 16th. Brown reported that Kevin Bassett is willing to be TTCC chair through the 2016 International Tree Climbing Championship.
 - (3) Arbor Day: Debrock reported that the State Arbor Day is still scheduled for the last Friday in April in Bastrop. Legislation is being proposed in the current legislative session to move the State Arbor Day to the first Friday in November. Nentwich will be following. The Bill number is HB 419 and it is sponsored by Rep. Joe Farias. TNLA, TFA are on board with the change. David made a motion to resolve that the ISA Texas Chapter Board of Directors supports the moving of the Texas State Arbor Day to the first Friday in November. Brown seconded and motion passed. Henson will send a letter to Rep. Farias expressing the will of the Board.
 - (4) Certification: Beirne reported that there has already been a test in Humble and there are three more scheduled for College Station and San Antonio in March and Round Rock in April. There will be four more scheduled. She noted that the call for evaluators and proctors in the TreEmail and newsletter was successful. Her plan is to conduct seven tests in 2013.
 - (5) Membership: Leal reported that he attended the Houston Area Urban Forestry Council meeting and learned that most of their members are ISAT members. He is drafting a letter to send to current members of the ISA in Houston to join

the HAUFC. Debrock reported that ISAT will be partnering with the HUAFC on the upcoming Chris Luley Master Series workshop. He also commented that there is a need for a Spanish version of the Texas membership brochure. Johnson noted that TFS can help with the translation. Leal has a mailing list of 500 local tree firms in the Houston area from Angie's list and he plans to mail out a bilingual membership brochure. Johnson volunteered to get the translation done. The Membership committee will work on the brochure and get it to Johnson for translation. Giedraitis also mentioned that the write-up from Mark Bluhm and Samantha Koon from the December retreat has some great information on membership that the committee can use.

- (6) Workshop Committees: Sultan not present.
 - (a) Commercial Masters Series Workshop: Debrock reported that Chris Luley will be presenting a workshop on Wood Decay Identification and Assessment Training in Houston on March 20th and in Austin on March 21st. Brown and Leal volunteered their compressors. It will be an all English workshop. Warner noted that it is best not to mix Spanish and English in the same class. Debrock noted that breakeven is 40 registrations at \$145 for members. Debrock noted that this is not part of the TRAQ training. The Houston Area Urban Forestry Council is partnering with ISAT on the workshop. This will be a profit-sharing arrangement. They will provide location and marketing. Beirne commented that she would coordinate the CEU's for the workshop. Debrock noted that there needs to be an evaluation form.
 - (b) Municipal Masters Series Workshop: Nentwich reported that he would like to work with King on multiple locations in the state. Municipal members are a much smaller group to service than commercial. King said that one is better than none and two would be great. Johnson noted that TRAQ could be the municipal workshop since there would be a lot of crossover but will have to work off the ISA schedule. Nentwich said that he would work with Johnson and Sultan to explore TRAQ or disaster preparedness as the municipal master's series workshop.
 - (c) Utility Masters Series Workshop: De La Garza reported that we will not be having a workshop this year since most utilities do their own in-house training. He noted that he is working with Sultan on a utility specialist prep course at the conference/academy. It would be the first utility track for the Academy.
 - (d) Certified Tree Worker Workshop: Brown reported that there is a workshop being planned for Dallas in March. Smith noted that the test is hard and many need a second testing date so it is good to have more than one a year. Nentwich and Johnson said that they would work with Brown on a workshop in San Antonio on June 8th.
- (7) Awards: Johnson reported the categories will be the same as last year. Evans and Mestas volunteered to help on the committee.
- (8) Historian: Dolphin - no updates.
- (9) Publicity: Evans will get with Paul Johnson, past Publicity Chair, for an update on the committee. He spoke with Misti about advertising the dates for certification exams. Johnson noted that TNLA is interested in working closer with ISAT. The Expo will be in Dallas this year. We have had a booth at their show and they exhibited at the Texas Tree Conference last year. It was noted that the large ISAT display needs an overhaul. Smith suggested that Publicity and PR should work together on the TNLA Expo.

- (10) Scholarships: Giedraitis reported that no funds were spent on scholarships last year and there needs to be an overhaul of policies and procedures. Johnson reported that TFS is encouraging the certified arborist certification for municipal employees. TFS will pay for the exam if the employee will pay for the prep course. Warner will conduct a survey of what other chapters are doing on scholarships and bring that information back to the board.
- (11) Research: Warner will get in touch with the Tree Fund to see if they would like to attend the April Board meeting. He will also contact Jim Houser with the TFS to ask him if he can give an update on the ISAT/TFS injection research project. ISAT has a policy on research that is posted on the www.isatexas.com.
- (12) Vendors and Sponsors: Giedraitis reported that 273, 2013 vendor and exhibitor brochures were mailed last week. It will be resent in May. This year, like last year, our conference will conflict with the big LQ equipment show. Johnson noted that there needs to be a policy on the layout and how to determine who gets what space. Smith reported that when he attended TCIA, there was good feedback on the TTC from vendors and exhibitors. (from Dec. meeting: There was discussion on the need for the vendors to name ISAT as additional insured. Smith will check with Mark Bluhm on language for additional insured.)
- (13) Nominations: Brown reported that the target is to have the nominations list complete by June 15, 2013 and back to him by the end of July so the new Board Members can be announced before the Conference. He will work with the Executive Committee on vetting candidates. He requested that if anyone knows someone suitable for the Board, please call him with the name and contact information. King noted that we need to make sure that the nominees reflect the diversity of the state. There was a discussion on how elections are conducted. Nentwich moved that Nominations Committee explore the cost and logistics of electronic voting and for the April meeting. King seconded and the motioned passed. Nentwich, Smith and Lee volunteered to assist with looking into electronic voting.
- (14) Digital Media: Spencer – Johnson noted that Spencer, Mestas and he are administrators of the Facebook page. Johnson said that he would also make Debrock an administrator.
- (15) Legislation: Nentwich reported that the Legislature is in session and he is signed up for keyword alerts but except for the Arbor Day Legislation, there has been nothing of interest yet. He is watching for ETJ issues. Debrock noted the City of Austin is trying to regulate the landscaping requirements of homeowners associations.
- (16) PR Liaison: Debrock reported that he would work with ISA HQ to write press releases for our events. He will get the list of publications that they already have that would be valuable for ISAT. If anyone on the Board has a press release, contact him. There is a water and drought press release in process. Warner asked if there is a policy on how ISAT co-sponsors or partners with other organizations for events. Referred to Governance Committee. Debrock requested that the large display be sent to him so he could look at its condition. Dolphin requested the policy on ISAT logo usage. ISA has a policy that you have to have your member number but there is currently no written policy on ISAT logo use. Brown said there had been discussion in the past about putting a year on the logo. King said that she had a list of organizations and show dates that ISAT could potentially show our booth and she will send to Debrock. David noted that there is \$5,000 in the publicity budget and if we need to update the booth, it would be nice to have it by the climbing competition. Smith

mentioned that ISAT flag/banners would be good for the climbing competition. Warner asked if there was interest in ISAT purchasing seedlings and supplying them to events. Debrock requested help to revamp the booth. David suggested Henson since she helped to create the old display and also Spencer and Evans could assist.

V. Unfinished business

- a) Review of 2012 ISAT Board Retreat. Giedraitis reported that Henson has requested this be put on the agenda to remind the Board that lots of good strategic review and planning work was done at the retreat and to use this information in your committees. David noted that because we had the planning session we didn't get as much annual planning. It was useful but we didn't really give us a plan of action. It was noted that we only meet four times a year and the Board changes every year. King was also noted that that is a reason to do planning so there is continuity and direction from year to year and less time for new members to get oriented. Evans suggested that each committee prepare a folder of duties and issues for the next committee chair. Giedraitis noted that Henson requested this at the retreat. Smith reminded everyone that with Giedraitis as the Executive Director there is continuity and historical knowledge. King requested that the ISAT Google Docs be revived as a platform for all the committees to use so that historical documents can be saved. Giedraitis said that he would contact Spencer for use information and send that information out to the Board.

VI. New Business

- a) Agreement with Todd Watson on Arboriculture 101 workshop. Spencer – Tabled until the next meeting.
- b) Oak wilt vendor/Arborist liaison with Texas A&M Forest Service - <http://texasoakwilt.org> Henson. Brown was appointed by Smith to be the liaison and coordinate with Jim Houser on how ISAT can add value to the program.
- c) Bylaws – review of draft changes. David reported that during the retreat, Mark Bluhm noted that ISAT has to take some actions to comply with Sarbanes Oxley law. He recommended that we reinstitute a Treasurer position and wording used in the bylaws was taken from the ISA bylaws. The other changes are relatively minor. Provisional member was removed from the bylaws. The draft is for review at this meeting so a vote can be held after 30 days.
- d) Review of draft Financial and other Policies and Procedures. David presented a financial policy and procedure based on Florida's. George McCoy, CPA, reviewed the document and gave comments that were incorporated. David recommended that we hold off on approval until the next meeting when the bylaws are voted on since we don't have a Treasurer now. Whistle blower policy. David made a motion to adopt the whistle blower policy. Debrock seconded and the motion passed. Document retention policy. Evans made a motion to adopt the document retention policy. Brown seconded and the motion passed. Conflict of interest policy. Evans made a motion to adopt the conflict of interest policy. Debrock seconded and the motion passed. Copies of the conflict of interest form will be available at the next meeting for Board member signatures.
- e) Approval of annual contract with George McCoy of Seidel, Schroeder & Company for accounting services. David noted that the Board had approved \$1,500 for accounting services in the 2013 budget and the bid came back at \$2,400 per year. Brown made a motion to approve engaging Seidel, Schroeder and Company for

accounting and tax purposes for one year. Debrock seconded and the motion passed.

- f) Proposed TRAQ training with Skip Kincaid. Smith noted that the Board wants it in Texas and would like the full week training so that we can have Texas trainers. Johnson noted that Mark Bluhm is coordinating the training schedules and he is aware of what ISAT wants and ISAT is on the list. Probably this calendar year. The Board feeling was that fall would be preferable but would take whatever slots were available.
- g) ISA Draft Operating Agreement. David reported that this is an agreement between ISA and the Chapters. ISA will come back to the Chapters before June with a final version. Didn't find anything too objectionable in it. May want to include something that ISA will not be holding events in the Chapter geography without Chapter permission. Johnson said may get right of first refusal. Spencer as COR representative was asked to discuss with ISA a provision for the first right of refusal for educational events held in Texas.
- h) Support for Operation Loblolly at the Wildflower Center. King presented a proposal from the Wildflower Center to support growing the TFS drought hardy loblolly seedlings for replanting within the area burned in the Bastrop fire. Mestas made a motion to provide the Wildflower Center with \$2,500 to support Operation Loblolly. Dolphin seconded and the motion passed.
- i) San Antonio Arborist Association partnership request for the Bilingual Tree Worker Training on April 11, 2013. Johnson reported that it was the 4th year that ISAT has partnered on this training. It is a 50:50 split of net registration. ISAT provides insurance and registration. \$35 registration and there were 150 registered last year. Will be held April 11, 2013. Debrock made a motion for ISAT to partner with the San Antonio Arborist Association for the bilingual tree worker training. Mestas seconded and motion passed.
- j) Legislation to change the date of Texas State Arbor Day. Nentwich covered previously in the meeting under Arbor Day.
- k) Fees for vendors advertising on the ISAT website. Giedraitis reported that vendors can advertise on the ISAT website for a \$25 initial fee. David made a motion to charge \$100 per year for commercial firms listing on the ISAT consumer page. Nentwich seconded and the motion passed. Brown will investigate how to randomize the listing.
- l) HAUFC partner with the ISAT Chris Luley workshop in Houston on March 20. Sultan. Covered previously in the meeting under Workshop Committees.

VII. Next Meeting

The next Board Meeting will be in Waco on April 12, 2013

VIII. Adjournment

Markus Smith adjourned the meeting at 2:30pm.

Minutes submitted by: Giedraitis