

NEWPORT BAY CONSERVANCY  
MINUTES OF THE BOARD OF DIRECTORS MEETING  
December 5, 2012, Back Bay Science Center  
OPEN MEETING

**Roll Call**

**Present:** Pres Howard Cork, VP Peter Fuhrer, Treas Donna Flower, Sec Holly Fuhrer, Peter Bryant, Virginia Hayter, Rita McCoy, Angie Vazirian

**Absent:** Cathey Bertot, Rob Ellis, Dennis Kelly, Debbie Moore

The Open Session was called to order at 5:07 pm by Pres Cork.

**Secretary's Report**

Motion was made by Mmbr Hayter to approve the minutes of the November 14, 2012 Board Meeting. Seconded by Mmbr Kelly. Additions and corrections were accepted. Motion passed unanimously.

**Other Business**

VP Fuhrer reported on the status of the Bayview Project. The 2012 Board voted in October to hire Barry Nerhus, whose credentials are highly recommended, to complete the project. He will be paid from two grants. He has provided a draft contract which VP Fuhrer has revised. VP Fuhrer requested approval to have this contract reviewed by attorney Jim McDonald who has been recommended to NBC by OneOC as a capable employment attorney who discounts non-profits.

Mmbr Vazirian arrived at 5:13 pm.

Mmbr Ellis arrived at 5:14 pm.

Suggestion made by Mmbr Hayter that in the future the Board create a list of contractors that can be drawn upon for our needs so that bids can be sought competitively and for specific purposes.

A motion was made by VP Fuhrer that the Board accept Mr. Nerhus's contract and have it reviewed and amended if necessary in NBC's interest by Mr. McDonald. Seconded by Mmbr Hayter. Motion carried unanimously.

Discussion followed regarding how the Board will exercise management control over the people we hire as independent contractors (eg. Mr. Nerhus and Ms. Sloniowski). It was agreed that this should be part of the Policies and Procedures manual that needs to be developed.

Pres Cork requested that the meeting return to the agenda.

Mmbr Kelly arrived at 5:25 pm

## **Treasurer's Report**

Treas Flower presented an instructional report to aid the Board in understanding NBC's current financial status and to enable appropriate strategic planning. At this time she is doing an audit of current funds, separating monies for general expenses from monies in each of our grants/donations that are intended for restricted purposes. She and 2012 Treas Patterson are tracking past transactions to make sure they have been properly posted to each account. When this is completed, we will know what we have available in each fund for current and future needs. Especially for reimbursement grants, we need to know that we have funds up-front. Treas Flower distributed a handout.

Past Pres Moore arrived at 5:35 pm.

Pres Cork requested that the Board move to the next agenda item.

## **Board Organization and Committee Structure**

Pres Cork referenced the email he had sent to Board members outlining his suggested plan for the next two months. This included his proposal that the Board continue its strategic planning process begun in February 2012, that the Bylaws Committee determine needed revisions of the 2005 Bylaws and prepare them to be placed before the membership for approval as soon as possible, and that the Board comprehensively understand NBC's financial position, all three of these goals to be achieved immediately as a matter of urgency. He also referenced his proposal that the number of committees be reduced from thirteen to three temporarily in order to concentrate on these goals. These immediately operating committees would be as follows: 1. NBC Planning Committee, 2. Finance Committee, 3. Bylaws Committee. The Membership Committee which is currently very active conducting the fall membership renewal drive and planning the Holiday Party will continue its work. Once the Board has completed its 2013 Plan by the end of January, a set of Board committees will be put in place that reflect the priorities to be implemented as part of the strategic plan. These would include the committees that fulfill the core responsibilities of NBC's mission – Education, Restoration, Research, and Watershed. It will also be important to have a strong Board Development Committee.

Discussion followed raising questions about committees that are doing well and whether they should be suspended. Point was made by Past Pres Moore that not all of the thirteen committees are active because Board members resigned throughout the year and their committees were rendered defunct. Pres Cork said that essential activities that are on-going should be continued but suggested that new activities be tabled until his proposed two-month program is fulfilled so that the Board can concentrate its energies on the most critical issues facing the NBC.

Discussion was raised about how the Board perceives NBC's current functioning and whether we are in a crisis that needs to be addressed urgently.

Motion was made by VP Fuhrer to create a single planning committee to deliver a 2013 Operational Plan and Budget for the NBC no later than end January, accepting the need to proceed with the execution of all commitments in our core activities. Seconded by Mmbr McCoy. Passed unanimously.

Discussion of what process will be used to achieve this goal and what will be considered an operational plan. Pres Cork will lead this committee. We will seek participation from members of the Naturalist community and our key partners (DFG, OCParks, Coastal Commission, the City) to make this an inclusive

process. End result will be: “ here is what we are going to do and here is how we will need to be resourced with money and human resources in order to do it”. VP Fuhrer, Sec Fuhrer, Mmbrs McCoy, Vazirian, and Hayter all agreed to serve on the Planning Committee.

Past Pres Moore recommended that Chairs for Committees and Special Events be appointed as soon as possible.

Board meetings will continue to be held on the third Wednesday of every month starting at 6:00 pm at the BBSC.

Motion to adjourn the meeting made by VP Fuhrer, seconded by Sec Fuhrer. All were in favor. Meeting adjourned at 6:36 pm.

Respectfully submitted,

Holly Fuhrer  
Secretary