

**Newport Bay Conservancy  
Draft Minutes  
Board of Directors Meeting  
Back Bay Science Center  
January 19, 2011**

**1. Call to Order**

President Steve Bender called the meeting to order at 6:11p.m.

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

Board members absent: Don Krotee, Mike Wellborn

Staff present: Roger Mallett, Donna Carroll

Others present: Connie Bean, Cathey Bertot, Jo Wu, Debbie Moore, Frances & Howard Cork, Sylvia Marson, Evalie Dumars

**2. Minutes**

Review and approval of the November and December 2010 board meeting minutes, postponed until next meeting.

**Board, Executive Director and Committee Reports**

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

**Sharkmobile**

The City of Newport Beach, Department of Fish and Game, and NBC are working together on this. We are combining our grant from Edison and a city grant to build a “Sharkmobile” . It will be used as outreach for the BBSC , and to educate the public about the tide pools at Little Corona. It will bring live sharks, rays and marine invertebrates to schools within the watershed cities, all over Orange County. We will need to recruit volunteers to help staff it. The Sharkmobile will be a showpiece for us, the city, and DFG.

**Big Canyon**

We are still anticipating a contract for preconstruction and 3 yrs of funding for project management.

**Membership**

Deferred to Cathy and Kristine’s update.

### Rebranding

We have voted for the existing logo, but with the Heron facing to the right and the new organization name shown,. The website is moving forward along with printed materials. Tracks will be printed in color. All new items will have a consistent look and feel. A number of board members are helping in specific areas to move the process along and we are making progress with style, color palette and logo.

### Website

This new web will have number transactional features that will free up Patrick from taking reservations for kayak tours and registering people for events. It will also enable us to track people and their interests. It will also help by increasing efficiency as an organization. Hoping to go live the 2<sup>nd</sup> week in February. A \$3700 down payment has already been paid of \$7400 total contract amount as previously approved by the Board.

Jack Keating expressed concerns over paying for the new site plus any improvements that might add to the cost. He asked if the cost was reflected in our December financials. Roger indicated that the books will reflect a debit in January, not December.

#### **4. Report of the Treasurer and the Accountant – Lawrence Jones /Donna Flower-Carroll**

Lawrence referred the Board to Donna's accountant report, which he believes is accurate. Lawrence indicated that we have had a financial team in place doing an audit. Betsy Flynn, who is on the team, has agreed to present on the difference between restricted and non-restricted funds at the open meeting on Feb 24, 2011.

#### **5. Bylaws Committee – Peter Bryant**

We have sorted out the bylaws with a committee through several meetings over the last month. We are current working with the 2005 bylaws which were signed in Dec 2010. We have a draft that combines the 2005 and 2008 Bylaws into a 2011 version. They will need to be reviewed by an attorney before the board gets the draft for comment. Then we will email a draft to all of the board members, and vote at the February board meeting to approve new bylaws. Kristine, Jerry and Howard say they have a referral for a pro-bono attorney and will initiate contact on behalf of NBC. If anyone has any issues they want addressed or changes to the draft, please email Peter. Once the board approves the new bylaws, they will be presented to the naturalists for a vote at a special meeting.

#### **6. Report of the Board Development Committee – Steve Bender**

Steve appointed Jerry King as the Chair of the BDC. Under the current 2005 bylaws, he can appoint someone to sit in the open place without a vote or election.

## **7. Filling vacant Secretary Position – Steve Bender**

Steve asked Kristine to fill the vacant secretary position. Krista asked if we could appoint a secretary in this manner and raised the California code for non-profits as an issue. She suggested we need to vote on this at the next board meeting. All agreed. Kristine agreed to take minutes for this meeting.

## **8. Introduce Jo Wu & Debbie Moore for Board Directors – Jerry King**

Two new people have been recruited and would like to serve on our Board: Jo Wu and Debbie Moore.

Peter introduced Jo Wu, a professor of Marine Science at Cal State Fullerton. She was also a VP of NBC for 3 years and is a naturalist. She will be focusing on Education and Research, also recruiting more students to volunteer and become naturalists.

Jerry introduced Debbie Moore; she has an environmental engineering background and experience dealing with freshwater issues, such as water quality & treatment. She is currently a Health and Safety Manager – helping to lower the accident and incident ratio. Debbie spoke up and mentioned she is looking forward to adding her watershed experience to our team. Jerry mentioned Debbie has talked with all of the executives of board and that she was brought to the board in October as candidate, but put on hold when Howard Cork was elected at the Nov Annual Meeting, taking the last open space.

Howard Cork pointed out that under the 2005 bylaws, we can have only 14 directors, so we need clarification on the # of members since a past president resigned, another question for attorney. No motion was made to add either Jo or Debbie to the board.

A question arose as to the function of what are we calling the executive committee. A steering committee consisting of president, vice president and executive director had previously been put in place to ensure all of the board activities are tied to the executive director's initiatives. This relationship was formalized in the org chart. The executive committee extends the steering committee to include the other board officers. This is a small group that works with the ED helping to figure out how we can support him and keep board and staff priorities aligned. As before, it has no voting authority.

Jack wanted to know if Robert's Rules supports an executive committee and if our new bylaws reflect this executive committee. He asked Peter if that was his understanding. Peter said the executive committee is included in the proposed bylaw revision. Lawrence pointed out this is another area we need to get clarification from an attorney.

## **9. Bobcat Workshop – Research Committee – Peter Bryant**

The Urban Bobcat Workshop is set for March 3<sup>rd</sup> at 6:00 at the Back bay Science Center. It is the first evening workshop for the year. We will have one once a quarter,

and the last quarter will be the all-day Symposium. There is a lot of feedback and support for this type of outreach within the community; hard science and fun. It is also an interesting forum for networking among the experts presenting. There will a poster display from local photographers. It is a free event, but we need to figure out donation opportunities. We are not paying for the travel expenses for the speakers, so it is sensitive topic. We could find targeted underwriting opportunities for bobcat research, i.e. cameras. We are expecting a full house.

Steve asked the board for their feeling on charging for events. Should we be charging for these workshops? Discussion took place that suggested that the March 3 event should continue to be free, but that we should come up with a plan for deciding whether or not to charge for future events.

#### **10. Rebranding and Website – Roger Mallett**

Roger expanded briefly on the information provided in his Executive Report.

#### **11. Membership Drive – Kristine Simon & Cathy Lam**

Cathy gave the report that membership dollars are up 10% for unrestricted funds. Our goal was to increase membership by 10%. Most of the \$\$ were collected in the last quarter. Donna mentioned a trend in donations; less people more dollars. Kristine and Cathy are attending all events and setting up a membership booth. Cathy developed a letter for board members to send out to our personal email lists, asking for support or joining in via events, volunteer opportunities, or education workshops. Steve, Kristine, Peter, Rich, Roger, Cathy and Lawrence met to review the current membership pricing. They looked at a number of other member organizations for comparison, e.g. Monterey Bay.

#### **12. Big Canyon – Roger Mallett**

Roger covered Big Canyon in the ED Report. Everyone has agreed to move forward. We have the conceptual design and it has made its way through the various agencies. We are waiting patiently for the right signatures.

#### **13. Sharkmobile – Roger Mallett**

Already covered, it should be 100% funded and result in a partnership with the city, DFG, and NBC.

#### **14. Set date for Special Membership Meeting – Steve Bender**

Steve announced that the planned date of the meeting with the members is February 24. The intention is to include a presentation by Betsy on non-profit accounting. See Item 4. We need to make sure we have enough time for Betsy's presentation. Proposed agenda items were discussed. However several people expressed the need for an open

meeting (open forum to answer questions) instead of a meeting with just presentations. Some feel this is necessary because the report Rita Phillips gave the board on December 16 was a watered down version of issues. It was a small portion, she took time to take out the emotion in order to stick to facts. It did not show the anger and resentment. An open meeting would work to rebuild trust between members and board.

Donna asked what our policy is for sending out financials when requested. In 2010, Blake had said to send it out when requested. It was agreed that the board needs to establish a policy for what specific information is shared how and when.

There is also the open item of a Board Retreat – strategy planning. Krista has parsed the current 10 yr strategic plan. We need to update it. We can use Google docs to collaborate together. Roger is looking to board because he has limited resources focused on branding and website.

Action Items:

- Steve will call Rita Phillips and get her advice on meeting
- Confirm Feb 24, 2011 as date for open/special meeting
- Decide whether the open meeting is first and bylaws meeting after
- Send out updated membership info
- Circulate Bylaws
- Update strategic plan, prepare to present at special meeting

Lawrence – motion to adjourn

Steve adjourned the meeting at 7:20 pm

Respectfully Submitted

Kristine Simon

Approved at February 16, 2011 Board Meeting