

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

Fresno's Chaffee Zoo Corporation
Board of Directors Meeting
Minutes

Wednesday, July 17, 2019
Education Lab Conference Room

In Attendance:

Mr. Kyle Kirkland, Chair
Dr. Emy Phillips, Secretary
Ms. Chelsea Cates
Mr. Babatunde Illori
Mr. Rion Morgenstern
Mr. Oliver Baines
Mr. Ross Parnagian
Mr. Scott Barton, Advisor
Mr. Doug Larsen, Advisor
Mr. Chuck Hensley, Advisor

Absent:

Mr. Ed Gonzalez, Vice Chair

Guests:

Dr. Peter Smits, Senior Consultant – Phoenix Philanthropy
Mr. Sean McNicholas, Chief Executive Officer – SSA
Mr. Eric Loyall, Chief Operating Officer - SSA
Mr. Travis Knight, Chief Executive Chef – SSA
Mr. Jake Pugh, Regional Vice president – SSA
Ms. Sabrina Wedderburn, District Manager - SSA
Mr. Gregory Amescua, General Manager – SSA

Zoo Staff:

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

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

Item 02: Public Comment

Mr. Kirkland opened the meeting by asking if anyone from the public wished to comment. No comments were received.

Item 03: Chair Report

Mr. Kirkland introduced new board members Morgenstern, Baines and Parnagian and reported that the Zoo had hired a Project Manager, conducted interviews for the CFO vacancy and conducted orientation for new Board of Directors the previous weekend.

Item 04: Receive FCZ Campaign Readiness, Goal Setting, and Abbreviated Feasibility Study Report

Mr. Kirkland then introduced Dr. Smits of Phoenix Philanthropy Group who had completed a feasibility study for the Zoo on its potential to conduct a major gift/fundraising campaign early in the year. Dr. Smits stated that his research included interviews with members of the community and concluded that the Fresno Chaffee Zoo would likely benefit from a gift/fundraising campaign. Dr. Smits offered his perspective on the factors the campaign would need to succeed and measures for success and suggested organizing a board committee to establish a timeline and budget for a multi-year campaign.

Mr. Kirkland stated that he was in favor of an ad hoc committee to set a timeline and budget for a gift/fundraising campaign and called for volunteers. Proposed members include Mr. Illori, Mr. Kirkland, and Mr. Parnagian. Dr. Phillips made a motion to create the committee; Mr. Parnagian seconded the motion. The motion passed unanimously.

Item 05: Receive SSA's Year-in-Review Report

Mr. Kirkland then introduced members of Service Systems Associates (SSA), the Zoo's food, beverage and retail provider, to give its annual report. Mr. McNicholas gave an overview of SSA's company as well as their history with the Fresno Chaffee Zoo and members of the SSA team commented on current operations and future opportunities onsite. Mr. Barton noted that SSA's current contract renewed each year, would prefer a longer-term contract and that the Zoo was generally pleased with their performance. After some discussion about the merits of a longer-term agreement, Mr. Kirkland asked management to solicit a proposal for a longer contract for review by the Board.

Item 06: Zoo Director Report

Mr. Barton reported that June of 2019 was the busiest June in the Zoo's history and that July attendance had improved over the prior year. He stated that an internal Project Manager has been hired and will be starting this month. Mr. Barton concluded by inviting Board members to participate in the American Association of Zookeepers annual fundraiser "Bowling for Rhinos" on August 11, 2019.

Item 07: Receive, Review and Consider Board Meeting Minutes from 06/06/2019

Mr. Kirkland asked if there was any feedback or suggested changes to the minutes as presented. Mr. Morgenstern moved to approve the minutes as presented; seconded by Dr. Phillips. The motion passed unanimously; Mr. Baines abstained as he was not present for the June meeting.

Item 08: Receive, Review and Consider FCZ Year-to-Date Financial Report

Mr. Barton provided an overview of the Zoo's financial performance through the end of May 2019. He stated that self-generated revenue was down at the end of May due to lower admissions but noted that the Zoo had received some recent donations from fundraising. Mr. Barton also stated that the Zoo is

focusing on growing the behind-the-scenes offerings. Mr. Baines made a motion to accept the financial report as presented; Mr. Morgenstern seconded. The motion passed unanimously.

Item 09: Receive, Review and Consider Warthog Exhibit Release of Retention

Mr. Barton stated that the Zoo had filed a notice of completion for the Warthog project and reported that the Zoo is in receipt of the final retention invoices from Ryan Liggett Project Management, Cost of Wisconsin and Truxell & Valentino Landscape Development, Inc. Mr. Illori moved to approve the Zoo staff to request a release of retention for the project; Ms. Cates seconded the motion. The motion passed unanimously.

Item 10: Receive, Review and Consider CLR – Kingdoms of Asia Design Development Release of Retention

Mr. Barton stated that the schematic and conceptional drawings for Kingdoms of Asia have been completed and that the architect has asked for their retention on this phase to be released. Mr. Morris stated the Zoo has been very happy with CLR's partnership. Mr. Morgenstern made a motion to release the retainage associated with the Design Development Phase for Kingdoms of Asia to CLR; Mr. Parnagian seconded. The motion passed unanimously.

Item 11: Receive, Review and Consider Approval of Bylaws Review Committee as a Special Committee. Nominated Members of the Committee

Mr. Larsen stated that pursuant to the Zoo Corporation's bylaws, those bylaws need to be reviewed annually by the Bylaws Committee. Mr. Illori made a motion to approve the formation of the Bylaws Committee consisting of Dr. Phillips (Secretary and Committee Chair), Mr. Kirkland, Mr. Baines and Ms. Cates with Mr. Larsen and Mr. Barton as advisors. Mr. Kirkland seconded the motion. The motion passed unanimously.

Item 12: Receive, Review and Consider Zoo Projects Contingency Items

Mr. Barton reported that the Warthogs Exhibit project was completed under budget. He stated that no contingency items on any of the Zoo's projects needed to be approved by the Board of Directors at this time. No action was taken.

Mr. Gonzales-Warkentin reported that he inadvertently overlooked inclusion of Old Business and New Business on the meeting's agenda. Mr. Larsen stated that since these items were not listed, no actions could be taken regarding Old or new Business. Mr. Kirkland gave a brief overview of items previously discussed under Old Business and called for any New Business. None was presented for consideration.

Item 13: Closed Session Employee Performance Evaluation (CEO) per Govt. Code 54957(b)

At 7:29 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 approximately 8:30 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

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open session. We met and evaluated the performance of the CEO.” Mr. Kirkland then asked if anyone had additional business to address. Hearing none, he adjourned the meeting at 8:35 PM.