

Fresno's Chaffee Zoo Corporation
April 7, 2005
MINUTES

Present

Cheryl Assemi
David Cowin
Manual Fierra
Sharon Levy
Sheri Manning-Cartwright
Shari Rainwater
Tom Templeton
Mike Woods
Jay Weed

Absent

Guests

Barbara Grunwald
Jim Davis
Denise Buckley
Susan Karby
Shelley Morrison
Bruce Campbell
Trish Campbell
Larry Green
Rea Rich

Meeting called to order at 5:40 p.m..

AGENDA: Chairman Jay Weed asked for approval of the listed agenda. It was requested that one item be added; Shelley Morrison, Zoo Administrator, will review the AZA accreditation handout and the Board's role in the process.

PUBLIC COMMENT: Chairman Weed asked for any public comments, of which none were offered.

ALTA SURVEY: Treasurer Cowin updated the board on the ALTA Survey. He stated aerial photography was done last week. He anticipates that the ALTA Survey work should be completed in July. Cowin indicated everyone from the various City and Zoo departments have been very cooperative with this effort. One of the many challenges of this project is that there is not a lot of historical survey information on the Roeding Park parcel available in the City archives.

BROWN ACT: Chairman Weed introduced Barbara Grunwald who presented information on the Brown Act. Grunwald has been a Fresno County deputy county counsel for fourteen years. After an introduction by Levy, Grunwald distributed copies of an outline of the Brown Act and text of the Brown Act. Grunwald discussed the outline with the board. Grunwald stated that it is still unclear as to whether the board will fall under the Brown Act. The Brown Act usually only applies to public agencies, but one provision states that it can apply to a private entity if that entity receives monies from a public agency and if the public agency retains some control or the governing body appoints board members to the organization. If the board finds it is subject to the Brown Act, then any committee it creates will also be subject to the Act. Grunwald then added that one purpose of the Brown Act is to provide for the opportunity for public participation. Chairman Weed asked if just receiving funds from the county brings the FCZC under the Brown Act. Grunwald stated that if the City is not responsible for the Zoo except as landlord, then the FCZC may not fall under the Act. She discussed other factors that could affect the determination of whether the Brown Act does or does not apply. Chairman Weed asked Grunwald if the County Counsel has an official written opinion on the subject. Grunwald stated that the County Counsel did, indeed, have a written opinion and presented a copy to Chairman Weed. Grunwald stated the County Counsel's opinion that the Brown Act may apply is based on certain assumptions reflected in the written opinion which may not be accurate. The County Counsel cannot act as the attorney for FCZC and recommends that FCZC retain its own legal counsel to

advise it on the application of the Brown Act and to provide legal advice. Woods stated that this discussion emphasizes the importance that the board retain its own attorney. Grunwald stated that the Fresno County Board of Supervisors just recently approved the seventh member of the Zoo Authority. The Zoo is projected to receive 10 million dollars instead of 9 million, and money should start going into the State Treasury Department in May. It is still not certain when the Zoo will start seeing that money. The discussion returned to the Brown Act and Grunwald touched upon more points covered in the handout. Grunwald discussed the following items: the Brown Act states you must allow public discussion and participation during board meetings; if a new item needs to be added to the current agenda it requires a vote; agenda items must clearly reflect what will be discussed during a board meeting; it is not necessary to have minutes taken during a closed session meeting. Levy questioned if the Zoo Authority is subject to the Brown Act and, if so, why the board does not automatically fall under the Act as well. Grunwald referred to the Text of the Brown Act, section 54952 for the explanation. Levy stated it is the public's perception that this whole effort has been made possible by the public's taxes, and that people feel as if it is their money being used for funding. Levy then added that she leans toward the belief that the board should follow the Brown Act regardless. Chairman Weed then added that the board has already provided in its By-laws the provision for public noticing of board meetings and agendas that exceeds the Brown Act pre-notice requirements.

AZA ACCREDITATION: Shelley Morrison, Zoo Administrator, distributed a handout that listed the requirements for AZA accreditation. There are only a few items that the board will be responsible for completing. Morrison stated that she will assist the board in any way necessary.

MINUTES: Chairman Weed requested that the board review the minutes from the March 9, 2005 meeting. Levy pointed out that the minutes referred to Barbara Grunwald as a deputy for city counsel but it should have been county counsel. A spelling error on page 2 should be corrected from "roll" to "role". It was moved to accept the minutes after the necessary changes were noted. Second by Levy. Motion carried.

Levy then stated she would like to say that it is important to allow everyone on the board to express their thoughts clearly and openly.

ATTORNEY: There was a discussion regarding attorneys that may be retained to represent the Board. That discussion should have been held in closed session as it involves personnel matter and therefore minutes regarding that discussion will not be reported.

EXEMPT STATUS: Chairman Weed reported that the filing for exempt status is ready to be sent in, but is being held up due to lack of funding.

INSURANCE: Chairman Weed suggested moving discussion of insurance to the executive session.

WEBSITE: Chairman Weed reported that the website is up and running. The web address is www.fresnozoo.org. Cowin thanked Assemi for all her hard work in designing the web page layout.

BROCHURES: The County Office of Tourism has requested more brochures. It was agreed that it will be looked into when funds are available to print brochures.

TRANSITION COMMITTEE: Chairman Weed reported the Transition Committee will need to be appointed to handle the negotiation of the lease. Chairman Weed appointed board member Mike Woods as the chair for the Transition Committee and Weed also appointed himself to the Transition Committee.

SEARCH COMMITTEE: Chairman Weed reported the Search Committee meets on April 8 to go over candidates for the Director's position. Assemi stated she sent out job announcements to all AZA accredited institutions. Cowin asked if the committee is still only focused on AZA candidates. Assemi stated that they were. Woods suggested the committee broaden their search. Assemi stated that it is very expensive. Cowin expressed that the committee should look outside AZA. Manning-Cartwright suggested that the deadline be extended. Chairman Weed stated it is his belief that the board will still be able to make the deadline.

COMMUNITY RELATIONS & FUNDRAISING COMMITTEE: Chairman Weed requested a volunteer to chair the Community Relations and Fundraising Committee. Manning-Cartwright agreed to volunteer.

LOAN: Weed stated the Fresno Zoological Society has offered a loan to Fresno's Chaffee Zoo Corporation. Chairman Weed read the offer letter and its conditions. The loan amount is \$100,000. It was moved and seconded (Templeton/Rainwater) to accept the loan and sign the agreement. Motion carried, none opposed. The only limitation is that the money benefits the Zoo. Chairman Weed asked the board to plan a cash flow now that monies are available.

ZOO DIRECTOR: Assemi asked Cowin where he would advertise for a director and how much it would cost now that funds were available. Cowin agreed to pursue further information.

FUNDS: Chairman Weed suggested forming a committee to handle funds. Any FCZC board member may ask Treasurer Cowin for necessary funds if the committee agrees. It was moved and seconded (Woods/Assemi) to form this Committee. Motion carried, none opposed.

Manning-Cartwright stated that now that funds are available it would be possible to have brochures printed up for the County Office of Tourism. Manning-Cartwright and Assemi will gather information on prices.

STATIONARY HEADER: Assemi presented several different color variations of the stationary header she designed. The header was presented in standard black and white, black and white shadow, and color. The board agreed that the standard black and white was the favorite. Woods requested the header be made slightly larger, the web address be placed at the bottom of the page, and "AZA Accredited Institution" be added to the bottom as well. All agreed, none opposed.

OFFICE SPACE: Chairman Weed reported a request was made to the City to allow a portable building to be moved on site for an office. The City Manager denied the request. It was suggested by Chairman Weed that the vacant office in the zoo office not be used. Levy asked if the board couldn't get a building donated. Chairman Weed stated that the City won't allow a building moved onto the site at this time.

Meeting adjourned at 7:35 p.m. The board then moved to executive session.

Respectfully submitted
Denise Buckley, Chaffee Zoological Gardens secretary