

**Newport Bay Naturalist and Friends  
Draft Minutes  
Board of Directors Meeting  
Back Bay Science Center  
November 18, 2010**

1. Call to Order

President Blake Anderson called the meeting to order at 5:12 p.m.

Board members present: Jack Keating, Blake Anderson, Mike Wellborn, Krista Sloniowski, Cathy Lam, Lawrence Jones, Kristine Simon, Laura Mann, Richard Wang, Howard Cork, Dennis Kelly, Jerry King, Steve Bender, Don Krotee

Board members absent: Peter Bryant

Staff present: Roger Mallett

Others present: No others present

Agenda review: No Board Comments

2. Board, Executive Director and Standing Committee Reports

Review and approval of corrected minutes for Board meeting of October 21, 2010. No opposition to approval.

Report of the Board Development Committee & Election of Board Officers for 2011.

Blake Anderson opened the meeting to nominations for Board Officers:

- Lawrence Jones nominated Steve Bender to be President
  - Kristine Simon provided the second.
- Jack Keating nominated Blake Anderson
  - Don Krotee provided the second.

Following a suggestion that the Board comment on the Nominees, each Board expressed reasons to support, or defer the nomination and selection for stated reasons, and the Board received a blank ballot to submit a vote for President.

The returned ballots resulted in a 7-7 tie and several Board members raised the issue of absent Board member Peter Bryant's e-mail request to have his ballot cast by Cathy Lam in his absence. Multiple comments were made with respect to honoring this request and a Board member read the request aloud. Peter

Bryant's email cast his own vote to Steve Bender; he did not give Cathy Lam proxy voting rights to cast his ballot. Discussion included comments from Steve Bender that California State Law permitted proxy voting and Jack Keating that the approved Bylaws do not provide guidance on the voting process. Without further objection, the vote was allowed and the vote resulted in selecting Steve Bender over Blake Anderson as President.

- 8 – Steve Bender
- 7 – Blake Anderson

Following some discussion by the Board, but especially Board member Cathy Lam, regarding Board member Bryant's nomination of Cathy Lam to Vice Chairman, she declined to stand for election.

- Steve Bender nominated Jerry King
  - Laura Mann provided the second
- Blake Anderson nominated Jack Keating
  - Howard Cork provided the second

Ballots were provided and scored by the Executive Director with Jack Keating Vice- President's position with 9 votes.

The position of Secretary was opened to nomination:

- Jack Keating nominated Howard Cork
  - No other nominations were made and Board member Cork was elected without opposition

The position for Treasurer was open to nomination:

- Cathy Lam nominated Don Krotee
  - No other nominations were made and Board member Krotee was without opposition

### 3. Treasurers Report:

Don Krotee provided comments an introduction to the emailed treasurers report sent to all members and explained the decision related to the Executive Directors payment agreement and the agreed to accrual process related to the unpaid balance. The Board was provided further information related to the financial review set up as part of the policy guidelines established by the Chairman.

The Treasurer indicated that Board members would be receiving additional information related to Budget projections, and the Organizations Financial

standing. Additionally, the Board should expect additional information related to the suggested audit, CPA response and financial policy suggestions.

4. Executive Directors Report – Roger Mallett

The Executive Director referred all Board members to his e-mailed report that contained an update on the Shark Mobile, with D. Krotee adding a few comments for clarification. A brief explanation of the tide pool/City of Newport Beach concerns were added w/an update related to possible auto dealers providing the vehicle for the Shark Mobile.

5. Planning 2011 Board Retreat

Planned date: January 22, 23, 2011

The Board was instructed to submit ideas

Facilities: The Irvine Ranch Water District Duck Club of the Audubon House classroom facilities.

Board members should plan on participating in a day and a half event.

Issues for discussion: mission statement, interest survey collected from the symposium, and Naturalist member input.

6. Adjourned to Executive Session

7. Next Board Meeting:

December 16, 2010 @ 5:00 p.m.

Back Bay Science Center

Meeting minutes were prepared by Jerry A. King.

Meeting adjourned at 6:45 p.m.

Approved at the February 16, 2011 Board Meeting