

**Fresno's Chaffee Zoo**  
894 West Belmont Avenue  
Fresno, California 93728  
Education Lab Conference Room

**Fresno's Chaffee Zoo Corporation Board of Directors Meeting**

January 17, 2019 5:30 – 7:00 PM

Meeting Minutes

**Board Members Present**

- Mr. Tom Richards – Chair
- Mr. Craig Saladino – Vice Chair
- Mr. Kyle Kirkland – Treasurer
- Mr. Ken Price – Secretary
- Ms. Chelsea Cates
- Ms. Julie Vance
- Dr. Emy Phillips
- Mr. Scott Barton – Advisor
- Mr. Doug Larsen – Legal Counsel
- Mr. Chuck Hensley – Docent President

**Zoo Staff Present**

- Mr. Amos Morris
- Dr. Rick Treach
- Ms. Laura Martina
- Ms. Lyn Myers
- Ms. Alisha Anderson
- Mr. Dean Watanabe
- Mr. Steven Gonzales-Warkentin – Scribe

The meeting of the Fresno's Chaffee Zoo Board of Directors convened on January 17, 2019 at 5:46 PM at 894 West Belmont Avenue, Fresno, California. The meeting minutes were prepared in the order items were presented.

**Agenda Item 02: Public Comment**

There was no public comment

**Agenda Item 03: Chair Update**

Mr. Richards did not have an update to report.

#### **Agenda Item 04: Board Terms**

Mr. Richards discussed the early years of the Zoo Corporation's board indicating that terms were staggered, were various lengths and absorbed by members when others resigned. He indicated that terms were extended when the Zoo adopted a policy for an extension year. Mr. Richards than asked Mr. Price to oversee Agenda Items 04 and 05 as Mr. Richards term and position was to be discussed. Mr. Richards excused himself from the meeting. Mr. Saladino excused himself as well, and was not able to return to the remainder of the meeting.

Mr. Larsen provided further explanation of the Board's terms indicating that the terms were consistently interpreted to mean three terms of three years each, not including the first term which could range from one to three years.

Mr. Price asked if the Board would like to interpret the existing language to allow Mr. Richards and Mr. Saladino to continue to serve an extension term while the Board searches for their replacement. He also asked for the Bylaws Committee to meet and discuss section 4.5 of the Bylaws and report back at the next scheduled meeting.

Mr. Price then asked if there were any comments from the Public. Ms. Martina asked if the Board was able to continue if Mr. Richards and Mr. Saladino were to leave the Board following this meeting. Mr. Price confirmed that with the vacancies the Board would still have a quorum and would be able to continue while searching for their replacements.

Ms. Vance made a motion to allow Mr. Richards and Mr. Saladino to continue as members of the board for an additional year while the Nominating Committee works on addressing their replacements. Ms. Vance also made a motion to have the Bylaws Committee report back to the Board at the next meeting on their review of the Bylaws section 4.5. Mr. Kirkland seconded. All present were in favor, none opposed.

#### **Agenda Item 05: Discuss and Consider Board Election of Board Officers**

Mr. Richards was brought back. He confirmed that he would like to continue as part of the Board. He stated that further information would be needed to address the nominations of the Board Officers and members of the Standing Committee. He advised the board that these decisions should be moved to the next scheduled meeting.

Mr. Kirkland made a motion to keep the Board Officers and Board Standing Committees in their current state. Dr. Phillips seconded. Mr. Price asked if there were any comments from the public. None were made. All Board members present were in favor, none opposed.

Mr. Price stated that Agenda Items 05 and 06 will be moved to the March Board of Directors Meeting.

Mr. Richards stated that he would like to remove himself from the Nominating Committee. Dr. Phillips stated that she would be interested in taking his place.

Ms. Vance made a motion to accept Dr. Phillips as a member of the Nominating Committee, replacing Mr. Richards. Mr. Kirkland seconded. All present were in favor, none opposed.

**Agenda Item 06: Review, discuss and Consider Committee Members**

This item was moved to the next scheduled Board Meeting.

**Agenda Item 07: FCZ CEO Update**

Mr. Barton stated that the Zoo ended 2018 with 828,000 visitors. He stated that Zoolights was very successful. Mr. Barton updated the Board on a few projects that will be concluding in the near future, and informed the Board of David McDonald's memorial service which will be held on Thursday, January 24, 2019.

**Agenda Item 08: Receive, Review and Consider Minutes**

Minutes from the November 15, 2018 and December 7, 2018 Board Meeting were reviewed. Mr. Price requested that in the future if minutes from different meetings were to be reviewed, they should each be a separate agenda item.

Dr. Phillips made a motion to accept the minutes from both meetings as presented. Mr. Kirkland seconded. All present were in favor, none opposed.

**Agenda Item 09: Receive, Review and Consider Year-to-Date Financial Report as of November 30, 2018**

Mr. Kirkland updated the Board on the presentation and the recommended changes to the report that were made by the Finance Committee. He also informed the Board that the Finance Committee discussed the Change Orders that were presented and moved to proceed with presenting them to the Board.

Mr. Price made a motion to accept the Financial Report as presented. Mr. Kirkland seconded. All present were in favor, none opposed.

**Agenda Items 10 – 14: South Corridor Infrastructure Change Orders 002, 003, 004, 005, 006**

Mr. Barton stated that Change Orders 002 and 003 are needed due to issues found when the sewer system in the areas of the South Corridor project were videotaped. Change Order 004 involved electrical issues to Stingray Bay, electrical being fed from one area of the commissary that was not shown on plans. Change Order 005 addresses an issue found with the gas lines. Change Order 006 is due to emergency repairs that were needed.

Mr. Richards informed the Board that these items were discussed during the Finance Committee Meeting and were recommended for approval.

Dr. Phillips made a motion to approve moving forward with Change Orders 002 – 006 for the South Corridor Infrastructure Project. Ms. Vance seconded. All present were in favor, none opposed.

**Agenda Items 15 – 17 were tabled and were not discussed.**

**Agenda Item 18 and 19: Warthog Exhibit Change Orders 004 and 006**

Mr. Barton gave a brief overview of the proposed change orders. He informed the Board that these items were also reviewed during the Finance Committee Meeting and were recommended for approval.

Dr. Phillips made a motion to approve moving forward with Change Orders 004 and 006 for the Warthog Exhibit. Ms. Vance seconded. All present were in favor, none opposed.

Agenda Items 20 – 40 were tabled and were not discussed.

Agenda Item 41: New Business

There was no new business to discuss

**Agenda Item 42: Old Business**

Mr. Barton stated that the Zoo has discussed with Mr. Richards and Mr. Saladino the financial impact on hiring a Project Manager internally. An update for the whole Board will be presented at the March meeting.

Mr. Morris and Ms. Martina reported on the Employee Survey progress in addressing areas of opportunity within the Zoo's staff. Ms. Vance and Mr. Richards stated it would be helpful to see percentages from the Survey.

Mr. Richards discussed the proposed Contract Administration and Management Policy and Procedures document that was discussed during the Finance Committee Meeting. He stated that each Board Member will receive a draft of the document from Dr. Treach. Any feedback should be provided to Dr. Treach.

Ms. Anderson reported on the Zoo's website. She stated that the Zoo is currently gathering information and photos to enhance the Special Events portion of the website. She also informed the Board of a new Marketing Manager who will be starting within the next few weeks.

Ms. Myers reported that a baby rhino is on the way. The Animal Department is currently prepping and making plans for the Kingdoms of Asia Expansion. The Zoo's male elephant has shown some possible interest in breeding.

Mr. Watanabe reported on a Cultural Advisory workshop that was recently held at the Zoo in preparation for the Kingdoms of Asia expansion with a focus on how the exhibits can help serve the local Asian community.

Mr. Richards thanked the Zoo Staff for their hard work.

The meeting adjourned at 6:45 PM