

NEWPORT BAY CONSERVANCY
Draft Minutes of the Annual Meeting
Muth Interpretive Center
November 5, 2015

1. Call to Order

NBC President, Peter Fuhrer, called the meeting to order at 7:06 pm and declared that a quorum of the voting membership of the Newport Bay Conservancy was present.

2. Greetings and Welcome

President Fuhrer welcomed everyone and thanked them for coming. He announced that there were 37 people in attendance, 24 voting members of NBC, 6 non-voting members, and 7 guests. The Bylaws require that one third of the total of 58 voting members be present to conduct the business of the meeting.

He recognized special guests, Vic Leipzig President of Sea and Sage Audubon, Jerry Donohue President of Amigos de Bolsa Chica, Eddy Kim Market Coordinator from REI, and Dave Kiff City Manager of Newport Beach and expressed appreciation of their presence.

He then introduced the Special Election Committee made up of Donna Flower, Cathey Bertot, Betsy Flynn, Jean Whitaker, Angie Vazirian, and Lucinda Wright. He announced that NBC Board Secretary Holly Fuhrer would be the Recorder of the Minutes and Heather Cieslak, Jean Savage, and Jean Whitaker would certify the draft minutes when they are completed. He asked if there were any objections to these appointments. No objections were voiced.

3. Acknowledgements of Appreciation

President Fuhrer expressed his appreciation for all of the NBC members who have worked diligently over the past year to keep the organization functioning well – the Board, volunteers, donating members, and staff. He announced that the volunteers have reported 10,866 hours of work in the past year. He introduced our new Volunteer Coordinator, Adelle Bennett, and commended the Board of Directors and the Operations Director, Heather Cieslak, for their conscientious attention to the needs of the Conservancy.

He then thanked our major partners – Orange County Parks, CA Department of Fish and Wildlife, the City of Newport Beach, and the California Coastal Commission Community Based Restoration Program - for their support and cooperation in fulfilling our shared projects and vision for the future of the Bay.

He also welcomed the thirteen volunteers who are enrolled in the 2015 Naturalist Training Program.

4. Approval of the minutes of the 2014 Annual Meeting

As required by the Bylaws, the draft minutes of the 2014 Annual Meeting were sent out to the members for review in advance of the meeting. Secretary Fuhrer asked if there were any corrections or additions recommended. No changes were brought forward. Judy Booth moved to accept the minutes, seconded by Evalie Dumars. There was no further discussion. All were in favor of the motion. The motion to accept the minutes of the 2014 Annual Meeting was passed.

5. Presentation of the 2015 Annual Report

President Fuhrer's complete Annual Report of the state of the Conservancy was distributed to the membership prior to the meeting for review. At the meeting he presented a condensed version via PowerPoint with photographs and spoke about the highlights of the year's activities.

He began his presentation with a recitation of NBC's mission to protect and preserve the Upper Newport Bay, and noted the strong history of volunteerism and community support that underpin our aspirations and accomplishments and make possible the fulfillment of our vision for the well-being and sustainability of the Bay.

At the 2015 Board Strategic Planning Retreat held in February, the following strategic goals were established:

- Revamp our public image and improve our marketing strategies and capabilities
- Increase our fundraising and grant support
- Redefine our strategic planning for the Bay
- Develop a Restoration Plan for the Bay
- Strengthen our Board development to include influential members of the community
- Strengthen our cooperative and productive relations with our land-owning partners including development of a comprehensive plan for the Bay for trails, signage, and public access
- Continue to expand our educational programs, especially those that provide income to NBC
- Support the activities of our Research Committee planning symposia for the purpose of educating the public and providing opportunities for original research and monitoring that add to our knowledge of the Bay

President Fuhrer elaborated ways that the Board has fulfilled these strategic goals throughout the year, details of which can be found in the 2015 Annual Report posted on the website. He cited one of the Board's greatest accomplishments this year being a Comprehensive Restoration Plan completed under the supervision of Board Member and Chair of the Restoration Committee, Sarah Kimball, who, with the assistance of Matt Yurko of the Community Based Restoration Program, and interns financially supported by NBC, conducted an extensive survey of the open space surrounding the Bay to assess its restoration needs. The final draft of the Restoration Plan for the Upper Newport Bay was presented to the Board in August. The Board at that time made a commitment to carry forward the implementation of this plan. The draft report of the plan is housed and available at the Orange County Data Portal (DASH) at the UCI Library.

The President mentioned that NBC has just hired a new part-time Volunteer Coordinator, Adelle Bennett, and that another part-time staff position has just been created for an Education/Program Coordinator. With our full-time Operations Director, Heather Cieslak, the additional staff should increase our efficiency and enable us to expand our programming. He commended Heather for managing the entire work of NBC without other staff since August. He spoke about the remarkable productivity of NBC volunteers who have reported 10,866 hours over the past year. Fifty new volunteers have been through our Associates training class this year and 13 students have gone on to take our ten week Naturalist Training Program. We have been redesigning and updating our website, posting photos of our events on Facebook, and have published three editions of Tracks.

President Fuhrer reviewed briefly NBC's education programs, restoration projects, research symposia, and original research efforts including barcoding of plankton led by Board Member Dr. Peter Bryant and two mini-grants awarded to local researchers for projects in the Bay. He also mentioned our special events including three new activities this year, a performance on the IC patio by a string ensemble from the Pacific Symphony, a fundraiser called "Baycation" in which we invited our neighbors within a two mile radius to join us in activities held at the IC and the BBSC, and a featured position at the Green on the Green Expo sponsored by the Newport Beach Chamber of Commerce.

The President highlighted four projects that have come to fruition this year or are well along in progress. Krista Sloniowski, who was hired to administer the Watershed Coordinator Grant which ended last year, produced The Idea Book which recommends model projects for communities interested in developing water retention systems to deal with excessive run-off of storm water. The

Tidelands to Uplands Exhibit at the Interpretive Center, planned in conjunction with OCParks, is almost completed and displays a range of estuarial habitats including a tank with live marine organisms for the public to see. The travelling aquarium known as the IsoPod, a joint project with the City of Newport Beach, is fully outfitted, operational, and managed now by the City Department of Natural Resources. President Fuhrer made special mention of the Bayview Restoration Project which is being executed in cooperation with OCParks and DFW. Planting was started on the upper slope at this time last year by our contractor Barry Nerhus and his company Endemic Environmental Services. Maintenance of the two acre site has been carried forward by Peter Ridley, Don Millar, and Frances Cork who have organized volunteers to weed invasive plants and water regularly. Plans are now underway to start planting the lower one acre slope which has the additional challenge of being debilitated by horseback riders who have cut a number of illegal trails through the area. DFW has agreed to provide fencing to try to protect the planted site from further damage and destruction.

In conclusion, the President talked about priorities for 2016 focusing on continuing the Strategic Plan established at the 2015 Retreat cited above. These goals will be reviewed and updated by the new Board at next year's Strategic Planning Retreat. He expressed optimism about the growth NBC has experienced this year and the accomplishments made in furtherance of our effective stewardship of the Bay.

6. Presentation of the 2015 Financial Report

NBC Board Treasurer, Donna Flower, presented the 2015 Financial Report showing two pie charts, one indicating income for January through September of \$132,000 and the other showing expenses for the same period totalling \$150,950. The pie charts showed the distribution of income sources and the distribution of expenses which she discussed in some detail. She explained that the shortfall of income over the nine months will be compensated by the receipt of grant money, the membership renewal drive in November, and fees from Kayak and outrigger tours expected in the last three months of the year. She reported that our cash in bank is \$273,578 (approximately \$122,000 restricted and \$150,000 unrestricted) and that \$60,000 of this is set aside in Reserves.

Some members requested more information about the budget recalling that more detailed figures have been presented in the past. The Treasurer agreed to send out the additional information to the members who requested it. The Treasurer referred members to her reports in the monthly Board meeting minutes that are posted on line. Nancy Gardner asked that it be noted in the minutes that this request has been made for future Annual Meetings.

7. Presentation of Candidates

Nancy Gardner, Acting Chair of the Board Development Committee, presented the candidates running for the Board for the 2015-2017 term:

Tim Brown – an educator, a member of various committees and commissions, an activist, “someone who gets things done,” who has a previous connection to NBC.

Frances Cork – a Board member of two years, very involved and familiar with almost every aspect of NBC.

Liz Flint – a land use attorney with a lot of government experience, “someone who can separate the wheat from the chaff.”

She announced that another Board member, Molly Stallcup, has recently been appointed by OCParks to represent that agency according to a Memorandum of Understanding that NBC has had with OCParks for a number of years. She is not running for election since she is an appointee.

She also presented two candidates, Howard Cork and Jack Keating, who are running as Non-Board Members of the Board Development Committee.

She mentioned that the Board will be losing five valuable members who are cycling off this year after fulfilling their terms of office – Vice President Michelle Clemente, Past President Howard

Cork, Secretary Holly Fuhrer, President Peter Fuhrer, and Sarah Kimball Chair of the Restoration Committee. Peter Fuhrer will remain on the Board as a non-voting Past President for another year.

8. Board Election

The election was conducted by the Special Election Committee. A short break was called while the votes were being counted.

9. Announcement of Election Results

When the meeting resumed, President Fuhrer announced that all candidates running for office had been elected as follows to serve two year terms:

Tim Brown, Board Director
Frances Cork, Board Director
Liz Flint, Board Director
Howard Cork, Non-Board Member Board Development Committee
Jack Keating, Non-Board Member Board Development Committee

President Fuhrer offered congratulations and welcomed them to their positions at NBC.

10. Presentation of Proposed Changes to the Bylaws

Michelle Clemente, Vice President and Chair of the NBC Bylaws Committee, presented the proposed changes to the Bylaws. These changes were initially suggested at the 2015 Board Retreat in February and were further discussed and recommended by the Bylaws Committee and the Board Development Committee. The board reviewed these recommendations and agreed that they should be submitted to the membership for review, discussion, and approval or disapproval at the Annual Meeting. They were sent out to the membership in advance of the Annual Meeting for the members' consideration. The recommendations and the reasoning behind them are as follows:

1. Three seats on the board are to be reserved for Naturalists. While there have usually been Naturalists on the board, there is no requirement to that effect. This change would ensure continuous member representation.
2. Voting by mail would be allowed. Most members look forward to the Annual Meeting, but there are some who are unable to attend because of illness, travel or other reasons, and this way their voices will still be heard. Note: This is not electronic voting.
3. Two new committees are to be created: the Technical Advisory Committee (TAC) and the Land Owners Committee (LOC), both of which would be made up of non-NBC members but with an NBC board liaison. The TAC would allow us to attract more scientists and to involve them more closely in the mission. The LOC would facilitate better communication and cooperation among the landowners.
4. Two standing committees of the Board, the Board Develop Committee and the Bylaws Committee, would be merged into the Governance Committee. This will help streamline work and committee participation.
5. The Marketing and Communications Committee and the Fund Raising Committee would be merged. The functions of these two committees are felt to be overlapping and combining them would be more efficient.

Discussion followed including questions about how these changes would be implemented and whether they are in the best interest of the Conservancy. Questions were raised about why we need two advisory committees to the Board. Answer, because that would free the Board to focus on fundraising, strategy, and policy and provide the benefit of expert testimony and advice about specific issues. Question was raised about how the two advisory committees would operate, on their own or through a specific liaison with the Board. Answer, the Chair people of these committees would be Board members appointed by the President. It was pointed out that the successful land owner's coalition has thus far been dependent on the efforts of one individual and would benefit from being codified into the NBC Bylaws so that it can be sustained over time regardless of the individuals involved. It was suggested that there are so many questions about the two advisory committees, perhaps we should experiment with them before we put them in the Bylaws. Maybe we should try them out for a year before we codify them.

Dick Zembal argued that there is clear justification for a scientific advisory Board and recommended that it would give NBC credibility with regard to its goals and grant funding. Michelle Clemente commented that as a Board liaison from the City these past two years, it would be beneficial to have all of the land-owning partners represented on the Board. Questions were raised about how we would handle voting by mail. It was agreed that a clear and secure protocol would have to be established. Peter Bryant recommended that we need to describe the roles and duties of all of the committees under discussion.

President Fuhrer expressed the opinion that the Marketing and Fund Raising Committees should not be combined because they have very different functions. Ms. Clemente emphasized the need to streamline our operations because of the demands on Board Members' time. Nancy Gardner argued that there is so much overlap between the committees, it is better to keep them together.

Chuck Nichols commented that the membership is leery of changing the Bylaws because they were amended in 2013 to prevent abuses that were perceived in previous NBC administrations. Mary Thornton suggested that it is difficult to vote on the changes recommended because the committees' roles have not been clearly delineated and defined.

Voting was then held for each proposal separately:

1. Voting by email
21 yea, 0 nay, 0 abstentions
2. Three Board positions reserved for NBC Naturalists
21 yea, 0 nay, 1 abstention
3. Combining Board Development and Bylaws Committees into Governance
Committee
9 yea, 10 nay, 1 abstention
4. Combining Marketing and Fund Raising Committees
5 yea, 13 nay, 1 abstention
5. Development of Scientific Advisory Committee
20 yea, 2 nay, 0 abstentions
6. Development of Land-owners Committee
18 yea, 3 nay, 1 abstention

11. Installation of Newly Elected Board of Directors

President Fuhrer installed the newly elected Board of Directors. The new Board then voted that the 2015 officers remain in their positions as interim officers until new Officers can be elected. The Board decided to hold its first meeting on December 16, 2015 at the BBSC at 2:00 pm.

12. Meeting Adjourned

President Fuhrer called for a motion to adjourn the meeting. Bill Halladay made a motion to adjourn, seconded by Michelle Clemente. All were in favor. The meeting ended at 9:13 pm.

Minutes Recorded by Holly Fuhrer_____

Date Submitted_____

Certified by:

Heather Cieslak_____ Date_____

Jean Savage_____ Date_____

Jean Whitaker_____ Date_____