

Fresno's Chaffee Zoo Corporation
894 W. Belmont Avenue
Fresno, CA 93728

Fresno's Chaffee Zoo Corporation
Board of Directors Meeting
Minutes

Thursday, June 6, 2019
Education Conference Room

In Attendance:

- Mr. Kyle Kirkland, Chair
- Mr. Ed Gonzalez, Vice Chair
- Ms. Julie Vance, Treasurer
- Dr. Emy Phillips, Secretary
- Mr. Rion Morgenstern
- Mr. Ross Parnagian
- Scott Barton, Advisor
- Doug Larsen, Advisor
- Chuck Hensley, Advisor

Absent:

- Mr. Babatunde Ilori
- Ms. Chelsea Cates
- Mr. Oliver Baines

Guest:

- Ms. Erin Goldfarb (Moss Adams)

Zoo Staff:

- Mr. Amos Morris
- Mr. Dean Watanabe
- Mr. Steven Gonzales-Warkentin

Mr. Kirkland called the meeting of the Board to order at 5:32 PM. Mr. Gonzalez-Warkentin took the roll and with a quorum present, the Board proceeded with business.

Item 02: Public Comment

Mr. Kirkland asked if anyone from the public wished to comment. A docent of the Zoo expressed that she believed the Zoorassic Park animated dinosaur exhibit was fantastic.

Item 03: Chair Report

Mr. Kirkland introduced the two new Directors in attendance, Mr. Morgenstern and Mr. Parnagian.

Item 04: Receive, Review and Consider Fresno Chaffee Zoo Audit

Mr. Kirkland informed the Board that Ms. Goldfarb of Moss Adams had presented the audit in detail at the Audit Committee meeting earlier that day and the Committee had discussed it at length. He stated that the Committee voted to accept the audit as presented and make a similar recommendation to the Board. He then asked Ms. Goldfarb to present the highlights of the audit.

Ms. Goldfarb stated that there were no significant findings to report. She stated that everything was spent in accordance with the guidelines outlined for Measure Z funding and included no major exceptions and no major adjustments. She also informed the Board that Dr. Treach and his team were forthcoming and a pleasure to work with during the audit process.

Ms. Goldfarb stated that the Zoo Authority will receive the financial statements for presentation to the Zoo Authority prior to June 30, 2019.

Upon the conclusion of the audit discussion, Dr. Phillips made a motion to accept the audit as presented; Mr. Gonzalez seconded the motion. The motion was passed unanimously.

Item 05: FCZ CEO Report

Mr. Barton informed the Directors that the Warthog Exhibit was now open adjacent to African Adventure and that the Zoo's temporary exhibit, Zoorassic Park, was open to Zoo members and would be opening to the general public on June 8, 2019.

Mr. Barton then provided an update on the Kingdoms of Asia project and stated that the design drawings were 50% complete. Mr. Watanabe commented that the local Asian communities had been engaged in the planning process of signage and interpretive architecture for the exhibit.

Item 06: Receive, Review and Consider FCZC Board of Directors Meeting Minutes 05/16/2019

Mr. Kirkland called the Board's attention to the minutes from the prior meeting, informing the new Board of Directors that the minutes had been circulated to the Chair and Secretary for review prior to the meeting and asked if any members had revisions. With no revisions offered, he asked for a motion to accept the minutes as presented. Ms. Vance made a motion to accept the minutes as presented; Dr. Phillips seconded the motion. The motion passed without opposition. Mr. Gonzalez abstained from voting as he was not present at the May 16th Board meeting.

Item 07: Receive, Review and Consider FCZC Year-to-Date Financial Report

Mr. Kirkland then asked Dr. Treach to provide the Financial Report to the Board and noted that the Finance Committee was unable to meet and review the report prior to the Board meeting. Dr. Treach stated that during the month of April, the Zoo saw a rebound in attendance, but remained about six percent under attendance targets. He stated that the Zoo had reduced spending to compensate for low attendance and revenue.

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Mr. Kirkland reminded the Board that Dr. Treatch has chosen to leave the Zoo to pursue teaching full time and stated that the search for a replacement CFO has begun.

After discussion, Ms. Vance made a motion to accept the year-to-date financial report as presented. Dr. Phillips seconded the motion. The motion passed unanimously.

Item 08: Receive, Review and Consider FCZ Project Contingency Items

Mr. Barton stated that there were no change orders or contingency items for review and approval.

Ms. Vance provided the new Directors some context in regards to the Zoo's project contingency items and change order process. Mr. Kirkland added that in the past, the Board had concerns about change orders and has taken a more engaged approach in reviewing such items.

Mr. Kirkland noted that the Zoo is in the process of interviewing candidates for a new Project Manager position, a role now served by an independent consultant.

Item 09: Old Business

Mr. Kirkland noted that Board members had raised several issues in the past, including contract guidelines, continuing education for Board members, possible fund-raising and mission/vision statement discussions.

Item 10: New Business

Mr. Kirkland stated that he and Mr. Barton had a meeting scheduled with Fresno City Councilmember Miguel Arias to discuss opportunities to improve parking at the Zoo.

Item 11: Closed Session

At 6:46 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 last Board meeting to evaluate the performance of the CEO." At this point, the public was asked to leave the room and the Board met in private to discuss Mr. Barton's performance review.

At approximate 7:25 PM, the Board returned from closed session. Mr. Kirkland asked that any remaining members of the public be allowed to return to the meeting room and announced that "We are again in open session. We met and evaluated the performance of the CEO." Mr. Kirkland then asked if anyone had additional business to address. Hearing none, the meeting was adjourned at 7:30 PM.