



RAINFOREST  
TRUST

## MINUTES OF BOARD MEETINGS 2017 Rainforest Trust

**12-14th February, 2017**  
**Ucayali River, Loreto Province, Peru**

- Present:** John Mitchell (Chair), Edith McBean, Jeffrey Zack, Pat Koval, and Geoffrey Chen.  
**Absent:** Dr. Eric Veach, Sally Davidson, Dr. Wayt Thomas, Dr. Thomas Lovejoy, Larry Benjamin, and Robert Giles  
**Staff:** Dr. Paul Salaman (CEO), Malissa Cadwallader (COO), Dr. George Wallace (Chief Conservation Officer), Mark Gruin (Director of Institutional Development & Partnerships).  
**Invited:** Eric Goode (The Turtle Conservancy), Lelis Rivera (CEDIA), Dani Rivera (CEDIA), David Rivera (CEDIA), Candy Vilela (CEDIA), Angela Huang, Alan Koval, Catherine Mitchell.

### **1. Conflict of Interest Policy and Affirmation**

The Board reviewed the revised Conflict of Interest Policy and Affirmation and unanimously adopted new clauses on “Improper Influence” and “No competing work or Volunteer Activities.” Present Board Directors signed the revised Policy.

### **2. Approval of Minutes**

The Board Minutes from 17<sup>th</sup> September 2016 were unanimously approved by the Board.

The Board Minutes from 28<sup>th</sup> October 2016 were unanimously approved by the Board.

### **3. Election of Board Directors and Officers**

The Board unanimously re-elected the following candidates in Class III (assigned from approved Board minutes of 25 Feb 2015) to the Board of Directors:

1. Sally Davidson
2. John Mitchell
3. Thomas Lovejoy
4. Eric Veach

The Board unanimously re-elected the following Officers of the Board:

- Chair: John Mitchell  
Vice-Chair: Eric Veach  
Secretary: Wayt Thomas  
Treasurer: Sally Davidson

The Board unanimously elected Eric Goode, founder, CEO and Board Director of The Turtle Conservancy as a new Board Member of Rainforest Trust.

### **4. Committee assignments**

The Board unanimously approved the establishment of the Governance Committee consisting of Dr. Eric Veach (Chair), Jeff Zack and Pat Koval. The Governance Committee will work with the Director of Institutional Development and Partnerships and CEO to review the bylaws and all governance aspects, develop the handbook and the orientation program, and make recommendations to the Board. The intention is to have a handbook and orientation ready for the full board to review at the 13<sup>th</sup> May 2017 board meeting.

The Board unanimously approved the following Committee assignments:

1. Investment Committee: Geoffrey Chen (Chair), Robert Giles, Eric Veach
2. Audit and Finance Committee: Sally Davidson (Chair), Robert Giles, Jeff Zack
3. Compensation Committee: Jeff Zack (Chair), Robert Giles, Sally Davidson
4. Development and Outreach Committee: Pat Koval (Chair), Edith McBean, John Mitchell, Jeff Zack, Wayt Thomas, Roger Pasquier, and Eric Goode.
5. Conservation Committee: Wayt Thomas (Chair), Thomas Lovejoy, Edith McBean, John Mitchell, Bruce Beehler, Gwen Brewer, Pat Koval

## 5. Committee Reports

The Board unanimously approved the **Investment Committee** Minutes for Q3 2016 and Q4 2016 and congratulated Geoffrey Chen and the committee for their diligent work and success at growing the Sustainability Fund.

The Board unanimously approved the **Finance & Audit Committee** Minutes of 1st February 2017, including approving the pre-audit 2015 financial report and 2016 projected income and expenditure budget.

The Board unanimously approved the **Compensation Committee** Minutes of 7<sup>th</sup> December 2016, including approving a CEO Compensation Policy and recommendations for the CEO's 2017 compensation. The Minutes included the implementation of a more formal process to review CEO performance that articulated Rainforest Trust's philosophy/point of view on CEO compensation, and established new benchmarks for CEO compensation recommendations. The Board unanimously approved a salary increase for the CEO.

## 6. Institutional Update

The COO, Malissa Cadwallader reported that 2016 was our most successful year to date on every front. Our Conservation team worked with our in-country partners to create 22 new protected areas across 11 countries, saving more than 6.3 million acres of crucial habitat for endangered species – including 2 million acres of rainforest in Africa's Congo Basin for Okapis, Bonobos and Forest Elephants with the creation of Lomami National Park. Our strategic efforts with local partners are securing huge swaths of habitat. As a result, we are proud to report that a study last year indicated that our supported project sites offer safe havens to 63% of Earth's bird species, 42% of all mammal species and 25% of all amphibian species. Those results speak volumes about our conservation impact and how much we are able to accomplish with our limited resources.

Led by our Philanthropy team, a concerted effort by all of our staff and board members allowed us to launch the new SAVES Challenge initiative and to exceed our 2016 fundraising goal by 20%. Our new donor acquisition rose by 41%, attracting 1,888 new donors, with strong donor retention from the previous year. All of our board members contributed again last year so that we can report a 100% giving board to our supporters, and they covered 77% of our operating expenses that, combined with support from a few key donors, continue to allow us to allocate 100% of project-restricted donations directly to our conservation efforts.

Our Outreach team has ramped up communication and marketing efforts by introducing a series of podcasts and advertising campaigns, including two billboards positioned in New York City during the last two months of the year. Social media continues to thrive with a 141% increase in Facebook likes and a 143% increase in Twitter followers. Our website sessions have risen 128%, with page views up by 119%. The quality of our print publications and news articles continue to improve and become more impressive.

Once again in 2016, we secured Charity Navigator's top 4-star rating for our outstanding financial efficiency and program effectiveness.

We've built up a strong team of 27 full-time staff members who are helping us to carry out our 5-year strategic plan toward our goal of protecting a total of 50 million acres by the year 2020.

On the international front, to facilitate offering tax-beneficial donations to some of our international donors, we launched two new affiliates, Rainforest Trust-Australia and Rainforest Trust-UK, and now partner with ICFC in Canada.

## **7. Institutional Development and Partnerships**

The CEO introduced Mark Gruin, Rainforest Trust's new Director of Institutional Development and Partnerships. Mark will be focusing on and responsible for Board development and engagement, institutional relationships with Rainforest Trust's international conservation partner organizations, capacity development and institutional relationships with our in-country implementing partner organizations and our internal strategic planning. Mark gave a presentation on the developing approach to Board engagement, roles, responsibilities and mutual engagement. A priority will be drafting a handbook and an orientation program for board members.

## **8. General support resolutions for 2017**

We seek the Board to approve a resolution for the expenditure of funds received from donations by individuals and foundations for support of the following partner organizations in 2017, as outlined below:

- To the **International Conservation Fund of Canada**: For programs to conserve endangered species and tropical ecosystems of high biodiversity value, up to the sum of \$500,000.
- To **Fundación Jocotoco**, Ecuador: To conserve wild birds and their habitats and to support the general administration of Fundación Jocotoco, up to the sum of \$500,000.
- To **Fundación ProAves / Corpo Alianza por la Conservación**, Colombia: To conserve endangered biodiversity, support reserve management as well as ecotourism developments of ProAves managed by Corpo Alianza por la Conservación, up to the sum of \$500,000.
- To **Rainforest Trust-Australia**, Australia: For programs to conserve the tropical ecosystems of high biodiversity and expand fundraising efforts, up to the sum of \$500,000.
- To **Rainforest Trust-UK**: For programs to conserve the tropical ecosystems of high biodiversity value and expand fundraising efforts, up to the sum of \$200,000.

## **9. Project Resolutions**

**Twenty new project proposals were discussed by the Board:**

### **i. Protecting the Rarest Magnolias in the Andes of Colombia**

SalvaMontes Corporation proposes to establish a 333.6-acre protected area for the *Magnolia polyhypsophylla* (CR), *Magnolia yarumalensis* (EN), many rare orchids, and Handley's slender mouse opossum (CR) for \$34,725. The board unanimously approved the project, contingent on 50% of matching funding being provided by the Orchid Conservation Alliance.

### **ii. Strategic Land Purchase for the Cotton-top Tamarin**

Proyecto Tití requests \$278,880 to purchase 1 187.8 acres in order to expand the Titi Reserve for the Cotton-top Tamarin. The board unanimously approved the project, contingent on 50% of matching funding being provided.

### **iii. Sanctuary for the Scalloped Hammerheads of Golfo Dulce, Costa Rica**

Mision Tiburon proposes to establish a 172,974-acre marine protected area for the Scalloped Hammerhead for \$313,681. The board unanimously approved the project and noted this was the first major marine Protected Area the organization has been involved with.

### **iv. Expanding the Critically Endangered Brown-headed Spider Monkey Reserve**

Fundación Cambugán proposes to purchase 370.6 acres to protect habitat for the Ecuadorian Brown-headed Spider Monkey, Great Green Macaw, Baudó Guan, Mache Glass Frog (*Cochranella mache*), Coloma Frog (*Pristimantis colomai*), and Toachi Frog (*Hyloxalus toachi*) for \$307,121. The board unanimously approved the project, contingent on 50% of matching funding being provided.

**v. Strategic Land purchase to Block Encroachment in the Chocó of Ecuador**

Fundación Jocotoco proposes to purchase 1,370 acres in private properties to expand the Canandé Nature Reserve for the Ecuadorian Brown-headed Spider Monkey, Canandé Magnolia (*Magnolia canandean*), Mache Glass Frog (*Cochranella mache*), Great Green Macaw, Baudó Guan, and Banded Ground-cuckoo for \$620,382. The board unanimously approved the project, contingent on 50% of matching funding being provided.

**vi. Land purchase campaign to save Ecuadorian Cloud Forest**

Fundación EcoMinga proposes to purchase 1,475 acres to expand the Dracula Reserve for the Ecuadorian Brown-headed Spider Monkey, Hirtz' Phragmipedium (*Phragmipedium hirtzii*), “Ecuadorian calathea plant” (*Calathea anulque*), “Ecuadorian aroid plant” (*Dracontium croatii*), Spectacled Bear, and Long-wattled Umbrellabird for \$582,186. The board unanimously approved the project, contingent on 50% of matching funding being provided.

**vii. Land purchase for the Vulnerable Bolson Tortoise, Mexico**

Habio A.C. and The Turtle Conservancy propose to purchase a 43,243-acre protected area for the Bolson tortoise for \$164,835. The board unanimously approved the project, on condition of stressing that there were exceptional extenuating circumstances for approving this project as a one-off, non-recurring situation, whereby land purchase would be undertaken within a legally registered National Protected Area, contingent on receiving 50% of matching funding from Andrew Sabin Family Foundation.

**viii. Securing a Rainforest Ridge to Reef Wildlife Corridor in Australia**

South Endeavour Trust proposes to purchase 173.5 acres of key habitat for the Southern Cassowary, Common Mist Frog, Lace-eyed Tree Frog, and Torrent Tree Frog for \$267,857. The board unanimously approved the project, contingent on matching funding being provided.

**ix. Purchasing a Unique Fan Palm Rainforest in the Australian Daintree**

South Endeavour Trust proposes to purchase 23.33 acres of key habitat for the Southern Cassowary, Common Mist Frog, Torrent Tree Frog for \$150,000, to expand the Daintree National Park. The board unanimously approved the project, contingent on 50% of matching funding being provided.

**x. New Protection for the Mahogany Glider**

Queensland Trust for Nature proposes to conserve 500 acres on private land for the Mahogany Glider for \$219,638. The board sought additional information on how Australian easements work. The project was not approved.

**xi. Saving Bizarre Biodiversity in the Heart of Nantu**

YANI proposes to establish a 15,267-acre protected area for the Mountain Anoa, Lowland Anoa, Babirusa, Heck's Macaque, Sulawesi Tarsier, Snoring Rail, Red-knobbed Hornbill, and a new species of tarsier for \$822,603. The board unanimously approved the project.

**xii. Saving the Last Unprotected Stronghold for Malayan Tiger**

Rimba proposes to establish a 248,927-acre protected area for the Malayan Tiger and other species for \$2,531,000. Our partner will designate a new 217,251-acre strict State Park and upgrade 31,676 acres for strict protection. The board unanimously approved the project, contingent on 50% of matching funding being provided by Panthera and Woodland Park Zoo.

**xiii. Creating a Vast Conservation Corridor for the Snow Leopard**

KTK-BELT proposes to establish a 176,630-acre protected area for the Snow Leopard for \$248,461. The board unanimously approved the project.

**xiv. Protecting the Premier Biodiversity Hotspot in New Caledonia**

Province Nord proposes to add 50,000 acres to the Mt. Panié Botanical Reserve for the Mt. Panié Kauri (*Agathis montana*), Mt. Panié Clinosperma palm (*Clinosperma macrocarpa*), Crow Honeyeater, Red-fronted Parakeet, Horned Parakeet, Panié Litter Skink, Bold-Stripe Bavayia, Ornate Bavayia, and White-lipped Forest Skink for \$818,090. The board unanimously approved the project.

**xv. Crucial Land Purchase to Save Palau’s Megapodes**

Palau Conservation Society proposes to establish a 76-acre reserve for the Micronesian Scrubfowl, Hawksbill Sea Turtle, and Green Sea turtle for \$222,233. The board unanimously approved the project.

**xvi. Last Chance to Save Rare Coastal Forest in Côte d’Ivoire**

Conservation des Espèces Marines proposes to establish a 12,360-acre Community Reserve for the Western Chimpanzee and Slender-snouted Crocodile for \$222,433. The board sought additional information on the project as Dr. Sally Lahm was visiting the site at the time of the Board meeting. The project was not approved.

**xvii. Last Stand for Critically Endangered Trees in Madagascar**

Madagasikara-Voakajy proposes to establish a 328-acre protected area for the Sohisika tree (*Schizolaena tampoketsana*) and other endemic species for \$34,128. The board unanimously approved the project.

**xviii. Enlarging Gorongosa - Mozambique’s Premier National Park**

Gorongosa Restoration Project proposes to establish a new 132,905.6-acre protected area to expand the Gorongosa National Park for the White-backed Vulture, Hooded Vulture, White-headed Vulture, and other species for \$453,421. The board unanimously approved the project, contingent on 50% of matching funding being provided.

**xix. Protecting a Biodiversity Hotspot in South Africa**

Endangered Wildlife Trust (EWT) proposes to establish a 40,642-acre protected area for the last known wild individual of the Venda Cycad, as well as Cape Vultures, African Wild Dogs, Southern African Pythons, Temminck’s Ground Pangolins, Leopards and Cheetahs for \$1,314,340. The board unanimously approved the project, contingent on 50% of matching funding being provided.

**xx. Identifying Priority Sites for the Most Threatened Amphibians: Update of IUCN Red List**

The Amphibian Red List Authority and Global Wildlife Conservation propose to update amphibian data on the IUCN Red List in parts of the world of greatest interest to Rainforest Trust for \$44,731. Our partner will assess the extinction risk of 1,284 species through workshops. The board unanimously approved the project.

**10. Other Business**

- a) The Board unanimously approved the corporate resolution to open a new Fidelity account for the Investment Committee.
- b) The Board made a motion to congratulate CEDIA on celebrating 35 years on February 14<sup>th</sup> 2017 and for organizing such a wonderful Board retreat on the Amazon.



RAINFOREST  
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## ANNUAL GENERAL MEETING MINUTES Rainforest Trust

**Saturday May 13<sup>th</sup>, 2017; 8 AM-5.45 PM**

**International Conservation House, 7078 Airlie Road, Warrenton, VA 20187**

**Present:** John Mitchell (Chair); Dr. Eric Veach (Vice Chair), Sally Davidson (Treasurer); Dr. Wayt Thomas (Secretary); Larry Benjamin, Pat Koval, Geoffrey Chen, Edith McBean, Robert Giles, Jeffrey Zack, Eric Goode.

**Absent:** Dr. Thomas Lovejoy

**Staff:** Dr. Paul Salaman (CEO), Dr. Robert Ridgely (President), Dr. Dr. George Wallace (Chief Conservation Officer), Leslie VanSant (Chief Philanthropy Officer), Marc Ford (Director of Outreach and Communications), Mark Gruin (Director of Institutional Development and Partnerships).

### **1. Approval of Minutes**

The Board Minutes from 12-14th February, 2017 were unanimously approved by the Board.

### **2. Review and Approval of Committee reports**

The Board reviewed the Investment Committee Report for Q1 2017 and the Finance and Audit Committee Minutes from 11th May, 2017, and these were unanimously approved by the Board.

The Board unanimously approved the 2016 Form 990 and 2016 Financial statements that were circulated to the entire Board. The Directors & Officers Insurance coverage limit was unanimously approved to be increased.

### **3. Institutional Report**

Following our mid-February Board retreat in Peru, with the highlight of presenting indigenous land titles to communities located around Sierra del Divisor National Park, we have had a very productive three months for Rainforest Trust. Some highlights include:

**Charity Navigator:** In March, we learned that we had received a 4-star rating by Charity Navigator, America's largest independent charity evaluator, for the eighth year. And for the first time we achieved the legendary 100% overall rating – one of only 60 non-profits in the US (of 8,300 organizations assessed), and one of only three international environmental organizations to receive this rating.

**Annual Audit:** Our new auditors completed their first rigorous Audit inspection (prep and testing) and complimented the organization for our stringent internal controls and accounting systems. No issues were found after an intensive in-office review.

**Annual Report 2016:** was completed and printed in time for the AGM.

**Earth Day:** We marked Earth Day 2017 with our largest ever coordinated outreach effort at four locations, with the outreach campaign focused on our Big Cats projects in Peru, Borneo and Nepal; donations are still coming in from new and existing supporters.

**IUCN US National Committee:** We have been working closely with the IUCN US office in Washington DC to organize the inaugural meeting of the US National Committee, which will serve as a coordinating

body for IUCN US members. Rainforest Trust is hosting the conference at Airlie from June 14-15<sup>th</sup>. IUCN members and affiliates from across the country are expected to attend.

**Conservation efforts:** new partnerships with over a dozen NGOs totaling over \$6.4 million in grant agreements have been established this year. Over 3.2 million acres are in the works for protection in 2017 while deforestation analysis for our past Protected Areas has highlighted an almost non-existent deforestation rate, demonstrating the effectiveness of our partners and indigenous communities.

### **Unprotected Species and Key Biodiversity Areas: Identifying Critical New Protected Areas**

The conservation team is working on an analysis that identifies concentrations of Critically Endangered and Endangered species that are not found within any protected areas. To do this, we are combining available maps of species distributions from the IUCN Red List with maps of reserves we have helped create and global protected area maps from the World Database of Protected Areas. We bounded this initial analysis by 50° north and 50° south latitude. We did this to ensure all widely distributed CR and EN species would be captured. As the analysis is refined we will focus the results on our priority regions within the tropics.

We found that 708 CR and 544 EN species are found completely outside the protected area network (see table below). Based on the data available, amphibians are least covered group, with 342 unprotected CR and EN species.

As a second step, we combined the ranges of unprotected CR and EN species with maps of the world's Key Biodiversity Areas (KBAs). The KBA dataset currently includes Alliance for Zero Extinction sites (AZE; individual sites that host actually >95% of a species' range), Important Bird Areas, and a handful of other KBAs (sites that are of critical conservation importance). The KBA dataset is incomplete, but we felt that it would be a good starting point for Rainforest Trust to identify KBAs that host significant numbers of unprotected CR and EN species.

We found that 806 of the world's currently identified KBAs are home to at least one unprotected CR or EN species. If we focus on the KBAs that host large numbers of unprotected species, we find that Rainforest Trust is already working on protecting four of the sites and actively investigating two additional sites.

This analysis is hot off the press and it is a work in progress. There are significant sources of uncertainty in the data sources we used (e.g., inaccurate species range maps, incomplete protected area maps). Also most of the world's species are unassessed by the IUCN, so only a small percentage of them have an IUCN range map. And the KBA dataset is grossly incomplete. Our overall goals are to (i) identify the world's most important sites for threatened species conservation, and (ii) protect all unprotected CR and EN species in the tropics. We are working to refine the analysis and target our actions. Stay tuned!

### **Summary of Forest Cover Change Analysis of Rainforest Trust Reserves**

The Conservation team completed a forest cover change analysis of Rainforest Trust protected areas to monitor and evaluate the rates of deforestation and reforestation for each site. This study is one of many different ways that we can determine our long-term effectiveness and success in the creation of protected areas.

This analysis was conducted using several different methodologies in order to assess the most efficient and effective method to meet our needs. A variety of current and historic imagery available in Google Earth Engine and Google Earth, including satellite imagery (Landsat, DigitalGlobe, etc.) and aerial photography, to classify different land use types. We assessed a total of 78 reserves, representing over 5.5 million acres. The remaining reserves could not be assessed due to factors such as cloudy imagery and lack of significant time since establishment (i.e., the reserve should be established several years prior to assessment in order to accurately determine any changes).

Overall, the combined rate of deforestation for assessed protected areas was very low, with a net rate of 0.037% forest cover loss. The majority of the protected areas assessed (74%) exhibited no change in forest cover since establishment. The majority of forest cover change studies present results on a per year basis. In order to present a figure that could be compared with deforestation rate results from other studies, we normalized the data to obtain an average rate of deforestation per year. Our results show an average 0.0001% annual forest cover loss per year for all assessed reserves, well below other published rates, such as a 56% decline in forests in protected areas throughout Kalimantan, Borneo from 1985-2001 (Curran et al. 2004). A rigorous global forest cover change analysis conducted by Hansen et. al (2015) indicates a 1% forest cover loss per year in the tropics. One significant outlier in our study, Sierra Caral National Protected Area in Guatemala, exhibited only 0.003% annual forest cover loss in the initial land purchase area (the majority of which is currently within the core zone) but exhibited a significantly higher rate of 0.685% annual forest cover loss outside of this initial land purchase. However, this deforestation rate is still significantly lower than rates documented in other buffer zone areas. Rainforest Trust will present the results of this study with our partners and provide guidance, advice, and/or funding for protection activities to continue to improve our success.

**Table:** Forest Cover Change rates for Rainforest Trust’s Supported Assessed Reserves.

<b>PA Category</b>	<b>n</b>	<b>Total # Acres Assessed</b>	<b>Total # Acres Deforested</b>	<b>Net % Deforestation</b>	<b>Average % Deforestation/year</b>
Private PA	52	299,182	-652.43	-0.218%	-0.070%
Government PA	8	2,409,713	1,972.73	0.082%	0.087%
Indigenous Titled Land	18	2,815,457	721.41	0.026%	0.020%
<b>Total</b>	<b>78</b>	<b>5,524,353</b>	<b>2,041.71</b>	<b>0.037%</b>	<b>0.0001%</b>

\*A negative sign (-) preceding a number indicates forest cover gain (i.e. reforestation)

#### **4. Request for Board Authorization**

The Board authorized CEO Paul Salaman’s request that Chief Conservation Officer Dr. George E. Wallace have authority to sign and authorize payment of cooperative funding agreements up to \$10,000, effective immediately. Agreements in excess of \$10,000 would continue to require the signature of the CEO.

The Board also authorized CEO Paul Salaman’s request to sign and authorize payments up to \$25,000.

#### **Project approvals:**

##### **1. First Protection the Rediscovered Kaempfer’s Woodpecker in Brazil**

Rainforest Trust and local partner Instituto Araguaia seek \$430,380 to conserve the Araguaia valley through the purchase of land and the establishment of “private reserves of natural heritage” (RPPNs), a type of perpetual conservation restriction on private property that prevents logging, agriculture and development. The Board unanimously approved the project.

##### **2. Urgent Land Purchase for the Spix’s Macaw De-Extinction Project**

Rainforest Trust and local partner Project Arara Azul seek \$1,135,053 to purchase 6,082 acres of additional lands in the arid catinga of northeastern Brazil to ensure sufficient habitat for feeding and nesting for the Spix’s Macaw (EW), currently extinct in the wild due to intense poaching for the pet trade. The Board unanimously approved the project.

##### **3. Last Chance to Save Rare Coastal Forest in Côte d’Ivoire**

Rainforest Trust and our partner, Conservation des Espèces Marines (CEM), seek \$222,433 to protect 12,360 acres of coastal forest including freshwater, mangrove, and beach, as the Mouth of the Dodo River



Community Natural Reserve. The Board unanimously approved the project.

#### **4. Protecting Globally Imperiled Amphibians in the Highland Forests of Ghana**

Rainforest Trust and local partner Herp Conservation Ghana (Herp-Ghana) seek \$237,119 to support the establishment of the 789-acre Amedzofe Amphibian Sanctuary in the Togo-Volta Hills near the border with Togo. The Board unanimously approved the project.

#### **5. Saving the Rungan River Peat Swamp Forest of Borneo**

Rainforest Trust and our partner are seeking \$778,686 to protect 385,000 acres of threatened peat swamp and lowland forest on the Rungan River in Kalimantan by permanently overturning logging concessions. The Board unanimously approved the project.

#### **6. Establishing a Refuge for the Critically Endangered Palawan Forest Turtle**

Rainforest Trust and local partner Katala Foundation, Inc. (KFI) seek \$174,429.34 to create the 25.95-acre Palawan Forest Turtle Protected Area to provide a safe haven for the Critically Endangered Palawan Forest Turtle. The Board unanimously approved the project.

#### **7. Expanding REGUA in the Atlantic Rainforest of Brazil**

Reserva Ecológica de Guapiacu (REGUA) requests \$140,703 to purchase six properties totaling 247 acres in the Lagoinha Valley and the 102-acre Armenio parcel in the Atlantic Rainforest. The Board unanimously approved to support \$140,703 with BART committed to raising half of the project costs.

#### **8. Expanding the Canandé Reserve in the Ecuadorian Chocó**

At the February 2017 board meeting, Rainforest Trust's Board of Directors approved a land purchase project proposed by Fundación Jocotoco to expand Jocotoco's Canandé Reserve and buy strategic parcels nearby to block road encroachment. The approved project will result in the protection of 1,370 acres. The total cost of the already-approved project is \$620,382. In the past two months, Jocotoco has already exceeded its fundraising goal and hopes to amend the proposal that was reviewed by the board in February so as to significantly expand the scope of the project to purchase an additional 2,384 acres of nearby properties in order to limit road construction and associated habitat loss. The Board unanimously approved the amended project proposal.

#### **9. Trust Fund request: Maintaining the Biodiversitas Private Protected Area Network**

Our partner Fundação Biodiversitas is requesting that we hold an endowment fund for their organization. They are not requesting that we provide seed funding or that we actively raise funds for the endowment. The target starting amount is \$5 million and the final target amount is \$22-28 million. The Board did not approve establishment of the trust fund and tabled the issue pending a review by the Finance and Audit Committee and further discussion.

#### **10. Trust Fund request: Proposed Kenyir State Park, Malaysia**

Our new partner Rimba is applying for seed funding of up to \$310,000 (taken from the \$2,531,000 already approved by the Board in February 2017) for an endowment fund to be held by Rainforest Trust. The Board did not approve establishment of the trust fund and tabled the issue pending a review by the Finance and Audit Committee and further discussion.

#### **11. Strategic land purchase for imperiled endemics in the Galapagos Islands**

Rainforest Trust and our Ecuadorian partner, Fundación Jocotoco, are requesting \$1,752,746 to buy the 568-acre Hacienda Santa Elena on San Cristobal in the Galapagos. It is necessary to establish another foundation resident on Galapagos in order to be able to buy the property; we propose doing that jointly with the University of San Francisco (USFQ) who have established a research station together with the University of Chapel Hill on San Cristobal. The Board unanimously approved the project, conditional upon receiving a full proposal, including a review of the project and partner USFQ.

The Board unanimously approved budget increases for the following three projects:

1. Securing a Rainforest Ridge to Reef Wildlife Corridor in Australia: increase from \$267,857 to \$417,856
2. Establishing the Nakanacagi Cave Reserve in Fiji: increase from \$135,755 to \$249,092
3. Enlarging Gorongosa - Mozambique's Premier National Park: increase from \$453,412 to \$659,339

**Brand management and protection responsibilities for Rainforest Trust's international affiliates:**

The Board discussed the primary element of our two international affiliate partnerships (Australia and UK) is the ability of the partner organization to use the Rainforest Trust brand in fundraising, outreach and communications, including the Rainforest Trust logo, website and donation system. Rainforest Trust Board and staff are responsible for the sound management and protection of the Rainforest Trust brand. The Board agreed that the most secure long-term mechanism to fulfill these brand management and protection responsibilities was to hold a majority of the position on the Boards of Rainforest Trust international affiliate partners.

The following motion was unanimously approved: at all times, Rainforest Trust shall be required to hold a majority voting position on the Boards of Directors / Trustees of all international affiliate partners that share the Rainforest Trust name and brand. Rainforest Trust's positions on such Boards shall be occupied by the Rainforest Trust CEO and some combination of Rainforest Trust staff and Board members.

**Governance Committee Recommendation to the Board:**

Following up on Friday, 16 June at 3:30pm the Board conference call voted to unanimously approve the motion from the Governance Committee, including revisions to the Board Member Selection Goals, Criteria and Processes Policy:

The Governance Committee is recommending that the Board of Directors approve the motion to establish a Nominating Committee as a standing committee of the Board in order to address the growing need for a Committee to steward the process by which Board members are elected and re-elected.

**Proposed revisions to the Board Member Selection Goals, Criteria and Processes**

The Board of Director Member Selection Goals, Criteria and Process were first established and approved by the Board at its AGM in February 2015. The Governance Committee has made a preliminary review of those goals, criteria and processes and is suggesting revisions to them.

The Governance Committee requests that the Board approve a motion to accept the revised Board of Director Selection Goals, Criteria and Processes. One of the first orders of business of the Nominating Committee will be to review this document and make recommendations for any additional revisions that it identifies.



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## BOARD MEETING MINUTES

### Rainforest Trust

17<sup>th</sup> September 2017; 9:00 AM-3:20 PM

The Bowery Hotel, 335 Bowery, New York, NY

**Present:** John Mitchell (Chair); Dr. Eric Veach (Vice Chair), Sally Davidson (Treasurer); Dr. Wayt Thomas (Secretary); Larry Benjamin, Pat Koval, Geoffrey Chen, Edith McBean, Jeffrey Zack, Eric Goode.

**Absent:** Dr. Thomas Lovejoy, Robert Giles

**Staff:** Dr. Paul Salaman (CEO), Dr. Robert Ridgely (President), Dr. George Wallace (Chief Conservation Officer), Leslie VanSant (Chief Philanthropy Officer).

#### 4. Approval of Minutes

The Board Minutes from 13<sup>th</sup> May, 2017 were unanimously approved by the Board.

#### 5. Review and Approval of Committee reports

The Board reviewed and approved the following three Committee reports:

- Investment Committee 2nd Quarter Report Minutes
- Nomination Committee Minutes from August 4, 2017
- Finance and Audit 2nd Quarter Report Minutes from 13<sup>th</sup> September 2017

#### 6. Executive Session Board Business

- The Board unanimously approved the motion from the Investment Committee to open a Capital One holding account for Bank savings.
- The Board welcomed the CEO recommendation to hold a monthly CEO-Board Update Conference Call.
- The CEO presented two new sections of the Staff Handbook for review:
  - i) Rainforest Trust Board – Staff interaction guidelines
  - ii) Rainforest Trust Staff Anti-Nepotism guidelines
- **The Board unanimously approved the recommendation from the President and CEO to invite the following three people to join the Advisory Council:**
  - i. **John Gwynne:** John Gwynne is a well-known bird artist who has served as the Wildlife Conservation Society’s emeritus Chief Creative Officer and, with Dr. Robert Ridgely, co-authored *Birds of Brazil: The Pantanal & Cerrado of Central Brazil*.
  - ii. **Scott Rasmussen:** President of TaxHawk, Inc., a Provo, Utah-based IRS e-file provider company. He has a Master of Accounting from Brigham Young University, and has a background as a Tax Accountant. In July, he donated a major gift for our work in Madagascar.
  - iii. **Sir Peter Crane:** Paleobotanist and inaugural President of the Oak Spring Garden Foundation, located near Upperville, Virginia. The foundation, an estate of Rachel “Bunny” Mellon, includes extensive gardens and a library of landscape history and plant science that includes 10,000 reference books on botany, and other gardening topics. Before taking the position at Oak Spring, Crane was Dean of the Yale School of Forestry and Environmental Studies. He previously served as director of the Royal Botanic Gardens, Kew. Crane is a fellow of the Royal Society and a foreign associate of the US National Academy of Sciences.

## **7. Institutional Report**

We had two major events in May/early June highlighting “The Lost Forest of Madagascar” -- on May 12<sup>th</sup> at Airlie and June 3<sup>rd</sup> in Chestnut Hill, PA.

We hosted a Partner Retreat 20-27 May 2017 at our Airlie offices. We brought in 15 partners from 13 countries. The agenda included planning sessions on protected area management and conflict management, strategic planning, conservation action planning, institutional development, communications, grant writing and fundraising, GIS training, and using drones and camera traps.

The inaugural meeting of the IUCN US National Committee was held on 14-15 June at Airlie. The committee will serve as a platform for dialogue between conservation NGOs throughout the U.S. Over 60 participants representing nearly 40 IUCN member organizations attended. Following the meeting, IUCN members were invited to nominate candidates to service on the USNC Executive Committee.

Rainforest Trust was unanimously approved to become a partner of the Key Biodiversity Area Partnership, joining IUCN, BirdLife, WWF, CI, GEF, and others to identify, monitor and protect critical sites for Threatened species (precisely what the SAVES Challenge is working toward). We will host a KBA Standards and Appeals Committee and Technical Working Group at our offices from 30 October-4 November.

To date in 2017, Rainforest Trust has protected 1,096,518.33 acres in eight countries. In total, we anticipate protecting 3,233,746.3 acres in 2017. We currently have 76 projects under way, and are bringing forward 16 new projects at this board meeting. Nineteen Rapid Protected Area Feasibility Awards have been funded thus far in 2017, with several more in our pipeline. We are making excellent progress in the development of the Conservation Database, which will ultimately house data on all of our projects (current and historical) and serve as a portal for proposal submission by our partners and project review and refinement. Rainforest Trust was also represented at the annual conference of the Association of Zoos and Aquariums in Indianapolis during 9-13 September.

Over the course of the summer the focus of institutional development and partnership activities has been on consolidating gains and developing more effective collaboration and coordination.

Regular communication has been established between Rainforest Trust’s philanthropy and communications staff and counterparts in Australia and the UK. This includes a lot of work by Rainforest Trust’s Database Manager to train Australia and UK staff, establish consistency in how data are captured and managed, and provide ongoing oversight on how data are gathered, entered, safeguarded and used.

A Brand Sharing Agreement has been drafted and has been sent out for legal review. In support of this, Rainforest Trust communications staff have developed social media and e-appeal best practices to provide additional guidance and consistency.

The Partnership Agreement with Rainforest Trust UK has been finalized and signed.

Rainforest Trust senior staff, Board members and supporters completed a productive trip to Australia to meet with Rainforest Trust Australia staff and Australia-based Board members, visit Rainforest Trust Australia projects and properties and meet with local partners.

## **5. Project Approvals:**

### **1. Last Chance to Save Bamboo Lemurs**

Rainforest Trust and partner Malagasy Institut pour la Conservation des Ecosystèmes Tropicaux (MICET) seek \$269,196 for designation, management and restoration of the 250-acre Greater Bamboo Lemur Reserve in the Ivato/Karianga region on the southeastern part of the island. The Board unanimously approved the project conditional on matching funding.

## **2. Communities Working to Protect a Montane Rainforest in Madagascar**

Rainforest Trust and our local partners, Madagasikara Voakajy and SADABE, seek \$1,176,843 to establish permanent protection for the 65,506-acre Tsinjoarivo Protected Area. The Board unanimously approved the project conditional on matching funding.

## **3. Creating an Oasis for Emblematic Species in Northern Madagascar**

Rainforest Trust seeks \$603,212 to assist local partner Madagasikara Voakajy in creating the Anjiabe Protected Area that will cover 83,711 acres. The Board unanimously approved the project.

## **4. Safeguarding a Global Freshwater Fish Hotspot**

Rainforest Trust seeks \$222,939 to support our local partner National Fisheries Resources Research Institute (NaFIRRI) in creating the new 10,448-acre Lake Nyaguo Fish and Wildlife Reserve at Lake Nyaguo in central Uganda. The Board unanimously approved the project, with the proviso that there would be confirmation that the semi-autonomous nature of NaFIRRI complies with US anti-corruption laws.

## **5. Building Smarter Farming Communities to Support Community Conservation Areas, Zambia**

Rainforest Trust and the Community Markets for Conservation (COMACO) seek \$200,000 to protect a total of 295,978 acres to establish four Community Conservation Areas that will serve as "land-bridges" that allow safe movement of wildlife such as elephants, sables, roans, kudus, smaller antelopes, leopards, and wild dogs -- and transitory movements of lions -- between national parks and other key forest blocks and help to create large contiguous protected areas. The Board unanimously approved the project.

## **6. First Protection for the Endangered Prince Charles Stream Tree Frog**

Rainforest Trust seeks \$156,425 to support our local partner Fundación Otonga in the creation of a 124-acre protected area in the Chocó cloud forests of Ecuador that will safeguard a critical population of the Prince Charles Stream Tree Frog. The Board unanimously approved the project.

## **7. Expanding the Tapichalaca Reserve in Ecuador**

Rainforest Trust seeks \$60,659 to support our local partner, Fundación Jocotoco, in expanding the 7,400-acre Tapichalaca Reserve in the eastern Andes by approximately 123.5 acres. The strategic expansion of the reserve, which connects with Yacuri and Podocarpus national parks, will strengthen protection of threatened animal species such as the Endangered Mountain Tapirs and Jocotoco Antpitta. The Board unanimously approved the project conditional on matching funding.

## **8. Expansion of the Buenaventura Reserve**

Rainforest Trust and Fundación Jocotoco seek \$173,395 to expand the Buenaventura Reserve in Western Ecuador with the purchase of 183 acres of well-forested land. The expansion of this reserve is part of a larger conservation initiative to establish an over 200,000-acre ecological corridor throughout the province. The Board unanimously approved the project conditional on matching funding.

## **9. Enlarge Narupa Reserve to Protect Threatened Eastern Andean Tropical Rainforest**

Rainforest Trust seeks \$152,179 to support our partner Fundación Jocotoco's expansion of the existing 2,224-acre Narupa Reserve in the Napo bioregion of northeast Ecuador by 346 acres to the southwest. The reserve expansion is part of a larger conservation goal to connect the Narupa Reserve with the Sumaco Napo Galeras National Park to the northeast and the Reserva Ecologica Antisana to the southwest. The Board unanimously approved the project conditional on matching funding.

## **10. Establish Copalinga Reserve to Protect Threatened Eastern Andean Tropical Rainforest**

Rainforest Trust and our local partner Fundación Jocotoco seek \$346,481 to purchase 370 acres that compose the Copalinga Reserve. The vision for Copalinga is to achieve full connectivity with the Podocarpus National Park and to have sufficient revenues from ecotourism to help sustain other partner reserves that have more limited or no ecotourism potential. The Board unanimously approved the project.

### **11. Expansion of the Cerro Chucanti Private Nature Reserve**

Rainforest Trust seeks \$44,693 to allow our partner, Asociación Adopta el Bosque Panamá, to complete purchase of 157 acres to expand the Cerro Chucantí Private Nature Reserve in eastern Panama. In October 2016, the Board approved a budget of \$255,131 for the expansion of the Cerro Chucanti Nature Reserve, including \$20,000 for down payment for the property. At this time, the Board is requested to approve the remaining budget. The Board unanimously approved the project conditional on matching funding.

### **12. Massive Land Purchase for the Endangered Northern Quoll**

Rainforest Trusts seeks \$1,508,404 to support our local partner, South Endeavour Trust, to purchase the over 44,000-acre Caloola property on the Cape York Peninsula of Australia. The Board unanimously approved the project conditional on matching funding.

### **13. Safeguarding a Critical Stronghold for Royal Turtles and Siamese Crocodiles**

Rainforest Trust seeks \$374,078 to support our local partner, the Wildlife Conservation Society-Cambodia, in the creation of a 43,984-acre permanent protected area on the Sre Ambel River. The proposed new protected area will connect other parks and reserves to create a mosaic of more than 4.8 million acres of protected areas. The Board unanimously approved the project.

### **14. Expanding a Refuge for the Critically Endangered Palawan Forest Turtle**

Rainforest Trust seeks \$124,749 to support our local partner Katala Foundation Inc. (KFI) in establishing a new permanent protected area that will share a common boundary with the existing Dumarao protected area. The ultimate goal is to form one contiguous 4,552-acre protected habitat, the Dumaro-Mendoza Critical Habitat, to be officially declared by the Philippines government. The Board unanimously approved the project.

### **15. A Race Against Time to Protect the Delacour's Langur**

Rainforest Trust seeks \$493,032 to assist our local partner Fauna & Flora International-Vietnam in having the Vietnamese government declare 10,155 acres as the Kim Bang Species and Habitat Conservation Area. The Board unanimously approved the project conditional on matching funding.

### **16. Expanding a Network of Strategic Protected Areas Across West Java**

Rainforest Trust seeks \$655,539 to help our local partner Burung Indonesia and Manchester Metropolitan University identify and create two new protected areas -- Gunung Gede and Gunung Patuha -- in the montane tropical rainforests of West and Central Java. The Board unanimously approved the project contingent on receipt of a letter from the Indonesian government that affirms its support for the management of the future protected areas.

**17.** The Board unanimously approved an increase of \$217,000 to \$647,380 for **Kaempfer's Woodpecker** land purchase in Brazil.

### **Presentation to Eric Veach:**

The CEO presented Vice Chair, Eric Veach, with framed photographs of two moth species, *Chlorosema lemmerae* and *Rosema veachi*. The photographs are of the type specimens of each species, recently described and being published by Dr. Vitor Becker of the Serra Bonita Reserve, in honor of Eric and his wife, Luanne Lemmer.