

FRESNO'S CHAFFEE ZOO CORPORATION
Board Meeting Minutes
May 4, 2006

<u>Present</u>	<u>Absent</u>	<u>Public Comment</u>	<u>Staff Comment</u>
Cheryl Assemi Tom Templeton Sharon Levy Shari Rainwater Colin Dougherty George Nokes Rogelio Arroyo John Valentino Sheri Manning-Cartwright	None	None	Shelley Morrison Lewis Greene

Meeting called to order at 5:30 p.m.

Discuss and Consider Minutes: Tom Templeton made the motion to approve the April 6, 2006 minutes after the following changes were made; some minor spelling and grammatical errors, change the wording in the paragraph discussing accreditation to read "...stopped accreditation from being granted for a full five years were...". Rainwater seconded the motion. All members were in favor. None opposed. Motion carried.

Introduction of New CEO, CEO Comments: Rainwater introduced Lewis Greene, the newly appointed CEO for Fresno Chaffee Zoo. Greene stated that he is happy to be here and looks forward to the future. Greene added that he will be creating a 100 day report to present to the board. Rainwater added that she very much appreciates what the staff has accomplished through all the changes and pointed out that Greene is getting a "great staff". Manning-Cartwright also thanked Interim CEO, Shelley Morrison, for her hard work through the transition.

Interim Director's Report: Morrison passed out a current financial report to the board. She stated that attendance is down and "Dia de los Ninos" was cancelled, both due to the rain. Morrison suggested that, now that Greene has arrived, the two of them should go over the budget line item by line item. Manning-Cartwright added that the zoo is within the budget on all items as far as the Tax Authority is concerned. As stated by Shelley Morrison, any budget changes must be agreed upon by the FCZC board as well as the FCTA board.

Discuss Treasurer's Report: Manning-Cartwright stated that the FCZC board made a second claim for funding from the FCTA board. The zoo is staying within the budgeted amount. Templeton asked about the status of the corporate credit card. Morrison stated that the card has been approved and once the necessary signatures are obtained by the bank the card will be issued.

Discuss and Consider Policy, Bylaws, Committees, Committee Invitations, Advisory Boards, Election of Officers, and Process for Election: Levy addressed the election of officers. She stated that she was delighted with the four new board members. She added that Rainwater has done a great job, as Chairman, in getting through the tumultuous times. Levy put forth that, now that the board is complete, they should discuss the election of new officers. Levy made a motion to elect Colin Dougherty as the new Chairman. Greene stated that he felt the AZA would have some strong feelings about the change. He added that, if the board changed Chairpersons now they would have had three different Chairpersons in three months. He added that board stability was an issue with AZA and changing Chairpersons might not reflect stability. Assemi stated that she believed the AZA would see the board following the bylaws as stable, and holding an election would be following the bylaws. Manning-Cartwright made the motion to nominate Rainwater as Chairman due to the possible concerns of the AZA. Manning-Cartwright added that Rainwater has met with the AZA during the accreditation process and has been to the AZA meetings. Templeton added that the board should only remove an officer if that person has not done a good job. Templeton added that he believed Dougherty should be Vice Chairman and continue with Rainwater as Chairman. Assemi seconded the earlier motion made by Levy to nominate Dougherty as Chairman. Valentino asked for Greene's opinion. Greene again stated that changing Chairpersons at this time did not constitute stability. Levy added that she believed the issue of "board stability" was in question by the AZA because the FCZC board was not a full board, until recently. Manning-Cartwright added that there was an absence of reason to replace the Chairperson at this time. Templeton added that he felt Rainwater should continue in her position as Chairperson. Templeton seconded the earlier motion made by Manning-Cartwright to nominate Rainwater as Chairperson. A vote was taken across the board for Chairperson, the term to be served now to December. Votes for Dougherty for Chairperson were made by Assemi, Levy, Dougherty, and Nokes. Votes for Rainwater for Chairperson were made by Valentino, Templeton, Arroyo, Rainwater, and Manning-Cartwright. The majority vote held with Rainwater elected as Chairperson. Levy nominated Dougherty for Vice-Chairperson. The nomination was seconded by Assemi. Manning-Cartwright moved to close elections for Vice-Chairperson, which was seconded by Templeton. Templeton moved to nominate Manning-Cartwright for Treasurer. Nomination was seconded by Levy. Levy moved to continue with Assemi as Secretary. Templeton seconded the motion.

The board then discussed bylaws. Assemi stated that she felt the agendas need to be arranged with the most important items first. She also stated that the committee heads should be decided by the board. Any member can be on any committee and people outside the board can serve on a committee as long as that person is allowed by the whole board. Greene suggested going over other zoo's board of director's bylaws and adopting the best practices. Levy stated that she felt the FCZC should be their own board and not go to other boards for their input. Manning-Cartwright suggested changing the language so that committee heads are elected.

Section 6.2: Nokes recommended changing the language in 6.2 of the bylaws to read: "...the committees and committee chairs will be selected, elected, and removed by the board of directors...". He also added to strike the word "chairperson" from the second paragraph, fifth line.

Section 6.1: Templeton suggested that the finance committee and planning committee be two different committees. Assemi and Levy agree.

Dougherty suggested that committees are created as needed and not before.

Article 7.2: Dougherty suggested that when it came to committee delegation that the committee should come to the board for final approval.

Zoo name: Manning-Cartwright pointed out that the name of the zoo needed to be changed to “Fresno Chaffee Zoo” in the bylaws.

Section 7 item Q: Templeton pointed out the need to change “American Zoo and Aquarium Association” to “Association of Zoos and Aquariums”.

Section 5.9: Assemi pointed out that the sentence in this section states that the board Secretary is required by law to be given and keep the corporate seal. She requested the wording be changed.

Section 4.11: Dougherty suggested changing the wording to the “zoo’s website”. The FCZC and the Fresno Chaffee Zoo website will be merged.

Section 4.9D: Assemi requested that the agenda be prepared and posted by staff and not the board Secretary. The bylaws will be changed to read that the CEO shall post and prepare the agenda.

Section 4.5: Templeton stated that newly elected board members go through an orientation. Dougherty added that a new member packet would be helpful.

Section 5.4: It was clarified that the CEO is an ex-officio member of the board and all standing committees. The bylaws will reflect so.

Section 4.5: Nokes suggested the elections are held in December instead of January so new officers can begin in office on January 1.

Section 5.2a: Nokes suggested that the Chairperson, Vice-Chairperson, Treasurer, and Secretary shall be elected every year by the board.

Section 5.2b: Nokes stated that this section needs to be created for filling positions on an interim basis. “...special election may be held at any board meeting to fill a vacant office on an interim basis until the next organizational meeting...”.

Section 4.15: Assemi suggested adding that a 72 hour advanced written notice needs to be given to a board member, prior to posting an agenda, if an item on the agenda is asking for that member’s resignation. Legal council for FCZC will work on the correct wording.

Community Relations Committee: A Community Relations Committee was formed, headed by Levy, assisted by Assemi and Nokes.

Finance Committee: A Finance Committee was formed, headed by Manning-Cartwright, assisted by Templeton and Dougherty.

Valentino passed out a prepared statement listing his recommendations for the creation of Advisory Boards. Greene suggested the board determine what committees are needed and then determine if an advisory board is needed. Manning-Cartwright suggested waiting, as well. Manning-Cartwright added that the board should revisit the subject of Advisory Boards after Greene submits the 100 day report.

Discuss and Consider Denise Buckley as Assistant Secretary to the FCZC Board:

Templeton made a motion to appoint Denise Buckley as Assistant Secretary to the FCZC board. Dougherty seconded the motion. All members were in favor. None opposed. Motion carried.

Discuss Zoo Society Transition: The Fresno Zoo Society transition agreement was signed by all the necessary parties and they have until May 31st to complete the transition, as stated by Rainwater. The Zoo Society will withhold \$50,000.00 to cover any final costs. Assemi read a prepared statement thanking Zoo Society Board members and staff for their dedication to the zoo.

Public Comment: No public comment was offered.

Discuss and Consider Bank Services with County Bank: More information was required for discussion of this agenda item, therefore, it was tabled until the next meeting.

Discuss and Consider Progress Report for the Board: Dougherty stated that he believed the board should be proactive in giving information to the public. He would like the board to give a published quarterly report to the media to pass on to the public. Manning-Cartwright suggested a committee be formed to head up the report. It was agreed that Dougherty would head the committee, assisted by Rogelio Arroyo and Cheryl Assemi.

Discuss and Consider City Obligation of Insurance Provisions on Old Buildings: No representative from the City of Fresno was available for the discussion of the agenda item, therefore, it was tabled until the next meeting.

Discuss and Consider Retaining a CPA: Levy stated that she felt Moore Gryder would be acceptable to do the 990 report for the board, however, she suggested soliciting bids for a CPA to handle the audits for the zoo. Greene suggested putting out an RFP (request for proposals). Dougherty suggested the board request someone who specializes in zoos. The motion was made by Levy for Greene to compile an RFP for a CPA that will handle the audits. Dougherty seconded the motion. All members were in favor. None opposed. The motion carried.

Discuss and Consider Joint Meeting with ZTA and FCZC and a Tour of the Zoo: Rainwater suggested Ralph Waterhouse, previous Fresno Chaffee Zoo CEO and current FCTA board member, contact Shelley Morrison to schedule a tour of the zoo for the FCTA board members. Templeton stated it would be a good chance for an informal social activity. Manning-Cartwright will contact the FCTA board to clarify what the exact intentions are for the meeting and tour.

Discuss and Consider Upcoming Events: Templeton suggested that all the board members attend as many events as possible. . Dougherty suggests board members be greeters at the entrance gate.

Discuss and Consider Report to the City of Fresno: Rainwater stated that the report to the City of Fresno will be postponed until Greene's return. The board established a committee to create the report. The committee consists of Cheryl Assemi, Colin Dougherty, John Valentino, and Sheri Manning-Cartwright.

Regular meeting adjourned at 8:45 p.m. The FCZC Board then entered into closed session to discuss and consider employment of new CEO and approval of employment agreement with Lewis Greene as new CEO.

Respectfully submitted by Denise Buckley, Asst Secretary, FCZC Board of Directors.