

**FRESNO'S CHAFFEE ZOO CORPORATION**  
Board Meeting Minutes  
July 27, 2006

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

Meeting called to order at 5:35 p.m.

**Discuss and Consider Minutes:** To date, any changes required to the minutes for final approval have been done by the board Secretary, Cheryl Assemi. After the required corrections have been made by Assemi, Assemi forwards a copy to each board member as well as the Assistant Secretary, Denise Buckley, and then has them posted by the webmaster. After a brief discussion Dougherty made a motion to have the Assistant Secretary make any required changes to the minutes and then email the amended copy to each board member. Buckley will then forward the amended minutes to the webmaster to be posted on the website if no feedback has been received by any board members after a 72 hour period. Templeton seconded the motion. All members were in favor. None opposed. Motion carried. A motion was then made by Templeton to accept the amended minutes for the July 6 meeting. Nokes seconded the motion. All members were in favor. None opposed. Motion carried.

**CEO Report:** CEO, Lewis Greene, reported that management staff interviewed thirteen zookeeper candidates. Of the thirteen, six candidates were chosen, all of which accepted the positions. Greene added that the current keeper staff has done a wonderful job keeping up with the workload; coming in on days off and postponing vacation time. Greene added that the postings for the Curator of Education, General Curator, and Veterinarian positions have closed and interviews will begin soon. Greene announced that Shannon Spillman was promoted to Senior Zookeeper. Greene passed out an organizational chart that was requested at the previous meeting. He added that, at time goes on; changes will be made to the chart. Dougherty requested an organizational chart that included names of employees currently holding the positions.

**Zoo Financial Statement:** Shelley Morrison stated that both the Business Manager and Bookkeeper positions had been filled. She had no new report to offer as one was passed out during the July 6 meeting. Morrison did report that attendance revenue is down. Morrison stated that she contacted the CPA firm, Moore Gryder to inquire as to who they would recommend for a part time CPA. Moore Gryder has not yet returned with an answer.

Morrison added that the Tax Authority Board meeting was July 26 and they requested the Fresno Chaffee Zoo's upcoming year's budget to be completed by October 12.

**Randall Cooper Discussing Roeding Park Entrance Fee Increase and Comprehensive Master Plan:** Randall Cooper, Director for the Parks, Recreation, and Community Services Department for the City of Fresno, stated that Roeding Park's entrance fee, beginning August 1, will increase from \$1.00 to \$3.00. Cooper added that he would like to see a joint Master Plan incorporating Roeding Park, Fresno Chaffee Zoo, and possibly Playland and Storyland. He stated he wants the whole area to become a destination for families. Cooper stated he would like to look into the possibility of donating the maintenance yard to the zoo in order to build a parking structure. Rainwater stated that she supports the idea of a joint master plan. Manning-Cartwright and Nokes agreed. Dougherty made a motion for the board to cooperate at all levels to pursue and create a joint master plan. Valentino seconded the motion. All members were in favor. None opposed. Motion carried.

**Report by Membership and Development:** Patty Peters, Director of Marketing and Development, passed out a Marketing and Development Quarterly report and went over it with the board. Peters added that she has never had so much staff support. Peters presented a Model Release form and a Video/Photo policy for counsel approval. Counsel approved both forms. Peters shared that the "Let's Do the Zoo" series broadcasted by Comcast channel 14 and hosted by Fresno Chaffee Zoo Senior Zoo Keeper, Lyn Myers, and Docent Bruce Campbell earned 3 awards. The presentation will be held August 3<sup>rd</sup>. Greene added that the zoo has two possible leads on a new dump truck. Dougherty asked if the board required the report from Membership and Development to come before the board every month for discussion and comment. Board members agreed that it should.

**Board Quarterly Report:** Valentino made a motion to accept the quarterly report. Nokes seconded the motion. All members were in favor. None opposed. Motion carried.

**Discuss and Consider Bylaws for Zoolynx:** Templeton went over the new Zoolynx bylaws with the board. Manning-Cartwright requested some minor changes be made. Manning-Cartwright approved the bylaws as amended. Dougherty seconded the motion. All members were in favor. None opposed. Motion carried.

**Public Comment:** No public comment offered.

**Break:** 6:45 p.m.-6:56 p.m.

**Discuss and Consider Board Policy on Board Member Communication With Public Officials, Media, Public, and Clarify Brown Act Allowable Mass Email**

**Communication Between Board Members:** Manning-Cartwright questioned whether a board member can talk to a public official freely or do they need board approval. She also requested clarification as to protocol when board members are communicating by email. Templeton stated that he felt if you are representing the board in a statement you are giving then you should first discuss it with the board. Patty Peters added that any member making a statement should never say “no comment” if they are asked about board issues then they should answer. If they are asked questions that should be directed to Greene then do so. Dougherty added that he feels a board member should emphasize that the opinion being given is a personal opinion and not that of the board, if that is the case.

Legal Counsel stated that emails are no different than telephone communications as far as the Brown Acts is concerned. Communication going one direction is acceptable. If a board member sends out an informational email it is acceptable. If board members answer the email then it could be a violation of the Brown Act.

**Discuss and Consider Amending the 401K Plan Eligibility Date from April 1, 2006 to May 1, 2006:**

Templeton stated that in the last closed session meeting the topic of changing the eligibility date for the 401K from April 1, 2006 to May 1, 2006 had been addressed. He added that the reason for the change was so that the new CEO would be eligible for the plan. Randy Buresh with County Bank had sent the necessary document to the board for signatures if the board agreed to change the eligibility date. Manning-Cartwright made the motion to change the 401K eligibility date from April 1, 2006 to May 1, 2006. Dougherty seconded the motion. All members were in favor. None opposed. Motion carried.

**Discuss and Consider Establishing New Trustees for the Transfer of the**

**Endowment:** Shelley Morrison asked the board who would be appointed the new trustees for the endowment so that it may be transferred. Dougherty suggested it be the finance committee. Attorney Tom Riggs stated that, by terms of the agreement the board members are already the trustees. Dougherty motions to have the finance committee named as the trustees for the endowment fund. Manning-Cartwright seconded the motion. All members were in favor. None opposed. Motion carried.

Dougherty requested that, on future agendas, the agenda item be followed by the name of the board member who requested the item be placed on the agenda.

**Discuss and Consider Initiation of a Performance Assessment and Plan of Action as a Necessary Prelude to Initiation of a Facility Master Plan and a Business Plan:**

Greene stated that consultant, Rick Biddle will be arriving to begin steps to initiate a facility master plan. Biddle will create a performance assessment and a plan of action. He will come in August and September to talk with each board member and then provide a report on his findings. Greene added that Mr. Biddle comes from the zoo business and has clear views of how the zoo will succeed.

**Board Questions and Comments:** Templeton passed out a brochure outlining a flex benefit plan. Templeton added that Randy Buresh will be present at an upcoming meeting to discuss the plan in detail.

Chairperson Rainwater requested that, due to the absence of Sharon Levy, the item #18 be postponed until the next meeting. The item called for a closed session to discuss and consider the approval of a CEO compensation item. Dougherty added that he felt a full board should be present for the discussion. The other board members agreed.

Meeting adjourned 7:36 p.m.

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