



FRESNO'S CHAFFEE ZOO CORPORATION
General Meeting of the Board of Directors
Fresno Chaffee Zoo Education Building
December 13, 2007 5:35pm

Present	Absent	Public	Staff
Bruce Campbell			Lewis Greene
Colin Dougherty			Patty Peters
Sieg Fischer			Adrienne Castro
Sharon Levy			Brian Goldman
Sheri Manning-Cartwright			Andy Snider
George Nokes			
Shari Rainwater			
Tom Templeton			
John Valentino			

Discuss and consider minutes: Director Manning-Cartwright made a motion to accept the minutes as amended Director Rainwater seconded. Call for discussion. None offered. All in favor. None opposed. Motion carried.

Discuss and consider EIR progress and a report from Michael Paoli: Mr. Paoli gave a report on the progress of the Environmental Impact Report. Mr. Paoli stated there were a few issues to address before the report can proceed. Director Valentino called for an ad hoc committee to be formed to assist with the EIR progress. Director Levy made a motion to form the ad hoc committee as described by Director Valentino. Director Rainwater seconded. Call for discussion. None offered. All in favor. None opposed. Motion carried. The EIR (Environmental Impact Report) committee shall be Directors Valentino, Levy, Nokes and Dougherty.

Chair Report: Tabled.

CEO Report: CEO Greene reported that the Marketing and Development department has a new Events Coordinator, Tammy Galt. Ms. Galt has a significant background in managing non-profit events. Memberships are up and the Holiday campaign partnership with Pizza Hut went very well. Mr. Greene stated that maintenance had been busy with electrical installations to meet NEC requirements as well as the electrical needs of the animal care staff to provide heating for the exhibits. Mr. Greene further stated that as part of the spruce-up improvements the repair and replacement of the asphalt walkways had been completed. Maintenance staff working with animal care staff have completed rehabilitation work on the new Anteater Exhibit and made significant progress on the new Binturong Exhibit. Mr. Greene mentioned the new Binturong (Asian "bear cat") exhibit is almost complete. Kangaroo/Emu fencing will be replaced with hot-wire fencing soon. The exhibit will be partially sodded and landscaped. The "old" giant anteater exhibit has been outfitted with a climbing structure for the coati to use once the coati moves into her new home. Mr. Greene reported that Education offsite and onsite presentations and programs are going well. Docent volunteer hours for November were 548.5. Mr. Greene stated that the Zoo Tax Authority passed the 2008 budget. CEO Greene stated that the Stingray exhibit would return in 2008. The Stingray exhibit will also feature two types of small sharks. Director Rainwater expressed concern that the public will not return to see the stingray exhibit again. CEO Greene responded that other zoos have been successful in offering the sting ray exhibit for two or three years in a row. CEO Greene added that the Maddis house will reopen in June or July of 2008. Zoo Facilities Director Ken Boriack stated that Living Exhibits has put procedures in place to address any contingency.

Report by Director of Finance and Administration: Brian Goldman, Director of Finance and Administration, reviewed the monthly financial report with the board.

Discuss and consider Audit Committee Charter: Director Campbell presented the Audit committee charter to the board. This charter has been approved by our CPA. Director Rainwater made a motion to approve the Audit Committee Charter. Director Manning-Cartwright seconded. Call for discussion. Director Nokes noted that page 1 of the charter states "The committee shall consist of not less than three, no more than four members of the Board who are not officers....." The word "not officers" will be removed. Director Templeton noted that page 4 of the charter states "Review other sections of the organization's annual report prior to its release." Director Templeton asks to which annual report this refers. Mr. Goldman stated the annual report is the CPA's report. The sentence will be changed to read the "annual audit report". Director Rainwater made a motion to accept the Audit Committee Charter with the revisions aforementioned. Director Manning-Cartwright seconded. Call for discussion. None offered. All in favor. None opposed. Motion carried.

Discuss and consider Authorization to sign: Director Manning-Cartwright stated that the board needed to make a resolution that gives the CEO/Director authorization to designate signatories. Director Levy seconded. Call for discussion. All in favor. None opposed. Motion carried.

Discuss and consider adding 2 new board positions: Director Dougherty stated that the Nominating Committee met and discussed adding 2 new board member positions. Director Manning-Cartwright stated that this was determined by reviewing the board's self-evaluations and looking at adding more diversity to the board. Director Dougherty made a motion to add two (2) board positions. Director Manning-Cartwright seconded. Call for discussion. Director Fischer stated that he felt there have been situations where the board appears to be micro-managing. Director Fischer wanted to know if there would be any board training and or guidelines for board members and committees. Director Manning-Cartwright stated that the training services to be acquired would be in place to train the entire seated board. All in favor. None opposed. Motion carried.

Discuss and consider forming an Ad Hoc Committee for legal representations options: Director Valentino stated that a committee should be formed to address the growing needs of the organization. Director Fischer stated that the CEO should supply the committee a list of topics or issues that may need legal counsel. Director Dougherty made a motion to form an Ad Hoc Committee to review the legal needs and options for the organization. In addition the Ad Hoc Committee may receive suggestions from the board. Director Manning-Cartwright seconded. Call for discussion. All in favor. None opposed. Motion carried. The Legal options Committee will have Director Campbell, Chair, Director Dougherty and Director Manning-Cartwright.

Discuss and consider Corporate Goals for 2008: This item will be tabled until the next meeting. Director Templeton stated that there were a few more items to discuss.

Public Comment. This time is set-aside for the public to comment on any item within the jurisdiction of the Board, but not appearing on the agenda. Items presented under public comment may not be discussed or acted upon by the Board at this time. For items appearing on the agenda, the public is invited to comment at the time the item is called for consideration by the Board. Any person addressing the Board under public comment will be limited to a 3-minute presentation to insure that all interested parties have an opportunity to speak. Please state your name and address for the record: None offered.

Board questions and comments: Director Valentino acknowledged Director Fischer's Entrepreneur Award. Director Nokes asked Director of Education, Adrienne Castro, if the revenue could be increased. Ms. Castro responded that a lot depends on the funding the school districts receive and how they can spend those dollars. Ms. Castro stated that she hoped the coming year would improve. Director Rainwater asked if the new keeper/Zoomobile position would help. Ms. Castro stated filling that position would enable the education department to provide school animal/Biofacts presentations. Ms. Peters stated that a grant has been sent out to help fund the Zoomobile program. CEO Greene asked the board if anyone has contacts with a Dodge dealership. The Zoomobile requires a specific Dodge model. Director Manning-Cartwright stated that the education department isn't expected to be a profit maker and added if there is something the board can do to assist the education department Ms. Castro should let them know.

Closed Session entered in at 7:45pm. Closed session ended at 9:20pm.

Adjournment: Meeting adjourned at 9:25 pm.

Respectfully submitted by: Lisa Condoian, Executive Assistant
Fresno Chaffee Zoo Corporation