

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

Fresno Chaffee Zoo Corporation
Board of Directors Meeting
Minutes

Thursday, September 19, 2019
Education Lab Conference Room

In Attendance

- Mr. Kyle Kirkland - Chair
- Mr. Ed Gonzalez – Vice Chair
- Mr. Babatunde Ilori
- Mr. Rion Morgenstern
- Dr. Emy Phillips - Secretary
- Mr. Scott Barton - Advisor
- Mr. Doug Larsen – Advisor

Absent

- Mr. Oliver Baines
- Ms. Chelsea Cates
- Mr. Ross Parnagian
- Ms. Julie Vance - Treasurer
- Mr. Chuck Hensley – Advisor

Zoo Staff Present

- Ms. Alisha Anderson
- Ms. Laura Martina
- Mr. Amos Morris
- Mr. Dean Watanabe
- Mr. Steven Gonzales-Warkentin

Ms. Vance, Board Member, participated in the meeting by phone. She was not considered toward a quorum, nor did she vote on any action items.

Item 01: Roll Call

Mr. Gonzales-Warkentin called the roll and established that the Directors in attendance (5) comprised a quorum.

Item 02: Public Comment

Mr. Kirkland called for public comment from the members of the public in attendance. With no comments offered, the Board proceeded with business.

Item 03: Chair Report

Mr. Kirkland reported that he and Mr. Baines attended the AZA Annual Conference along with members of the Zoo executive team. He stated that it is apparent that the Fresno Chaffee Zoo is highly respected within the international zoo community, participates actively in the conference and is on the forefront of many issues facing the zoo industry such as diversity, inclusion, species management, conservation and exhibit design. He then reminded the Directors that the Zoo's major fund-raising event, Safari Night, will be held on Friday, September 20, 2019 and encouraged everyone's participation.

Item 04: FCZ CEO Report

Mr. Barton discussed the events that will be occurring in the Zoo for the remainder of the year. He mentioned that Zoorassic Park will continue through the end of October, the Warthog and SCIP projects are largely completed and the team is wrapping up design on Kingdoms of Asia and the Zooplex and Animal Ambassador buildings. Mr. Barton shared that celebrity Tyra Banks recently visited the Fresno area and commented on the placement of the rhino display at the airport.

Item 05: Receive, review and consider Board Meeting minutes dated July 17, 2019

Mr. Kirkland asked the Directors to review the minutes as drafted and asked if there was any feedback or suggested changes. Mr. Gonzalez motioned to approve the minutes as presented. Mr. Morgenstern seconded. The motion passed unanimously.

Item 06: Receive, review and consider Year-to-Date Financial Report

Mr. Barton gave the Board an overview of the year-to-date financial results including attendance and revenue numbers, both of which were slightly below budget, but stated that costs were below budget as well. Mr. Kirkland informed the Board that one of the responsibilities of the new Project Manager, Mr. Jesse Santiago, was to identify ways to decrease the cost of utilities during construction.

Mr. Kirkland informed the Board that the report had been discussed in detail during the Financial Committee meeting early in the day and that it was recommended to present for approval to the Board. He also reminded the Board that a new CFO will be starting in January 2020. Mr. Ilori asked how the CFO's responsibilities are being managed during the interim. Mr. Barton stated that a consultant, Nora Crow, had been assisting the Zoo on a part-time basis. Mr. Kirkland noted that Ms. Crow is the niece of Director Gonzalez and was employed by an accounting firm that had completed the Zoo's financial audits in the past prior to Director Gonzalez association with the Board.

After discussing the report, Mr. Kirkland asked for a motion to accept the financial report as presented. Dr. Phillips made a motion to approve the report as presented; Mr. Ilori seconded. The motion passed without opposition.

Item 07: Receive, review and consider South Corridor Infrastructure release of retention

Mr. Barton informed the Board that the project's sub-contractors had finished their scope of work. Mr. Kirkland stated there were minor items not signed off by the City, but the subcontractors presented here to be paid had completed their work satisfactorily. He also stated that the issue had been reviewed in the

Finance Committee meeting earlier in the day and that Committee voted to recommend approval by the full Board. Mr. Morgenstern made a motion to approve the release of retention for the project. Mr. Gonzalez seconded. The motion passed unanimously.

Item 08: Receive, review and consider Contract Administration & Management Policy and Procedures

Mr. Kirkland reminded the Board that this item has been requested by the Board in 2018, drafted by outgoing CFO and tabled at past meetings. He mentioned that the management team felt that certain aspects of the proposed policy and procedures were cumbersome and would like to wait until the new CFO is in place and has a chance to comment and review on them. No action was taken.

Item 09: Receive, review and consider FCZ Capital Projects and Change Orders and Contingency Items

Mr. Barton presented a proposal from the Kingdoms of Asia project architects, CLR Design, for an animation of the video with a not-to-exceed cost of \$28,000 and provided a brief trailer of that animation. Mr. Kirkland stated that the proposal was discussed in the Finance Committee where the Zoo was asked to research and benchmark with other firms. Mr. Morgenstern commented that he believed the price to be fair and having the architect create the video provided additional value. Ms. Anderson mentioned that the Zoo produced a similar video for Africa Adventure and that the video was used extensively to market and promote the exhibit. Since the request was not time sensitive, Mr. Kirkland asked for the item to be tabled until the November meeting and asked management to ask other architects for additional cost benchmarks.

Item 10: Receive, review and consider Phoenix Philanthropy Group Proposal

Mr. Kirkland presented a proposal he and Ms. Anderson had received from the Phoenix Philanthropy Group to guide the Zoo through a development/fund-raising campaign which included staffing, software and consulting expenses. Mr. Gonzalez and Dr. Phillips expressed concern that the costs as presented appeared low and asked for additional clarification. Mr. Kirkland offered to meet with Phoenix to develop more detailed numbers, including return on investment analysis for presentation to the Development Adhoc Committee and the Board in October. No action was taken on this item.

Item 11: Receive FCZ's Strategic and Master Plan update

Mr. Barton then provided the Board with a review of the Zoo's plan for the future, including projects currently underway and those proposed for the next few years, including Kingdoms of Asia, the Zooplex and African River. Mr. Ilori asked that Mr. Barton send out the current Strategic Plan to the Board.

Item 12: Old Business

Mr. Kirkland stated that he had discussions with Ms. Anderson about an area onsite to honor past board members and other significant contributors to the Zoo and that Ms. Anderson will circulate potential dates for a Board of Directors dinner to honor past members. Mr. Barton stated that he will send out ideas for Board development including possible participation at other industry conferences. The group also scheduled the next Bylaws Committee meeting for November 13th.

Mr. Kirkland called the Board's attention to a proposal the Zoo had received from its existing food, beverage and retail vendor to extend its existing agreement 10-years and contribute \$2 million of capital improvements to the Zoo. Mr. Barton provided additional information about the existing vendor

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relationship and proposal. The group agreed that the proposal appeared advantageous to the Zoo and agreed to discuss it at the November Board meeting as an action item.

Item 13: New Business

Mr. Kirkland asked if there was any new business, hearing none, he moved to the closed session item.

Item 14: Closed Session, Employee Performance Evaluation (CEO) per Govt. Code 54957(b)

At 7:24 PM, Mr. Kirkland announced that "Pursuant to Government Code section 54957(b) the Board will go into closed session to continue the conversation from the previous Board meeting to evaluate the performance of the CEO." At that point, the public was asked to leave the room and the Board met in private to discuss Mr. Barton's performance review.

At approximately 8:15 PM, the Board returned from closed session. Mr. Kirkland announced "We are again in open session. We met and evaluated the performance of the CEO." At this point, no members of the public had returned to the open meeting.

With no additional business to address, the meeting was adjourned at 8:20 PM.