

**Newport Bay Naturalists and Friends
Approved Minutes
Board of Directors Meeting
Newport Beach Main Library
July 17, 2008**

1. Call to Order

President Dennis Baker called the meeting to order at 6:30. Board members present: Dennis Baker, Carolyn Kraber, Matt Yurko, Blake Anderson, Peter Bryant, Jack Keating, Larry McKinney, Krista Sloniowski, and Rita Goldberg. Staff present: Roger Mallett, Donna Flower-Carroll

2. Minutes

The minutes of the May 16 and June 19 meetings were not available for approval. Anderson and McKenney committed to get them completed for the two meetings, respectively, and circulate them to the board in a week.

3. Accountant's Report

Flower-Carroll reported that our funds are in good shape. She reported that she circulated her written report to the board by email and asked us to refer to it for details. She invited the board to email her with any questions at any time.

4. Executive Director's Report

Mallett reported that he circulated his written report to the board by email. Mallett reported that NBNF has received 30 affirmative RSVPs for the Plein Air Reception scheduled for July 25 from 6 to 8:30. A total of 480 invitations have gone out and there is room for 100 NBNF Invitees. SOCALPAPA will have another 100 there, he estimates. Dress for the board was discussed. Resort casual and no shorts were requested of the board members attending. Mallett also reported that the coordinator job position description should be completed and circulated/published by COB Monday, July 21. Mallett said he will email it to all board members for their information, review and to help get the word out on the job search.

5. Roles of the Committees

Chairman Baker began the discussion with an overview of what he believes are the roles of the committees, asking for feedback from the other board members.

a. Committees are formed, appointed and chartered by the board. The purpose of a committee should be clearly stated by the board at the time that it is formed. The committees are the "nuts-and-bolts" level of activity of the board and are used to keep the

details at an arm's length from the normal policy-level activities of the board. By assigning the details to a committee, the board can focus on the longer-term strategic and policy matters of NBNF, improve board meeting effectiveness and prevent overly long board meetings. The committees are responsible to the board which includes regularly reporting their activities to the board at a relevant frequency and level of detail to satisfy the board as expressed by the board.

b. Committees should be formed with the express intention of pursuing goals that support and advance the current board-adopted version of the strategic plan. A committee once formed and chartered by the board develops objectives, carries them out with a reasonable degree of autonomy and regularly reports back to the full board on its methods, progress and successes. The committee also reports on short falls, self-diagnoses the reasons for and corrective measures to cure them, requests appropriate resources that have not already been delegated to it by the board and requests suggestions and help from the other members of the board when and if necessary.

c. Media contact is usually initiated by the Executive Director, but may be expressly assigned to the president of the board, a member of the board or a member of a committee, depending upon the need and extent of the contact. Basically, members of the board and the Executive Director should apply a common sense approach that will be governed by the demands and context of the moment. Media inquires may come at any time from any quarter and be directed to any director. Past relationships and contacts and other factors create the context under which a media inquiry may emerge. It is expected that once a director has had contact with the media, that director will inform the Executive Director relatively soon as a courtesy and to help maintain overall coordination and accountability. Mallett said he would like NBNF to develop more media contact and generate more media reporting than we are receiving today. He urged board members to create opportunities and to react to opportunities that emerge for contact with the media.

d. Yurko suggested that we regularly publish a comprehensive list of the active committees and their members. Chairman Baker said that he liked the idea and would begin to incorporate a list of committees as a part of the board agenda.

6. Un-agendized Matters

The board discussed a un-agendized matter—the proper protocol for dealing with un-agendized matters. According to the bylaws, the board can not take action (like authorizing an expenditure or a new initiative of the board) unless the matter has been previously placed on the agenda by the board president or at the request of a board member

7. Report of the Advocacy Committee

Keating reported that McKenney has agreed to chair the Advocacy Committee. McKenney nodded agreeably. McKenney, Keating and Anderson are the members of the Advocacy Committee. Keating acknowledged that progress to date has been, well, nil.

Emerging issues that require NBNF's attention and that are opportunities to advance the strategic plan are coming up, reported Keating. McKenney committed to getting the Advocacy Committee together fairly soon and to invite Mallett. Keating suggested that part of the charter of the Advocacy Committee should be to promote fund raising from key institutional and/or governmental entities both for the Bay and NBNF. McKenney said that the OC has applied for funding from the Wildlife Conservation Board for bay natural resources and that advocacy and support from NBNF ought to occur, be well-thought out and include support letter(s). McKenney stated that our advocacy for Newport Bay ought to include supporting funding from Sacramento and Washington on a number of well-established and well-known fronts that are administered by administrative departments and committees of the legislative bodies

A question from Kraber generated a discussion about buy-in by our elected representatives in Washington. Federal earmarks are a controversial subject right now and yet are an essential source of revenue for things like the Back Bay dredging project managed by the Corps of Engineers. Despite a mixed-level of support from the OC and California delegations for earmarks, NBNF must write letters and maintain personal contact with all legislators that can positively help Newport Bay natural resource interests getting adequate financial support.

Regarding timely support letters, the board chair, the Executive Director and others may see the need to act quickly and clearly. When those needs arise, a letter should be drafted and then circulated for review and comment by relevant members of the board.

Keating reported Mayor pro-tem Leslie Daigle had requested NBNF to send a letter of appreciation to Congressman Ed Royce for his strong support of legislation to fund the remaining dredging work in the Bay. McKenny agreed to draft the letter to be sent by President Baker.

8. Report of the Bylaws Committee

Keating is leading the effort to re-draft the bylaws of the NBNF. The proposed bylaws have been circulated by email for comment by all members of the board. Some have responded to Keating's draft, but others have not. Keating asked that all members of the board review the bylaws at the earliest possible time and return them to him for incorporation into the final draft of the bylaw changes.

9, Report of the Board Development Committee

Keating and Goldberg are currently the only two members of the committee at this time. Goldberg reported that she is spread too thin by her other NBNF board assignments and her busy professional life as a magazine editor. For this reason she asked Baker and the board to excuse her from this assignment.

Keating reported that the committee is currently pursuing two very strong candidates for board membership—Martha Sutula (who works for the Southern California Water

Research Project, SCCWRP) and Cammie Leslie (who does she work for??? A little help here, please. Blake).

The Board Development Committee has an objective to find a good naturalist/scientist, a good board development person, and good fund raisers.

Keating reported that Rita McCoy has provided a list of desirable Naturalist candidates to serve on the Board Development Committee.

10. Report of the Research Committee

This committee is chaired by Bryant and includes Yurko and Sloniowski.

Yurko stated that while the mission statement of the NBNF does not include research, it does appear within the goals for NBNF support of the Back Bay Science Center Research that is related to the recovery of the Bay and ought to be a very high priority of NBNF. Mallett suggested grant funding for a researcher could be an articulated objective of NBNF, recognizing that our efforts must be coordinated closely with DFG's Jeff Stoddard who is the manager of the bay on behalf of DFG and the good people of the State of California.

11. Marine Life Protection Act (MLPA) Science Advisory Board Nominations

Bryant reported that nominations for the SAB are being sought. NBNF has a stake in this because coastal wetlands in the southern region of the State will be eventually addressed by this body. There are a large number of criteria that a prospective SAB member must achieve in order to be considered. This assures that the SAB will have adequately educated and experienced people to provide informed advice to the State as it administers MLPA.

Baker reported that Dr. Steve Weisberg, Executive Director of SCCWRP, has been approached but said that he can not because SCCWRP receives State and federal grant and fee support. Weisberg said that he and SCCWRP would be eager to provide ongoing advice to the SAB, but not sit directly on it. Other names have been suggested without avail.

Dr. Irwin Haydock was mentioned as a possible candidate. After a discussion by the Board, McKenney made and Keating seconded a motion to nominate Haydock and to send a nomination letter on his behalf after determining his interest to be on the SAB. The motion was approved 9-0 by the board.

Baker agreed to approach Haydock and draft a support letter accordingly.

12. Report of the Fund Raising Committee

Goldberg asked that she be excused as Chair of this committee because it is simply too demanding and she does not have the breadth of experience, exposure and knowledge to effectively span the large number of demanding activities that the position requires. She estimates that the position could easily be 40 hours per week if done well and done completely.

Goldberg further suggested that the fund raising activities of this committee not be centralized in this committee and instead be distributed among the various event coordinators and other persons have responsibilities for fund raisers, donor development and grant writing.

Keating said that he does not agree with the idea of distributing the responsibility. He argued that there must be a “single honcho” that holds all the reins simultaneously for accountability and coordination.

Mallett said that as a practical matter, some of the work must be divided up to spread the load and time commitments of this important role of the board.

Flowers-Carroll offered to take some of the load because she has the time, interest and skills to carry some of this work.

Baker volunteered to chair the committee on an interim basis and to hold the reins from above, depending upon others to take on the details while he looks ahead to upcoming events and makes sure that assignments are made well enough in advance that arrangements can be handled so that opportunities are not lost in the shuffle.

Goldberg reported that the Back Bay Science Center Event sub-committee met just before tonight’s board meeting and that she is getting terrific support from the other members of the board sitting on this sub-committee

13. Board Communication

Keating reported that there is no well-established protocol and mechanism for regularly reporting the actions of the board to the 200 people that are the general membership of NBNF. This is essential for keeping the general membership informed, promoting their buy-in and support of all of the goals and objectives of the strategic plan, the board and its committees. It is important that the board develop adequate trust and understanding from the general membership.

Keating has placed summaries of the board actions in the Clapper Rail Mail—a paragraph or two that distills the actions of the board into clear and relevant language.

The Advocacy Committee said it would volunteer to take on this issue and report back to the board on its progress toward establishing a protocol and mechanism.

14. Board Meeting Time and Day

Baker asked whether the current time and day meet the needs of the board. He reported that he's gotten a request from one board member to pose the question because he is not able to regularly attend the board meeting if the time and time and day of the week are not changed.

Goldberg suggested that the meeting be held earlier in the late afternoon.

Bryant reported that he would prefer Wednesdays.

No consensus on this question was achieved. Baker said he would place the question on the next agenda for further discussion.

15. New Business for a Future Board Meeting

Kraber asked that fund raising training for the board be provided to expose us to new techniques, strategies and fundamentals. Baker said that the OC Volunteer Center has a good course that does just that.

Goldberg asked that we consider full or partial reimbursement for costs associated with members of the NBNF attending "cross-over" events and meetings of other organizations on behalf of NBNF.

16 Announcements

Bryant announced that today's light-footed clapper rail count had a grand total of one nest found around the Bay. Predation by raccoons is the working hypothesis by those that have an informed opinion on this although it apparently hasn't been proven to be the case.

Keating reported that a \$30,000 grant has been received from the Southern California Wetland Recovery Project for the site abutting Big Canyon. Keating said that he would convey a copy of the agreement to the other members of the NBNF board.

Keating reported (with considerable pride and relief) that the agreement with the County is finally signed and approved after (drum roll please!) 8 years of effort! This is the headline for tonight's board meeting!

McKenney announced that he is running for a seat on the Moulton Nigel Water District Board of Directors. He passed out a flyer. In order to fund the media blitz he will mount to guarantee success, he frisked us all for loose change as we left the meeting.

The Board Meeting was adjourned at 8:30 PM