



**WESTERN NEW YORK ENVIRONMENTAL ALLIANCE
BOARD OF DIRECTORS
MEETING AGENDA**

DATE TIME: *April 23, 2013 @ 12:00 Noon*

LOCATION: *Community Foundation for Greater Buffalo 525 Larkin Building*

1. Call to Order Robert E. Knoer, Chair

2. Roll Call

Robert E. Knoer,	Chair	(REK)	X
Judy Einach,	Vice Chair	(JE)	X
Arthur Wheaton,	Treasurer	(AW)	X
Loren Smith,	Secretary	(LS)	X
Anthony Armstrong		(AA)	X
Jay Burney		(JBy) excused	
Brian Dold		(BD)	X
Erin Heaney		(EH)	X
Rebekah A. Williams		(RW)	X
Micaela Shapiro-Shellaby		(MS)	X
Justin Booth		(JB) excused	
Terry L. Yonker		(TY)	X
Ryan McPherson		(RM)	X

Also Present:

Cara Matteliano	X
Richard Stockton	X
Kristen Kaszubowski	X

3. Approval of Agenda (JE moves, AW approves with addition of conflict of interest discussion per AA) and Prior Minutes (AA moves and AW seconds with EH abstaining)

4. Organizational Issues

- a. Treasures Report (AW). No news, we will need to plan out a budget for next year at the next meeting, and will need to accommodate the third quarterly meeting and the congress)

5. Old Business:

- a. Second Quarterly Meeting (July 9) 2013 (JBy)
 - i. Habitat and Natural Resources Group
 1. Date: July 9th, the space is available from 3:30 onwards to accommodate a training before the meeting on the basics of advocacy.
 2. Place: Marcy Casino
 3. Topic: Hydrofracking
 4. Please start to distribute information about this program as soon as possible.
 - b. Third Quarterly Meeting
 - i. Presentation of Advocacy Agenda
 1. Date: TBD
 2. Place: TBD
 3. Topic: Each Working Group will have an opportunity to present the status of the 2013 Agenda and the draft proposed 2014 Agenda to the member organizations.
- c. 2014 Congress
 - i. Date: November 9, 2013
 - ii. Place: TBD
 - iii. Conference Chair (Nominees)
- d. Looking ahead to the next year, Urban Regeneration may take a quarterly meeting around the CMU meeting .

6. New Business:

Discussion of Conflict of Interest policy (AA). A conflict of interest policy would be prudent for the organization, especially given that we are a large coalition of multiple groups. See attachment 1 (sample conflict of interest policy and form). TY – should there be specific language to address chairs of working groups? The form focuses on disclosure. RK suggests tabling at this point but be prepared for a vote at the next meeting – we will be ready to accept a resolution at that time.

7. Report of Committees:

(PLEASE NOTE written minutes or a report should be submitted to the list serve prior to the meeting if possible)

a. Membership Committee (LS,JE,AA)

- i. New Applications - One already supporting organization. No action necessary.

Membership Report:

b. Communications and GROW Subcommittee (RAM, KK)

Thanks to all who were able to participate in the UB Earth Day event. Over 200 people participated in the texting exercise. Thanks to Ryan, Kristen and others for all of their hard work. Looking ahead to UB commencement know that Bill McKibben will be the speaker at the School of Architecture & Planning exercises Friday the 10th of May 2013. If there are any questions about blog submissions please reach out to KK. There were 50 ecotweeters for the Earth Day event. This achieved a good amount of publicity. Finally, look forward to the UB/EPA event on citizen science May 8.

a. Board Editorial Submittals

- | | | |
|-------|----------------|-----|
| i. | May '13: | MJS |
| ii. | June '13: | RAW |
| iii. | July '13: | TY |
| iv. | August '13: | |
| v. | September '13: | Art |
| vi. | October '13: | YBy |
| vii. | November '13: | EH |
| viii. | December '13: | |
| ix. | January '14: | |
| x. | February '14: | |

8. Report of Alliance Groups:

(PLEASE SEND Any DETAILED REPORT OF MEETINGS VIA EMAIL SO WE HAVE TIME FOR DISCUSSION)

a. Working Groups—Privileges and responsibilities of Chairs (attached) (REK)

- i. Habitat and Natural Resources (JBy) No report.

1. Progress on Agenda
2. Status of 2014 Agenda Proposals

- ii. Parks and Recreation (BD)

1. The group is considering working with the Grow Outside map and blog.
 2. Progress on Agenda. There was not a 2013 Agenda Item
 3. Status of 2014 Agenda Proposals. Nothing has been finalized but an item focusing on the greenway is likely.
- iii. Energy and Climate Change (TY)
1. Progress on Agenda. The Governor's office agreed to a meeting on the proposed Feed-in Tarrif. Other planks need to be addressed.
 2. Status of 2014 Agenda Proposals. The greenway is emerging as a priority as is the one region forward project.
 3. The group is sending out a doodle poll today (<http://www.doodle.com/89qspv5t5fb2mzh>) to set up a task force to look at energy and climate, with a specific focus on the greenway.
- iv. Pollution and Hazardous Waste (JE)
1. Progress on Agenda. Kudos for the great recent coverage in the Buffalo News. Thanks again for the CFGB for their support of the report that was the focus of this coverage. Other similar data gathering exercises might be appropriate for funding from CFGB. Elected official visits have taken place.
 2. Status of 2014 Agenda Proposals. Perhaps considering how the mapping waste report connects to One Region Forward and other planning exercises.
- v. Urban Regeneration (AA)
1. Progress on Agenda. Working teams are forming around the One Region Forward project. The 'Open Buffalo' planning process is also occurring with support from the Soros Foundation. Look for more information to follow and try to be engaged in this process. There has been no public progress on the green code recently. MS – we could do a simple letter to the editor asking 'where's the green code at'.
 2. Status of 2014 Agenda Proposals
 3. The land bank continues to chug forward. Test properties are being sought.
- vi. Environmental Justice (EH)
1. Progress on Agenda. Some members met with DEC commissioner Martens recently. Engaging folks with the next EIS process is the next step. Some press work has been done, and there is more work on testing to be done.
 2. Status of 2014 Agenda Proposals
 3. There will be a summit for EJ leaders on May 14th. Look for a social event over the summer and a fall 'people of color and the environment' summit.

4. There will be two community meetings to discuss the Tonawanda Coke lawsuit and potential projects that could benefit from funds that may arise from the lawsuit. The first will be May 23rd at the Boys & Girls Club in Tonawanda.

vii. Growing Group (RW)

1. Progress on Agenda. The April meeting debriefed from the quarterly meeting and looked at how to keep the momentum going. The Department of Health may become the location for a Food Policy Council – look for a vote in early May
2. Status of 2014 Agenda Proposals. The group is working on figuring out priorities for the coming year.

viii. Transportation (JB)

1. Progress on Agenda. BD – the group had a productive meeting with Sean Ryan, there was a stakeholder meeting on the Scajaquada expressway that the group is following. Look for more from the Citizen’s Transportation Council (TY)
2. Status of 2014 Agenda Proposals

b. Report of Liaisons to Process Groups

1. Issues & Advocacy (MS)

- a. Advocacy will no longer be doing monthly meetings – they will be focused on the trainings. The next meeting will be in June. Look forward to receiving a complete calendar in the weeks ahead for trainings, the action agenda, and the congress. MS will also be working on job descriptions for the committee moving forward. RK, MS and AA that they will split up the working groups and working with each to support the action agenda. There was discussion of forming a budget to work with an outside designer to develop a graphic to explain how the process works – a maximum of \$500. This graphic would then be rolled out at the quarterly meeting, taken to the group meetings, and distributed on the GROW web site. RK moves to approve \$500 for the advocacy committee to use for this work. RMP seconds. Passes.
- b. Progress on Agenda
- c. Status of 2014 Agenda Proposals

2. Education & Outreach (LH) See report on the web site.

- a. NYSOEA membership see: <http://nysoea.org/>
- b. Progress on Agenda

c. Status of 2014 Agenda Proposals

3. Organizational Capacity (OPEN)

a. RW drafted a letter seeking a new chair. Discussion ensued. LHS moves to accept the letter for distribution, AA seconds, with the provision that the revised letter be distributed to the board for one last review prior to sending it out. Nominations for the new chair will be due by May 3rd, hopefully there will be a meeting of the nomination committee noon May 7th at Sweetness 7 on Grant Street or via conference call. The meeting will also make a recommendation about the nominating committee moving forward.

b. Progress on Agenda

c. Status of 2014 Agenda Proposals

9. Adjourn (approximately 1:30) Moved by MS, seconded by LS, approved.

REGULARLY SCHEDULED MEETINGS:

Board of Directors 2013 Scheduled Meeting Dates: Fourth Tuesday of the Month

May 28 June 25 July 23 August 27 September 24 October 22

Quarterly Meetings

July __,2013 August __,2013

WNYEA Congress: Annual Meeting November 9, 2013

November 26, 2013 Organizational Meeting

Holiday Break No Meeting December 2013

Attachment 1 – Sample Conflict of Interest Policy
of the
Western New York Environmental Alliance

This Conflict of Interest Policy governs the activities of the board and staff of The Western New York Environmental Alliance. Questions about the policy should be directed to the Secretary of the Board who keeps and holds the organization’s record. It is the duty of all board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to (i) the employee’s supervisor (ii) the executive director, (iii) the Chair of the Board or (iv) the Compliance officer, or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist The Western New York Environmental Alliance manage conflicts of interest and situations that may result in the appearance of a conflict.

1. What is a conflict of interest? A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of The Western New York Environmental Alliance or arise in situations where a board/staff member has divided loyalties (also known as a “duality of interest”). The former can result in situations that result in inappropriate financial gain to persons in authority at The Western New York Environmental Alliance which can lead to financial penalties and violations of IRS regulations. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in The Western New York Environmental Alliance’s decision-making process. Both results are damaging to The Western New York Environmental Alliance and are to be avoided.

- *Example #1:* a person in a position of authority over the Organization may benefit financially from a transaction between the Organization and the board/staff member; or others closely associated with the board/staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board/staff member is closely associated, could benefit from similar transactions.
- *Example #2:* A conflict of interest could be a direct or indirect *financial interest* such as those described above, or a *personal interest* such as the situation where a board member of The Western New York Environmental Alliance is also a board member of another nonprofit or for-profit entity in the community with which The Western New York Environmental Alliance collaborates or conducts business.

2. Who might be affected by this policy? Typically persons who are affected by a conflict of interest policy are the Organization’s board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. The Western New York Environmental Alliance takes a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

3. Disclosure of Conflicts. Board members and senior staff will annually disclose and promptly update any disclosures previously made on an Annual Conflict Disclosure Questionnaire form provided by the Organization that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations.

Board and staff are also urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Staff should disclose to their supervisor and board members should disclose to the Chairperson of the board as soon as the person with the conflict is aware of the conflict, potential conflict or appearance of a conflict exists.

Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of The Western New York Environmental Alliance. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of The Western New York Environmental Alliance for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

4. Procedures to manage conflicts. For each interest disclosed, the full board, or the Executive Director or the Chairperson of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/ resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- A. When the conflict involves a decision-maker, the person with the conflict (“interested party”):
 - i) must fully disclose the conflict to all other decision-makers;
 - ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- B. In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- C. In all cases, decisions involving a conflict will be made only by disinterested persons
- D. The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings if the conflict was related to a board member, and reported by the Executive Director to the Chair of the board if the conflict was related to a staff member.
- E. The Chairperson of the board will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.

5. Review of policy.

- A. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- B. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to The Western New York Environmental Alliance. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- C. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers

Basic Conflict of Interest Disclosure Form
Revised April 23, 2013

Date: _____

Name: _____

Position (employee/volunteer/trustee): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between The Western New York Environmental Alliance and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

4. _____

5. _____

6. _____

7. _____

8. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of The Western New York Environmental Alliance.

Signature: _____

Date: _____

Attachment 2 – draft letter seeking Capacity Process Group Chair

Dear Western New York Environmental Alliance (WNYEA):

We are seeking a new Chair for the WNYEA's Organizational Capacity Process Group. Unfortunately, Kerri Li who has served in this position since 2012, has resigned. A new Chair is needed to fulfill the position through November. Individuals should send a letter stating their interest and qualifications to info@growwny.org, by Friday, May 10th, 2013.

The Board hopes to appoint a new Chair in May. Then in November, we will vote on new Board members during the Annual Environmental Congress (including a new Chair for this group).

The Organizational Capacity Process Group is concerned with the capacity of member-groups of the Alliance and of the alliance itself to carry out their work to preserve and restore the environment in Western New York. This is an important function of the Alliance and the Board is seeking interested individuals who will support this process group in carrying out its mission.

The individual who fulfills this position will be responsible for coordinating ~~monthly~~ regular Capacity Group meetings and communicating with the group using the group's listserv. This individual will also serve as a board member of the WNYEA and attend monthly board meetings to report on the work of the group. The first charge of the new Chair will be to call a meeting for the Capacity Process Group, share previous survey results of member-groups needs, and create a work plan for the upcoming year.

Please consider whether you are interested and qualified to serve as this group's Chair, and send letters of interest to us soon. Again, letters should be sent to info@growwny.org, by Friday, May 10th, 2013.

We hope to hear from you!

Robert E. Knoer
Chairman, WNYEA Board of Directors