

The Connecticut Land Trust Advancement Initiative

**SHARED SERVICES: A STRATEGY FOR LAND TRUST ADVANCEMENT
AND SUSTAINABILITY IN CONNECTICUT**

A project of the Connecticut Land Conservation Council in partnership with:

**The Lower Connecticut River Valley Council of Governments/
The Lower Connecticut River and Coastal Region Land Trust Exchange**

Land Trust Alliance

Connecticut Resource, Conservation, and Development Area

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I. EXECUTIVE SUMMARY

This report summarizes an investigation of the feasibility of land trusts sharing services in Connecticut. It chronicles the work of representatives of five land trusts, who, with the help of a consultant and two service providers, identified service needs, explored various proposed shared service models, and developed ideas of how they could collaborate more closely with each other. It also presents the consultant's research into several existing shared-services collaborations in Connecticut and Massachusetts, a brief summary of the steps land trusts must take if they decide to merge, and recommendations for how service providers and regional organizations can support land trusts in becoming more effective, sustainable, and successful organizations capable of protecting natural lands in perpetuity.

II. INTRODUCTION

Land trusts are complex organizations that must be competent in a number of tasks. Like all nonprofit organizations, they need strong, engaged, and generous board members who take seriously their governance responsibilities. To achieve their organization's mission, board members need to develop strategic goals and objectives and develop a business plan that will sustain them and earn the confidence of donors and funders. They need to comply with increasingly complex state and federal regulatory and reporting requirements. Their financial assets need to be managed with accuracy, transparency, and accountability to their donors. And they need to build those assets, with endless and constant fundraising. These challenges—and more—face virtually all nonprofits.

But land trusts, in addition, must grapple with the complicated legal and environmental aspects of preserving land in perpetuity: selecting the best and most important lands to save, conducting due diligence, drafting conservation easements and other legal agreements, informing land and easement donors of tax code requirements and scrutinizing their appraisals and tax forms, monitoring and enforcing easements, managing their preserves, and, perhaps most important, building community support for their land conservation activities.

It is not surprising that many all-volunteer land trust board members feel overwhelmed and overworked. Nor is it surprising that they are not always able to accomplish all these tasks well enough to ensure the permanence of their land protection efforts. Of the 342 land trusts that have earned national accreditation, only 20 (6%) are all-volunteer. This reflects not only the challenge of preparing an accreditation application, but may also reflect the difficulty of demonstrating compliance with accreditation requirements, which are focused on excellence, permanence and trust, when an organization has no paid staff.

In 2014, the Connecticut Land Conservation Council (CLCC) received a technical assistance grant from the United States Department of Agriculture – Natural Resources Conservation Service (NRCS) for the Connecticut Land Trust Advancement Initiative (Advancement Initiative). The goal of the Advancement Initiative was to significantly strengthen Connecticut’s land trusts and their capacity to save the region’s natural heritage, agricultural lands, and high quality of life by focusing on three key issues: organizational sustainability, long-term stewardship and defense, and shared conservation vision.

It was hoped that this project will be of particular benefit in Connecticut, home to many small, single town land trusts. The Land Trust Alliance reported that in 2010, all-volunteer land trusts comprised 57% of the land trusts for which the Alliance had information. In the State of Connecticut, the percentage was even higher: of the 108 who returned the Census questionnaire, 72 (67%) identified themselves as all-volunteer. For these land trusts (as well as for staffed land trusts) organizational sustainability and the need to steward and defend their lands over the long-term are significant challenges. The consequences of failure could be catastrophic. Not only would their lands be unprotected; the public’s faith in land trusts’ ability to deliver on their promises of perpetuity in Connecticut would plummet.

Land trusts participating in the Advancement Initiative selected three projects to build land trust capacity. One of these was an exploration of the feasibility of sharing services through regional collaborations and/or land trust mergers. Six land trusts working in Southeast Connecticut¹ (“the group”) were convened as to undertake this work, under the leadership of Amy Blaymore Paterson, executive director of the Connecticut Land Conservation Council and Margot Burns, environmental planner and coordinator of the Lower Connecticut River and Coastal Region Land Trust Exchange (LTE), (a program of the Lower Connecticut River Valley Council of Governments and a Regional Conservation Partnership). Four of these land trusts are all volunteer, and the other two each have two part-time staff.

Henrietta Jordan, author of this report, was hired to facilitate the meetings of the group, meet individually with participant land trusts, analyze the information gathered, and make recommendations regarding service arrangements that could be shared by two or more Connecticut land trusts. The group met four times during June-November 2015.

In this report, the author expresses a number of opinions which are not necessarily founded on research or hard data, but on her experience working with and observations of scores of all-volunteer land trusts in New England and New York.

¹ Avalonia Land Conservancy, Colchester Land Trust, East Haddam Land Trust, Haddam Land Trust, Lyme Land Conservation Trust, and Lower Connecticut River Land Trust. (All but Avalonia Land Conservancy and Colchester Land Trust are members of the Lower Connecticut River and Coastal Region Land Trust Exchange (LTE))

III. EXPLORING SHARED SERVICES

In its first meeting, the group identified six types of services purchased from contractors or conducted by volunteers that might be feasibly shared: financial services, newsletter production, online communications, grant writing and administration, volunteer coordination, and land-transaction-related services (legal, due diligence, baseline documentation, and preserve management planning). Two of the participants also mentioned records storage as a needed service that might possibly be shared.

Each of the participating land trusts subsequently completed a questionnaire about how they currently accessed these services and the responses were compiled into a spreadsheet.² It was evident from the responses that most of the services needed by the land trusts were being provided by board members and other volunteers; conspicuous exceptions were preparation of IRS Form 990, financial review and audit, and legal services, which one land trust was getting *pro bono*, and two were getting at a discounted rate.

Over the course of several meetings, participants discussed various arrangements through which these services might be shared.

Financial Services

All five active land trusts in the group reported using the accounting software QuickBooks to record financial information and generate reports for board members. Their board treasurers enter transactions and produce reports; one of the land trusts was planning to hire a bookkeeper to do these tasks. Three have full financial audits (one annually and two sporadically), one has financial records compiled annually, and one has no independent financial review at all. All five have an outside accountant prepare their annual IRS Form 990, which requires a year-end balance sheet and statements of revenues and expenses.

While it would not be feasible to share these services—as individual nonprofit organizations, the land trusts each need their own accounting systems—participants thought it might be possible to purchase them from a single provider, yielding some cost savings.

***Recommendation:** If each of the land trusts adopted a uniform chart of accounts and uniform protocols for tracking restricted funds, similar formats for budgets and other planning tools, the work of generating accurate financial reports and producing Forms 990 would be streamlined, leading to efficiencies and potential cost savings. There also might be savings in the cost of independent financial reviews and audits.*

² See Appendix for these documents.

Newsletters

- a. Printed newsletters. Four of the five active land trusts in the group produce printed newsletters and mail them to their supporters and other stakeholders. (The fifth produces a report on its activities and accomplishments that is included in the annual Town Report.) Three publish 3-4 newsletters a year and one publishes only annually. All rely on board members and other volunteers for content, and one contracts with professionals for editing and design services. For all of the active land trusts, newsletter production and distribution represents a substantial expense, between \$2,000-\$6,500 annually.

Recommendation: All of the land trusts expressed interest in sharing content that would have regional significance. This could be accomplished through the use of a 2-4 page insert sandwiched between the pages of each land trust's individual newsletter. The insert might include articles about wildlife, weather and climate issues, political matters, and other topics that would appeal to readers throughout Southeast Connecticut and supplement each individual land trust's news and messaging to its own readership.

- b. Electronic newsletters. Three of the active land trusts send out electronic newsletters 6-12 times per year. A fourth sends out email "blasts" on an irregular basis—when there is news to report. All four rely on board members and other volunteers for content, and two use the application Vertical Response. Vertical Response (available at www.verticalresponse.com) offers a free plan that will send up to 1,000 email addresses and coordinate with an organization's Facebook page. (Another similar application offering free services to organizations is Mail Chimp [www.mailchimp.com].)

Recommendation: The land trusts may benefit by sharing news and content of regional interest that is suitable for electronic transmission, similar to the content recommended for print newsletters.

Social Media

All five active land trusts have actively-maintained websites and Facebook pages. Content is posted by board members or other volunteers. Only two of the land trusts report incurring costs for their websites: \$250-\$500 per year.

Participant land trusts did not seem particularly interested in sharing social media services; most seemed reasonably satisfied with both the cost and the effort involved in maintaining what they currently have. At least two of the land trusts are posting each other's news on their Facebook pages, which gives the reader a better sense of their regional connectedness and communicates the message that the land trusts partner effectively with each other.

Recommendation: If a group of land trusts is interested in a regional Facebook page then it may look to a regional entity to host one, with content provided by each of the land trusts.

Grant writing

Four of the five active land trusts reported that they apply for grants, usually for land acquisition projects, and could use assistance in researching grant opportunities and writing applications. Currently, they rely on board members or part time staff for these tasks, and the costs are minimal or included in staff members' salaries.

Recommendation: Land trusts might benefit from contracting jointly with a single grant writer, particularly one who is familiar with federal and state programs that can provide land trusts with funds for local and regional land conservation projects.

Volunteer Recruitment and Coordination

All five active land trusts rely on volunteers for essential organizational tasks, fundraising, special events, and stewardship of their easements and preserves. They recruit volunteers primarily through email, word of mouth, and newsletters. But without staff, it can be tricky to efficiently coordinate and deploy them, and it can be challenging to recruit a volunteer to coordinate other volunteers on an ongoing basis.

Participants did not think it practical to share this particular service, except for projects involving multiple land trusts.³

Acquiring Land and Conservation Easements

Four of the five active land trusts reported completing 1-4 land conservation projects each year; the fifth, somewhat less than that. They all have to hire experts to complete one or more aspects of their projects: surveyors, attorneys to research title and draft easements and other closing documents, and various consultants to conduct environmental assessments, complete baseline documentation reports, and develop management plans. Some of the land trusts have experts on their board who can do some of this work, and one has an attorney who works *pro bono*, but all of them incur some expense in completing conservation projects, generally \$500-\$10,000.

Recommendation: There may be some cost savings if a group of land trusts purchased the services they need from the same providers. To some extent, land trusts are already doing that, as they tend to consult experts with well-established reputations for conservation work, some of whom already discount their fees for land trusts.

³ But see p. 12 of this report for an example of how a shared staff member effectively coordinates three land trusts' stewardship volunteers.

Shared Records Respository

In order to ensure permanent protection of fee-owned properties and easement-restricted lands, land trusts must carefully preserve and protect certain documents that may be needed to successfully defend their interests. Baseline documentation reports and monitoring records, for example, are essential to proving in a court of law that an easement was violated and establishing an approximate timeframe during which the violation occurred. In addition certain organizational records should be kept for a period of some years, if not indefinitely.

Secure records storage can be a challenge for a small land trust, particularly if it does not have an office. While board members are often willing to store paper records in their homes, this arrangement is less than ideal: files tend to get scattered or lost; board members who need certain records right away might not be able to access them; and few homes offer the kind of protection from fire, flood, and other hazards that permanent records need. Secure offsite record storage facilities such as Iron Mountain, Penn, TAB, *et al.* may be available but tend to be expensive.

Land trusts seeking national accreditation are required to:

- Have “a board-adopted records policy that governs how organization and transaction records are created, collected, retained, stored, and disposed of”;
- Store original transaction documents deemed to be “irreplaceable” so that they are reasonably secure from fire, water damage, theft, and unauthorized access;
- Have duplicate copies of certain specific transaction documents and store them in a location sufficiently distant from that of the originals so that both sets will not be destroyed by the same calamity (i.e. one fire, flood or earthquake).

The duplicates may be paper or electronic copies of the originals, but if they are electronic, they must be backed up at regular intervals, and in a format that remains accessible to the land trust despite software and hardware changes.

Even small land trusts can generally manage electronic records, particularly if they rely on a cloud-based records management system, of which there are many available. Small land trusts often use attorneys’ vaults, local historical society archives, town offices, and rented storage units for storing paper records; these can be cheaper than Iron Mountain and other document storage providers, but they are not always convenient or entirely secure.

***Recommendation:** A central, secure storage location for the original “irreplaceable” documents of multiple land trusts in fire-proof file cabinets might be more cost-efficient and secure than the systems currently in use. Land trusts might be able to store records with a regional organization, such as RiverCOG, or town and county organizations, such as historical societies, as they modernize their recordkeeping systems.*

State Land Trust Association and Regional Service Hubs

According to the Land Trust Alliance,⁴ there are 39 regional and state land trust associations and service centers, serving all or a portion of 24 states and 4 regions that include more than one state. In Connecticut, there is one state land trust association, the CLCC, and there are 9 regional conservation partnerships (RCPs),⁵ including but not limited to the Litchfield Hills Greenprint Collaborative,⁶ the Fairfield County Regional Conservation Partnership, the MassConn Sustainable Forest Partnership, and the LTE. In addition, Weantinoge Heritage Land Trust, in Kent, CT, has begun providing technical assistance and other services to neighboring land trusts.

Together, the state association and the RCPs provide a diverse array of services. The land trusts in the group exploring shared services unanimously agreed on the need for a regional service center or hub. They valued the services they were receiving from both the CLCC and the LTE, particularly CLCC's focus on training and capacity-building and the LTE's facilitation of regional conservation planning and resource mapping.

In addition, they mentioned that they would like to see a list of vetted and qualified contractors, attorneys on retainer, and a more robust online information clearinghouse or library from which they could download model documents and templates and information about Connecticut-specific laws and conservation resources. (Note: In response to this need, not only articulated by the group but also the other land trusts in the state, CLCC has been adding more documents and Connecticut templates to the online library accessible through its webpage: www.ctconservation.org).

What Other Services Could be Shared?

At the final exploratory meeting of the group, participants were given a list of essential land trust functions⁷ and asked to identify those that could be shared among two or more land trusts, and, if outside help would be needed, who could provide it. Interestingly, participants' notions of services that could be shared were considerably broader than the list they had developed at the first two meetings. They identified various tasks involved in land acquisition and stewardship, as well as outreach, education, and advocacy that could be shared between two or more land trusts. Most also seemed to embrace the idea of regional collaboration much

⁴ See <http://www.landtrustalliance.org/state-associations>. Also listed here is the New York State Advisory Board, but as this is actually a group that advises the Land Trust Alliance, it is not included in the count of independent state and regional associations

⁵ Regional conservation partnerships (RCPs) have evolved throughout New England as informal networks of representatives from private and public conservation organizations and agencies who develop a regional conservation vision and work to implement it. Using sophisticated geographic information systems and fundraising for regional projects, they can protect entire landscapes through strategic conservation planning and partnerships. There are approximately 40 RCPs throughout New England.

⁶ See p. 10 of this report for a detailed description of this regional service provider.

⁷ See "Land Trust Essential Function Analysis" spreadsheet in the Appendix.

more heartily, perhaps as a result of other work they had been doing together, notably the development of a regional case statement. Their concept of “shared services” had enlarged to include not only services that they might receive, but those that they might provide, such as jointly-conducted educational programs, community celebrations of conservation, mapping assistance, and landowner outreach.

IV. FOUR EXISTING SHARED SERVICE MODELS

The Compact of Cape Cod Conservation Trusts

In 1984, a group of six land trusts on Cape Cod came together to exchange ideas and explore sharing services; two years later, they incorporated The Compact of Cape Cod Conservation Trusts to provide themselves with the professional services they needed to further their mission of preserving the ecologically significant and sensitive areas of the Lower Cape. Thirty-two years later, the Compact has 24 members,⁸ a full-time executive director, .6 full-time equivalent associate director, and an annual budget of approximately \$251,000. The Land Trust Alliance has characterized it as “the oldest self-sustaining, regional service center for land trusts in the United States and a model for other environmental coalitions.”

The Compact provides an array of services to its members. These include assistance with land acquisition and land management, leadership and coordination of large land protection projects, and facilitation of partnerships. Other services, such as newsletter writing and production and grant writing, are also available and the Compact has a small loan fund that can help cover transaction costs. The Compact’s goal is to provide whatever services small and mostly all-volunteer land trusts need so that they can operate efficiently and competently even without professional staff.

Compact members pay dues entitling them to vote on budget and policy matters and on regional projects undertaken by the Compact and a seat on the governing board. They also receive a set number of hours of technical assistance from Compact staff. For a minimum dues payment of \$1,500 per year, they receive 20 hours, but if they will require more, they can pay a higher amount. Members are asked to estimate the hours they will need prior to the beginning of the membership year and their dues are set accordingly, with the cost of each hour set at a heavily discounted price (\$42 in 2015). If they do not use the additional hours they purchase, they can roll them over to the following year or request a refund.

⁸ Association to Preserve Cape Cod, Barnstable Land Trust, Inc., Bourne Conservation Trust, Buzzards Bay Coalition, Brewster Conservation Trust, Chatham Conservation Foundation, Inc., Dennis Conservation Trust, Eastham Conservation Foundation, Inc., The 300 Committee, Land Trust, Inc., Friends of Herring River, Friends of Pleasant Bay, Inc., Harwich Conservation Trust, Massachusetts Audubon Society, Native Land Conservancy, Inc., The Nature Conservancy (MA Chapter), Orenda Wildlife Land Trust, Inc., Orleans Conservation Trust, Oyster Pond

Organizations and State agencies can join the Compact as “associate members.” These groups pay dues of \$300-\$1000 per year, have no voting rights, and receive no technical assistance services as a membership right. They are, however, able to purchase them on a fee-for-service basis (the hourly rate in 2015 for associate members was \$75 plus expenses).

The Compact has also helped various land trusts assure their preserves are permanently protected under the charitable trust doctrine and blanket conservation restrictions. Under these arrangements, a land trust grants the Compact, the State, or another land trust a conservation easement over a property it holds in fee, or conveys its property in fee to the Compact, which conveys it back to the land trust with the declared charitable purpose that it be protected in perpetuity. According to a legal opinion obtained by the Massachusetts Land Trust Coalition, “Under Massachusetts law, conveyances of property to charitable or public entities with the qualification that the property is to be held by the grantee “forever” in its natural and open condition or for conservation purposes creates a charitable trust (if the grantee is a charity) or public trust (if the grantee is a public entity).”⁹ The Compact, in transferring a preserve back to a land trust adds the following language to the deed of conveyance, “The premises shall be held in an open and natural condition, exclusively for conservation purposes forever.” These additional protections for preserves owned by land trusts are sometimes referred to as “overlays.”

The Compact’s 2015 budget was supported by membership dues (36%), foundation grants (28%), individual donors (26%), fees for service (6%), and income from corporate sponsors, co-tenants, and interest (4%). The obvious value of the Compact as a grassroots land trust service center appeals to funders who understand that in supporting it, they are ensuring the sustainability and conservation capacity of the land trusts on Cape Cod.

Litchfield Hills Greenprint Collaborative

The Litchfield Hills Greenprint, located in Northwest Connecticut, began in 2004 as a partnership between the Housatonic Valley Association (HVA) and the Trust for Public Land (TPL). Its original goal was to provide land trusts with information about the region’s land and conservation resources. At first, it focused on mapping and identifying conservation priorities and helping land trusts access data. In 2008, it became a collaborative of 18 that has since grown to 24 conservation organizations.¹⁰ The Greenprint is not a free-standing nonprofit; it is a program of HVA, which employs its staff. These include the full time Greenprint director, and

⁹ Bialecki, Gregory, 2003 (reprinted in the Appendix to this report).

¹⁰ Aton Forest, Colebrook Land Conservancy, Connecticut Farmland Trust, Cornwall Conservation Trust, Flanders Nature Center and Land Trust, Goshen Land Trust, Hartland Land Trust, Housatonic Valley Association, Kent Land Trust, Lake Waramaug Task Force, Litchfield Land Trust, Morris Land Trust, Naromi Land Trust, New Hartford Land Trust, Norfolk Land Trust, Salisbury Land Trust, Sharon Land Trust, Steep Rock Association, Trust for Public Land, Warren Land Trust, Watertown Land Trust, Weantinoge Land Trust, The White Memorial Foundation, Winchester Land Trust

three part-timers: the Greenprint Manager, GIS Manager and Projects coordinator. It is technically governed by the HVA board of directors, but a steering committee composed of 12 Greenprint members and local conservation leaders oversees the mission and strategic focus of the collaborative.

Services provided by the Greenprint include: GIS mapping and analysis, including map content that is only available to members; transactional advice; access to private conservation finance vehicles for projects of regional importance through the Greenprint Partners Pledge Fund, to the Greenprint Landowner Incentive Fund cover certain due diligence costs associated with donated or deeply discounted conservation transactions, and other mechanisms; trainings delivered by conservation professionals, with particular emphasis on implementation of *Land Trust Standards and Practices* and preparing for accreditation; assistance with federal and state land protection grant applications; and legislative advocacy. Members can also purchase, on a discounted fee-for-service basis, various consulting services that help them close transactions (e.g. negotiations, easement drafting, environmental due diligence, complex mapping, completion of baseline documentation reports and management plans).

Dues for Greenprint members are modest. Organizations with an annual budget of less than \$50,000 pay \$250; others pay \$500. Annual dues revenue is about \$8,000 and covers only about 4.5% of the collaborative's annual budget of \$180,000. The remainder comes from foundations and private donations (90%) and service fees (5.5%). All of the fundraising is conducted by the Greenprint director and HVA, including occasionally finding significant gifts for member land trusts' projects (\$400,000 since 2015).

The entire membership meets twice a year and the steering committee meets every other month or so. The membership meetings tend to focus on topics that affect all members, such as fundraising opportunities and training, but lately, the executive director has been convening smaller groups for training in a specific aspect of land trust management, such as fundraising. The Greenprint director reports that mapping is the most frequently requested shared service, though he spends more of his time helping members structure transactions and put together the financing for their projects.

Northern Fairfield Land Trust Coalition

In 2014, six land trusts¹¹ joined together to form the Northern Fairfield Land Trust Coalition. They had started meeting the year before to explore opportunities to work together, share services, and build capacity and through a series of meetings, came to understand that they all needed help with day-to-day operations, recordkeeping, fundraising, community outreach, and stewardship of the lands they were protecting. After formalizing their collaboration in January

¹¹ Bethel Land Trust, Brookfield Open Space Legacy, The Land Trust of Danbury, New Fairfield Land Trust, Newtown Forest Association and The Land Conservancy of Ridgefield.

2014, they each contributed funds, successfully sought funds from a family foundation and a local community foundation, and embarked on an ambitious course of action with in-kind support from the Connecticut Land Conservation Council and others.

Through the Land Trust Alliance's Circuit Rider Program, each organization received a facilitated organizational assessment measuring their implementation of *Land Trust Standards and Practices*. The Alliance also funded a project through which they received training in records management and had all their records scanned and stored on a cloud-based server. The Coalition hired a stewardship consultant to help land trusts individually in monitoring and managing their easements and preserves and to help the coalition partners engage in experimental environmental education projects at a local elementary school with the goal of encouraging students and their families to spend more time outdoors. And it has retained board development and fundraising consultant Sharon Danosky to assist it in those areas.

Shared Conservation Staff

Three land trusts in Northwest Connecticut, Sharon Land Trust, Cornwall Conservation Trust, and Salisbury Association Land Trust share a single conservation director, Harry White. Sharon has a part-time executive director and bookkeeper and the other land trusts are all-volunteer; SLT and (now) CCT have part-time executive directors. SALT has a part-time administrator. This arrangement enables them to have an experienced conservation professional assist them with stewardship, science, acquisitions, and accreditation. Harry prepares baseline documentation reports and management plans, monitors easements and preserves, trains volunteers, documents violations, and advises the land trusts about ecological matters. He also attends donor meetings and, in the words of Sharon Land Trust's executive director, Sarah Coon, Harry is "very good at getting them revved up" about land conservation.

Harry White was initially hired by Sharon Land Trust as its part-time conservation director, but the president of that organization quickly realized that Harry would likely be snatched up by a full-time employer unless he found other part-time jobs in the area. Sharon's president consulted the presidents of the two neighboring land trusts, and together they worked out an arrangement under which each land trust would commit to hiring him for a certain number of hours and cover a proportional share of his benefits.

According to Sarah Coon, this arrangement is highly beneficial to Sharon Land Trust and was key to its success in getting accredited, because Harry brought a needed dose of professionalism to its land conservation program. With a degree in forestry from Yale and over 20 years' experience in land trust acquisitions and stewardship, ecological assessment, and habitat restoration, Harry was able to update baselines, improve monitoring protocols, develop management plans, and help Sharon Land Trust institutionalize the policies and procedures it needed to document implementation of the indicator practices for accreditation.

Harry White is treated as a part-time employee by each of the three land trusts. Although he also works as an independent contractor for other organizations, the three land trusts each have an employment contract with him and contribute towards the cost of health insurance and a retirement plan. He bills each of the land trusts by the hour at \$50 per hour and their individual calculations of his health and retirement benefits are pro-rated according to the number of hours he works for them.

The amount of time he works for each land trust varies from week to week. When Sharon Land Trust was working on its application for accreditation, it needed him for many more hours than usual and he worked fewer hours for the others. Now that Salisbury is working on accreditation, that land trust is getting more of his time. He reports to each land trust directly at regular board meetings.

Elaine Hecht, of Salisbury Land Trust, agreed that a shared conservation director helps make it possible for a small land trust to prepare for accreditation. When asked what she would tell other land trusts, she said, "It's an affordable way to pay for the help you need, and especially important if you have a lot of properties and successive landowners to deal with because of the stewardship demands." In fact, the shared services arrangement has been so successful that the three land trusts are planning to add a part-time paid monitor in 2016, who will work primarily for Salisbury and Cornwall but also give some hours to Sharon.

Harry White described the benefits of the shared-staff arrangement. Over the past 4 years, he has been able to standardize certain operations across all three land trusts, bringing all of them into compliance with *Land Trust Standards and Practices*. Working in three towns, he has come to know the landscape of Northwestern Connecticut well and can encourage them to think regionally. In sharing a staff person, the three land trusts have developed a collaborative working relationship, which makes it easier to partner in other endeavors, and builds, in Harry's words, a sense of "sisterhood." He shares non-confidential information amongst the land trusts and encourages board members of each land trust to interact with those of the others. He observed that he "understands the donor landscape" and can help the land trusts pitch the regional importance of their acquisition projects to donors and funders, modeling effective fundraising strategies and skills. "I try to make their appetite for acquisition viral, to help them get excited and involved—more than a one-off contractor would do—to get them excited not just about a scenic viewshed but about ecological function."

The three land trusts have delegated much of their field work to their shared conservation director. Although most land trust board members would say that what they like most about volunteering for a land trust is "getting out on the land," it's hard for them to do all that needs to be done. Harry White observed that all-volunteer boards often have trouble completing their annual monitoring visits and then have to scramble to get them all done by December 31st. He

commented that under the leadership of a professional, volunteers for tasks such as monitoring could be more effectively coordinated and better trained to spot easement violations, encroachments, and management problems. He described his role as an educational one: he teaches the land trusts about environmental issues, helps them develop photography skills, and “makes field experiences fun” while making sure that the information collected is “coherent and timely” using standardized forms and file structures that he has developed.

In addition to adding a shared monitor, Cornwall and Salisbury are entertaining the possibility of hiring a shared executive director.¹² But Harry White does not believe that the three land trusts are likely to merge. In Connecticut, he said, “it’s all about local control,” and he doubts that they would want to give up their individual identities as town-based land conservation organizations.

V. RECOMMENDATIONS FOR SHARED SERVICE MODELS

1. Shared Staff

The experience of the three Northwest Connecticut land trusts strongly suggests that a shared-staff arrangement is not only feasible; it can help assure that land trusts manage their properties well and maintain the documentation and diligence they need to protect them in perpetuity. Moreover, it can be an affordable arrangement for organizations that cannot afford or do not need full-time staff.

The benefits cited by the land trusts and Harry White are compelling: standardized policies and procedures that accord with *Land Trust Standards and Practices*; increased regional awareness and collaboration; broader appeal to major donors and funders who seek landscape-scale impact; volunteer coordination, continuity despite transitions in board leadership over time; and access to a high level of expertise so that complex tasks such as baseline documentation and management planning don’t need to be contracted out.

By focusing their shared staffer on a portion of the land trusts’ work—stewardship and acquisitions—the Northwest Connecticut land trusts avoid the primary pitfall of shared staffing arrangements. In this writer’s experience, such arrangements are entered into with the hope that the shared staffer will coordinate several programs, fundraise, maintain records, and provide board support—an expectation that is almost always disappointed. Some land trusts have successfully made the transition from all-volunteer to staffed organizations by hiring a part-time executive director or program manager, but in this writer’s experience, few of these individuals can get all their work done in the time allotted to them—their job descriptions are too all-encompassing. With the amount of additional time they almost always put in, it would be difficult for them to work for more than one organization.

¹² Note that after the date of this report, Cornwall Conservation Trust hired a part-time executive director. Salisbury is considering hiring the same person to serve in the same position.

In addition to land conservation and stewardship, other tasks could conceivably be handled by a shared staff person. The group identified maintaining donor records, bookkeeping, and communications as services that they might purchase from a single provider; it might be possible to combine several of these into a suite of specific services that could be provided on a contractual or employment basis to several land trusts. These arrangements could be structured in such a way that they would have the benefits Harry White enumerated: developing uniform policies and procedures so that land trusts can better implement *Land Trust Standards and Practices*, ensuring continuity during board transitions, and promoting regional collaborations.

What would it cost? For small land trusts with limited resources, this is the critical question. The chart below illustrates what land trusts sharing staff might expect to pay, over the course of a year, for a specific number of hours from a shared contractor (annual cost) or employee (annual cost with benefits).

| Staff/Contractor @ \$50/hr. | | |
|------------------------------------|-------------|--------------------------------|
| | Annual cost | Annual cost with benefits @20% |
| 10 hours/wk. | \$26,000 | \$31,200 |
| 5 hours/wk. | \$13,000 | \$15,600 |
| 7.5 hours/wk. | \$19,500 | \$23,400 |
| | | |
| Staff/Contractor @ \$40/hr. | | |
| | Annual cost | Annual cost with benefits @20% |
| 10 hours/wk. | \$20,800 | \$24,960 |
| 5 hours/wk. | \$10,400 | \$12,480 |
| 7.5 hours/wk. | \$15,600 | \$18,720 |
| | | |
| Staff/Contractor @ \$35/hr. | | |
| | Annual cost | Annual cost with benefits @20% |
| 10 hours/wk. | \$18,200 | \$21,840 |
| 5 hours/wk. | \$9,100 | \$10,920 |
| 7.5 hours/wk. | \$13,650 | \$16,380 |
| | | |
| Staff/Contractor @ \$30/hr. | | |
| | Annual cost | Annual cost with benefits @20% |
| 10 hours/wk. | \$15,600 | \$18,720 |
| 5 hours/wk. | \$7,800 | \$9,360 |
| 7.5 hours/wk. | \$11,700 | \$14,040 |

It is important that land trusts contemplating such an arrangement be willing to pay for the level of expertise they actually need. Replacing an unpaid volunteer with an unqualified staff person will not advance a land trust; quite the opposite.

What services do we need? The land trusts in Sharon, Cornwall, and Salisbury perceived that their conservation programs needed strengthening and they purposefully sought to share a staff member who had the requisite knowledge and skills. For other land trusts, it might not be as clear. By undergoing a guided *Land Trust Standards and Practices* Organizational Assessment, land trusts can evaluate where they most need professional assistance.

Recommendation: *To assist land trusts in developing a shared staff (or shared contractor) arrangement, identify regional cohorts of interested land trusts and:*

- a) Provide each participating land trust with a guided organizational assessment;*
- b) Facilitate retreats in which the cohorts of land trusts analyze the findings of each individual assessment and identify the services they collectively need most;*
- c) Assist the cohorts in writing job descriptions for the staff person(s) or contractor(s) they propose to share and determining the number of hours per week each land trust needs;*
- d) Assist the cohorts in recruiting qualified candidates and in complying with applicable state and federal employment laws (or contracting requirements);*
- e) Provide financial assistance, as needed, to the members of each cohort to enable them to sustain the shared staff (or shared contractor) arrangement for two years. During that period, the members of each cohort will be expected to upgrade their fundraising capacity or identify secure funding sources to sustain the arrangement indefinitely.*

2. Regional Resource Centers

As previously noted, land trusts in the Lower Connecticut River Valley are served by two resource centers, CLCC, the statewide umbrella organization for Connecticut's land conservation community, and the LTE of the RiverCOG, a RCP. As Land trusts have come to rely on both organizations for the essential services they provide. But what more could they do to advance land trusts in Connecticut?

RiverCOG is unique among Connecticut's councils of governments in that it recognizes and actively supports the work of local land trusts as key partners in implementing municipal conservation plans and promoting agriculture, recreation, water quality, and tourism in the Lower Connecticut River Valley. It is uncertain whether other COGs will follow RiverCOG's lead. The RiverCOG's board and Sam Gold, its executive director, have strongly endorsed the Advancement Initiative, dedicated staff time to the Land Trust Exchange, and are interested in finding other ways of helping land trusts in the region. Among those discussed:

- Staff assistance in managing donor records
- Helping land trusts recruit and contract with qualified professionals (attorneys, accountants, etc.)
- Sponsoring and training interns who could assist with monitoring and other stewardship tasks
- Providing secure storage space for land trust records

- Grant writing for regional initiatives
- Developing, in addition to the land use and resource data already provided, more extensive community data that would be useful to land trusts.

CLCC has been canvassing land trusts about needed services during the past few months as it begins to formulate a new strategic plan and business model. Almost certainly, it will continue to provide the education, training, and advocacy services Connecticut land trust so value and lead transformational projects like the Land Trust Advancement Initiative.

Two of the models studied, the Compact of Cape Cod Conservation Trusts and the Litchfield Hills Greenprint, provide to their member organizations professional services at a discounted rate, enabling land trusts in the regions they serve to enlist high-level expertise in various aspects of their land conservation programs.

Recommendations: With support from CLCC and others, the models for regional services exemplified by the Compact of Cape Cod Conservation Trusts, the Northern Fairfield Land Trust Coalition, and the Litchfield Hills Greenprint, could be transposed to different regions in Connecticut, either through existing regional organizations, including RCPs or other regional service hubs, such as regional land trusts,¹³ These models could also be adapted by CLCC in developing a statewide fee-for-service program.

Land Trusts in the Lower Connecticut River Valley (and perhaps elsewhere in Connecticut) could assure that their preserves are permanently protected by donating conservation easements over them to a regional land trust or other entity qualified to hold such interests. In providing the shared service of holding overlay conservation easements, the entity would need to ensure that a complete baseline documentation report was completed for each easement it accepted and that it annually monitored each property to make sure that the easement terms had not been violated. Alternatively, land trusts seeking permanent protection for their fee properties could convey them to the entity with the understanding that the entity would convey them back, but with donor intent sufficient to establish them as bona fide charitable trusts.

3. Teams of Experts

Participating land trusts speculated that they might be able to enter into group purchasing arrangements that might lower the cost of certain professional services (e.g. legal, accounting, communications, website design, development of baseline documentation reports and management plans, etc.). It might be feasible for a group of land trusts to recruit and vet a team of consultants with expertise in certain desired areas with the assurance that they will each have a reasonably consistent volume of work from year to year. This would be an arrangement similar to the shared staff model

¹³ Connecticut land trusts working regionally (as opposed to serving only one or two towns) include Aspetuck Land Trust, Avalonia Land Conservancy, Flanders Nature Center and Land Trust, Great Meadows Conservation Trust, Heritage Land Preservation Trust, Joshua's Tract Conservation and Historic Trust, Kongscut Land Trust, Lower Connecticut River Land Trust, Middlesex Land Trust, Mohegan Land Trust, Eversource Land Trust, Northern Connecticut Land Trust, Roxbury Land Trust, Waterford Land Trust, Weantinoge Heritage Land Trust, Wintonbury Land Trust, Wolf Den Land Trust, and Wyndham Land Trust.

described above, but would require a lesser degree of financial commitment from each land trust in the group.

Recommendation: As this model is more of a group-purchasing arrangement than a shared-staff one, it will require reasonably accurate estimates by the land trusts in each group of the type and quantity of professional services they intend to purchase over a given period of time. Land trusts contemplating such an arrangement may want to engage an agent, such as RiverCOG, CLCC, or another regional organization, who would recruit and vet service providers and assist in the development of memoranda of understanding and/or other agreements for the provision of and payment for the services provided.

4. Collaborations

Participant land trusts identified several ways they might collaborate with one another in the delivery of certain services. Partnering with one or more other land trusts in a large land conservation project is one; others include shared educational programs, regional newsletter inserts, and regional and community celebrations and events such as farmers' markets.

Recommendation: Land trusts should continue fostering regional, as well as local, awareness of land conservation priorities, ideally through the development and promotion of a regional strategic land conservation plan.

VI. EXPLORING MERGERS

The ultimate collaboration between organizations is the decision to merge. In the world of land trusts, it usually comes about when two small land trusts realize that they are working in the same or adjacent landscapes, potentially competing for the same donors, and/or would be more able to accomplish their missions if they pooled their resources. In Connecticut, there have been at least two successful mergers of all-volunteer land trusts: Northern Connecticut Land Trust merged with Vernon Land Trust in 1999 and the New Canaan Land Trust merged with the New Canaan Audubon Society in 2013.

In a 2009 study of nonprofit mergers, Cortez, Foster and Milway¹⁴ identified five strategic benefits that nonprofit leaders might hope to achieve through mergers.

- Quality improvements in existing services (improved programs, training, supervision, etc.)
- Improved efficiency in existing services (better utilization of assets, reduced overhead, etc.)
- Increased funding (access to better fundraising capabilities, brand or new relationships)
- Development of new skills (programmatic expertise, broader leadership team, etc.)

¹⁴ Alex Cortez, William Foster, and Katie Smith Milway, "Nonprofit M&A: More than a Tool for Tough Times," The Bridgespan Group, February 2009. <http://www.bridgespan.org/Publications-and-Tools/Funding-Strategy/Nonprofit-Mergers-and-Acquisitions-More-Than-a-Too.aspx>.

- Entry into new geographies (overcome local barriers that are regulatory, community relationship, etc.)

The authors argue convincingly that mergers should not be pursued as a strategy for saving failed or struggling organizations, but that nonprofit leaders should ask themselves, ““How do we best fulfill our organization’s mission and strategy to be effective, and is [merger] a better option than other alternatives (organic growth through competition, partnerships, etc.)?”

The Land Trust of Danbury and New Fairfield Land Trust

Leaders of two more Connecticut land trusts clearly had these questions in mind when they signaled their intent to merge. In early 2016, Michael Marcus, the president of the Land Trust of Danbury, announced the signing of a Memorandum of Intent to Merge between his organization and New Fairfield Land Trust. Both Danbury and New Fairfield are members of the Northern Fairfield Land Trust Coalition, and, according to Michael Marcus, the notion of merging developed as the two land trusts got to know each other better and recognized how they could complement each other’s strengths. In a recent communication to Danbury’s membership: “[B]y bringing our two organizations together, there will be one organization which will potentially be accredited, have a strong infrastructure, more resources through a robust fundraising initiative, a good trail system by which to engage more members and participants, and a strong community outreach into our schools to reach more children and young adults - the future for sustaining our resources.”¹⁵

Mergers are complicated transactions and require not only organizational soul-searching, but, frequently, outside support. Milway, Orozco, and Botero¹⁶ identified the following barriers to nonprofit mergers:

- A lack of knowledge about when and how to think about mergers and acquisitions.
- A dearth of funding for due diligence and post-merger integration.
- A lack of matchmakers to create an efficient “organizational marketplace” through which nonprofits could explore potential merger options.
- A tendency to look at mergers reactively, as a route out of financial distress or leadership vacuums instead of proactively as an effective growth strategy.

Danbury and New Fairfield were able to surmount those barriers by getting to know each other as partners of the Northern Fairfield Land Trust Coalition and with expert guidance from Sharon Danosky, a seasoned consultant in nonprofit governance. CLCC and the Land Trust Alliance

¹⁵ “Calling all Members,” email communication from the Land Trust of Danbury to its membership and other interested parties, February 2, 2015

¹⁶ Katie Smith [Milway, Maria Orozco, and Cristina Botero](#), “Why Nonprofit Mergers Continue to Lag,” Stanford Social Innovation Review, Spring 2014. http://ssir.org/articles/entry/why_nonprofit_mergers_continue_to_lag.

served as the “matchmakers,” and while both land trusts had issues with capacity and implementation of *Land Trust Standards and Practices*, they are approaching the potential merger proactively, with strong leadership and defined objectives for growth.

The Basic Steps in Effecting a Merger

Exploration Phase

Successful mergers often begin in a collaboration or partnership like the Northern Fairfield Land Trust Coalition through which the merging organizations get to know and understand each other. Other times, two or more organizations recognize that they share similar or overlapping missions, operate similar programs, and are working in the same town or region and are competing for support from donors, businesses, and foundations. Board officers might meet casually to initiate a discussion and eventually, the boards of the organizations will likely get together informally. If there is interest in proceeding further, they will usually form a merger exploration committee composed of representatives from each organization. In this writer’s experience, a committee with 6-8 members, with half from each organization, is a workable size. An outside facilitator can guide the exploration process, compile information, and help draft the committee’s final report. Before the committee begins work, the board members of each organization should sign a confidentiality agreement.¹⁷

Land trusts have been encouraged and supported by the Land Trust Alliance in conducting assessments of their implementation of *Land Trust Standards and Practices* using the workbook, “Assessing Your Organization.”¹⁸ Such assessments can be especially helpful during the merger exploration phase; significant findings can be compiled into organizational profiles that will help the organizations understand each other and prepare for due diligence.¹⁹ Another critical task during the merger exploration phase is for each organization to understand the other’s organizational culture. This can be assisted by having the members of the merger exploration committee develop narrative profiles of their respective organizations that include their histories, most significant accomplishments, values, board member biographies, engagement with volunteers, relationships with community leaders and other nonprofit organizations, and how they are perceived in the community.

¹⁷ See Appendix for sample agreement.

¹⁸ *Assessing Your Organization (Revised 2010)*, Washington, DC: Land Trust Alliance. 2010

¹⁹ The chart “Merger Exploration: Organizational Profiles,” appended to this report, can be used for this purpose.

The merger exploration phase usually ends with a report by the committee that distills the information it has gathered and includes the committee's recommendation, the primary reasons why (or why not) it is proposing that the organizations merge, and, if it is recommending merger, a list of additional questions that must be addressed, the proposed name of the merged organization, a proposed mission statement for the merged organization, a proposed governance structure for the merged organization, and a list of the next steps that need to be taken to implement the proposed merger.

Implementation Phase

The report is presented to the full board of each land trust by its merger exploration committee representatives. Then, each board must decide whether it wants to proceed with the merger. If both do, they each need to appoint representatives to a merger implementation committee, which is responsible for effecting the actual merger. The implementation committee should develop a budget and work plan, taking into account the questions needing attention identified in the exploration committee report. Each organization needs to retain its own legal counsel. With the assistance of counsel, the committee develops a Memorandum of Understanding stating the organizations' intent to merge and restating the previously signed confidentiality agreement, which is signed by officers of both boards.

In Connecticut, merging nonprofits must form a plan of merger that is adopted by their boards of directors and, if the nonprofits are membership corporations, their members; this plan is filed with the Secretary of State.²⁰ Generally, when two nonprofits merge, one corporate entity "survives" and the other is legally dissolved. The plan must contain the name of the merging corporation and the name of the surviving one; the terms and conditions of the merger; the manner in which the assets of the merging corporation (including land and easements) will be transferred to the survivor; the amended certificate of incorporation of the survivor, and any other provisions required by state or local law or by the certificate of incorporation of either corporation. The surviving corporation will likely need new bylaws, and, depending on the desires of the merging organizations, a new name. Decisions will need to be made regarding the transition of the merging corporation's directors on to the board of the surviving one, the transition of officers, the adoption of existing policies and procedures and/or the creation of new ones, and how the organizations will operate during the period between the filing of the plan of merger and the final legal step, the filing of a certificate of merger with the Secretary of State.

At the same time the merging organizations are dealing with the legal aspects of the merger, they must also decide how they will inform their donors, landowners, and other stakeholders and help them understand how the merger will result in a stronger, more effective, and more

²⁰ The legal requirements for corporate mergers are codified as Conn. Gen. Stat. §33-815 to 33-821a.

sustainable land trust. If either organization has staff, they must determine what role the staff members will play in the merged organization. It is highly advisable for the merged organization to develop 3-year strategic and business plans as well as a short-term operating plan for the transition period.

Recommendations

- a. *Continue providing Connecticut land trusts with information about mergers and examples of successful land trust mergers at training conferences and through regional service providers.*
- b. *Provide funding and technical assistance to encourage the formation of land trust collaboratives similar to the Northern Fairfield Land Trust Coalition.*
- c. *Provide funding and/or technical assistance to land trusts interested in exploring the potential benefits and risks of mergers so that they can form facilitated merger exploration committees or task forces.*
- d. *For land trusts that express intention to merge, provide funding and technical assistance so that they can hire counsel, form facilitated merger implementation committees, develop strategic and business plans, and effectively publicize the aspirations and strengths of the merged organization.*
- e. *Assist newly merged organizations in preparing for and applying for accreditation. This will help assure that the mergers are fully implemented, with strong and engaged boards, the development (or revision) of necessary policies and procedures, complete baseline documentation reports and management plans, diligent land acquisition and stewardship programs, secure recordkeeping systems, and accurate and transparent financial systems.*

APPENDICES

1. Shared Services Questionnaire
2. Survey of Current Services and Costs
3. Land Trust Essential Function Analysis
4. “Legal Advisory: Public or Charitable Trusts and Protection Against Disposition of Conservation Lands”
5. “Overlay Protections for Land Trust-Owned Properties: Frequently Asked Questions”
6. Merger Exploration Confidentiality Agreement
7. Merger Exploration Organizational Profiles

8.