



JORDAN VALLEY
CONSERVATION GARDENS
F O U N D A T I O N

Meeting of the Board of
Directors

October 9, 2023



Agenda

CONSERVATION GARDENS FOUNDATION

NOTICE OF A MEETING OF THE BOARD OF DIRECTORS OF THE JORDAN VALLEY CONSERVATION GARDENS FOUNDATION

The Board of Directors of the Jordan Valley Conservation Gardens Foundation (Foundation) will hold a meeting on Monday, October 9, 2023, at 3:30 p.m. at the District office located at 8215 South 1300 West, West Jordan, Utah. Directors and members of the public may attend this meeting in person or electronically. For information on how to join the meeting electronically, visit Jordan Valley Water Conservancy District's website at <https://jvwcd.org/calendar/1645/jordan-valley-conservation-gardens-foundation-meeting>.

AGENDA ITEM 1: CONSIDER APPROVAL OF THE MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON NOVEMBER 7, 2022

AGENDA ITEM 2: ELECTION OF THE FOUNDATION OFFICERS FOR THE COMING YEAR

AGENDA ITEM 3: REVIEW FOUNDATION FINANCIAL STATEMENT

AGENDA ITEM 4: REPORT ON LAST TWELVE MONTHS OF FOUNDATION GRANTS, EXPENDITURES, AND ACTIVITIES

AGENDA ITEM 5: REPORT ON FUNDRAISING PROGRESS

AGENDA ITEM 6: ADJOURN



Agenda Item 1

Consider approval of the minutes of the Board of Directors meeting held November 7, 2022

**MINUTES OF THE JORDAN VALLEY CONSERVATION GARDENS
FOUNDATION MEETING**

(Unapproved and subject to change)

November 7, 2022

A meeting of the Board of Directors of the Jordan Valley Conservation Gardens Foundation (Foundation) was held on Monday, November 7, 2022, at 3:39 p.m. at the Jordan Valley Water Conservancy District Administration Office located at 8215 South 1300 West, West Jordan, Utah.

This meeting was conducted electronically in accordance with the Utah Open and Public Meetings Act (Utah Code Ann. (1953) §§ 52-4-1 et seq.) and Chapter 7.12 of the Administrative Policy and Procedures Manual (“Electronic Meetings”).

Directors Present:

Barbara Townsend, Foundation Chair
Reed Gibby
Karen Lang
Sherrie Ohrn
Dawn Ramsey (electronic)
Corey Rushton
Lyle Summers
John Taylor

Directors Not Present:

Mick Sudbury

Others Present:

Bart Forsyth	Kurt Ashworth	Martin Feil - E	Gordon Batt
Mark Stratford	Todd Schultz	Jason Brown	David Martin
Matt Olsen	Alan Packard	Shazelle Terry	Courtney Brown
Brian McCleary	Shaun Moser	Brian Callister	Beverly Parry
Mindy Keeling - E	Shane Swensen	Alicia Sekiller	Greg Christensen - KID

Ms. Barbara Townsend, Chair, called the meeting to order at 3:39 p.m.

Agenda Item No. 1 - Consider approval of the minutes of the Board of Directors meeting held on October 11, 2022

Mr. Reed Gibby moved to approve the minutes. Mr. John Taylor seconded the motion. The motion was unanimously approved by those present as follows:

Mr. Reed Gibby – aye	Ms. Karen Lang – aye
Ms. Sherrie Ohrn – aye	Ms. Dawn R. Ramsey – electronic
Mr. Corey Rushton – aye	Mr. Mick Sudbury – not present
Mr. Lyle Summers – aye	Mr. John Taylor – aye
Ms. Barbara Townsend – aye	

Agenda Item No. 2 - Ratify actions taken by the Board of Directors at the October 11, 2022, Jordan Valley Conservation Gardens Foundation meeting

Mr. Corey Rushton moved to ratify actions taken by the Board of Directors at the October 11, 2022, JVCGF meeting. Ms. Karen Lang seconded the motion. The motion was unanimously approved by those present as follows:

Mr. Reed Gibby – aye	Ms. Karen Lang – aye
Ms. Sherrie Ohrn – aye	Ms. Dawn R. Ramsey – electronic
Mr. Corey Rushton – aye	Mr. Mick Sudbury – not present
Mr. Lyle Summers – aye	Mr. John Taylor – aye
Ms. Barbara Townsend – aye	

The following is a list of attendees at the Jordan Valley Conservation Gardens Foundation meeting held October 11, 2022, and actions taken at the meeting:

Directors Present:

Corey Rushton
Mick Sudbury
Barbara Townsend
Karen Lang (electronic)
Reed Gibby
Sherrie Ohrn (electronic)
John Taylor

Directors Not Present:

Dawn Ramsey
Lyle Summers

Others Present:

Bart Forsyth	Kurt Ashworth	Martin Feil	Gordon Batt
Mark Stratford	Todd Schultz	Jason Brown	David Martin
Matt Olsen	Alan Packard	Shazelle Terry	Courtney Brown
Brian McCleary	Shaun Moser	Brian Callister	Beverly Parry
Mindy Keeling	Shane Swensen	Amanda Strack	Jason Helm

Agenda Item No. 2.a. - Consider approval of the minutes of the Board of Directors meeting held on October 12, 2021

Mr. Reed Gibby moved to approve the minutes. Mr. Mick Sudbury seconded the motion. The motion was unanimously approved as follows:

Ms. Karen Lang – aye
Ms. Dawn R. Ramsey – not present
Ms. Sherrie Ohrn – aye
Mr. Mick Sudbury – aye
Mr. John Taylor – aye

Ms. Barbara Townsend – aye
Mr. Reed Gibby – aye
Mr. Corey Rushton – aye
Mr. Lyle Summers – not present

Agenda Item No. 2.b. – Election of Foundation officers for the coming year

The existing officers include, Lyle Summers, Chair; Matt Olsen, President; Courtney Brown, Vice President; David Martin, Treasurer; and Jessica Morgan, Secretary. Mr. Rushton opened the discussion by asking for nominations of future Foundation officers. Mr. Sudbury nominated Ms. Barbara Townsend to serve as Foundation Chair. Mr. Bart Forsyth suggested that Alicia Sekiller could serve as Secretary due to recent staffing changes.

Mr. Gibby moved to approve the nominations of Ms. Barbara Townsend to serve as Foundation Chair, Mr. Olsen to continue serving as President, Mr. Brown to continue serving as Vice President, Dave Martin to continue serving as Treasurer, and Alicia Sekiller to serve as Secretary. The motion was unanimously approved as follows:

Ms. Karen Lang – aye
Ms. Dawn R. Ramsey – not present
Ms. Sherrie Ohrn – aye
Mr. Mick Sudbury – aye
Mr. John Taylor – aye

Ms. Barbara Townsend – aye
Mr. Reed Gibby – aye
Mr. Corey Rushton – aye
Mr. Lyle Summers – not present

Agenda Item No. 2.c. – Review Foundation financial statement

Mr. Dave Martin reported that there was a small increase in cash coming in when compared to last year for a total of \$76,582. He highlighted the largest contributors were Utah Division of Arts and Museums in the amount of \$28,000 and Salt Lake County Zoo Arts, and Parks (ZAP) in the amount of \$23,000.

Mr. Martin reported on the remainder of the statements with items of note:

- There were no expenditures for construction of new Garden exhibits.
- \$44,873 was spent on plants, mulch, and other supplies. These items were purchased with the required grant funding for Operational Garden expenses.

Ms. Sherrie Ohrn asked if the Foundation would take on a prominent role in the upcoming Garden expansion. Mr. Olsen confirmed that it would.

Agenda Item No. 2.d. – Report on last 12 months of Foundation grants, expenditures, and activities

Mr. Matt Olsen reported on Foundation expenses from the previous year that were paid from grants received by the Utah Division of Arts and Museums and Salt Lake County

ZAP programs. Some of the expenses included tree pruning, irrigation parts, patio furniture, staff uniforms, flowerpots, and replacement chess pieces.

Mr. Olsen then described the requirements of becoming a ZAP Tier 1 recipient. The Foundation has historically been funded at the Tier 2 level. Currently the Garden meets three of the four requirements because it does not have an annual budget size of \$367,200 (3-year average).

Mr. Olsen reported that in addition to the existing Foundation expenses, the District is currently paying compensation for three full-time Garden employees and the annual maintenance and operations budget. Including those expenditures would be approximately \$580,000 per year.

Mr. Rushton suggested with the large Garden expansion coming up, the ZAP Tier 1 grants might not be the highest priority opportunity and suggested to reach out to the County to see which funding opportunities would best support future projects associated with the Garden expansion.

Mr. Olsen agreed to initiate a meeting with ZAP to discuss funding options.

Mr. Olsen reported that in total there were \$80,000 in donations between October 2021 and October 2022.

Agenda Item No. 2.e. – Report on fundraising progress

Mr. Olsen noted that the packet includes a report that provides an update on fundraising from last year.

Agenda Item No. 3 - Adjourn

Ms. Barbara Townsend asked for a motion to adjourn the meeting. Ms. Karen Lang made a motion to adjourn. Mr. Lyle Summers seconded the motion. The meeting was adjourned at 3:42 p.m.

Barbara Townsend, Foundation Chair

Matthew D. Olsen, Foundation President



Agenda Item 2

Election of Foundation Officers for the Coming Year

JORDAN VALLEY CONSERVATION GARDENS FOUNDATION

ELECTION OF FOUNDATION OFFICERS FOR THE COMING YEAR

Current Officers:

Chair:	Barbara Townsend
President:	Matt Olsen
Vice President:	Courtney Brown
Treasurer:	David Martin
Secretary:	Alicia Sekiller

ARTICLE V

OFFICERS, AGENTS AND COMMITTEES

Section 5.1. Number and Qualifications. The officers of the Corporation shall be a Chairperson of the Board of Directors, a President, one or more Vice-Presidents, a Secretary and a Treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents as it may consider necessary. The appointment of officers shall be confirmed at each annual meeting of the Board. Each officer shall hold office until the officer's successor shall have been duly designated, elected and shall have qualified, or until the officer's earlier death, resignation or removal. An individual may hold more than one office of the Corporation.

Section 5.2. Power/Duties. The Board of Directors may delegate to any officer of the Corporation or any committee of the Board of Directors the power to appoint, remove and prescribe the duties of other officers, assistant officers, agents and employees.

Section 5.3. Resignation. An officer may resign at any time by giving written notice of resignation to the Corporation. An officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4. Removal. An officer, assistant, agent or employee may be removed, with or without cause, at any time by resolution of the Board of Directors or by any officer of the Corporation or committee of the Board of Directors upon whom or which such power of removal may be conferred by the Board of Directors; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

Section 5.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.6. Compensation. Officers shall not receive compensation for their services as officers of the Corporation.

Section 5.7. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) *Chairperson of the Board.* The Chairperson of the Board of Directors shall (i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; (iii) supervise and manage the activities of the president as the Board's representative; and (iv) perform all other duties incident to the office of Chairperson of the Board of Directors and as from time to time may be assigned to the Chairperson by the Board of Directors.

(b) *President.* The President shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws. The President shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a corporation, and he or she shall carry into effect all directions and resolutions of the Board. The President shall oversee the day-to-day business of the Corporation. The President may, in his discretion, assign one or more officers with general and active control of the Corporation's day-to-day affairs and business.

(c) *Vice-President.* The Vice-President shall assist the President and shall perform such duties as may be assigned to him/her by the President or by the Board of Directors. The Vice-President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

(d) *Secretary.* The Secretary shall: (i) keep the minutes of the proceedings of the Board of Directors and any committees of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson, President or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(e) *Treasurer.* The Treasurer shall ensure that all treasury functions of the Corporation are handled professionally and competently, and shall work with the accounting firm selected by the Corporation to that end. The Treasurer, or his designee, shall present financial data to all meetings of the Board.

Section 5.8. Committees. The Board of Directors shall have the power to create and dissolve ad hoc and standing committees to advise and assist the Board in the performance of its duties, to appoint and remove the members of such committees, and to set the terms, conditions and scope of their service. Such committees may include, by way of illustration and not limitation, a Finance Committee, a Gifts and Grants Committee, and an Investment Committee.

Section 5.9. Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such individual's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such individual's possession or under such individual's control belonging to the Corporation.



Agenda Item 3

Review of Foundation Financial Statement

Jordan Valley Conservation Gardens Foundation
Balance Sheets (Unaudited)

For Internal Purposes Only

	<u>As of</u> <u>6/30/2023</u>	<u>As of</u> <u>6/30/2022</u>
ASSETS		
<i>Current Assets:</i>		
Cash - Checking	\$ 94,950	\$ 57,116
Cash - Savings	19,470	19,466
Receivable from JWCD	<u>6,000</u>	<u>-</u>
Total Current Assets	<u>120,420</u>	<u>76,582</u>
Total Assets	<u>\$ 120,420</u>	<u>\$ 76,582</u>
 LIABILITIES & FUND NET ASSETS		
<i>Current Liabilities:</i>		
AP for garden supplies	<u>\$ 4,715</u>	<u>\$ 2,601</u>
Total Liabilities	<u>4,715</u>	<u>2,601</u>
Total Fund Net Assets	<u>115,705</u>	<u>73,982</u>
Total Liabilities & Fund Net Assets	<u>\$ 120,420</u>	<u>\$ 76,582</u>

Jordan Valley Conservation Gardens Foundation
Statements of Revenues, Expenses, and Changes in Net Assets (Unaudited)

For Internal Purposes Only

	<u>For the Fiscal Year Ended 6/30/2023</u>	<u>For the Fiscal Year Ended 6/30/2022</u>
REVENUES		
Corporate Contributions	\$ -	\$ -
Government Contributions	103,000	51,000
Individual Contributions	2,881	3,150
Sponsored Exhibit	-	-
Interest Income	24	4
O&M Contributions	<u>6,000</u>	<u>6,000</u>
Total Revenues	<u>111,905</u>	<u>60,154</u>
 OPERATING EXPENSES		
Garden Construction	-	-
Accounting & Insurance Fees	6,311	5,743
Bank Fees	118	40
Other Operating Expenses	<u>63,753</u>	<u>44,873</u>
Total Operating Expenses	<u>70,182</u>	<u>50,656</u>
Change in Net Assets	<u>41,724</u>	<u>9,498</u>
Net Assets, Beginning of Period	<u>73,982</u>	<u>64,484</u>
Net Assets, End of Period	<u>\$ 115,705</u>	<u>\$ 73,982</u>



Agenda Item 4

Report on Last Twelve Months of Foundation
Receipts, Expenditures, and Activities



Agenda Item 5

Report on Fundraising Progress