

MINUTES OF THE  
VIRGINIA OUTDOORS FOUNDATION  
POLICY MEETING OF THE BOARD OF TRUSTEES  
CONFERENCE ROOM B, JAMES MONROE BUILDING  
RICHMOND  
JANUARY 25, 2007 10:00 AM

Trustees present: Chairman, Ms. Kat Imhoff, presiding; Mr. Mark S. Allen; Mr. J. William Abel Smith; Dr. M. Rupert Cutler; Mr. Frank M. Hartz; Mr. Charles H. Seilheimer, Jr.; and Mr. Jeffrey K. Walker. VOF staff attending: G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Martha Little, Director of Stewardship; Ms. Trisha Cleary, Executive Assistant; Ms. Anna Chisholm, Finance Manager; Ms. Estie Thomas, Easement Specialist; Ms. Jennifer Perkins, Easement Specialist; Ms. Sara Ensley, Human Resources Manager; and Neal Jacob, Intern. Also in attendance was Ms. Brett Ellsworth, Assistant Attorney General.

Ms. Imhoff convened the meeting at 10:00 a.m. After introductions, public comments were heard. Rex Linville of the Piedmont Environmental Council presented a letter sent to the General Assembly signed by 32 conservation partners supporting land conservation funding in the 2006-2008 biennial budget. Mr. Beadles requested that VOF “do better” in keeping information updated on the Virginia Regulatory Town Hall and VOF websites.

Ms. Imhoff asked for a motion to approve the order of business and requested that the Board go into closed session for discussion of pending legal matters (Code of Virginia §2.2-3711) after approval of the September 2006 minutes. Dr. Cutler moved to approve the order of business amended to include a closed session for discussion of legal matters, Mr. Hartz seconded, and the motion passed unanimously. Ms. Imhoff offered grammatical corrections for the September minutes. Dr. Cutler moved to approve the minutes with the Chairman’s corrections, Mr. Allen seconded, and the motion passed unanimously. Mr. Hartz moved to go into closed session at 10:10 a.m. as provided for in the Code of Virginia §2.2-3711 A. 1. and 7, Dr. Cutler seconded, and the motion passed unanimously. The Board reconvened in public session at 10:25 a.m. and a roll call vote was conducted to certify that only exempt business was discussed. Ms. Imhoff voted yes, Mr. Abel Smith voted yes, Mr. Hartz voted yes, Dr. Cutler voted yes, Mr. Seilheimer voted yes, Mr. Walker voted yes, and Mr. Allen voted yes.

Ms. Imhoff asked Mr. Lee to give the Executive Director’s Report to the Board. Mr. Lee began his report by saying that in 2007, staff would be utilizing a new proposal sheet to provide greater detail on easements presented to the Board for approval. He reported that in 2006 VOF had taken 70% more easements than had ever been accepted by VOF in any previous calendar year. He added that the additional easements increased Stewardship responsibilities by three full time positions. Mr. Lee informed the Board of organizational changes. He said that VOF was very lucky to have experienced senior easement specialists who can mentor our newer easement staff. With the expansion of regional offices it is not possible for Deputy Directors to prepare easement projects as well as mentor easement staff. He said that it is imperative for quality control and quality assurance that the Deputy Directors in charge of the easement program, Leslie Grayson

and Tamara Vance, have adequate time to consult with staff in the field to assure that easements that come before the Board are as good as they can be. This year will see fewer easement projects prepared by Leslie and Tamara to improve the overall quality of easements. In 2006, due to record management issues, VOF essentially dismantled the easement capacity of the Richmond office. He reported that due to the increasing demand for easements in the Richmond area that VOF needs to reestablish an easement position in the Richmond region and presented a resolution for Board consideration authorizing the position. He also said that he had prepared another resolution in concert with Senior Staff that would authorize two additional easement positions, under supervision of the Easement Program Deputy Directors. He further reported that the Board would be briefed on the finances of the Foundation. Mr. Lee announced that VOF holds easements in 97 jurisdictions throughout Virginia and will be providing members of the General Assembly with maps of the easements in their districts. He concluded his comments by telling the Board that in 2007 VOF hopes to take better easements and bigger easements by targeting significant landholdings in the Commonwealth.

Dr. Cutler thanked the Executive Director for his report and offered that the Virginia Outdoors Foundation has an opportunity to influence the conservation and management of the Commonwealth's natural resources under private ownership with our conservation easements and educational programs for landowners.

Ms. Imhoff asked for Mr. Lee to address the presence of the Internal Revenue Service in Virginia. Mr. Lee reported that the I.R.S. has asked its field staff to look at charitable contributions when they are a part of a routine audit. He said that VOF offices are beginning to hear from donors that they are undergoing an audit and that they may need help with information pertaining to their conservation easement donations. He said that he does not believe that Virginia is being specifically targeted by the I.R.S. but with the number of easements VOF is taking, the odds increase that VOF donors will be audited. Mr. Hartz asked how this would impact the work load of VOF offices. Mr. Lee asked Leslie Grayson to relate her experience with this type of request. Ms. Grayson said that she had received several calls from landowners saying that they are being audited and have received a list of 52 questions that they need to answer. They then request VOF's assistance in answering those questions and/or providing information from the VOF files. Mr. Hartz expressed the concern that these requests will take staff away from the primary mission of conserving open space land.

Ms. Imhoff asked for the Deputy Directors' reports. Leslie Grayson distributed the revised proposal sheet that the Board will begin to see for the March Board meeting. Dr. Cutler asked if the Board books could have space for Trustees to write their comments and questions. It was agreed that a page for Trustee comments would be provided for each easement proposal.

Tamara Vance told the Board that it takes time to train a new easement specialist. Deputy Directors will be phasing out of working directly on individual easement projects. She said it usually takes at least 18 months for an easement specialist to be fully independent.

Martha Little distributed a written stewardship report and statistics detailing monitoring activities in 2006. She told the Board that Stewardship staff now compiles the Base Documentation Reports for all new easements and Present Conditions Reports for existing easements. Staff has

developed monitoring procedures and is working on a glossary of terms. Staff is also working with the Virginia Department of Forestry on a new memorandum of understanding (MOU) and is working to finalize a MOU with the Eastern Shore Soil and Water District for monitoring in Accomack and Northampton Counties. Stewardship staff has developed manuals and other training opportunities. Ms. Little reported that staff will also be working with the new website to include educational materials for landowners.

Mr. Walker thanked staff for all of the hard work done in 2006.

Mr. Lee reported background information on previous meetings with Dominion Virginia Power (DVP) providing information on VOF easements in the path of the proposed transmission line. Mr. Lee related that VOF had received written correspondence from Trans-Allegheny Interstate Line Company and Dominion Resources Services, Inc. requesting that the Board not approve easements in the proposed alignments. He then introduced John Smatlak, DVP Vice President-Electric Transmission. Mr. Smatlak addressed the Board and requested that the Board not approve any easements in the alignments for the proposed power line. He explained that Dominion is trying to be respectful of properties under conservation easement but that the State Corporation Commission (SCC) needs to be able to review and rule on the application without undue pressure from the Virginia Outdoors Foundation. Ms. Imhoff replied that the Board could not comment due to legal matters pending before the Board.

Leslie Grayson asked the Board for guidance on an easement that was approved in September 2006 that now lies in the proposed path of the power line. The donors want to go forward with the easement and record in February 2007. Mr. Hartz asked Mr. Smatlak when Dominion would have an application and a definite route. Mr. Smatlak said that Dominion would be filing the application in April with a preferred route and alternatives and indicated that Dominion would try to work around this particular easement as it was proposed and accepted prior to any proposed alignments. After a brief discussion, Ms. Imhoff said that she was hearing that VOF should go forward with the easement in question and asked for a motion to that effect. Mr. Walker moved that staff be advised to process the referenced September 2006 Board approved easement when presented, Mr. Seilheimer seconded, and the motion passed unanimously with Mr. Hartz abstaining.

Ms. Imhoff moved to the policy discussion portion of the agenda. Bob Lee introduced two resolutions for the Board's consideration. The first was to authorize the Richmond easement office with a full time position and the second resolution would authorize two additional easement positions, one for Blacksburg and one for Warrenton. He explained that the positions were necessary to help meet the demand for easements. Dr. Cutler moved to adopt both resolutions, Mr. Walker seconded. Ms. Vance asked that if there was a greater need in another office, could a position be moved. Mr. Lee said that Senior Management could make that decision administratively. Mr. Seilheimer agreed that the positions could be placed in the offices with the greatest need. Ms. Imhoff asked that the minutes reflect the Board agreed to allow that flexibility. There being no further discussion, the Board voted to approve the three positions unanimously.

Ms. Imhoff then called on Anna Chisholm to give the mid-year financial report. Ms. Chisholm reported on finances for FY07. She also explained that the number of temporary positions could be reduced if funding does not become available to continue expenditures at the current pace. She said that the projections for FY08 would leave about \$22,000 in the reserve fund.

Mr. Lee presented the easement figures for calendar year 2006. VOF took 350 easements for over 70,000 acres which is 70% more than ever before. Ms. Imhoff requested that the easement information and VOF Newsletter be placed on the website as soon as possible.

The meeting broke for lunch at approximately noon.

Ms. Imhoff called the meeting to order at 1:00 p.m. continuing with the policy discussions. She turned the meeting over to Hank Hartz for an overview of the proposed Code of Ethics. Mr. Hartz explained that the intent of the Code of Ethics was to comply with the State Comptroller directive that requires all state agencies to adopt a Code of Ethics according to the Agency Risk Management and Internal Control Standard document. Ms. Imhoff gave a little background on the Code of Ethics process saying that the Board had considered a Code of Ethics previously that had included staff. The proposed Code of Ethics being considered was modeled on the Board of the Department of Game and Inland Fisheries and addresses the Board of Trustees only and contains the restriction of Board members not donating easements to VOF while on the Board. Brett Ellsworth, Assistant Attorney General, added that she had been asked to cover Conflict of Interest Act (COIA) training and could answer any questions Board members had. She said that COIA only provides guidance in baseline legal requirements governing conduct while serving on the Board of Trustees. COIA does not take into account activities that may appear improper. She said that if a Board member had a specific question, they could request an opinion of the Office of the Attorney General. She offered to give the Board a detailed COIA presentation if they so desired at another Board of Trustees meeting. After discussion, Dr. Cutler moved to approve the Code of Ethics with an amended section II. G. to read "any" impropriety. Mr. Hartz seconded the motion and the motion passed with Mr. Seilheimer and Mr. Abel Smith voting against adoption. (See attachment #3.)

Ms. Imhoff asked Leslie Grayson to lead the discussion on the revised template. Ms. Grayson distributed the revised draft template with substantive changes highlighted in yellow. She reviewed the changes with the Board. Mr. Abel Smith moved to approve the easement template as revised with the understanding that the staff, in consultation with the Office of the Attorney General, was authorized to make further minor modifications as necessary and appropriate. Mr. Seilheimer seconded and the motion passed unanimously.

Ms. Imhoff asked if there were any other business to be considered by the Board. There was a brief discussion on staff workload management.

Mr. Imhoff called for a closed session at 2:12 p.m. to discuss personnel matters as provided for in the Code of Virginia §2.2-3711 A. 1. and 7. Mr. Seilheimer so moved, Mr. Walker seconded, and the motion passed unanimously. A roll call vote certifying that only exempted business was discussed during the closed session was taken at 2:43 p.m. Ms. Imhoff voted yes, Mr. Abel

Smith voted yes, Dr. Cutler voted yes, Mr. Seilheimer voted yes, Mr. Walker voted yes, Mr. Allen voted yes, and Mr. Hartz voted yes. The meeting was adjourned at 3:45 p.m.

Respectfully submitted,

Patricia A. Cleary  
Executive Assistant

RESOLUTION

A RESOLUTION TO AUTHORIZE A FULL-TIME EASEMENT POSITION IN THE  
RICHMOND OFFICE FOR THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, The Virginia Outdoors Foundation (VOF) holds more conservation easements than any public land trust in the United States; and

WHEREAS, in a previous reorganization portions of the former Richmond Region were assigned to other regional offices for easement development purposes; and

WHEREAS, now it has been determined that overall growth in easement demand in all regions, but particularly the Richmond Region, makes reinstatement of easement capacity for the Richmond Regional Office VOF's organizational top priority; and

WHEREAS, VOF will continue to work on record and stewardship improvements for the Richmond Region separate from the new senior easement officer position; and

WHEREAS, it is vital to the progress of VOF and to the efficiency of the Richmond VOF Office to have adequate staff to handle the increasing easement workload; and

WHEREAS, resources are currently available to hire a full-time regular position with full benefits; now, therefore be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 25<sup>th</sup> day of January 2007, That a full-time regular position, Easement Specialist, in the Richmond VOF Office be, and is hereby, authorized.

ADOPTED by a vote of 7 to 0.

  
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ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO AUTHORIZE TWO FULL-TIME EASEMENT POSITIONS IN THE  
BLACKSBURG AND WARRENTON OFFICES FOR THE VIRGINIA OUTDOORS  
FOUNDATION

WHEREAS, The Virginia Outdoors Foundation (VOF) holds more conservation easements than any public land trust in the United States; and

WHEREAS, proposed additional funds will allow VOF to hire additional easement staff for at least one year; and

WHEREAS, it is vital to the progress of VOF and to the efficiency of the Blacksburg and Warrenton VOF Offices to have adequate easement staff to handle the workloads; now, therefore be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 25<sup>th</sup> day of January 2007, That two full-time fund based positions, Easement Assistants, in the Warrenton and Blacksburg VOF Offices be, and are hereby, authorized.

ADOPTED by a vote of 7 to 0.

  
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ATTEST:

G. Robert Lee, Executive Director

## **VIRGINIA OUTDOORS FOUNDATION BOARD OF TRUSTEES' CODE OF ETHICS AND CONDUCT**

### **I. PURPOSE**

The Board of Trustees (the Board) of the Virginia Outdoors Foundation (VOF) is a supervisory board of gubernatorial appointees charged to promote the preservation of open-space lands and to encourage private gifts of money, securities, land or other property to preserve the natural, scenic, historic, scientific, open-space and recreational areas of the Commonwealth. The Trustees are officers of a governmental agency and are governed by the State and Local Government Conflict of Interest Act, §§ 2.2 – 3100 *et seq.* of the Code of Virginia (1950) as amended (the “Conflict Act”). Because the Board must be self-governing, self-policing, and have consistent guidelines for its operations, it hereby establishes this Code of Ethics and Conduct to provide further guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations during their appointment.

Compliance with the provisions of this Code will allow the Board to enhance relationships and foster teamwork among Trustees and staff and build respect, confidence, and credibility with the citizens of the Commonwealth.

### **II. ETHICS**

Each Trustee shall adhere to the following Code of Ethics:

- A.** Trustees shall act with integrity and in an ethical and professional manner in their interactions with each other, the Executive Director, the Secretary of Natural Resources, the Governor’s Administration, members of the General Assembly, VOF staff, consultants, advisors, and the public.
- B.** Trustees shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the Board and VOF.
- C.** Trustees shall act with competence and strive to maintain and enhance their competence and that of their fellow Trustees.
- D.** Trustees shall use proper care and exercise independent professional judgment in the performance of their duties.
- E.** Trustees shall maintain confidentiality about all matters that are considered in closed meetings.



- F.** Trustees shall follow the provisions of the Freedom of Information Act, §§2.2 – 3700 *et seq.* of the Code of Virginia (1950) as amended, in regard to public records that are owned, prepared, or in their possession or in the possession of VOF.
- G.** Trustees shall be familiar and comply with the provisions of the State and Local Government Conflict of Interests Act, §§ 2.2-3100 *et seq.* of the Code of Virginia (the Conflict Act). In addition to such compliance, and beyond the definition of “conflict of interest” contained in the Conflict Act, Trustees shall abide by the following rules in order to avoid any impropriety.
1. Trustees shall not have private contracts or business dealings with VOF.
  2. No Trustee shall make gifts of easement to VOF while the Trustee is an active member of the Board. The Board shall not accept an open-space easement proffered by a Trustee while the Trustee is an active member of the Board.
  3. Trustees shall recuse themselves and shall not participate in the consideration of any matter or attempt to affect the outcome of any issue before the Board when to do so might result in even the appearance of a conflict of interest as defined by the Conflict Act.
  4. Trustees shall not abuse their authority by using their offices to obtain favorable treatment by VOF for any person.
  5. Trustees shall receive no payments from VOF or from any funds or transactions of VOF except for reimbursement for expenses as provided by law under § 2.2-2813 of the Code of Virginia.
- H.** Trustees shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission, and unauthorized communications with individuals trying to influence Board decisions by improper means or seeking to receive personal gains through Board decisions.
- I.** Trustees recognize that all Board decisions and actions are to be based on integrity, competence, and independent judgment on the merits and benefits to the conservation of open-space land program.

### **III. CONDUCT**

Trustees shall comply with the following standards of conduct:

- A.** Trustees shall not engage in conduct that would compromise, discredit, or diminish the integrity of the Board and/or VOF.
- B.** The Board shall respect the authority of the Executive Director and shall provide instruction and direction only to the Executive Director. The Board shall not instruct the Executive Director in regard to specific operational decisions.

  - 1. Trustees shall be sensitive to the considerable workload of the staff when making requests for assistance, and all requests for assistance shall be made through the Executive Director.
  - 2. The Board shall respect the Executive Director's authority in all personnel matters.
  - 3. Trustees shall not allow staff to use Trustees as their representatives or use Trustees as an avenue for input to the Board or the Executive Director.
- C.** No individual Trustee shall give orders or instructions to any employee of VOF. This does not preclude an individual member from offering his or her opinion, based upon his or her expertise and/or experience, when an employee of VOF requests such an opinion.

  - 1. Individual Trustees are not to become involved in the operational management of VOF.
- D.** Trustees shall serve with the understanding that they represent both the citizenry of the Commonwealth as well as constituents from their local communities.
- E.** Trustees shall strive to establish sound working relationships with each other.

  - 1. Trustees shall be respectful of each other and will not use Board meetings to upstage or embarrass colleagues.
  - 2. Trustees shall respectfully consider the opinions of others during deliberations, strive for integration of viewpoints or consensus building in decision-making, and shall respect the collective judgment of the Board in regard to its decisions.
- F.** Trustees shall refrain from using Board meetings to advance their personal agenda.
- G.** Trustees shall strive to cultivate and maintain good relations with the public, press, and constituent groups.

- H.** Individual Trustees shall refer all proposals or other communications regarding potential or existing programs, contracts, or services to the Executive Director.
- I.** Individual Trustees shall not communicate with persons under consideration for selection by the Board and/or the Executive Director for contracts, acquisitions, etc. while the procurement process is in progress.
- J.** A Trustee shall not participate in another Trustee's violation of this Code of Ethics and Conduct, contribute to the concealment of such violation, or negligently allow such a violation to occur.
- K.** A Trustee shall not solicit or receive a gift or favor from any person, company, or organization, or from any intermediary interest, that may compromise or appear to compromise the independent judgment of the Trustee regarding his or her obligations to the Board.

#### **IV. GENERAL PROVISIONS**

- A.** The provisions of this policy do not exempt any Trustee from other applicable restrictions of federal, state, or local law regarding conflicts of interest.
- B.** Any violation of this Code of Ethics and Conduct shall be reported to the Personnel Committee. The Committee shall investigate, as appropriate, and report its findings and recommendations to the Board.
- C.** All Trustees shall sign an affirmation pledging to honor and follow, according to both the letter and the spirit, this Code of Ethics and Conduct.