

**Newport Bay Naturalists and Friends  
Draft Minutes  
Board of Directors Meeting  
Back Bay Science Center  
August 19, 2009**

**1. Call to Order**

President Blake Anderson called the meeting to order at 5:20.

Board members present: Blake Anderson, Don Krotee, Jack Keating, Cathy Lam, Krista Sloniowski, Lawrence Jones

Board members absent: Peter Bryant, Jerry King, Steve Bender, Larry McKenney, Kristine Simon

Staff present: Roger Mallett, Donna Carroll

Others present: Matt Yurko

**2. Minutes**

Review and approval of the June 24, 2010 board meeting minutes was postponed, and there was no meeting in July.

**Board, Executive Director and Committee Reports**

**3. Report of the Treasurer and the Accountant—Don Krotee /Donna Flower-Carroll**

Donna said that the financial situation is mostly the same as it was in our June meeting, although there have been some successes between then and now. For example the Plein Air event brought in \$10,000, and two grants that Roger had applied for were awarded to NBNF. However, there is still a pressing lack of reserve funds related to the ED salary. Currently, corporate and private donations are the most likely source for unrestricted funds.

With the budgeting that has been done for the remainder of the year, all of the reserves will be spent. However, if we get the contract to work on the Big Canyon project, that could change the situation. Donna recommended that because the reserves are so low, she will start doing a monthly variance report on the difference between cash flow and the budget.

**4. Report of the executive director—Roger Mallett**

**Events**

The Plein Air event is completed and was successful. The Interpretive Center Birthday event is coming up but there has been no planning for it yet. The group discussed

combining the Birthday event with the Sunset reception because they would occur relatively close together and many of the same people would be invited. Mark Denny had mentioned to us that he wanted a County specific event. Jack will ask Bill and Mark about this because it makes little sense to have two events so close together. Either we get them combined, or reduce our participation in the County's Birthday event so that we don't spread ourselves too thin.

#### Estuary Exhibit

Per his ED Report, Roger made a request to the board to:

- Allocate \$13,153.44 of unrestricted Interpretive Center Capital Campaign funds to the Estuary Exhibit Project account.
- And then, to authorize payment of that same amount from the project account into NBNF operating funds to pay for \$12,153.44 of NBNF staff time on the project and \$1000 on close out costs. This covers all of the final costs of the project.

Don Krotee made a motion to pass the request. Krista Sloniowski seconded. The motion passed unanimously.

#### Tidelands Exhibit

There is a local foundation that is interested in buying the naming rights for the Tidelands Exhibit. Jack and Roger will keep the board posted as that evolves. Don said he knows of another possible donor who wants to buy the naming rights to for something, but it needs to be something that is exclusive to their name. Don and Jack will coordinate to find the right opportunity for that possible donor.

#### CRMP & Big Canyon

The CRMP has not moved in the last few months. Therefore, Roger has been spending time focused on doing the portion of the Big Canyon restoration project that is on Department of Fish and Game property. This project would have a budget of around 2 to 3 million. DFG and the City of Newport Beach both support NBNF taking this on. The last buy off Roger has been working on is the Regional Board due to concerns they have with Selenium. Roger's role will be as project manager, with the work delegated out. This project will hopefully create momentum for the CRMP.

Funding will hopefully come from The Irvine Company settlement money that the City of Newport Beach is the trustee for. Half of that money was intended for the Delhi Channel, but it rolls over into Big Canyon if it's not spent. And there is no momentum for doing something in the Delhi right now like there is on Big Canyon.

Krista mentioned that she would be interested of a tour of the Delhi Channel area one day. Lawrence was interested as well and others may be also.

#### **5. Donor and Community Relations Committee Report—Cathy Lam**

There has been no progress on the Branding. Everyone has been on summer vacations and so forth. But it is a high priority for the DCR committee and will support

the efforts on the website and marketing. They do have a good team of experts lined up to help us, so it looks very promising.

The Sunset Celebration planning is coming along. Cathy wants the main focus to be on developing prospective donors, not just doing a mix and mingle. However, she needs help coming up with a focus for the event that will do that. Something hip and fun. But the dates are coming up quickly, either Oct 9<sup>th</sup> or 16<sup>th</sup> in order to do it before clocks get put back an hour.

Cathy mentioned that raising money for a project might be a way to get interest in donating money. However, Roger made the point that what we need from these kinds of events is unrestricted funds. Cathy is looking for sponsors for the expenses involved.

#### **6. Research Committee Report—Matt Yurko**

Eelgrass was the theme of the first Research Committee event and it was very successful. These events will now be moved to a Saturday to be able to add a field visit. The theme selected for this one is rare and endangered species. The main function is to reengage membership with the issues we are working on, and to get new members. They are working up a questionnaire for attendees to help build better events over time. There was some discussion of whether we should charge for these events. The committee has done some thinking on this, but currently the focus is on establishing the event and engaging membership.

When conversation about this committee finished, Matt Yurko excused himself from the remainder of the meeting.

#### **7. Advocacy & Government Relations Committee Report—Krista Sloniowski**

The first step in the Strategic Plan for the AGR committee that Krista and Jerry worked up was for Jack, Roger, Blake, and anyone else who's interested, to develop a list of names of people we could develop as a grant writing team. They do not have a list yet, but said they would within a week or two of this meeting. In the mean time, a few names were thrown out:

- Lawrence said Mary Thornton would be interested.
- Anna from the Film Festival expressed interest in the past.
- Lawrence is interested in helping if Roger can share his boiler plate grant language.
- Joanne Lombardo, Don's Wife, would be interested.

#### **8. Report of the Board Development Committee—Jack Keating**

No progress to report, except that Steve Bender is now helping and they are interested in approaching Laurel Mann and Richard Wang.

#### **9. Formation of Ad Hoc Committee to review the performance of the Executive Director—Anderson**

Blake needs to appoint people to the Ad Hoc committee. The idea was to have the head of each committee sit on it.

Lawrence said that he would be interested in this committee and pointed out that the Ad Hoc ED Performance Review committee and the Ad Hoc Performance Standards committee are so similar that they may as well be merged.

Lawrence made a motion to combine them and call it the Ad Hoc Performance Standards Committee, and to appoint Cathy Lam, Blake Anderson, Don Krotee, Jack Keating, Krista Sloniowski, and Lawrence Jones as the members. Don seconded. The motion passed unanimously.

#### **10. Report of Ad Hoc Financial Steering Committee—Blake Anderson**

The most pressing orders of business for this committee is to create an employment contract for Roger Mallett. A revised draft contract had been circulated to the board earlier in the day and handed out in hard copy at the meeting for those that needed a copy.

To discuss this topic, Blake put the meeting into Executive Committee mode. Donna excused herself from the remainder of the meeting, but Blake asked Roger to stay for any questions from the board.

Blake and Roger gave the background that Roger was an interim part time executive director for NBNF for a number of years. He became full time in 2008 with a 12 month contract agreement for that year. At the beginning of 2009 the board made and passed a motion to extend that agreement for another 12 months, however the 2009 agreement was never executed by the parties, creating ambiguity about the situation.

Also in 2009, due to financial circumstances related to a tightening economy, reduced donations, and a slow down on the organization's primary consulting contract, NBNF did not have the income to pay Roger the same 2008 salary for 2009. This situation has persisted into 2010. If it did agree to pay him the same salary for 2009 and 2010, the organization would owe him money that it does not have for both of those years.

Roger has proposed a solution, which is to reduce the amount of his salary for 2009 to what he has already received in that year, and to extend payment of unpaid bonuses into 2010 and make payment conditional upon the funds becoming available. No one had any problem with any of these suggestions.

In terms of his 2010 salary, there was a good bit of discussion about this. Roger's proposal was that it be based on the funds he projects the organization will receive between now and the end of the year for an ED salary. Which will still be less than the 2008 salary he started the organization with. The issue was whether or not this salary would also be conditional on those funds actually becoming available. Krista and Cathy pointed out that it is standard procedure in most non profits for an Executive Director's salary to be conditional on their ability to bring the money into the organization to pay the salary. On the other hand, Roger believes it is important to get the Board to be more formally committed to helping bring the money in as well, since NBNF is still a very small scale operation with little staff.

Don asked what happens if the organization commits to paying the Executive Director's salary but then doesn't have the money to do so. Krista pointed out that Board members themselves are legally personally liable for the organization's debts. So if the board commits to paying Roger a specific salary no matter what, and then the money isn't available, the board members are legally obligated to cover the difference themselves.

Blake asked the Board if they had any more questions of Roger. There were none so Roger excused himself from the meeting so the board could finish discussing the matter amongst themselves.

After much discussion, Blake Anderson made a motion to Approve the contract with the condition that Roger agrees to a cap of 6 weeks vacation carryover from one year to the next, and that payment of his salary is conditional on funds being available to do so. Don seconded. The motion passed unanimously.

Blake then adjourned the meeting.

*Minutes approved 9/16/10*