

**Newport Bay Conservancy
Draft Minutes
Board of Directors Meeting
Back Bay Science Center
February 16, 2011**

1. Call to Order

President Steve Bender called the meeting to order at 6:07 p.m.

Board members present: Steve Bender, Jerry King, Don Krotee, Laurel Mann, Jack Keating, Cathy Lam, Krista Sloniowski, Lawrence Jones, Kristine Simon, Rich Wang, Peter Bryant, Mike Wellborn, and Dennis Kelly

Staff present: Roger Mallett, Donna Carroll

Others present: Connie Bean, Lane Calvert, Betsy Flynn, Howard Cork

2. Minutes

Approval of December 2010 Monthly and Special Meeting minutes, Jack had edits and comments. Krista questioned whether the meetings were separate or combined. After discussion, it was concluded the Special Meeting had been properly Noticed for the purpose of electing officers and hearing feedback from Naturalists resulting from the November Board meeting, and that there were two separate meetings. We had special session with voting for officers, then a regular board meeting. It was agreed that there were two meetings.

Jack asked about the missing minutes for the Board Retreat. Jerry explained that after Peter gave his report at the retreat, Blake lost control of the meeting and Jerry quit taking notes once they went off agenda, to which they never returned. Jerry said he would not take notes for non agendized items. Roger said he would put together a paragraph summarizing the retreat and the outcomes.

Steve suggested as a part of becoming more transparent organization we should;

- Publish the minutes promptly on the web
- 30 days to approve
- Deadline on draft comments

Several Naturalists have requested more timely access to information.

Don agreed, he and Jack asked we use the "Draft" Watermark until the minutes are approved at the next board meeting.

New Guidelines were then agreed upon for minutes:

- Circulate Draft Minutes 2 weeks before the next board meeting

- Comments on minutes need to be returned within seven days before next board meeting
- Publish edited minutes before next board meeting
- Approve at the next board meeting

Jack wanted to know what happened to the missing minutes; June minutes are still not circulated or approved. November Annual Meeting minutes not circulated or approved.

Jerry defended himself by stating that he on more than one occasion had asked Blake to have someone, a naturalist, take notes so he could participate. Laura, Jerry's secretary cannot locate the draft June minutes. He is going to check emails to see if they can find a copy.

Jerry stands by his position that BoD's need to be able to participate and has a secretary starting next month to take the notes.

Steve approved of the note takers, and suggested we could do a digital recording. He will look into it.

Roger agreed to reconstruct the Board Retreat and November Annual Meeting minutes.

Dennis Kelly moved to approve the Nov 2010, Dec 2010 Special Meeting, Dec 2010, and Jan 2011 minutes. Rich Wang seconded. The minutes were approved.

Board, Executive Director and Committee Reports

3. Report of the executive director—Roger Mallett

Roger asked if everyone read the report, everyone acknowledged. Report filed.

4. Report of the Treasurer and the Accountant – Lawrence Jones

Roger re-sent the draft 2011 budget he had provided at the November 2010 Board Meeting and asked we discuss at the March meeting.

Don asked about the cost of the logo and another expense for the website, together more than \$1,000, and if the cost was the subject of specific review by the Board of Directors. He also had questions about the review and approval of the web design. Roger shared that the approvals had taken place:

- By electronic consensus and majority
- By approval via email after a board action request from ED
- All replies were in favor and none were against approval of website expense.

The website and logo expenses were in the budget and their presence in the budget was thought to be an approval in that is the point of the budgeting process. A majority of the board members agreed with the expense.

The board never approved the 2011 budget, and this will be discussed at the next board meeting and submitted for board approval.

Don still had concerns about using the electronic voting format to approve or vote on board business but, particularly when approval of items includes business that is in excess of \$1,000.

Action items:

- Ask advice from the Financial Committee on set up a formal process for expense approvals and a threshold. Roger and Don had started this process, have several flow diagrams representing checks and balances and agreed to get Lawrence those notes.
- Discuss use of electronic approvals at Strategic Planning Meeting in May.

5. Bylaws Committee – Peter Bryant

Bylaws have been submitted to one attorney. A draft with Roger's comments will be submitted to one attorney then distributed to the other attorneys. Roger comments are based on his California Nonprofit code research. We have a lot of requirements that match the code and some that don't. Currently, he is parsing what are code requirements vs. arbitrary. We still have questions about how we address issues legally (e.g. the internal issue; exact definition of voting member).

Krista would like to see the current attorney's comments.

Steve's attorney provided the first opinion, but still waiting for the other opinions before distribution.

Krista would like to walk through the document in a pre-meeting before the board meeting.

The deadline to keep this moving is a Board Retreat in May. We are not changing the language yet. Roger's comments are observations.

Peter raised the question of adding the executive committee and defining the function in the bylaws.

Action items:

- Bylaws Committee will meet within 1 month to review Roger's observations
- Distribute bylaws draft to the board for comments
- Set date for retreat in May once committees have had 60 days to plan
- After retreat we will have a draft to submit to the attorneys

6. Filling vacant Secretary Position – Steve Bender

Howard Cork resigned from the board after he was elected at the December board meeting, leaving an open officer position. Steve motioned to elect Kristine Simon to the position of secretary. Lawrence seconded the motion, all voted in favor.

7. Board Development Committee Chair Recommendation – Steve Bender

Blake Anderson resigned from the board in December, leaving an opening for the Board Development Chair, usually filled according to the current bylaws by the immediate past president. Steve motioned to elect Jerry King. Kristine seconded the motion, all voted in favor.

8. Election of new Board Member, Debra Moore – Jerry King

As the chair of board development, Jerry motioned for Debbie to be elected to the board to fill the current opening created by Howard's resignation. Kristine seconded the motion.

Point of Order: Jack commented on the fact that the Board Development Committee had never convened to consider the appointment of Debra to the Board. He said he had received her resume from Jerry in October and met her at the January Board meeting and believed she has appropriate credentials for the appointment, but our Bylaws require the Committee make a recommendation to the Board President. This step had not been taken. He would also like to see a naturalist appointed to the committee along with an additional board member to be added.

Jerry responded to Jack's concerns; Debra was introduced as a candidate in Oct 2010 at the board meeting and raised the issue again at the annual meeting. Debra stood down, when Howard was nominated at the November annual meeting. No issues were raised then, and she did not move forward due to a lack of communication. Debra was also present at the last board meeting.

Others confirmed Debra was a potential candidate, she is qualified, brings skills to the table we desire and that she has met with a number of board members for the vetting process. Debra has already attended the Associate Training class and has filled out the application.

Jerry asked Kristine and Cathy to join the BDC because he is comfortable with their relationships with our members and their involvement with the organization. They accepted the positions. There was some concern that Kristine had too much on her plate with the election of secretary and chair of PR. The committee is structured with 5 slots, and we have a finite number of board members.

Krista felt this was an "awkward process" and thinks that moving forward it should be informed by the strategic plan. Jerry agreed. We need to identify the priorities and skillsets we need for the next board members. Until we have an updated strategic plan

that includes training new members and a charter plan for board development, no one else should be considered.

Steve mentioned he has done some research on board development and will circulate a best practices document which includes thoughts on board absences, contribution, and the need for the president or vice as a critical part of this committee going forward. We currently don't have standards or processes in place.

Although Jack had accepted Jerry's invitation to become a member of this committee at the January Board meeting, he said he is no longer interested in joining this committee, noting the adequate number of board members currently involved. Jerry has open slots to fill and will seek out a naturalist and another board member to help build the next generation of board members.

Jerry motioned to have Debra join the board. Lawrence seconded it. Motion approved.

ACTION ITEMS:

- Discuss the charter for the BDC at the Retreat that includes conduct of board members, training, assignments and required contributions.
- Jerry will fill the remaining BDC positions, including a naturalist.

9. Research Committee - Peter Bryant

We currently have an Urban Bobcat Workshop scheduled for March 3rd with approximately 40 people registered. Many of the attendees found out through emails, flyers, and website. On Monday a vertical response will go out to the stakeholders, i.e. friends, naturalists, partner, etc.

10. Motion to restate the articles of Incorporation – Steve Bender

Currently we have DBA for Newport Bay Conservancy, but we will need to continue to use NBNF for grant applications. We need to have membership approve new articles of incorporation. We can then file an official amendment of the articles of incorporation. Once approved by the Secretary of State we can then submit to the IRS to obtain a new letter of determination of our nonprofit status in the NBC name. It was proposed that the BoD review and then include this item on the Special Meeting agenda to approve the revised Bylaws by the membership.

ACTION ITEM:

- Board members will review Application to State of California for Articles of Incorporation for approval at within the next 60 days.

11. Website/Rebranding - Roger Mallett

Website development is going well. Roger has been working with a number of board members and naturalists to do internal reviews of colors and styles. Roger has been

developing content as fast as he can. We have a lot of detailed information. The beta site will be ready for board review in the next couple weeks. After a week of internal review, we will go live with the site.

Kristine is working on a social media plan and Rich is working on a marketing plan that supports our new website. They will present it to the BoD.

ACTION ITEM:

- BoD to review the draft site when available and provide feedback

12. Membership Committee – Cathy Lam/Kristine Simon

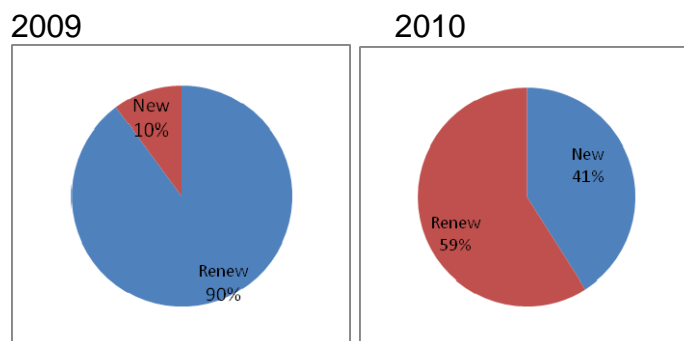
Please see the detailed membership report for additional details and statistics.

Cathy and Kristine are handling the administration, creating processes and involving many volunteers. They are continuing to promote the Associate Training to get more people involved and looking into ways to keep those new members engaged. January's class was completely full with 22 new people present and 2 people were not able to attend. Many of the new people have skills that can be leveraged going forward. Patrick felt we will retain more than 50% of these volunteers because they are interested in volunteering for the outriggers.

Cathy and Kristine are looking for ways to take these good candidates and work with them, or invite them to help. We have an online registration that captures their interest in Phase I, and in Phase II BoDs will be able to query the members through an online data and skills survey. A letter was sent out with the Membership Report to the BoD to assist the board in recruiting new members and donors.

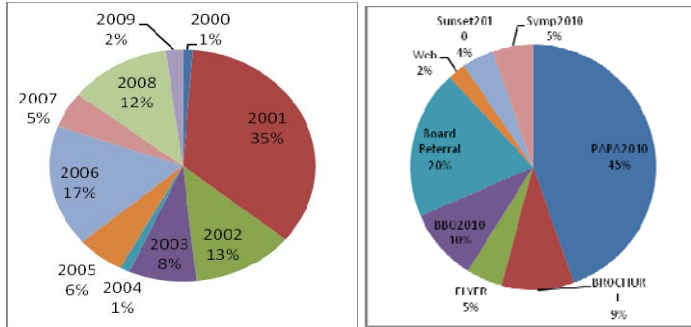
Jack commented "as long as we follow Roger's vision of the new website, it will be good".

Highlights from the Membership Report, see report for more details.



Renewals

New



NATURALISTS/VOLUNTEERS

184 Active Volunteers in Database

2010: Added 18 new Naturalists and 20 Associates

2011: 22 New Associates

ACTION ITEMS:

- Plan appreciation luncheon for our 10yr donors
- BoD sent out sample letter to friends and family

13. Big Canyon Report – Jerry King/Roger Mallett

Roger met with Bob Stein (City of Newport Beach Public Works) for a status report on the Big Canyon project. Stein felt the City should not fund the startup construction costs at 100%, so we are looking to DFG to fund \$50K. Roger has already spoken with Carla and her superiors from DFG.

14. Sharkmobile – Roger Mallett

We are trying to get a firm quote. We currently have 3 and they are all different, it is like comparing an apple, banana, and orange. The City has already committed the funds, and are ready to cut a check for the vehicle. This is a good partnership between Michelle from the City, Robin from DFG and NBC. They have formed a committee to support this initiative. Michelle will be managing most of the programming and is expected to be efficient and fun to work with. She wrote a letter to Steve saying she was excited about the partnership.

Sharkmobile is thought to be parked at Little Corona on the weekends with volunteers. During the rest of the time it will be at BBSC and or in use for educational visits. The vehicle will visit Title I schools and other targets for education and be available for NBC events, such as Earth Day. Sharkmobile should be ready by the end of summer. We will need volunteers and docents to help staff the Sharkmobile.

15. Watershed Coordinator Grant – Jerry King/Krista Sloniowski

The Department of Conservation is going to fund a three year position of Watershed Coordinator with three phases;

- Develop a desired state
- Local use – work with cities
- Community outreach – education about the watershed

The intent is to have each City Council vote to pass a motion to integrate these changes into the master city plan. Watershed work is fundamental to our preservation of water quality. We can help influence what comes into the bay and how it is dealt with. Our plan is to recruit someone with special skills to manage this very well defined plan. Krista showed an interest in this position.

ACTION ITEM:

- Send Kristine the FFAST website to review and put into the minutes.

16. Committee Recommendations and Vote – Steve Bender

Steve passed out the new assignments. Some chairs and committee assignments had (NC) because that director had not agreed to the new assignments yet.

Committee Chairs

Board Dev: Jerry King, Bylaws: Peter Bryant, Donor Dev: Lawrence Jones, Education/Program: Steve Bender (interim), Finance: Lawrence Jones, Marketing: Rich Wang, Membership/Volunteers: Cathy Lam, Planned Giving: Laurel Mann, Public Relations: Kristine Simon, Research: Peter Bryant, Senior Outreach/HOA Association: Jack Keating (NC), Special Events: TBD, Strategic Planning: Steve Bender and the chair from every committee, Watershed/Gov't Agencies Liaison: Jerry King, Watershed Grant Coordination: Krista Sloniowski (NC)

Don indicated his willingness to serve where indicated in the new committee printed format. Jack had some reservations to accept his role in a committee with which he was identified in the same new format.

Steve will take the Education Committee chair in order to work hand in hand with the agencies we support until we identify the right academic for this position. Lane Calvert, a long time naturalist, met with Cathy, Steve and Kristine about the Explorers Project, a program to bring students to the bay to learn about careers in the outdoors.

Some directors had questions about the new structure and wanted to know what was wrong with the old DCR committee org chart. The former committees matched the strategic plan.

Don indicated that the Development and Community Outreach committee (former DCR) had at once encapsulated Public Relations, Marketing and Special Events and he asked that that hard work and the development of those ideas be shared at the May retreat to be sure splitting apart those ideas was in keeping with the new strategic plan and in the best interest of the group.

What is the difference between Watershed/Govt Agencies Liaison vs. Watershed Grant Coordinator? Gov't Agencies Liaison is strategic to managing the City, DFG, OC parks and potential contract negotiations at a high level. Watershed Grant Coordinator provides needed oversight and is task specific. We agreed to change it to Gov't Relations and Watershed Planning committees.

Steve commented that the new committees are smaller, more efficient, task driven and have been established based on areas of expertise and the larger number of directors. Each BoD chairs a committee and belongs to at least one more. Each chair will build a statement of priorities to review at the May BoD retreat this will be a part of the strategic planning. The chair will also be responsible for building the committee members. The organization has gone through a number of changes in the last 3 months and Krista, Jack and Mike want to be more in the loop with the changes going forward.

Mike has reservations about partnering with SAWPA. Roger wrote a 2 page report on this topic, clarified that we are not partnering with SAWPA, but noted that SAWPA holds the purse strings for potentially over a billion dollars for watershed projects because of Prop 84. This topic should be revisited at the May retreat.

Lawrence motioned to approve the new chairs as is with the confirmed chairs and remove Watershed Planning and Senior Outreach/HOA from the list with the condition we will revisit these roles at the May retreat. Rich seconded, all approved with the conditions.

ACTION ITEMS:

- Each Chair will create a charter for the committee and build a team to help.
- Chairs will have 60 days to create a plan and present at the May retreat.
- Board will revisit the new structure and roles at the May retreat and review the plans created.
- Revisit our partnership with SAWPA at the May retreat.

Meeting adjourned at 7:52 pm

Minutes recorded by Kristine Simon

Approved at March Board Meeting