



FRIENDS OF BRAZORIA WILDLIFE REFUGES
Minutes of the Special Meeting of the Board
Friday, January 22, 2021 Discovery Center Pavilion

Members in Attendance: Oron Atkins, Ed Barrios, Marty Cornell, Mickey Dufilho, Phil Huxford, Ruby Lewis, Herb Myers, Lisa Myers, Kim Richardson, Dick Schaffhausen, Mary Schwartz, Regina Tippet

Refuge Staff in Attendance: Jennifer Sanchez, Tom Schneider

The meeting was called to order at 1:33 pm.

Signature Authority: The election of a new treasurer prompted the need to change signature authority on FOBWR bank accounts; this need was tabled at the January 8, 2021 meeting of the Board, pending clarification of qualifications needed for this authority. Examination of our Bylaws and Policies and Procedures by Kim showed that that authority is not restricted to officers only.

Upon discussion, Kim moved that **“The FOBWR authorizes President Lisa Myers and Treasurer Regina Tippet to have signature authority for FOBWR financial accounts.”** The motion was seconded by Marty and passed by the unanimous consent of the Board.

Approval of Minutes: Financial institutions require proof of authority, such as official minutes, to process a change of signature authority. Toward this end, Mickey Dufilho moved, and Ed Barrios seconded the motion that **“The minutes of the Board of Directors meeting of January 8, 2021 are approved.”** The motion passed unanimously.

Brokered CD Investments: Dick noted that the balances in some of our accounts exceed the \$250,000 limit of FDIC insurance. Steve Polemenakos of Merrill Lynch recommended buying laddered \$50,000 certificates of deposit with maturities of one, two and three years. At current interest rates, the yield would be \$1,750, which is significantly more than current checking account interest. Dick moved, **“The FOBWR Board authorizes the treasurer to invest in three \$50,000 brokered certificates of deposit with maturities of one, two, and three years.”** Mickey seconded the motion, which passed unanimously.

This action would render our current checking account balance at Merrill Lynch to be under \$250,000, and thus fully FDIC insured.

Audits: The FOBWR Bylaws [Article 4 Officers: II Duties: Treasurer D] requires the treasurer to “Schedule an annual audit or financial review of FOBWR financial records and provide a copy of the results to the Board.” The requirement for this audit to be by an outside CPA is not specified. Kim noted that this audit must meet the Texas Business Organization Code section 22.352:

Sec. 22.352. FINANCIAL RECORDS AND ANNUAL REPORTS.

(a) A corporation shall maintain current and accurate financial records with complete entries as to each financial transaction of the corporation, including income and expenditures, in accordance with generally accepted accounting principles.

(b) Based on the records maintained under Subsection (a), the Board of directors of the corporation shall annually prepare or approve a financial report for the corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include:

- (1) a statement of support, revenue, and expenses;
- (2) a statement of changes in fund balances;
- (3) a statement of functional expenses; and
- (4) a balance sheet for each fund.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

It is noted that, per this document, the report may be prepared by the Board (an internal audit).

After discussing, the Board concluded that the FOBWR should adopt a policy to conduct an external audit every three years, interspersed by two consecutive years of internal annual audits done. The Board desires to codify this policy in our Policy and Procedures and/or in our Bylaws and has asked Kim to propose the appropriate wording and document(s) for this protocol.

The last (and our first) external audit was made on our 2018 books; thus, the next external audit should be on our 2021 financial status. Dick suggested that we budget each year to accrue funds for this audit, which, at about a cost of \$10,000 for this service, would amount to about \$3,500 each year.

Tom Morris, a former FOBWR Board member who has audited our IRS Form 990 submissions, will be approached by Dick to conduct an internal audit of our 2020 financial records. Sandy Henderson has also indicated that she is willing to assist this effort. Regina will approach the treasurer of BEES (Master Gardeners of Brazoria County) to serve on an audit committee.

Miscellaneous Items:

- Donations in memory of Barbara Burkhardt are being received without the purpose designated on our web site. Our donation page needs to include a space for notations.
- Our web page does not display a contact option; Dick is working to set up a vanity email option; the cost is \$70 per year per domain name.
- The Weebly membership program accepts only email and phone information, but not a mailing address.

The Special Meeting of the Board was adjourned at 2:27 pm.

Marty Cornell, Secretary

Friends of Brazoria Wildlife Refuges