

Fresno's Chaffee Zoo  
894 W. Belmont Avenue  
Fresno, CA 93728

## **FCZC Board of Directors Meeting Minutes**

May 16, 2019  
Education Lab Conference Room

### Board of Directors Present

- Mr. Kyle Kirkland
- Ms. Julie Vance
- Dr. Emy Phillips
- Ms. Chelsea Cates
- Mr. Babatunde Ilori

### Advisors Present

- Mr. Doug Larsen
- Mr. Chuck Hensley
- Mr. Scott Barton

### Zoo Staff Present

- Mr. Amos Morris
- Dr. Rick Treach
- Mr. Dean Watanabe
- Ms. Alisha Anderson
- Dr. Shannon Nodolf

The meeting commenced at 05:34 PM.

### **Item 01: Roll Call**

Mr. Kirkland asked Mr. Gonzalez-Warkentin to take the roll. Mr. Gonzalez, Mr. Saladino, Mr. Richards and Mr. Price were absent. Despite the absences, a quorum was present and the Board proceeded with its agenda items.

### **Item 02: Public Comment**

Mr. Kirkland asked if there were any comments from the public. None were offered or presented.

### **Item 03: Chair Report**

Mr. Kirkland stated that the Nominating Committee had concluded their interviews of the candidates for Board of Directors, a topic of a later agenda item. He reminded the Board of the need for active involvement by Board members and that the Bylaws state that missing two or more meetings in a calendar year without approval is deemed a resignation. He stated that the Nominating Committee had stressed the importance of engagement in Zoo Board and Committee meetings and other Zoo events and that the officers would be monitoring attendance going forward.

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**Item 04: Receive, Review and Consider Board of Directors Meeting Minutes dated March 21, 2019**

Mr. Kirkland stated that minutes had been reviewed by both the Board Secretary and him prior to submission to the Board for approval. He asked if there were any suggested revisions to the minutes as presented. Hearing none, he asked for a motion to approve. Ms. Vance made a motion to accept the minutes as presented; Dr. Phillips seconded. The motion passed without objection.

**Item 05: Review Update on Conference Call Regarding Contingency Items: SCIP Change Order 013 and Warthog Change Order 026**

Mr. Kirkland recapped the approval SCIP and Warthog change orders early last month in a conference call with the Board Chair, Vice Chair, Treasurer and the Zoo's CEO pursuant to policy outlined by the Board when a Special Board meeting could not be conducted timely. Mr. Kirkland stated that the items were discussed at length, deemed integral to the project and commercially reasonable. The group therefore approved them as presented.

**Item 06: Receive Briefing on the Results of the Phoenix Philanthropy Group Feasibility Study and Next Steps**

Mr. Kirkland informed the Board that the Zoo had engaged the Phoenix Philanthropy Group to conduct a survey to investigate if the Zoo could conduct a successful fundraising campaign to support future Zoo projects and that the results of the survey suggested that the benefactors in the community felt that the Zoo had the standing and support to initiate such a campaign. Mr. Kirkland stated that the Phoenix report and next steps would be circulated to the Board for review and that the Phoenix representatives would present the item at the June or July board meeting.

**Item 07: Receive, Review and Consider Year-to-Date Financial Report**

Mr. Kirkland then stated that the Financial Report was reviewed at length in the Finance Committee Meeting and asked Dr. Treatch to give the Board a summary of the Zoo's financial performance to date. Dr. Treatch stated that attendance was down for the first few months of the year due to poor weather conditions. He stated that attendance rebounded in the month of April and appear to be on track with revenue and cash flow.

In the course of the discussion, Mr. Kirkland informed the Board that Dr. Treatch will be leaving the Zoo in June to return to a teaching position at Fresno Pacific University.

At the conclusion of Dr. Treatch's remarks, Mr. Kirkland asked for a motion to approve the report as presented. Dr. Phillips made a motion and Ms. Cates seconded. The motion passed without objection.

**Item 08: Receive, Review and Consider Warthog Exhibit Release of Retention**

Item 08 was pulled from the agenda by Mr. Barton. Mr. Barton informed the Board that the Zoo was awaiting final approval from the City of Fresno to open the Warthog Exhibit and expected that approval within a few days.

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**Item 09: Receive, Review and Consider Nominating Committee's Recommendations for Board of Directors**

In Mr. Gonzalez's absence, Mr. Kirkland stated that he and Dr. Phillips would recap the Nominating Committee's efforts and present its recommendations to fill the vacancies with the departure of Mr. Richards (termed out), Mr. Saladino (termed out) and Mr. Price (resignation) and asked Dr. Phillips (a committee member) to provide comments.

Dr. Phillips stated that she would like to acknowledge the time served by the departing Directors. Mr. Kirkland stated that he was in discussion with Mr. Barton on the subject including some form of permanent recognition on Zoo grounds. He stated that he will follow up with the outgoing Directors and Ms. Anderson will assist with planning recognition efforts.

Dr. Phillips stated that the Zoo originally had nine candidates for the open seats, but one candidate withdrew from the process. The remaining candidates attended a brunch where they received an overview of the Zoo and the requirements for the Board of Directors. Dr. Phillips stated that the Nominating Committee then interviewed each candidate, using a predetermined set of questions and discussion topics. The Committee then reviewed the skills the candidates offered and compared them to the expected needs of the Board. After careful consideration, the Nominating Committee recommended Mr. Rion Morgenstern, Mr. Oliver Baines and Mr. Ross Parnagian.

Mr. Kirkland noted that each of the candidates, including the unsuccessful ones, demonstrated a strong interest and passion in animal life and the success of the Zoo. He echoed that the recommended candidates appeared to have the experience, passion and skill set to make an immediate contribution to the Board. Dr. Phillips then motioned to accept the three candidates as members of the Board of Directors. Ms. Vance seconded the motion. The motion passed without objection.

**Item 10: Receive, Review and Consider Zoo Projects Contingency Items**

Mr. Kirkland then turned the Board's attention to a list of proposed change order items that had been discussed by the Finance Committee and recommended for approval by the Board

The change orders included Animal Ambassador Building change order 002, South Corridor Infrastructure change orders 015, 016 and 017, Belmont Basin Relief Line change orders 001, 002, 003 and 004, and an invoice for civil engineering design for a sewer lift station for the Kingdoms of Asia project. Mr. Barton gave a description of each item. Mr. Kirkland stated that the Finance Committee discussed each item at length and concluded that all items presented should be approved.

The Board discussed the existing Project Manager's failure to adhere to its directive on change orders despite direct communication from Mr. Barton and Mr. Kirkland. The general consensus was that the Zoo should complete the projects in process and turn responsibility over to the successful in-house Project Manager candidate. Dr. Phillips asked if Board Members could be made aware of the schedule for interviews of the Project Manager position and possibly attend the interviews. Mr. Barton confirmed that this would be possible and agreed to keep the Board informed of interview dates.

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Dr. Phillips then made a motion to approve the contingency items as presented. Ms. Cates seconded the motion. The motion passed without objection.

**Item 11: Receive, Review and Consider Update on Policy Adopted in the December 7, 2018 Board of Directors Meeting**

Mr. Kirkland reminded the Board that it had established a directive for Zoo management that change orders be approved by the Board prior to execution. He asked the Board to consider the efficacy of the directive now that it had been in use for a few months.

Ms. Vance pointed out that the policy was sent in place to monitor the change order approval process and that the issues that led to the policy have not been addressed. Ms. Vance stated she would suggest keeping the policy in place until the internal Project Manager had been hired and review it for threshold amounts at a later date. The Board agreed with Ms. Vance's suggestion and took no action on the existing policy.

**Item 12: CEO Report**

Mr. Barton gave a brief overview of the new PAL Program, a partnership with Valley Children's Hospital, which focuses on creating a Zoo that is more accessible to those on the Autism Spectrum. He also informed the Board that the Zoo recently hosted the Fresno County Grand Jury for a tour and presentation. Mr. Barton provided an update on the recent developments in Elephant health and efforts to address the challenge. He also stated that the Zoo has posted for the open Chief Financial Officer position and just closed the posting for the Project Manager position. Finally, he suggested that the Zoorassic Park members preview will be on June 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> and invited Board members to attend.

Mr. Kirkland asked if the Zoo staff could create a one-page summary of Zoo projects including a description, status and expected opening date to be included in future Board packets.

**Item 13: Old Business**

Mr. Kirkland reminded the Board that Dr. Treatch had previously circulated a document on contract management policies and procedures for its review. He stated that he would like to work with the Zoo staff to define contract threshold guidelines and then revisit the policy with the Board at a future meeting.

**Item 14: New Business**

Mr. Kirkland stated that Board and Zoo staff needs to focus on the poor parking situation occurring within Roeding Park and inhibiting the Zoo's guest experience. Mr. Ilori asked to review the Zoo's Strategic Plan and Master Plan at a future meeting. Dr. Phillips requested the Board look into development opportunities specifically revolving around better understanding governance and leadership training. The Board agreed that these items were worthy of pursuit.

Mr Kirkland then asked if there was any other old or new business for consideration. Hearing none, the Board moved into closed session.

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**Item 15: Closed Session**

Mr. Kirkland announced that "Pursuant to Government Code section 54957(b), the Board will go into a closed session to evaluate the performance of the CEO." At this point, the public was asked to leave the room and the Board met in private to discuss Mr. Barton's performance review.

At approximately, 8:00 PM, the Board returned from closed session. Mr. Kirkland asked that any remaining members of the public be allowed to return to the meeting room and announced that "We are again in open session. We met and evaluated the performance of the CEO." Mr. Kirkland then asked if anyone had additional business to address. Hearing none, the meeting was adjourned at 8:05 PM.