

**Fresno's Chaffee Zoo**  
894 West Belmont Avenue  
Fresno, CA 93728

**FCZC Board of Directors Meeting Minutes**

March 21, 2019  
Education Lab Conference Room

**Attendees Present**

- Mr. Tom Richards
- Mr. Kyle Kirkland
- Mr. Ken Price
- Mr. Ed Gonzalez
- Ms. Julie Vance
- Dr. Emy Phillips
- Mr. Babatunde Ilori

**Advisors Present**

- Mr. Doug Larsen
- Mr. Chuck Hensley

**Zoo Staff Present**

- Mr. Scott Barton
- Mr. Amos Morris
- Ms. Laura Martina
- Ms. Alisha Anderson
- Dr. Shannon Nodolf
- Mr. Dean Watanabe
- Mr. Steven Gonzales-Warkentin

The meeting commenced at 05:29 PM

**Agenda Item 02: Public Comment**

There was no public comment

**Agenda Item 03: Receive, review and consider Bylaws Committee proposal for Bylaws modifications for terms for Board of Directors**

Mr. Richards asked for Mr. Price to provide the recommendations of the Bylaws Committee from its recent meeting. Mr. Price discussed the proposed changes to the Bylaws discussed by the Bylaws Committee, specifically changes to Sections 4.4: Nominations for Membership, 4.5: Election and Term of Office and 4.6: Vacancies. For terms of Members of the Board, the term will be three years. A Board member may not serve more than three consecutive terms and no more than nine years. If a Director is elected at any

other time other than the annual organizational meeting, the Director's term will be two years plus the remainder of the year until the next annual organizational meeting.

Mr. Price stated that the changes with respect to board service for current Board Members would be effective on January 01, 2020. For all future Board Members, the changes would take effect immediately.

Ms. Vance moved to approve the suggested changes presented by Mr. Price; Mr. Kirkland seconded the motion. The motion passed unanimously.

**Agenda Item 04: Receive, review and consider Nominating Committee's recommendations on Board Officers and Board Committee Members**

Mr. Richards asked Mr. Gonzalez (in Mr. Saladino's absence) to report on the recommendations of the Nominating Committee for Board officers and Committee membership.

Mr. Gonzalez informed the Board that the Nominating Committee met on March 06, 2019. He reviewed the recommendations of the Committee which proposed Mr. Kirkland as Board Chair, Mr. Gonzalez as Vice Chair, Dr. Phillips as Board Secretary and Ms. Vance as Treasurer. Mr. Richards asked if there were any other recommendations for Board Officers. There were none.

Mr. Richards then made a motion to accept the new Officers as presented, and Ms. Vance seconded. All present voted in favor of the proposed Officers.

Mr. Price requested to remove himself from the Audit Committee. Mr. Gonzalez requested to remove himself from the Finance Committee.

**Agenda Item 05: Receive Nominating Committee's report on the search for new Board Members**

Mr. Gonzalez stated that nine candidates were proposed for potential board seats and the next step would be to host a breakfast or luncheon meet-and-greet at the Zoo for the potential candidates. The Committee would send a follow up email to candidates to gauge their interest. The Nominating Committee would then meet to discuss its collective observations and recommend candidates to the Board at the next Board meeting.

Mr. Richards reflected on his tenure as a Board member, thanked the Board and Zoo Staff for their support and expressed his confidence in Mr. Kirkland as the new Board Chair. Mr. Richards then left the meeting to meet a previously scheduled flight.

**Agenda Item 06: Receive, review and consider Board Meeting Minutes**

**Agenda Item 07: Receive, review and consider Special Board Meeting Minutes**

Mr. Kirkland asked the Board to review the draft minutes of the Board of Directors Meeting from the January 17, 2018 meeting and those from the January 17, 2018 Special Meeting of the Board (held after the regularly scheduled Board meeting).

Mr. Gonzalez moved to accept the minutes as presented; Ms. Vance seconded the motion. All present voted in favor.

**Agenda Item 08: Receive, review and consider Year-to-Date Financial Report**

Mr. Kirkland then reported that the Financial Report was reviewed at length during the Finance Committee Meeting and asked Dr. Treach to provide his report to the Board.

Dr. Treach provided a general overview of the fiscal year ended 12/31/2018 and noted that self-generated revenue was up over the previous year, personnel expenses were slightly above budget, and contracted services expenses were up. Mr. Treach highlighted other items in the report and answered questions presented from the Board members.

After discussion, Mr. Kirkland called for a motion to accept the Financial Report as presented. Ms. Vance made the motion; Mr. Illori seconded the motion. The motion passed without opposition.

**Agenda Item 09: Receive, review and consider proposed bank financing for approved capital purchases**

Mr. Kirkland then turned the group's attention to a proposed line of credit with Premier Valley Bank to allow for the timely completion of items budgeted and approved by the Board.

Dr. Treach stated that the Zoo has plans for approximately \$400,000 in capital purchases for 2019, including bird Show improvements, new digital radios and addressing the Zoo's IT/server upgrades that were delayed due to lack of internally generated funds or timely Measure Z reimbursements. He noted that Premier Valley Bank offered to provide a line of credit to complete such items. Mr. Kirkland reiterated that capital line would be used for Board approved budget items and that it was the intention that the line be used for short-term (less than one year) funding of approved items. He noted that any items would still be analyzed by finance staff and discussed at the Board prior to funding.

Mr. Kirkland noted that the capital line was discussed at length in the Finance Committee meeting and that the Committee had recommended its approval to the Board.

Ms. Vance then made a motion to approve the proposed bank financing for capital purchases. Dr. Phillips seconded the motion. The motion passed unanimously.

**Agenda Item 10: Receive, review and consider Fresno's Chaffee Zoo's request for use of investment funds for Zoorassic Park**

Mr. Kirkland then stated that the Zoo needed to address items in preparation for the Board-approved temporary animatronic dinosaur exhibit, Zoorassic Park. Mr. Kirkland stated that internally generated funds were inadequate to fund the needed preparation items and that Dr. Treach recommended liquidation of some investments to fund the preparations. Dr. Treach stated that the items include a down payment for the dinosaur rental, advertising, area prep and infrastructure for the point-of-sale system. Mr. Kirkland reminded the Board that the Zoo team reported that other zoos that have previously hosted the exhibit had a positive experience and stated that the Finance Committee had reviewed Dr. Treach's presentation and recommended acceptance to the Board.

Mr. Gonzalez then made a motion to approve liquidating investment funds for use in the Zoorassic Park preparations; Dr. Phillips seconded the motion. All present were in favor of the motion.

**Agenda Item 11: Receive, review and consider Zoo projects contingency items**

Mr. Kirkland then turned the Board's attention to multiple change orders which would require use of contingency funds in various projects underway at the Zoo. He stated that the Finance Committee had reviewed the items, determined each to be necessary to the successful and timely completion of the respective project.

Mr. Kirkland also expressed his concern that some of the items had been completed prior to the Board's approval. He reiterated for the Zoo management staff that contingency items must be approved by the Board prior to completion. Mr. Price asked if the Zoo saw any value in having a Project Manager on staff; Mr. Barton stated that it was management's intention to recruit an in-house Project Manager immediately. Ms. Vance noted that this was discussed during the Finance Committee meeting.

Dr. Phillips then made a motion to approve the contingency items presented, including Ambassador Building Change Order 001, Kingdoms of Asia Change Order 001 and 002, Warthogs Exhibit Change Orders 008, 010, 011, 012, 013, 014, 015, 016 and 017, South Corridor Infrastructure Change Orders 008, 009, 010, 011 and 012. Mr. Ilori seconded the motion. All present were in favor.

**Agenda Item 12: Receive Fresno's Chaffee Zoo Director's Report**

Mr. Barton stated that the Warthogs Exhibit is very close to completion and opening to the public, pending a resolution on permits with the city. Mr. Barton noted that the recent Frogs and Fairytales event went well and shared photos from his recent trip to Tanzania with Zoo guests.

**Agenda Item 13: Old Business**

*Receive, review and consider Note 15, paragraph 2 from 2017 financial statements and supplementary information.*

This item was tabled pending further information.

*Receive, review and consider Contract Administration Policy*

Mr. Kirkland noted that Dr. Treach previously sent out a draft of a FCZ Contract Management Policy and Procedures at the Board's request and has yet to receive feedback on the draft. He thanked Dr. Treach for his work on the draft, committed to providing his own feedback and suggested that other Board members review and comment on the draft.

Mr. Kirkland then called for any other business. Hearing none, he adjourned the meeting at 6:48 PM.