

**TACF Board of Directors Meeting
Wednesday, August 1, 2018
Conference Call**

Board of Directors Present:

Catherine D. Mayes	Brad Stanback	
Yurij Bihun	Dr. Brian C. McCarthy	Barbara Tormoehlen
Dr. Hill Craddock	David Morris	Bruce Wakeland
William Jay Cude	Dr. Greg Miller	John Wenderoth
Michael D. Doochin, Chair	Allen Nichols	Donald C. Willeke, Esq
Dr. Carolyn Howes Keiffer	Z. Cartter Patten	Lewis Lobdell
Dr. Kim Steiner		

Board of Directors Emeritus Present:

Dr. William L. MacDonald	Hugh Irwin	Dr. Gary Carver
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Board of Directors Absent:

Jack LaMonica	Dr. Jeanne Romero-Severson	Steve Barilovits III
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Staff Present:

Lisa Thomson, President	Betsy Gamber	Heather Nelson
Dr. Jared Westbrook	Sara Fitzsimmons	David Kaufman-Moore

Call to Order at 3:00 p.m. EDT

Review of minutes from March 24, 2018

Jay Cude moved and John Wenderoth seconded approval of the minutes. Unanimously approved.

Chairman's Remarks and Executive Committee Report

No remarks from Michael Doochin, chair, nor executive committee report at this time.

Action Items: Jay Cude, Governance Chair

- 1) *Revision of Bylaws:* Elections of Directors and Officers: Jay summarized the one-page document circulated in advance, recommending a change in Director and Officer elections FROM the Fall meeting TO in advance of the Fall meeting. Bill McDonald seconded the recommendation. Michael emphasized that the change would not make it mandatory to conduct elections at the summer meeting, but allows for Directors to be brought on sooner, so they can prepare to attend the Fall meeting. Carolyn Keiffer, Cathy Mayes, and Greg Miller concurred. Unanimously approved.
- 2) *2018 Slate of Director Changes:* Jay led the process of individually electing directors and officers.
 - a. **Lewis Lobdell** is eligible for a second term, requiring Board approval. Unanimously affirmed.
 - b. **Dr. Debra Delmar** is nominated as a new Director. Greg Miller stated that he supports acquiring highly qualified Directors. It is apparent that she has been recruited which is commendable. He requested that the recruiter share a few words. Lisa indicated that Debra attended the Board meeting last October after having heard a talk in Brevard, NC, sending a donation to TACF and meeting with Lisa. It is clear that she is excited about the American chestnut history and future. She is highly accomplished and has served on other boards in the past. This also addresses our need on this Board for gender diversity. Bill McDonald is very enthusiastic about her nomination and confirmed her residency – now lives in Brevard, but previously taught at UC Berkeley. Michael said that it will be standard practice in the future to identify the nominee's sponsor. No objections; unanimously approved.
 - c. Noted from pre-call material: Due to rotate off the board – Dr. Carolyn Keiffer, David Morris.

- 3) *Slate of Officer changes:* Jay reviewed the proposed changes included in the prework. Brian McCarthy has already been approved as Incoming Chair; Michael Doochin will ostensibly become Immediate Past Chair. Before the Board today are recommendations for Secretary (**Jay Cude**), Treasurer (**Barb Tormoehlen**), and Science and Technology Committee Chair (**Steve Barilovits**). Yurij stated that Steve will make a great committee chair, but asked if it is a concern that he is not a scientist. Michael said that he is as up on the science as anyone could be, and has spent 6 months of his time working in a lab. Yurij does not oppose, but would like that to be considered in the future. Lisa stated that there is a wealth of scientist expertise on the Board and Executive Committee, including Brian McCarthy as Chair and Kim Steiner as TACF Science Advisor. All agreed the point is well taken. **Each officer change is individually affirmed** after no objections expressed, and Yurij's comments noted.

Treasurer's Report – Steve Barilovits [Heather Nelson in Steve's absence]

Steve is in Africa; Heather presented the report on his behalf. This is a snapshot of current status. Income is down \$379,000 from this time last year. Notably, major gifts should have been \$750,000; bequests should not be listed as anticipated. We have received no new legacy tree donors, because that program is under redevelopment. Michael stated TACF has just recently received a grant from the Oak Hill Foundation, but it will show in this next fiscal year, 2019. This becomes a timing issue, in part. The 2017 grant was \$300,000, while the 2019 grant is \$200,000. This information is critical, reducing the shortfall to a negligible amount. Heather also indicated that expenses totaled \$207,000, while budgeted \$206,000, in part due to the staff retreat. No questions from the Board.

Multiyear comparison: Operations is cyclical. Heather said that the comparison to last year indicates a significant deviation, but looking back three years, the deviation is not nearly as significant. TACF is spending more but over time, it is relatively flat. Research operation is markedly less, but genomics spending is up. In all, expenses are kept in line. Kim asked about the legal fee line item; he is not seeing it. Heather said it is under National Office in the amount of \$45,000. David said that we should separate out the legal fees so that the Board can watch it. Heather agreed to do that. Michael asked Jay to explain the genesis of the legal fees. Jay explained that TACF is working very closely with SUNY-ESF and Dr. Bill Powell on receiving federal regulatory approval from three agencies – EPA, USDA, and FDA, for the transgenic American chestnut tree. The executive committee has collectively agreed that we need feet on the street to walk the projects through and agreed to assist SUNY-ESF in paying for a portion of the legal fees. The legal firm is also contributing pro bono work. Currently, the fees are focused on EPA efforts. We have made positive progress, as timelines and actions are solidified. Michael called for questions after stating that TACF does what it can with the funding it has. Lisa and Heather are constantly watching the numbers and Lisa is on the road much of the time to generate increased donations. It is always a struggle. Lewis asked about cash-on-hand and the holdings for the chapters.

Cash-on-hand: Heather stated that this is early to be this lean on cash, but TACF has no outstanding debt right now. We have some temporarily restricted funds, but it is difficult to say when expenses will arise. We have drawn on our line-of-credit before, and it is likely that we will need to do so this year, but we cannot anticipate that at this point. Lisa reminded everyone that we have nearly \$3 million in reserved funds currently managed by Merrill Lynch, which is a strong position for a non-profit our size. Lisa is confident and thanks Heather for her diligence.

Discussion: Kim said that his concerns have been alleviated a bit. This does mean, however that we must be careful, watchful, and cautious. Michael agreed. Steve, Heather, Michael and Lisa are aware that we have cause for concern. This is not an emergency, but we have to stay vigilant and need to focus. Heather said she will have more information by the next meeting, including preliminary results from the audit by then, likely early September.

President's Report – Lisa Thomson

Lisa commended Heather for her efforts and said that she is proud of all the TACF staff as it has been restructured. The staff retreat was successful in crossing many bridges and ensuring that the staff is in synch with one another and with the mission and goals of the organization. The science leadership team includes Jared Westbrook and Sara Fitzsimmons; management leadership team are Betsy Gamber and Heather Nelson. Dan McKinnon was recently promoted to Director of the Meadowview Farm, and Laura Barth, our newest hire has joined the staff, hailing from Duke University and Virginia Tech. As TACF's most important resource, this staff continues to achieve and excel. This allows Lisa to focus on development. Lisa is very optimistic about TACF's current \$500,000 in pending asks, and hopes to be able to report significant gains in the next few months. Lisa encouraged the entire Board to join her in development efforts. She considers each of us as a fundraiser. Please either make a call, or give Lisa leads for calls. She is happy to follow up with potential donors, and will travel as needed.

Science Report – Dr. Jared Westbrook

TACF has recently initiated a new project – the American chestnut landscape genomics project, incorporating variations in DNA by variations in climate. They are projecting climate forward to model how much area will be covered by the appropriate seed zones in the future, creating a map of the most adaptable sites given new climates. TACF has recently submitted a grant proposal to USDA totaling \$450,000. Jason Holiday and Jared are the leads. Some of the funds, if successful, would contribute to Jared's salary, in addition to a grant from Fidelity for DNA sequencing. The goal of the Fidelity grant is to collect leaves from one thousand trees. So far they have collected leaves from just over 500 trees. The Colcom Foundation is key as well. Questions? Gary Carver asked what role do the backcross breeding programs have in this, from a chapter's perspective? Jared said that we are now able to genotype chapter orchards at a lower cost. The chapters' efforts are fundamentally critical in maximizing diversity across the range. If and when the transgenic tree is released, restoration efforts will need to rely on both major tracks to succeed. Lewis asked Jared to explain more about the two backcross breeding programs. Jared said he has recommended scaling back on the backcross program, but not completely, dedicating more effort and resources in finding natural American chestnut across the landscape. We are steering toward incorporating the transgenic tree into the program, but not completely. There will be 2,600 trees genotyped by this fall. Lewis asked if Jared is describing the two additional blocks at Meadowview for the two additional backcross programs. Yes, the goal is to eventually bring in additional Chinese trees with phytophthora root rot (PRR) resistance, with Clapper and Graves lines. We are going ahead with backcross, but this will not take large amounts of resources. There is currently no plan to scale back the budget at Meadowview; but we are increasing efficiencies. There is an allocation for additional backcross breeding with Chinese chestnuts and some of the propagation at Meadowview. Breeding will need to diversify, but this will not significantly impact the staff workload.

The *Science Review* is scheduled for August 21-22, 2018, and will include four external reviewers with broad expertise – genomics, biotechnology, and breeding. The goal is to receive an external evaluation of the TACF program. Bill Powell, Sara Fitzsimmons, and Jared Westbrook will give presentations at the Meadowview farm. The reviewers will write up recommendations and provide a summarized exit report from the review on site before departing.

Michael invited comments from Sara. None to add at this time.

Committee Reports:

Chapters Committee – Jack LaMonica

Betsy Gamber presented the Chapters committee report on Jack Lamonica's behalf. There has not been a full chapters meeting since the spring meeting, but there has been a tremendous amount of chapter activity since spring. The Chapters webpage is moving forward as a significant rate. You can reach the site by going to www.acf.org, scrolling to the bottom of the website, click on "Find a Chapter" and then click on "Chapter Login". The password is "16chapters". Michael Doochin and Betsy have held phone calls with eight chapters

so far. Thanks to those who have participated to date. Kathy Patrick is the new Georgia president. The chapters set up a southern call with Cathy Mayes, resulting in good discussion. The regional calls have been fruitful and a good way to communicate. Please reach out to Betsy or your regional science coordinator (RSC) to schedule a call.

Finance Committee – Steve Barilovits

Heather had no further report.

Promotion and Outreach Committee – Cathy Mayes

Cathy said that in the interest of time, she would provide a written report as an addendum to this call's minutes (attached). Much has been happening in promotion and outreach and the subcommittees.

Science and Technology Committee – Dr. Brian McCarthy

Brian reported that there is nothing pressing to report from this committee. Jay provided a concise update on the regulatory process for the transgenic tree. There have been a series of meetings in person and by phone with EPA in particular, Bill Powell, TACF principals, and the attorney assisting SUNY-ESF and TACF. It is not a matter of IF, but more a matter of getting registered on the most favorable terms and as quickly as possible. The process has begun with EPA, however Bill Powell and his group are now working on a submission to USDA, expected in October, and then FDA. We have spent much time with EPA with attention at the most appropriate highest levels. The latest call moved the ball down the field considerably, discussing rule promulgation (rule writing). This is legal and political as well as scientific. Michael said this has been discussed by the board in the past. The executive committee has been integrally involved. If we had taken the historic route, the transgenic tree could have been registered as a pesticide, with restrictions. This is an unusual case and under the right circumstances we have been engaging EPA in a positive manner. Our legal input facilitates this engagement. Jay and Bill Powell have led this, and we are very grateful. We've come very far, even if we don't get everything we would like. Jay stated that we are plowing new ground with old legislation and no precedent. This is the concern of EPA. They have expressed that they must be cautious because this case will be precedent-setting. As it is, we are having to establish work-arounds due to prior precedents that don't fully apply. Another call is scheduled with EPA in the near future.

Restoration Committee – Bruce Wakeland

Michael introduced the topic of the restoration committee's efforts, a one-page document. Michael's objective was to develop a simple, living document without detail, addressing what restoration looks like, and when it can be expected. We need to get ready for restoration, which takes years of understanding and planning. We must have resources in place. This is a start. This document is meant for volunteers in the field or donors, to understand what we are doing and when. We don't know that much now; it is expected that this document would need to be updated as the transgenic tree receives regulatory approval and as science changes. Bruce wants to engage anyone who wants to be seriously involved, and then it comes down to a majority-approved document.

Bruce stated that he was asked to write a one-page document with the assistance of an ad hoc committee. Bruce, Sara Jared, Kim and Brian have been involved in this effort, to date. They addressed timing with the best information available. The draft document has been circulated among Board members, with feedback received for discussion on this call. The ad hoc committee will entertain more comments, then in a week or so will accumulate comments and draft the revision. In essence, there are two approaches – trees from the breeding program, less resistant than Chinese chestnut, and the transgenic tree. This document identifies projected timelines for each, and quality needed for each before restoration can begin. Initial restoration efforts will be restoration trials. If the transgenic tree is approved, we will advance diversity of the two programs. Michael said that we are cognizant of the comments to date...they have been recorded, shared, and will be incorporated as the revised document is developed. Greg Miller indicated that his comments have not made it into the document yet. That is true. All comments will be considered as the document is

revised. Yuriy said this is a good baseline document, he's glad it is one page, and feels we are on track with this effort. A bit more on restoration or the trials might be helpful. If Bruce plans to call people, Yuriy would like to provide input. Bruce will be making personal calls as interest is expressed, as needed, and as comments are received. Jay shared that even as the strategic plan was developed there was interest in developing an elevator speech. This document meets that need; it is short and concise. Michael agreed and said that one of the things he felt the need to do was to develop this sort of document. When he would ask people about restoration, he would get two very different answers from equally knowledgeable people. We have to raise significant funds and need a cogent argument. We can build on this as a framework, so that we are all on the same page.

Kim expressed that the second paragraph is an important conceptual breakthrough. This came out of a staff meeting; the notion of distinguishing between restoration trials and restoration itself is in itself critical. Kim encourages the full Board to review this document to help us move forward. There is no certain in-between. These concepts give us "in-between" opportunities. Michael said there is a big difference and distinction between the concepts. Jay said that if a potential donor is interested in contributing, they will be asking if we've thought through what we are doing. This is intended for a higher level of donor. We can say we have a roadmap. Gary Carver indicated that he agrees with this discussion but as we bring in the thought of volunteers, ninety percent are involved in backcross breeding programs, and some, at least, are feeling that their work may be for naught. We need to figure out how the backcross breeding programs are critical now and as we proceed. Right now there is disillusionment among chapter members. Michael said that we think we will do well with transgenics, but there are no guarantees. But we know we need the backcross programs, regardless. We would have not diversity if we hadn't grown the trees. We are not trashing that work...period. Lisa appreciated the feedback, mentioned that Jared and Lisa will be happy to talk with the Maryland chapter about their concerns. Kim said that we are concerned. It's not what we ARE going to do, but what it LOOKS LIKE we're going to do. Some changes in wording would be helpful in alleviating concerns and fears for this document. Bruce said that he has Gary's concerns. Al Nichols said that he understands all the work that all the chapters have done, and the New York State chapter still is not sure that the transgenic tree from SUNY-ESF will be successfully approved for distribution. Whichever tree we can get in the forest should be the VERY best tree – transgenic, hybrid, or whatever. Hopefully we all want to put the best tree back in the forest. Michael asked Gary if this addresses his concerns...Yes, and we should keep in mind all that we have learned about American chestnut silviculture. Greg stated that [Kim] has identified the elephant in the room, and it's a matter of whether the glass is half empty or full. Let's move on from where we are, not from where we aren't. Jared said that he has been working with Jeanne Romero-Severson to address blight resistance and PRR screening – planting out orchards with both. We will try to do the best we can. We may not be able to get all in a one-page document, possibly will need sidebars, or comments on the side.

Michael stated that the members of the Board **are encouraged to share with Bruce your comments as soon as possible. We will try to get a document in a framework so we're all on same message. We will get a document through to the restoration committee and then to the Board at least 30 days in advance of October meeting.**

New Business from the Floor

None.

Adjourn

Cathy Mayes moved to adjourn; Brian McCarthy seconded. Adjourned at 4:50 pm.

Promotion and Outreach Committee and Subcommittees (Education and Awards) report: Below is a summary of the work of the Promotion and Outreach Committee subcommittees and the headquarters staff since the last board meeting. Thanks to David Kaufman-Moore and Barb Tormoehlen for the update.

Promotion and Outreach Committee: *Spring Appeal:* The spring appeal raised more than \$107,000¹. A customized "ask" occurred to those who gave to last year's appeal which resulted in an average of 35% larger donations than they gave last year. 12% are new donors; 23% are repeat donors; and the rest are members, people who bought merchandise or attended a meeting. Of those who gave last year, 70% gave at or above what they contributed last year.

Legacy Orchard: Letters went out to the living legacy tree donors about the plans for a new legacy tree orchard beginning this fall. While it can be hard to tell, staff believes this also triggered a few gifts from these individuals that came in shortly after the letter went out.

Recruiting New Members: From June 15, 2018 - December 31, 2018 new memberships, new donors, or long lapsed donor/member will be matched by the Ballyshannon Fund, which is based out of the Community Foundation of Greater Charlottesville up to \$20,000. (this has been all matched already though Lisa & Sam's good work, but we are going to continue to use it as a way of getting new members). We will be continually mention this in the eSprout and on our website, and have asked the chapters to spread the message as well. Also we are mailing out a "Join today" letter from Jared to those who submitted a leaf sample, who haven't ever been a member or a donor: this amounts to 539 individuals.

End of Year/Fall Appeal:

The year-end letter/appeal will be similar to years past but will stress other ways of giving: appreciated securities, IRA rollovers, and planned gifts. Furthermore we are going to segment the population and tailor the letters to new members or donors, long-time members; and lapsed members

Education Subcommittee: *Webpage:* The education content of the archived information is being reviewed at this time. Samantha is working with Carolyn Keiffer and Yvonne Federowicz on this task and the team hopes to have the majority of the files reviewed by mid-August.

Student Education Program: Doug Gillis is leading a number of education subcommittee members in developing and capturing educational program efforts.

Chapter Reporting: Betsy and several folks from the task force are working to ensure that online chapter reporting of educational accomplishment is consistent across the chapters and with the same components.

Learning Box Revision: The Learning Box effort has been divided in two components, information content and artifacts of the Box. Tim Womick and Barb Tormoehlen will be conducting a phone survey of those who currently hold a box and are looking at alternatives in development of the box moving forward. The content effort will be longer term. Content experts are Samantha Bowers, Sara Fitzsimmons, and Kendra Collins.

Awards Subcommittee: Each region has sent in its 2018 Volunteer Service Award nomination. Judy Antaramian drafted recipient letters for Hill. Upon his approval, she will mail the letters and follow up with an email to each recipient.

¹ The financial statements show smaller proceeds because record certain spring appeal receipts are recorded in bookkeeping accounts other than 40300NC – Spring Appeal. For example, stock gifts sent in response to the spring appeal are recorded in 40291NC – Stock Donations in the financial statement but as Spring Appeal receipts in the donor management system.