

**FRESNO'S CHAFFEE ZOO CORPORATION**  
**Board Meeting Minutes**  
**February 1, 2007**

<u>Present</u>	<u>Absent</u>	<u>Public Comment</u>	<u>Staff Comment</u>
Sharon Levy Colin Dougherty Sieg Fischer Bruce Campbell Tom Templeton George Nokes Sheri Manning-Cartwright Shari Rainwater John Valentino			

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

**Discuss and Consider Minutes:** Director Valentino called for a motion to approve the minutes. Motion made, seconded, all in favor, motion carried. **Master Plan:** Greg Dykstra and Gary Lee of CLR gave a short presentation on the progress for the master plan design for the zoo. Several possibilities and options were discussed. CLR and Schultz & Williams will be returning in 4 weeks with updates to the planning process.

**Director of Animal Care & Conservation report:** Andy Snider gave an overview on the changes going on with the animals and the exhibits. Mr. Snider gave the staff “kudos” for the excellent job being done to enhance and improve the exhibits. Mr. Snider reviewed the comings and goings of the animals. Mr. Snider discussed the chimpanzees moving to another facility. Nothing had been decided as yet. Mr. Snider is putting together a list of animals to coincide with the Master Plan as it evolves. Mr. Snider emphasized the list is a *proposed list* and there has not been any final decisions to date.

**Chair Report:** Director Valentino asked the board to consider moving the zoo corporation meeting date to the second Thursday of the month. This will enable timely financial statements. Director Valentino reintroduced the 2 new board directors Sieg Fischer and Bruce Campbell. Directors Fischer and Campbell gave brief bios on themselves to the board and the public.

**CEO Report:** CEO Greene stated that the AZA inspection was the past week and with some minor “housekeeping issues” all went well. The next step is to attend the AZA Commission at Denver in March for the results of our accreditation status. As in the past the commission has requested the Board Chair attend the meeting. Director Valentino will be attending.

CEO Greene introduced the new Human Resources person Deanna Ramirez. CEO Greene stated there were some organizational changes. Katharine Alexander was made Visitor Services Manager; Lisa Condoian will be the Administrative Assistant and continuing Accounts Payable until a replacement is hired. Linda Cover duties will increase as the Animal Registrar. Linda Cover will be attending the AZA management school in Wheeling, VI as will Zookeeper Jennifer Wesson. Director of Education, Adrienne Castro will be attending the same seminar for conservation education, while Director of Marketing & Development, Patty Peters will be teaching Public Relations classes at the seminar. Ms. Ramirez stated the employee manual is progressing. CEO Greene stated that the accreditation would be for 5 years. CEO Greene attended the Directors Retreat and gave a short overview of the agenda.

**Discuss and Consider 401k:** Director Templeton gave an overview of the changes and enhancements to offer the employees. Director Templeton recommends the board approve these changes and enhancements so these can be offered to the employees for 2007. Director Templeton also stated the 401k committee recommends quarterly reports to the employees and to add Director of Finance & Administration, Brian Goldman as a trustee with signatory privileges to the 401k committee. Director Templeton made a motion for the board to adopt these recommendations. Director Nokes seconded. All in favor. None opposed. Motion carried.

**Director of Finance and Administration:** Brian Goldman presented a new format for the zoo financial statement. Mr. Goldman reviewed the January statement with the board.

**Discuss and Consider legal fees:** Director Valentino stated that the budgeted amount was \$20,000 and the actual amount was \$44,000. Director Valentino stated that there needed to be a discussion on what the needs will be and what to budget for. Director Levy stated legal counsel should be at every meeting. Jeffery Kuhn from Lozano and Smith was in attendance and stated that he did not perceive the same issues from 2006 would occur in 2007. Director Rainwater stated an option could be to invite legal counsel when needed. Director Levy made a motion to continue having legal counsel attend every zoo corporation meeting. Director Nokes stated that if a legal issue comes up it could be tabled until the next meeting. Director Nokes further stated that he did not see a need for legal counsel at every meeting. Director Dougherty suggested tabling this issue for 5 months and re-evaluates the necessity then. Director Dougherty seconded Director Levy's motion. Director Fischer stated this issue could be revisited sooner if the need arose. Director Campbell stated that it is a small percentage of money. Director Fischer asked Mr. Kuhn if in his experience if it was common to have legal counsel at every board meeting. Mr. Kuhn stated that most boards don't have legal counsel and this issue is usually under funded. Director Manning-Cartwright stated that legal issues could be addressed at later meetings. Director Valentino called for a vote on the motion by Director Levy. 4 in favor of the motion, 5 opposed. Director Manning-Cartwright made a counter motion that the board would decide on a monthly basis on whether legal counsel is needed. Director Templeton seconded. Director Valentino called for any discussion. None offered. 8 in favor. 1 opposed. Motion carried.

**Report by Director of Marketing & Development:** Patty Peters gave an overview of the new visitor's guide. The new guide includes inserts to provide information on any new items, exhibits, animals etc. Ms. Peters stated the direct mail campaign would be delivered in 3 weeks to 60,000 households who are not members of the zoo. The membership categories were revamped. Ms. Peters stated a second mailing will be in 2 weeks and will include Stingray Bay. CEO Greene added that Stingray bay will open around March 15<sup>th</sup>. Ms. Peters passed out the information on Cinco de Mayo Golf tournament to the board. Ms. Peters stated that the volunteers here have a passion for this zoo that she has not seen in other zoos. Director Dougherty complimented Ms. Peters on the positive feedback the zoo has been receiving. Director Fischer and Ms. Peters discussed advertising in the Valley Yellowpages.

**Statements and Questions by Board members:** Director Manning-Cartwright stated that volunteer Bo Bolin who was in the rainforest gave a great talk to the children visiting. Director Manning-Cartwright wants to be apart of the next zoo tour.

**Nominating Committee:** Director Valentino asked the board to consider approving the board Director self - evaluation form. Director Templeton stated he feels the CEO and Board Chair should evaluate the forms not the nominating committee. Director Valentino stated the purpose of the evaluation form is so the nominating committee can determine where the strengths and weaknesses are. This also enables the nominating committee to select new board members accordingly. Director Levy asked if the self evaluation form needed to be voted on at this meeting or could it be tabled until next meeting. Director Nokes suggested the corrections be made and presented to the nominating committee. Director Manning-Cartwright stated the self-evaluation form a matrix noting the strengths and weaknesses. Director Nokes made a motion to table this item until the next meeting. Director Fischer stated that a process of channeling the information should also be added. Director Templeton seconded. All in favor. Motion carried.

**Discuss and Consider rotation of board chairs:** Director Valentino gave an overview of options. Director Rainwater stated rotating chairs is not democratic. Director Manning-Cartwright stated that a rotation process would eliminate the seat held by the Zoolynx President. Director Dougherty stated the purpose of this rotation process was to have every board member active in the chair positions. Director Templeton concurred with Director Manning-Cartwright that the chairs should be voted in. Director Fischer made a motion to look at other boards and find the best practice that applies to this board. Director Nokes read the bylaws pertaining to the board chairs. Director Fischer amended his motion to keep the procedure that exists in place. Director Manning-Cartwright seconded. All in favor. None opposed. Motion carried.

**Discuss and Consider the Mission Statement of the Board:** Director Rainwater stated that the mission of the board should read “to be good stewards for the zoo”. Director Valentino stated the mission should be “To guide and preserve the Fresno Chaffee Zoo”. Director Manning-Cartwright stated that the mission is already noted in the bylaws.

**Discuss and Consider Corporation by-laws:** Director Nokes reviewed the by-laws regarding the monthly corporation meetings. Director Valentino asked legal counsel Mr. Kuhn if changing the monthly meeting time was in the by-laws or if the board could vote on a change at the present meeting. Director Levy made a motion to change the meeting time to the second Thursday of the month. Director Templeton seconded. All in favor. None opposed. Motion carried.

**Discuss and Consider Standing Committees:**

**Finance Committee:** Sheri Manning-Cartwright, Chair – Colin Dougherty, Sharon Levy, Shari Rainwater, Tom Templeton

**Marketing Committee:** Sieg Fischer, Chair – Sharon Levy, George Nokes, Bruce Campbell

**Nominating Committee:** Colin Dougherty, Chair – Sheri Manning-Cartwright, George Nokes, John Valentino

**401k Trustees:** Brian Goldman, Tom Templeton, Colin Dougherty, George Nokes

**Endowment Committee:** Tom Templeton, Sheri Manning-Cartwright, Colin Dougherty, Shari Rainwater

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

**Meeting adjourned at 8:35 pm.**

Respectfully submitted by Lisa Condoian, Administrative Assistant, Fresno Chaffee Zoo Corporation