

Santa Fe Conservation Trust
POLICY ON BOARD APPROVAL OF LAND TRANSACTIONS
Policy 2014-01
Adopted on: April 8, 2014
Updated on: April 25, 2023

Introduction

The Santa Fe Conservation Trust (SFCT) partners with our community to keep northern New Mexico's living lands and people flourishing together. We protect culturally and environmentally significant landscapes, ignite people's passion for nature and enable the continual regeneration of our healthy place.

It is the responsibility of the Board of Directors to approve all land transactions to which the Santa Fe Conservation Trust (SFCT) is a party, including the acceptance of donated or purchased conservation easements, gifts of land, the acquisition of new lands, and the disposition of these property interests. Staff will provide the Board with the facts and advice it needs to make informed decisions and the Board will ensure that all transactions are consistent with federal and state laws and criteria governing conservation easements and with SFCT's policies and criteria regarding land transactions.

As a general policy, the Board will not financially overburden SFCT, jeopardize its non-profit status, participate in legally risky or ineffective transactions, tarnish the organization's image or reputation, overburden staff resources, or incur unsustainable stewardship obligations.

All transactions in which SFCT acquires fee title to land will comply with SFCT's Fee Property Acquisition Policy. In addition, transactions in which SFCT either accepts the donation of land or purchases land via bargain sale will comply with SFCT's Gift Acceptance Policy.

Delegation of Authority

The SFCT Land Review Committee will review proposals for conservation easement and fee title land transactions, and make initial decisions regarding pursuing potential land transactions and engaging in preliminary negotiations with landowners. Staff will provide the Land Review Committee with sufficient information, from personal site inspections, gathering of relevant documents and discussions with landowners, for the Committee to make informed decisions. The Land Review Committee will ensure that each proposed transaction is consistent with federal and state laws and regulations governing conservation easements and with SFCT's policies and criteria regarding land transactions before giving initial approval to pursue the transaction. The Land Review Committee has no authority to make final decisions regarding acquisition or disposition of interests in real property, but it will make recommendations to the Board as to each proposed transaction.

Proposed donations (including bargain sale purchases) of a fee title interest in land will be reviewed by the Gift Acceptance Committee in addition to the Land Review Committee. The Gift Acceptance Committee will make a recommendation to the Board as to each proposed transaction.

From time to time, the Board may delegate its review and approval authority for land transactions to the SFCT Executive Committee when situations arise requiring decisions between regular Board meetings, but never as a substitution for such regular meetings. If project approval is required between regularly scheduled meetings of the full Board, the Executive Committee may be empowered to act on behalf of the Board when official action is needed on short notice and a full Board meeting is not possible. This delegation of authority shall follow the procedures established in SFCT's Bylaws. Pursuant to its Bylaws, the presence of a majority of the Executive Committee shall constitute a quorum and a member shall be deemed present if she/he participates through any medium of communication by which all members of the Executive Committee may simultaneously hear each other. Vote of a majority shall be necessary for action on any land transaction and such vote shall be taken at the time of the meeting. No proxy or electronic vote shall be permitted.

A member of the Board or the Executive Committee deemed to have an actual or perceived conflict with regard to any land transaction, as defined by the SFCT Conflict of Interest Policy, must disclose it in advance, and such member shall recuse herself/himself from participation in any discussion of or vote on the transaction. If such a recusal results in the inability of the Executive Committee to achieve a quorum, or if the land transaction involves any member of the Board of Directors, the matter will be referred to and will be acted on only by the full Board of Directors.

Minutes of the proceedings of any Executive Committee meeting at which a land transaction was acted upon, including written documentation of the disclosure and action taken on any conflict of interest, shall be kept by the Board Secretary or designated staff member. The Board Secretary shall report to the full Board at its next regularly scheduled meeting on any action of the Executive Committee taken since the Board's last regularly held meeting.

Periodic Evaluation

This policy will be reviewed at least every 5 years along with all other policies related to land transactions to see if changes are needed. This review will be conducted prior to applying for renewal of Land Trust Accreditation.

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Brant Goodman, Secretary, SFCT

