

NEWPORT BAY CONSERVANCY
MINUTES OF THE BOARD OF DIRECTORS MEETING
Back Bay Science Center Conference Room
Wednesday March 18, 2015 2:00-4:00 pm
OPEN SESSION

1. Call to Order/Roll Call

Directors Present: Peter Fuhrer, Michelle Clemente, Donna Flower, Holly Fuhrer, Peter Bryant, Frances Cork, Howard Cork, Nancy Gardner, Sarah Kimball, Jean Whitaker, Danielle Zacherl

Staff: Heather Cieslak

The meeting was called to order by Pres Fuhrer at 2:05 pm.

2. Secretary's Report

Sec Fuhrer presented the minutes of the January 21, 2015 Board Meeting. Motion made by Mbr Gardner to approve the minutes, seconded by Mbr Clemente. All were in favor.

Mbr Zembal arrived at 2:08 pm.

3. Treasurer's Report

The Treasurer's report was presented by Treas Flower. The available Restricted and Unrestricted Cash Available (adjusted for receivables and payables) was \$330,995 at 2/28/15. Treas Flower also showed the February Profit and Loss statements to the Board in both the condensed and expanded versions. It was decided that the Board would like to see the expanded version monthly. Those February reports are attached.

Motion was made by Mbr Kimball to accept the Treasurer's Report, seconded by Mbr Zacherl and passed unanimously.

4. Discussion of Board Policy on Volunteer Background Checks

Historically all of NBC's volunteers have entered our program through an orientation shared by OCParks which has included a background check conducted by the county. NBC's policy has been to accept OCParks' determination of whether a volunteer meets appropriate standards for participation. Recently this policy has been called into question. Previously NBC has not done its own background checks. If we did, it would be necessary to establish our own criteria for acceptance or rejection. Our insurance company does not require these investigations but it does advise them. DFW does not require them of its volunteers. The issue for NBC is whether we want to take on the responsibility of evaluating back ground checks ourselves and the liability of a volunteer with risks or red flags apparent on his/her record. Would we adopt hard and fast rules or would we be lenient toward someone who appeared to bring something exceptional to the table? Past Pres Cork and Sec Fuhrer agreed to consult with OneOC. Pres Fuhrer agreed to try to obtain a legal opinion about NBC's potential liability.

Motion was made by Mbr Gardner that we continue our policy of following OCPark's determinations regarding background checks until we have opportunity to explore the issue further. Seconded by Mbr Zacherl. All were in favor of the motion. OCParks does allow potential volunteers to reapply after a designated period of time if they have been turned down.

5. Retreat: Next Steps

Discussion of Retreat Reports

Reports of the February 10, 2015 NBC Board Retreat submitted by the Facilitator, Howard Cork, and the Board Secretary, Holly Fuhrer, were circulated to Board members and discussed.

Question was raised if we want the three committees – Education, Restoration, and Research - to continue operating separately or be combined under one umbrella committee called the Programs Committee as discussed at the Retreat. Mbr Kimball expressed the opinion that as Chair of Restoration, she would like to see the three committees meet together at various times so that they can inter-relate, know what each is thinking and doing, discuss how they can coordinate and integrate their activities when appropriate, and support each other. Mbr Bryant, Chair of Research, suggested that we need to take a look at the committees' functions first. Past Pres Cork reminded the Board that he and Peter Ridley had tried to accomplish this four years ago by trying to set up an Operations Committee that would oversee the functions of the individual committees.

It was agreed that we would keep the separate committees intact for the near future and that Pres Fuhrer would call together a meeting of all three to thresh out the issue of having them function under the umbrella of a coordinating committee such as a Programs Committee. He agreed to function as the organizer of this effort until the issues and questions are settled. It will be necessary to find someone to chair the Education Committee which Pres Fuhrer will temporarily lead. Mbr Zacherl volunteered to be involved in this group though she can only handle small projects and not a chairpersonship due to her schedule.

Mbr Kimball made a motion that we create a Governance Committee as suggested at the Retreat that would be made up of the Bylaws Committee and the Board Development Committee. Seconded by Treas Flower and passed unanimously. Since this cannot be made official until there is a corresponding change in the Bylaws, the recommendation will be taken up by the Bylaws Committee and moved through the process of changing the Bylaws (a General Meeting of the Membership for consideration and then a vote at the Annual Meeting). Meanwhile the two standing committees of the Board that will be merged if the change is passed (Bylaws and Board Development) will continue to operate separately as usual.

It was agreed that the Finance Committee, also a standing Committee of the Board under the 2013 Bylaws, would remain in its present form.

The question of whether the Fund Raising Committee should be changed to Fund Raising and Development was also discussed. Since this cannot be done without a change in the Bylaws, the issue was referred to the Bylaws committee for discussion and clarification. The Fund Raising Committee will remain intact in the meantime.

As discussed at the Retreat, Mbr Gardner made a motion to establish a Marketing and Outreach Committee which combines marketing, publications, and public relations. Seconded by Mbr Kimball. All were in favor.

Pres Fuhrer requested that each committee chair review the committee descriptions in the Board handbook under "NBC Board Committee Structure" and the Bylaws and determine if any changes should be recommended regarding the committees' stated functions. These should be sent to Mbr Cork and Sec Fuhrer.

Key Actions – Committee Reports

Following up on the Key Actions proposed at the Retreat, reports were submitted by the Marketing and Outreach Committee (Chair Peter Fuhrer), the Fund Raising Committee (Chair Frances Cork), and the Research Committee (Chair Peter Bryant). Committees to address two other Key Actions agreed upon at the Retreat, the Master Recreation Plan and the Straw Horse Vision of the Bay, have not yet been set up formally.

Treas Flower made a report from the newly formed Finance Committee which met on February 18, 2015. A top priority for that committee is completing the 2015 Budget. She requested that all committees send their budget needs to her as soon as possible since they cannot finalize the 2015

budget until she receives them. The Chart of Accounts has been revised to correlate with the new committee structure recommended at the Retreat.

Past Pres Cork reported from the UNB Collaboration Team (the landowners plus NBC) which met on March 9, 2015 and was attended by him, Heather Cieslak and Mbr Kimball. The meeting covered issues related to the Master Recreation Plan including the restoration and trails plans. A committee needs to be set up to follow up on this Key Action from the Retreat.

Mbr Cork asked Board members to come up with five names of possible donors or donor entities that the Fund Raising Committee can approach.

Pres Fuhrer requested that Board members review the report materials that have been distributed to them at this meeting. He also asked that all Committee Chairs fill out the "Board Committee Action Plan 2015" form that Past Pres Cork distributed to Board members as part of his Retreat Report indicating specific actions that committees intend to take between now and the end of the year and a three year action plan to end in 2017. These completed forms will be distributed to the Board before the April Board meeting and will be discussed at that meeting. With the Board's approval, these recommendations will constitute the Board's Strategic Plan.

6. Committee Reports

Finance Committee – Donna Flower, Chair

As reported above in agenda item 5, the Finance Committee had its first meeting in February. A top priority was getting the 2015 budget written in draft form for the Board. The Committee revised the Chart of Accounts to correlate to the new committee structure.

Restoration Committee – Sarah Kimball, Chair

The Upper Bayview Mesa was planted in December by Barry Nerhus and his company Endemic Environmental Services and NBC volunteers. Mbr Kimball has been communicating with Mr. Nerhus regarding his role in the watering, weeding, and maintenance of the site. A team of volunteers lead by Peter Ridley and Mbr Cork are now working at the site weekly. Meanwhile we are working with DFW, Carla Navarro, to determine what areas of the Lower Bayview site need to be fenced off to protect restoration efforts from intrusion. The area is so compromised now by horse and foot traffic that Ms. Navarro would prefer to partition small areas at a time with sturdy fencing and complete the planting gradually. Past Pres Cork, Mbr Kimball, and Mbr Cork will meet with her to decide how to proceed.

Research Committee – Peter Bryant, Chair

The Wetlands Symposium held in January was a great success. Chairman Bryant recommends that NBC sponsor a Wetlands event annually and continue to reach out to other Wetlands entities. He would like to reactivate NBC's minigrants program and make five \$1,000 grants available to researchers interested in doing projects in the Bay. He would also like to continue the DNA bar coding that has been started for a total of \$8,000.00 on direct research projects. Treas Flower reminded the Board that we cannot consider any specific budget amounts until all budget requests have been submitted and priorities established.

Mbrs Clemente, Zacherl, and Zembal left the meeting at 4:05 pm.

7. Operations Director's Report

Ms. Cieslak recommended in the interest of time that she email her report directly to Board members.

8. President's Review – Update on Items Pending from Previous Business

a. Letter to City Council and Request for Study Session.

Past President Cork spoke briefly at the City Council Meeting on January 27, submitted a formal letter and publications describing NBC, and requested a study session to further inform Council members about the organization. Pres Führer attended. The next step is to approach Councilwoman Diane Dixon who has already scheduled a study session about the Harbor and the Bay and request that NBC be included in the presentations.

b. Robinson addition to donor wall.

The bronze letters have been obtained for Frank and Fran Robinson and Jay Robinson. Heather Cieslak will follow up with the installation. A ceremony is tentatively scheduled for May 9 to be attended by members of the family and the NBC community.

c. Disposition of Old Records.

A longstanding NBC volunteer who owns a record storage company has generously donated space in her warehouse for our records until we decide how to manage them. Sec Führer and Past Pres Cork will explore the UCI Archive and other possible means of disposition.

d. Committee Assessment Reports.

Pres Führer thanked those committee chairs who have submitted reports and thinks they will be useful in the Board's consideration of how our committees are functioning relative to our goals.

e. Letter to Banning Ranch Conservancy.

A letter was drafted by Past President Cork in support of Banning Ranch Conservancy's petition to the California Coastal Commission to stop the oil company operating there from infringing on the integrity of the open space. At a hearing on March 12, the CCC ruled in favor of the Conservancy.

f. Spirit of Volunteerism Awards.

Three NBC volunteers were chosen to be nominated and sponsored by the Board to receive OneOC's annual volunteerism awards. They are Linda Barker, William Halladay, and Don Millar. Recipients will be honored at a Ceremony at the Disney Hotel in Anaheim on April 14, 2015. The Board offers its congratulations and appreciation.

g. Landowners Coalition Update (aka UNB Collaboration Team).

Past Pres Cork reported under "Key Actions – Committee Reports", in agenda item 5 above.

9. Other Business/Matters Rising

Trips have been proposed by staff to encourage fellow Naturalists to visit and learn about local conservation and educational resources. Question has arisen regarding NBC's possible liability if we sponsor these trips. Our insurance agent has advised that drivers are covered by their own car insurance and passengers by NBC's insurance.

Mbr Gardner advised that the City is planning to put up signs on Irvine Avenue directing traffic to the Muth Center. She also announced that the NB Chamber of Commerce is holding a "Green on the Green" Celebration on September 19 and they are inviting NBC to participate. This is a good opportunity to publicize the organization. The Marketing and Outreach Committee will pursue.

10. Adjourn

Motion to adjourn the meeting was made by Sec Führer and seconded by Mbr Cork. All were in favor. The meeting closed at 4:30 pm.

Holly Führer
Board Secretary, Newport Bay Conservancy