

Fresno's Chaffee Zoo Corporation
November 14, 2005
MINUTES

Present

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

Public Comments

Dr. Donna Fernandes
Tom Riggs
Jeff Kuhn
Media

Weed noted at 5:30 p.m. that the meeting would not begin until 5:45 p.m. as the agenda was not posted until that time.

Meeting called to order by Chairman Weed at 5:45 p.m. As this was a Special Meeting, approval of the previous minutes and the treasurer's report would be addressed at the next regular meeting along with procedures and policy on meals and entertainment.

Weed introduced council for the Board, Jeff Kuhn and Tom Riggs. Weed read a message he had received from a non-board member. Levy asked if the letter was signed. Weed noted he received letter as an email and he had edited portions because he felt there were things that shouldn't be said.

AGENDA: Weed stated several Board members mentioned to him they had not received notification of the meeting. Weed stated he has received a request that agenda items 4 and 10 be combined. Manning-Cartwright commented, though she is not the Secretary, she thought both Weed and the Secretary were notifying members of the meeting and any members who were not notified must have fallen through the cracks. She stated it must have been an oversight and did not want to blame the Secretary for this. Weed stated the last item on the agenda concerns a closed session. Weed asked council Tom Riggs to address what is appropriate to discuss in closed session with the assumption that the Board would adopt the open meeting policy as relates to the Brown Act. Assemi read the portion of the Bylaws as relates to Board notification of meetings and stated all board members were notified. Riggs stated discussion of certain personnel matters such as the hiring, appointment, evaluation, and the discipline of employees, also labor relations and bargaining matters with employees, and meetings with the negotiator to instruct the negotiator in matters of salary and conditions of employment, can all be discussed in closed session. Riggs understands the Board would be going into closed session regarding salaries and conditions of employment of future employees, and that is appropriate to discuss in closed session. The actual setting of compensation should be held as an open session action item. Final action must take place in open session. Riggs stated the board should appoint an individual, group or the entire board as the labor negotiator prior to the closed session. Weed stated selection of negotiator could be added as part of agenda item 13, Discuss and consider Closed Session items.

ANNOUNCEMENTS: Weed stated if the evening's meeting adjourns prior to the completion of the agenda the Board will reconvene on November 17, 2005 at 5:30 p.m.

MAYOR'S LEASE AGREEMENT POSITION: Weed stated he had received the Mayors message, which had been filed with the City Clerk on November 14. Weed read the message in its entirety, in which it stated the Mayor respectfully vetoed the lease agreement because adhering to the open meeting policy of the Brown Act was not included in the lease, and because of the reestablishment of the \$1.2 million subsidy by the City if a measure does not pass again in ten years. Woods stated they would need to reopen lease negotiations. Woods presented reasons for renegotiating the lease with the City. If

the Zoo does not receive some type of tax subsidy, by the City or through a tax, a beautiful zoo may have been created but there may not be the funds to operate or maintain it. The future fiscal condition of the community cannot be known, and the subsidy provides a security blanket. Cowin and Woods noted the State has a mandatory tax cap. Even if a county tax would pass, if the tax rate is already at the maximum, by law, the tax could not be implemented. Woods stated it is the hope and expectation that the Zoo will be successful. When negotiating the lease it was a give and take process and not having the \$1.2 mil subsidy is a significant "taking away" of something the City agreed to do. Fernandes stated even the very best zoos have a public subsidy, including the San Diego Zoo. Fernandes feels it is important to have some provision for public support. Levy stated it is obvious the Board needs to make their case again with the City. The right approach and right attitude with the City should bring a solution, as the City wants the best for the Zoo also. Weed stated the Transition Committee would need encouragement from the board for the committee to continue or figure out what the Board is going to do. Levy stated, given attitudes and some other issues, she would like to suggest new members on the transition team. Weed stated he would entertain a motion to that effect. Levy moved that the Board replace the existing Transition Committee with a new committee. Manning-Cartwright seconded. Templeton asked if it would be possible to simply add to the existing committee, as something might be lost in the transition without the experience of what has already taken place if the committee starts fresh. Levy stated she would like to try a new committee. Manning-Cartwright noted a motion was on the floor. Weed stated he didn't feel the motion was complete, as, if the committee is going to be replaced it should be known who it would be replaced with. Rainwater/Assemi nominated Sharon Levy, Manning-Cartwright/Rainwater nominated Cheryl Assemi, and Manning-Cartwright/Rainwater nominated Tom Templeton to the new committee. Woods stated this nomination process is contrary to the FCZC Bylaws. Woods and Weed related the portion of the Bylaws stating that the Chair of the Board selects the Chairman of the committee, subject to the approval of the Board, and then the Chair of the committee appoints its own members. Assemi expressed that she is uncomfortable with the Bylaw provision that allows a Chairperson to appoint members of the committee when they act for the Board. She asked Riggs to comment. Levy asked, while Riggs is checking his documents, if Weed as Board Chair would like to appoint Levy as Chair of the Transition Committee and she would then appoint those who would serve with her. Weed questioned Riggs as to whether this was an action item that should be placed on the agenda prior to action. Riggs stated under the Brown Act this action could not be taken, but the Board is not currently under the Brown Act. Weed stated the motion on the floor is contrary to the Bylaws and would have to be skipped over at this time. Levy asked if Weed would appoint her as Chair of the Transition Committee. Weed stated he had concerns about that as a member of the committee; that the committee doesn't give away anything that shouldn't be given away. The committee has built a relationship with the assistant to the City Manager as well as the City Attorney and to change horses in mid-stream would be foolish. Weed believes it is a great lease, but if there are certain provisions the Board doesn't like, that they share that information with the Transition Committee and especially the Chair. Cowin stated the Bylaws allow the Chair the ability to appoint additional members and Woods could appoint additional people to the committee. Cowin stated Woods could also appoint non-board members so there would not be a quorum issue. Woods stated he would be happy to appoint Levy to the committee. Woods stated he does not want to put the Zoo in jeopardy with out the subsidy. The basis for the committee's negotiations was the document developed by the Blue Ribbon Committee. Levy stated that no one disagrees with the tenor of the agreement, she just feels it would be worth a try for different members to meet with the City and to share information as it happens, which is at the heart of some of the other issues the Board will get to on the agenda. Levy stated, we do not feel the gentlemen have shared everything with the board as it is occurring, as she voiced at the last meeting. If they feel left out, then certainly a lot of the public has been left out, and this is not a healthy way to run a board. Levy stated, Weed, Woods, and Cowin, have decided they know what's best for the Zoo without other board members. Woods responded that lease negotiations are usually kept confidential, even under the Brown Act. He was appointed Chair, he did not seek the position, and the board approved. Assemi noted the board did not approve the Chair and it is not in the minutes. Woods asked if Levy believes there is a single item that they could have negotiated with the City that the committee did not obtain. Levy stated, no, but that the three have taken actions without the approval of other board members.

Woods stated that was not true. He was authorized by the board to negotiate the lease, and that is listed in the minutes; it was a board directed activity. The lease was discussed in closed session and was approved by the Board prior to the negotiations. Woods stated Levy should not suggest that he did anything in negotiating the lease that was not authorized by the board. Fernandes stated one of the items of concern was asking Fernandes to come up with a list of employees to be terminated, which the rest of the Board was not aware of. Woods stated he did not ask Fernandes to do this. Fernandes stated members of the team were at the meeting and aware of this, but the rest of the board was not. Woods stated he was at no meeting with Fernandes where this request was made. Fernandes stated it was a meeting with Nicole Zieba, Victoria, Nancy Kast, Woods, Weed, Cowin and Fernandes where they went through the worksheet that Cowin had send Fernandes to complete. Woods reviewed the employee transition process. There would be only one year for the timing of the transition. Woods stated they negotiated the terms of the lease, exactly as the Board asked him to do. Levy suggested the board move on to other issues, that they are trying to get the board to work together, but they have frustration, and it has not happened. She asked why some people are hesitant to contact Woods, and share their feeling with him, because this is the triumvirate who has been in charge from the very beginning. The board members would like to be on equal footing and other comments will come forward as the meeting progresses. Levy stated she had suggested there be a change in the Transition Committee members and Woods prefers to remain on the committee, and Weed doesn't see any need in changing, so maybe this should be held off and revisited later in the meeting. Cowin stated if there are concerns about disseminating information from the Transition Committee to the balance of the Board, additional Committee members could be added that could disseminate information as often and in as much detail as they want. Cowin stated he is not aware of any issue whatsoever in the relationship between the existing committee and the City representatives. Cowin stated he feels the team has worked very effectively with the City staff and has a very good relationship with the City staff. Levy stated she is just not comfortable with some actions taken by the three Transition Committee members. She doesn't agree with these actions and she would like to see some changes. Levy suggested moving on with the agenda, as more concerns will come out. Weed stated he feels the City would have a difficult time turning the Zoo over to the Zoo Corporation without an employee to run the Zoo. He stated there are accreditation problems and the hiring of the CEO, dates that are moving back because it is getting close to January 1st. There are a whole bunch of things that are not done, nor does the Corporation have any money. Fernandes stated she contacted the Chair of the accreditation inspection team and found it is not necessary to have a director on board. Morrison as Acting Director would be fine for the inspection in January. They will not inspect the Zoo until it is under new management. They will not accredit the old organization, because this is a five- year accreditation moving forward. The inspection must be done by the end of January, at least one month before they meet in March. They will also need a copy of the Bylaws, new budget, list of the Board members, and all of the application materials that one would have submitted as the new corporation. All of the materials submitted in August were under the City's system, so they need the new corporation information to move forward. If the transition time is put off with the City, the Zoo will lose accreditation, because they will not accredit the old organization if it is changing. They saw the article in The Fresno Bee about the lease negotiation that takes effect January 1st and that's when the accreditation team said they would not come until January. Fernandes suggest it be emphasized with the City the importance of the January 1 transition. Weed asked if Woods would be willing to appoint additional members to the Transition Committee and Woods agreed the goal is to get the transition done. Levy requested holding off this discussion and revisiting it later in the agenda.

BROWN ACT: Weed stated he had asked Riggs to draw up a Resolution regarding the Board's intention of following the Brown Act in relation to the open meeting policy, with the understanding this is a voluntary act and not an admission that the Corporation is a government entity. The draft Resolution was distributed to the Board. Riggs summarized the draft Resolution, which sets forth the history of how we got here, how the Corporation was formed, specific purposes of the Corporation to operate the Zoo, history of Measure Z, the sales tax proceeds the Corporation will be receiving, the controversy regarding the Brown Act, the fact that the Board has received a legal opinion advising that the Corporation is not subject to the Brown Act as a matter of law, but that it may be appropriate as a

matter of policy to adhere to the procedural requirements of the open meeting law. If the Resolution was adopted the Corporation would adopt the following: As a matter of sound public policy, and not in a legal capacity, the Board of Directors will adhere to the procedure for the calling and conducting of its meetings, in accordance with the open meeting law applicable to California's public agencies, found in the Brown Act and the Government Code of 54950. Paragraph 3: Where the mandatory provisions of the California and Non-Profit Public Benefit Corporation law, which is found in the Corporation's Code, as that law now exists or may be amended in the future, conflict with the Brown Act procedures for the calling and conducting of board meetings, then the mandatory provisions of the Corporation Code would prevail over the Brown Act provisions, otherwise the Brown Act provisions will prevail over those matters. Riggs noted the Corporation Bylaws actually require a longer notice of special meetings than the Brown Act. The purpose of Paragraph 3 is to meld the two together. The fourth item is a procedural matter. Legal council was directed to prepare appropriate amendments to the Bylaws that would conform the Bylaws to the terms of its Resolution. There are a number of provisions in the Bylaws that would need to be changed if the Board intended to change to the meeting notice requirements of the Brown Act. It was noted that Chaffee was misspelled in the Resolution. Levy asked, besides the number of hours required in calling meetings, if there were any other differences between the Resolution and the Brown Act. Riggs stated the noticing of meetings is the only provision that he ran across in the Corporations code that differs from the Brown Act for purposes of calling meetings and conducting meetings. Templeton questioned if there was any reason adopting this Resolution would not meet the desires of the Mayor. Weed stated, based on the Mayor's veto message, he believes the Corporation is on track with what the Mayor wants. Assemi asked, if the Corporation adopted the Resolution, would they be complying with all the pertinent items in the Brown Act. Riggs stated if the Corporation adopted this Resolution they are saying they would comply with the Brown Act in respect to the calling and conducting of meetings. There is more to the Brown Act than the calling and conducting of meetings. There are a variety of provisions in the Brown Act that deal with remedies of the district attorney, and the people having the right to bring lawsuits if you don't comply with the Brown Act. There are provisions for criminal penalties for failure to comply with the Brown Act, and things of that nature. Riggs stated he believes the language in the Resolution would not make those portions of the Brown Act applicable. Riggs stated the Brown Act does not deal with financial records. Those are covered in the Corporation's code. Any written materials presented to the Board at a board meeting are public record. Committees would also need to adhere to the Brown Act if adopted. Manning-Cartwright asked why not adopt the Brown Act in its entirety. Riggs stated that would be a policy question for the Board. Riggs spoke with City Staff and Zoo Authority Staff and they felt this Resolution would meet their needs. Riggs stated following the Brown Act could be adopted as a matter of policy without conceding it is required as a matter of law. Rainwater stated she is concerned with following the Brown Act from a public standpoint. If the public is not comfortable, the board can't earn their trust. Riggs stated the Brown Act has a requirement to post agendas at least 72 hours prior to regular meetings. The Corporation Code requires posting the agenda at least 48 hours for special meetings. All items that are going to be acted upon or discussed must be on the agenda. The meeting must be held within the jurisdiction of the County. Riggs stated the Brown Act does have a provision for adding an item to the agenda in an emergency. Manning-Cartwright stated the board should do the right thing and adopt the Brown Act in its entirety. It was moved and seconded (Manning-Cartwright/Ferreira) to adopt the Brown Act in its entirety. Weed questioned where there is a conflict in the Corporate Code and the Brown Act, which would prevail. Riggs noted the Corporate Code would prevail as the Brown Act is adopted as a matter of policy. Woods stated it is important for the Board to be open and the Mayor may require the Brown Act as a condition of funding. Being bound to the Brown Act has additional legal ramifications. Weed asked if the board is admitting they are a government entity by adopting the Brown Act. Riggs stated no, if it is adopted as a matter of policy, the Board is not conceding they are a government entity. It was moved and seconded (Manning-Cartwright/Ferreira) to approve the resolution with the following modification to paragraph 2: As a matter of sound public policy, not as a legal necessity, the Board of Directors will adhere to the open meeting law applicable to California's local public agencies known as the Brown Act and is found in the California code 54950, and paragraph 3: Whereas the mandatory provisions of the California Non-profit Public Benefit Corporation Law, as that law now exists or may be modified in the future, conflict

with the Brown Act, then those mandatory provisions shall prevail over the Brown Act provisions. Carried unanimously.

ADOPT POLICY FOR DIRECTOR REMOVAL: Weed asked Riggs to review unresolved issues of the Bylaws. Riggs stated he would have to leave the meeting at 7:00 p.m. and Jeff Kuhn would assist as necessary after that time. Riggs stated a, b and c under Section 4.2 - Number and Qualification of Directors, remains unresolved, and Section 4.15 is also unresolved regarding removal of Directors. The proposed language of section 4.15 currently reads, a Director may be removed, with or without cause, by a majority vote of all other Directors at the time in office at any regular or special meeting of the Board. The board may choose to adopt Bylaws that allow for removal without cause though the Board may provide for some procedures, such as notice that such removal is going to occur, a statement of reasons, and an opportunity to be heard. The Corporation Code already provides for removal for cause. Templeton asked what would be considered "cause". Riggs responded if the court has declared the director to be of unsound mind, if they have been convicted of a felony, if a court has found a director has breached certain statutory standards of conduct, such as self-dealing conflict of interest, or have missed a requisite number of meetings. Assemi asked if removal without cause is available to the Corporation, or do the Bylaws overshadow. Riggs stated the Corporation Code provides for removal without cause. The final provision in section 5.5 removal of officers is also unresolved. Levy reviewed the statement she made at the March meeting during the electing of the Executive Committee - though you may not agree with the Chairman on a certain position, that is not reason to ask them to step down as Chairman. At the time she was referring to housekeeping issues, but now there is a situation of accountability. Assemi asked if accountability falls under "for cause". Riggs stated disagreements over policy or management style do not fall under "for cause". Levy stated that now that the Brown Act has been adopted, wouldn't it be appropriate for the Chair to ask for public comment. Weed stated the public may speak at anytime in a manner that is orderly. Weed stated without cause is fine, but there should be due process involving the aggrieved. It was moved and seconded (Levy/Assemi) a Director may be removed, either with or without cause, by the majority vote of all other Directors at the time in office at any regular or special meeting of the Board. For the removal without cause to take place, the Director shall be entitled to 72 hours notice, a statement of reasons, and opportunity to respond before the matter is voted upon. This would amend Section 4.15. Motion carried. It was moved and seconded (Ferreira/Cowin) that a Director may be removed from office, either with or without cause, by a majority of all other Directors at the time in office, at any regular or special meeting of the Board. For the removal without cause to take place, the Director shall be entitled to 72 hours notice, a statement of reasons, and opportunity to respond before the matter is voted upon. Motion carried. 8 yea, 1 nay. It was moved and seconded (Levy/Assemi) to reconsider the motion just passed. Motion carried 5 yea, 4 nay. Following discussion, it was moved and seconded (Rainwater/Cowin) to amend the previous motion to read, any officer of the Board of Directors may be removed from office, either with or without cause, by a majority of the Directors at that time in office at any regular or special meeting of the Board of Directors. The officer shall be given not less than 72 hours notice of the possible removal from office, and the notice shall include a proposed statement of reasons therefore. Motion carried. 7 yea 2 abstain.

OPINION OF COUNCIL REGARDING OPEN SESSION STATUS FOR RECEIVING PARTING COMMENTS OF CEO: Council, Jeff Kuhn, stated comments from the public must be germane to the organization and under the Boards jurisdiction. The public can say anything, though they are subject to the laws of slander and libel. The Board can limit the number of speakers and the total amount of time if they wish. Woods asked, what if comments provide a disclosure of personnel items. Kuhn stated certain personnel items can be taken into closed session to allow for candid discussion. Woods asked what if items are an invasion of the individual's privacy rights. Kuhn stated employees can have items discussed in open session if they choose to.

PARTING COMMENTS OF CEO DONNA FERNANDES: Fernandes stated several Board members had asked her to explain the reasons and concerns that made her decision to leave. She does miss Buffalo and does wish to return, but there were several issues that did cause her concern. Her first

concern came when she was invited to dinner by Weed, which she thought would be with the Board. Fernandes saw Assemi prior to the dinner and mentioned she would see her later in the evening at the dinner. Assemi seemed surprised by the statement. At a meeting with Fernandes, Morrison, Weed, Cowin, and Woods, it was mentioned that Fernandes may need to hire a lot of new staff, which surprised her as she assumed many of the staff would want to stay. The issue that was brought up was that staff may not want to stay with the Zoo if they make less money. This surprised both Fernandes and Morrison. The dinner later that evening was with Weed, Cowin, Woods and their spouses at Slates. Fernandes later found out that the dinner was paid for with Corporation funds, and this is not something that is done in her experience. This made her feel uncomfortable in light of trying to lower salaries.

After being at the Zoo for just five weeks, as part of the employee transition plan, Fernandes was asked to come up with a list of people the Corporation would not like to hire. Though she barely knew many of the employees, she worked with the department heads to try to evaluate a lot of the staff and come up with a list, which she turned in to Cowin on September 22nd. Fernandes stated she got from Cowin a form that not only included those the Corporation did not wish to hire, but requested a pattern of termination for all employees, under the assumption that, if every single employee wanted to stay with the City, how they would be phased out. City staff, Nancy Kast and Nicole Zieba, thought this was Fernandes' desire, to terminate every employee. This was not her intent and she did not understand why it was even asked of her to come up with such a program. In talking with the other Board members, they had no idea this was being asked of Fernandes. Fernandes felt they should at least be aware of this request. Fernandes was then sent a member compensation survey, which suggested she should really look at what other Zoo's pay when she came up with the Zoo's compensation plan. Also sent to her was a spreadsheet created by Andrew Buresh (Randy Buresh). Other Board members were unaware that Buresh was assisting. The spreadsheet highlighted again what positions paid at all zoos within the Chaffee Zoo budget and all zoos. Fernandes performed an HR survey of all California zoos to really evaluate how the salaries at the Chaffee Zoo compared. Fernandes always had the sense that it was felt the Zoo may be overpaying. Shelley Morrison and Ray Navarro heard from City staff that they were overpaid and may not wish to be hired. It was difficult to convince staff to want to work for the Zoo when there is the sense they would have their salaries cut.

Fernandes prepared the budget with all the income and expenses and was asked for the Zoo Authority budget to show a zero income for 2006. She thought this would not be acceptable to the Authority. Because they want openness, how could Fernandes show a budget that showed no income for 2006. She was told the Corp wanted to use the full allotment of Measure Z funds that the Zoo was able to, and all earned income in another manner. She still felt the right thing to do would be to report all of the Zoo's income and explain that the Zoo would like to put the income aside and use it in a way that would not fall under certain restrictions of public money in terms of prevailing wage and such. She called certain board members stating she was uncomfortable with the zero budget, as she felt the Authority would question it, and they did. She prepared the zero income budget as requested, but also prepared a budget showing anticipated income which she presented to the Authority when they questioned the zero budget.

On the budget, Fernandes stated, Cowin requested she budget for all nine Corporation Board members to attend the AZA Conference at the Zoo's expense. In Fernandes past experience, this is just not done. When Fernandes called and complained to other board members, they felt this should have been a Board discussion.

Fernandes was prepared to send a Request for Proposal (RFP) to all the master planners in the country and get their response with bids. She was asked by Cowin which planner she would recommend, and he requested she just send a proposal to that planner. Though Fernandes knew of an excellent master planner and would have been very glad to retain him, she felt the board as a whole should determine if she should only ask for one proposal or request proposals from several planners. Cowin took the one proposal received, spoke for three hours on the phone with Fernandes and the planner, Pat Janikowski, and requested changes. Fernandes felt all the Board should have been a part of this discussion so the planner could take all of their suggestions at that time.

During the hiring process, Fernandes was told by Weed that she would be involved in the lease negotiations. Once she arrived at the Zoo, Fernandes was told by board members she was not allowed

to be a part of the lease agreement negotiations because that is what the City wanted. She thought that was odd to hire a Zoo expert, but not want any of their input, so she had Morrison call Zieba and ask. Zieba told Morrison she had never said that. Zieba stated that when a Board member had suggested something be passed by Fernandes, Zieba stated the item was non-negotiable, but just that one point, but in no way did she ever say she didn't want Fernandes at the lease negotiations. Fernandes stated she felt excluded. As the CEO, not being a part of any of the lease negotiations, or even at the Board meeting were they were reviewed, was not what she was used to.

Fernandes stated a City staff member used to take the minutes. This staff member was told that Cowin wanted a lot of changes to the minutes and that he was having Zoo Society staff make the changes. Fernandes thought that minutes should be disbursed to all the board, or to the Secretary, exactly as is, even if there were typos, misinformation or misspelling of names, but not to the Treasurer.

Fernandes stated neither she nor Morrison have seen any accounting or expense report for the Corporation. Fernandes does not have control of the checkbook. Fernandes felt the Board should know how much money has been spent by the organization and for what purpose.

Fernandes felt that all the board members were not necessarily open and that all board members were not aware of what was happening.

Weed stated there was obviously a misunderstanding. There was not a policy for meal reimbursements and the Board should have adopted a policy a long time ago. Weed was reimbursed for that meeting, but since that time, all funds for the meal at Slates have been reimbursed to the Corporation. Weed stated no one on the Board has called for a financial statement. Financial statements with details will be available at the next regular meeting and the Board and public can ask questions at that meeting. Weed stated he had asked that Fernandes prepare salary proposals with reasonable compensation based on her survey which was on west coast California Zoos, and to take into consideration the costs to replace people if they did leave. Fernandes stated Weed did say this recently, but at a previous meeting indicated the Zoo may be overpaying. Weed stated he would have expected Fernandes to speak to him as Chair about her concerns.

Regarding the zero budget, Weed stated they were asking the Authority to approve expenses to pay for operations and were not concerned with revenue with this budget. The Zoo Authority (ZA) can spend up to 1/3 of the revenues that they get from Measure Z on the operating budget. Money for the Corp comes from four "baskets"; the 2/3rds Measure Z funds for construction projects which will likely be subject to prevailing wage, the 1/3 for operating expenses, the City subsidy and the remainder is everything else generated by the Corporation. They would like to carve out as much as they can to be spent without prevailing wage restrictions. Weed stated the ZA approved the budget without revenue. Fernandes stated the ZA staff asked for a revenue budget. They were not happy to show a zero budget. The ZA wanted to review the revenue budget, were happy with the explanation, and did approve the budget without revenue, but only after seeing the budget with revenue. Weed stated the ZA should and will see all the revenue and expenses, but the purpose of the meeting with the ZA was to approve the operating budget; the 1/3 of Measure Z moneys. Cowin stated the County support staff for the Zoo Authority suggested revisions be made to the format and the revisions made were consistent with what County staff suggested. No one ever said do not show the Authority what the revenue line items are for the Zoo. Cowin stated they should apply the City subsidy and the 1/3 operating funds first, because those funds are not subject to the prevailing wage. Fernandes stated it was going to look obvious that we have this zero and that Cowin suggested she delete the earned income line altogether. Cowin stated he requested she delete the net income line, not earned income, as they needed to be shown as separate baskets. Fernandes felt they should show 100% of the information. Cowin stated at no point in time did he say to not report what they thought projected income would be.

Weed stated he misunderstood what the City had said regarding Fernandes participation in the lease agreement. He understood the City to say they did not want Fernandes participation on the lease agreement as it would be a conflict of interest while she is a City employee. Later in the process Fernandes was involved in the human resources aspect of the lease.

Cowin stated Zoo Authority board appeared to be approving as an expense in their 2% set-aside the ability to send all of the ZA board members to the AZA Conference. Fernandes stated they said they would buy the ZA board AZA membership, not send them to the conference. They are not allowed

to use ZA money for out-of-state travel. Cowin stated he thought it would be appropriate for the board members to go to an AZA conference because it would educate them about zoos and make them better board members with respect to their knowledge of zoos. Cowin stated he suggested putting in 9 board members and Fernandes suggested putting in only 2 or 3 as some board members will be more active than others. Cowin stated Fernandes submitted and discussed the budget at the board meeting. Fernandes questioned why Cowin didn't discuss with the board members whether this was a good expense, and Cowin asked why Fernandes didn't discuss it with the board. Fernandes stated she felt she was working for the Treasurer. Cowin stated Fernandes works for the board. Levy stated every action a board member takes represents what the majority of the board has directed them to do. Levy stated Cowin arbitrarily acted on his own. Cowin questioned how a suggestion for a budget item that has to go to approval before the board is an arbitrary action. Cowin stated he had placed 28 pages of detail behind the summary pages he provided to Fernandes. He questioned why Fernandes did not bring up these concerns with the Chair or at the meeting. Fernandes felt it would be better coming from a peer than from her. Cowin stated in the past couple of days, this is the first he has heard of this issue. Cowin stated Levy volunteered to go over the budget with Fernandes in detail. Levy stated she did not volunteer during the board meeting, but after the meeting spoke to Woods regarding some budget items. Levy stated she had some terrific ideas for concessions and she would like to discuss them with Fernandes in the coming months. Levy did speak to Fernandes by phone and they agreed this did not have to be discussed immediately and they would have a meeting at the appropriate time.

Rainwater stated Fernandes came in to the zoo and did not know everybody. She stated thought they may not have intended it, the three represented themselves as the go-to guys. Weed stated that was not the intention, but he believes Rainwater is correct. Rainwater asked why the rest of the Board was not invited to the Slaters dinner. Weed stated he had no idea.

Cowin stated the inference was that he was asking for advance copies of the minutes to make changes. Fernandes stated one of her staff members stated Cowin wanted to make changes to the minutes before they were distributed to the rest of the Board, and Fernandes felt this was inappropriate for a single board member to take that function because he is not the Secretary. Cowin stated he has never asked Christy Harvey for a copy of the minutes to be sent to him directly and only. As a Zoo Society board member he was asked a couple of times to proof minutes, and a couple of times he has asked that minutes be sent out so he could look over his report, as it affects him personally. This carried over, innocently completely on Harvey's behalf; he does not feel it is fair to criticize Harvey. To his knowledge, he has never asked for an advance copy of minutes. Cowin stated he has e-mails requesting proofreading and didn't think anything of this. Cowin stated if minutes could be produced, minutes sent to him and minutes he sent back, if any corrections were made at all, what they would see..., at this point Assemi stated she had a copy of Zoo staff's unedited minutes and the edited version. Fernandes stated what bothered her was more the process than the content, and that Cowin as Treasurer should have delegated that proofreading to the Secretary who is responsible for the minutes. Assemi noted there were not just typos, but comments added. Harvey was asked to respond and stated she was unable to recall exactly how the request was made without referring to the e-mail record. Cowin stated when he was asked to proofread he was not unilaterally going through and making changes to comments Assemi or Woods made; this would be inappropriate. Cowin stated that to correct a misspelled word, or something like that, was helping Harvey. He stated, if this is considered to be an inappropriate action, he would direct Harvey to never send any e-mail to him relating to the Corporation or Zoo Society that was not also copied to another person. Cowin stated minutes are distributed to all Board members in advance of the meeting, every single board member is allowed make changes, and then they are formally adopted at the meeting. There is a process where all Board members have reviewed minutes and have had the opportunity to make changes. He stated, if it is suggested he made a change to something Assemi said, particularly if that is contrary to her opinion, he doesn't believe they will see this, because he doesn't feel this is appropriate. Weed stated minutes are posted at the fresnozoo.org website after they are approved by the Board. Assemi read pertinent parts of minutes prepared by Zoo staff person noting the additions that were made. Cowin stated to his knowledge all those items were exactly correct, and asked for confirmation from Woods, who stated that is exactly what Cowin said. Fernandes stated this should have been brought up with everyone else, discussed, and any additions or changes should be incorporated at a board meeting. She stated Cowin's

opinion does not supersede everyone else's, and his changes should be incorporated with everybody else's. Fernandes stated that these are just some of the irregularities that she found in the way the Board operated that made her feel uncomfortable. Cowin stated that there was a pretty strong inference here and he did take exception to it. He stated the changes that Assemi discussed were completely accurate, and if anyone had an issue with the changes they had the opportunity to review and make changes. Cowin stated what he did was simply from the perspective of trying to accurately reflect what Barbara Grunwald stated at that meeting; he has never tried to change an opinion of what a Board member has said or what their intentions are. Assemi read what Barbara Grunwald actually said. Manning-Cartwright stated the part about the Board acting like they legally fall under the Brown Act was not in the approved minutes. Cowin questioned if any minutes had been taped prior to tonight's meeting. Weed stated no.

It was commented by a member of the public that they can go to the website and get the minutes as changed, but they should also have the minutes before. Weed stated that, at times, the secretary doesn't capture things quite right and in an open meeting the Board discusses the changes that need to be made prior to adopting the minutes, and after they are adopted they are posted on the website. What was posted on the website is after Cowin made changes and after the Board approved the minutes. It was questioned if the Board was told there were changes and Weed stated no. It was noted that the Corporation website did have minutes from previous meetings, but today only the October 6 minutes were on the website; minutes from the other months were not there. Weed stated they were on the website earlier, as he printed them out. Weed stated the Secretary runs the website. Assemi stated she is not a web person and suffers trying to get them up, but that she will make sure they are placed back on the website and they were up previously.

Levy asked for Morrison to present her comments. Laura Barnard stated on boards she has served, no changes are made to the minutes until the board meeting and then they are approved. Weed stated the Board has always approved the minutes before they have been finalized. Assemi stated she brings copies of all past meeting minutes to the board meetings.

Cowin stated he has never been asked to produce a financial statement by anyone. If he was asked to prepare a financial statement, Cowin would recommend to the Board, that a Board member as a non-paid volunteer should not be preparing financial statements; it should be an outside CPA firm or paid staff. He stated Weed is the only CPA on the Board, and if he would like to prepare financial statements that is his business. Cowin recommends the Board get an outside CPA firm to prepare financial statements if that is what the Board wants. If the Board would like an expense detail summary, of expenditures that have been made to date from the \$100,000 line of credit from the FZS, Cowin stated he has that information and has always had that information and it is freely available if someone asks. Cowin questioned why Fernandes had never asked for a financial statement. Fernandes stated she felt it would be more appropriate for another Board member to ask for an accounting. In her past experience, the CEO has the checkbook and writes the checks. Cowin stated this is correct, but Fernandes is not a CEO that's employed by the Corporation yet. Cowin stated the Corporation has no employees, only nine volunteers. The City employed CEO cannot legally bind the Corporation by signing contracts or by signing the checkbook. Cowin stated the understanding was, as of January 1, if the lease agreement was in place, the checkbook becomes the responsibility of Zoo management. Cowin stated he told Fernandes and Morrison he was looking forward to the day when he could turn the checkbook over to them. Fernandes stated she felt in the spirit of openness there should be an accounting. She only knew that \$48,000 had been spent when she attended the FZS Board meeting. Weed stated at the FCZC Board meetings Cowin has given a Treasurer's Report that stated how much money the Corporation had. Weed stated neither he nor Cowin ever remember a request for additional financial information. The Bylaws require the Corporation to give financial information on request. Weed stated at the next regular meeting they will have financial statements available. It was stated that at the last meeting it was said financial statements would be available to anyone who asks. Financial statements should be available at the Corporation's address. Cowin stated the Corporation has a mail in-box at the Zoo office. Mary Ellen Wright stated she has asked everyday for a financial statement. Jean Chaffee stated she had asked for financial statements from Susan Karby at the FZS office and at the Zoo office, and was told by Karby to contact Weed.

Cowin stated, regarding the Master Plan, he doesn't understand what Fernandes is implying. He would be happy to produce an e-mail trail and share it with the Board and the public. He didn't ask at any point in time that anyone be precluded. Fernandes stated she would have liked the rest of the board to be aware and let them see all proposals initially. She felt these were irregularities that do not occur at other zoos. In Buffalo, everyone on the Board got the proposals, and everyone had the opportunity to voice any changes they would like to see in the proposal. Fernandes stated she felt it should be more inclusive and it didn't seem that all the information was being shared. Levy asked if Weed knew about Cowin taking the lead with the master plan. Weed stated he did not. Manning-Cartwright stated if Fernandes had stated she had one person in mind for the master plan, she doesn't feel any of the Board would have signed off on that. Though they have full faith in Fernandes and her ability to choose the right person, why not look at her second and third favorites also. A decision was made that the full Board would not have made. Cowin stated there were no decisions made, because no one Board member is authorized to make a decision. Cowin stated the only reason he has had dialog with Fernandes at all was because he understood he had been appointed Chair of the Finance and Planning Committee. Once it was questioned that this appointment was not reflected in the minutes, he stopped. At a mid-July meeting with Fernandes and Morrison, Cowin asked that once Fernandes got settled if she could put together a draft RFP so when the transition was complete they could immediately jump forward to the Master Plan. He asked Fernandes if she had a consultant that she had a good working relationship with and she recommends, and suggested they get a proposal to them. Cowin felt it was totally appropriate to take initiative, as he thought he was Chair of the Finance Committee, to be supportive and take action. When Fernandes would have made her presentation to the Board, Cowin could have stated, as Chair, that he had looked at the information and supported her recommendation. It still must go before the Board for approval and they could elect to say no to any proposal or direct Fernandes to get solicitations from ten different master planners. Fernandes stated at issue is that when this would be discussed, Manning-Cartwright could say she would like to have seen two other proposals, and two months of time has been wasted. Fernandes stated in Cowin's desire to move quickly, if it was the intent of the Board to have multiple proposals, that should have been communicated to Fernandes early so she could get bids. This should have been discussed at the board meeting so if there were any issues they could send out more proposals. Cowin stated this was going to be the process, they just didn't get there yet.

Cowin requested advise from council, as he was not comfortable reading some of his e-mails regarding the employees list to the general public. Cowin feels this information is confidential. Kuhn asked what the nature of the information was, salaries? Cowin stated he did not have salary information. Fernandes stated Cowin had sent her salary information. Cowin stated the direction that he, or the Transition Committee, or anyone, has given Fernandes, that the concept either on paper or in practice is to fire all of the Zoo employees is ludicrous and absolutely not true. Cowin suggested Fernandes has an honest misunderstanding, but doesn't believe that he, Weed, Woods, or the City side of the transition have a misunderstanding, as the City would not have supported this even if they had proposed it. Fernandes stated Morrison had received a call from the City asking why every single employee was phased out over the twelve months; so they did not understand. As explained to Fernandes, Weed's position was that Nancy Kast claimed that most people wanted to leave the Zoo. This plan was in case everyone had chosen to stay with the City to show how the Corporation would hire people to replace them. Fernandes stated she asked Nancy Kast and she said she never said that, that by and large, with the exception of the maintenance staff, most keepers wanted to stay as long as the Corporation would pay a fair wage. Most of what Fernandes heard was that most people wanted to stay. Cowin stated that no one on the team, he knows he never said, the game plan was to fire all the Zoo employees. Fernandes stated that Cowin said that most of them wanted to leave. Cowin questioned how any of the Transition team would know this. Weed stated that a long time ago, he stated a "what if", if all the employees left and wanted to stay with the City. The initial understanding with the early interviews Kast conducted she stated it doesn't look like many of the employees want to stay, but that she had a long ways to go and more people to interview. Manning-Cartwright stated she had spoken with Kast at 4:30 p.m. today and Kast had given her permission to repeat what she had to say to Manning-Cartwright. Kast conducted interviews with the employees the weeks of August 15 and August 22 and from those interviews she found the maintenance staff did not want to stay, but by

and large, the keeper staff did want to stay. This is what Kast reported back to the Transition Committee and that she had never given the impression to anyone that the staff, at large, wanted to go back to the City. Cowin stated they don't know most of the Zoo employees and they don't know who wants to stay and who doesn't. How can the employees know, because they have never been extended an offer of employment, and that can't happen until the Board approves a compensation package. The Board can't approve a package because they haven't been submitted anything yet. Cowin asked how they could possibly have come to that kind of conclusion. Fernandes agreed. She questioned why even go into this scenario. Cowin stated the purpose this scenario is if the Corporation is in a situation where, for whatever reason, the employees elect, at their sole discretion, to stay with the City, the Zoo could literally be in a situation where there would be 100% turnover within nine months. In an e-mail to Fernandes, Cowin stated, to the extent that Fernandes felt there were key employees - Cowin then gave as an example, Ray Navarro. Navarro could be considered a key employee because he has unbelievable amounts of knowledge of the infrastructure. If he elected to stay with the City, he could literally be one of the first employees that was transitioned out if a position became available to him. This would be a serious detriment to the Zoo. The concept was, that if there was a way possible that the position Navarro wanted to be reassigned to, the position could be held open for an additional couple of months to give Fernandes the opportunity to hire a replacement and have them work side by side with Navarro for a couple of months. This was the purpose of the schedule; otherwise, Fernandes would have no control over who left, and when. The other aspect of the schedule was who on the City Zoo side, in Fernandes' opinion, that they do not want to come over to the Corporation. Cowin stated he had no idea who those people were and that was up to Fernandes to decide. Fernandes asked how she was supposed to evaluate employees when she had only been here one month. She stated it was the Corporation's prerogative over who will stay; it depends on what you offer and if you pay fair wages and have fair benefits. Cowin agreed, but stated they don't know what that is yet. Manning-Cartwright asked what the consequences of this were. She understood staff found out about it. Fernandes stated the document has just been seen by her and Morrison, so people don't know if they are on the list. The part that bothered Fernandes the most was that she originally thought that everyone knew they would have to reapply for their jobs, but then she found out that most thought they would automatically be hired by the new corporation. Fernandes had to break the news to all employees that they would have to be interviewed and reapply for their jobs. Cowin stated if Fernandes didn't feel that any employee should transition over to the City, then she could have put zero on the list. Levy stated the Board is all equally responsible. The list of employees was done by the three, without the rest of the Board. They had no knowledge of this and this is the crux of the problem and why they are dealing with all of this tonight. The public should have full confidence in what the Board is doing and the Board should be getting along well with one another because they have a common purpose. The three have made decisions without the rest, and they are just as equally responsible and are the same members of this Board. Woods stated he wanted to echo Weeds comments on Fernandes as a negotiator. Initially he thought Fernandes would be a Corporation employee and would negotiate the lease, but once Fernandes had to become a City employee, they thought a City employee could not negotiate against their employer. Woods was disappointed and thought the City had outmaneuvered them in hiring Fernandes to take her out of that role. Levy stated Fernandes was a City employee because the Corporation could not afford to pay her, but she would become a Corporation employee. Woods stated that is not the way it is done. Weed stated at the time they understood that the AZA Accreditation information had to be signed by the director of the Zoo, so Fernandes would have to work for the City, because the City was running the Zoo. There was a requirement that a permanent director had to be in place by August 1st. Fernandes stated this is no longer a requirement. The Corporation made a deal with Fernandes that she would receive a signing bonus when she came over to the Corporation, because the City hired her at a lesser salary and this would make up for the lost compensation while working for the City. Rainwater stated she became concerned when Fernandes stated she had never seen the lease. She called Cowin and he gave a copy of the lease to Fernandes. Cowin stated he had no idea Fernandes did not have a copy of the lease. Fernandes stated she was excluded from the Board meeting where they all met to discuss the lease.

Woods stated he had not given any direction to Fernandes. Fernandes stated that is correct. Woods stated they did request that Fernandes compare the salaries of the AZA, the salaries of the Zoo's

employees, and make a recommendation as to what they should receive. Woods stated he had not seen that yet and Fernandes stated it was on the agenda for tonight. Woods stated they were asking for Fernandes' guidance. Fernandes said the statement was made that the Zoo pays more than the national average, but not more than the far west pacific, then someone mentioned that might be San Francisco, so Fernandes said she would get a salary survey of all the zoos in California and then they could see what they pay at specific zoos to see if cost of living was comparable or slightly higher or lower. She requested information from twelve zoos. Fernandes stated she became concerned when Morrison and Ray Navarro heard from downtown that they may not be offered positions because they make too much money, and they are two of the most valuable people at the Zoo. Navarro went out on interviews when he heard this. Cowin asked who had told Navarro this. Fernandes stated Morrison could say but has been asked by the City not to speak. Woods stated the employee transition plan is attached to the lease and is made public. In the lease they contemplated they may get a recommendation for an employee from Fernandes stating this is a fair salary for our area, but it is a lower salary than what the City was paying. To keep the employees we would like to keep, but that the Corporation couldn't afford, they agreed to lease the employee back from the City for a year. The employee would remain a City employee, but the Corporation would pay all their salary and benefits, even if it was above market. This would only occur if the recommendation for the compensation plan did not induce the employee to stay with the Corporation. This would allow the Corporation to have the benefit of a valuable employee for at least a year. The City wouldn't agree to any longer than a year, because they and the Corporation wanted to make sure the employee had a place to land with the City. With Y rate transfer, even if a Zoo employee was to go to a lower rate position with the City they would receive a salary equal to what they currently receive. They tried to make sure all employees had a place to land if they did not want to work for the Corporation. Assemi stated the people they are talking about are the true heroes of the Zoo. They are the people that have kept the Zoo running for all these years on inadequate funds, salvaged materials from other buildings being torn down around town to use on the Zoo when they didn't have funds for new materials, passing up promotions in other departments to stay at the Zoo, and putting their jobs on the line to make sure the public understood the dire situation the Zoo was in. Levy asked why they would want to leave. Weed stated he didn't know, but he hasn't seen the numbers Fernandes is proposing compared to what they are making now. Fernandes stated the sheet she received from that guy basically shows existing salaries fall within the far west pacific average. Cowin stated that it wasn't an issue then, as they have been waiting for her recommendations which they still have not received. Templeton stated it seems ridiculous to him that anyone at the City would come up with, on their own, that these two individuals were overpaid; that had to come from someone on the Transition Committee. Cowin stated no one has ever made that representation, implied or direct.

Rea Rich read a statement of concern from docents and staff of the Chaffee Zoo. She stated they are deeply concerned by recent events and issues involving the Zoo and that certain members of the Board have, by their behavior, created an atmosphere of mistrust and betrayal among the Zoo family as well as the public at large. She specifically mentioned the Brown Act, the Mayor's veto, lack of financial statements, and that certain members of the Board have created a hostile environment that has alienated two Zoo directors. Staff and volunteer moral is at an all-time low. The Zoo has been put in jeopardy, with a cloud of doubt and a lack of confidence in those board members. Cowin noted, and Weed restated, a majority of the Board members passed the resolution that basically stated the Board would comply with the spirit of the Brown Act. Manning-Cartwright stated that the three that did not vote yes on the Resolution felt very strongly that it did not comply with the spirit of the Brown Act. Jean Chaffee stated the two gentlemen just don't get it. With their egregious behavior, and their development of a lack of trust within the Board and the community, they have lost the best Zoo director they could have ever gotten. They are making excuses and don't get it. It's the entire behavior, the atmosphere that they have created; a distrust among the zookeepers. Chaffee stated she is out among the community and has spoken to 8,000 people all over the county who love the Zoo and voted for the tax. They understood the FZS is not living up to its reputation. They voted for a new organization, with new blood, new faces and new ideas. They assumed there would be openness and the people on the Board had the Zoo's best interest at heart. Chaffee stated they have created an aura of distrust and after listening to the litany of excuses, the distrust won't go away until they go away.

A person who identified themselves as a concerned member of the community stated she was embarrassed and outraged by what she is hearing. She heard Fernandes had resigned and felt Fernandes has had courage to be very up-front and has been attacked.

A gentleman spoke stating there is much contention here and on the board. He voted for Measure Z and wants the Zoo to be recognized and known, but with such contention how can you do that.

Laura Barnard, Zookeeper, stated she believes she is a good employee based on her evaluations. She wanted to stay, but now they are going to have to work hard to keep the employees. She has had to work on her own time to go out and get a computer donated because they need a computer to do their job. They can't get the things they need to do their job, things as simple as rakes. She thought the Board would come in and appreciate the employees who wanted to work through this. She stated she loves her job, can't believe she gets paid to do her job, doesn't want to leave, and hopes they would like to keep her.

A gentleman who identified himself Mr. McColman, a taxpayer, stated he has lived in Fresno all his life and has visited the Zoo many, many times throughout the years. He stated he was disappointed in the Board and would like to see this corrected immediately.

Ross Laird stated he has been at the Zoo for fifteen years, is also a taxpayer, and definitely wants to see the Board functioning as they all hoped it would. Laird stated it is wrong to imply that a single person sitting at the Board table does not have the Zoo's best interest at heart. They have all worked really hard and they have all done this for no money, no recognition, and just out of the goodness of their heart. He stated he didn't feel it was right to single out somebody sitting at that table who donated their time.

Barbara, a docent, pointed out certain Board members and stated she has never seen people showing such contempt. She stated Weed should have read the entire e-mail. She stated with the contempt that they have shown the public at the Board meeting, she can imagine what it is when there is not public present. Certain Board members have downgraded Fernandes and lectured her during the meeting.

Ferreira stated he believes the Board has learned a lot tonight, mentioning specifically the Brown Act. They want the best for the Zoo and there is not a person there who doesn't want the best for the Zoo, it's just what everyone is reading into it. He felt they had heard enough at this meeting where they can work together and make it work from now on. Ferreira stated he would like to have Fernandes stay.

Weed stated he had offered to Fernandes to tend his resignation from the board and as Chair if she would stay, but she declined. Cowin stated he had also extended his resignation to Fernandes if she would stay.

CONSIDER DIRECTOR REMOVAL OR RESIGNATION: Council Kuhn stated the board is in a position to accept resignations, but in light of the Bylaws now adopted, would need advance notice prior to removal, along with a statement of reasons and an opportunity for the Board member to be heard on the matter. Levy asked, given the discomfort on the rest of the Board and in light of the public's discomfort, would any Board members like to resign. Weed stated he has given many years, on the FZS Board, as FZS President, through the Zoo Measures, recruiting Dave McDonald, has been committed to the Zoo and has had nothing but the best interest of the Zoo at heart. He stated he has put in countless hours, like many in the audience, for the benefit of the Zoo including the lease negotiations and finance agreement, which has taken about four months. Weed stated he is committed to the Zoo and if the Board would like to remove him at another meeting they can do that, but he feels an obligation to fulfill his promise to himself that he would see this become a great Zoo. Templeton stated what has been said about the feelings of making a great Zoo apply to everyone, but the execution stumbled badly. He stated Cowin and Weed didn't mean it to happen, but it did and that the fact. Because of the environment that was caused, the constant I'm on your back, when are you going to do this and that, ostensibly speaking for the rest of the Board, Fernandes was put in an untenable position to run the show and they must make changes. Manning-Cartwright stated she feels concerned to have lost the confidence of the public, concern with finding another Zoo director as good as Fernandes, that they won't be able to get someone of her caliber when news gets out that there is a problem on the

Board. Changes must be made to go forward. Rainwater stated public confidence is most important thing the Board can have and also taking care of employees. She stated it breaks her heart that they are so saddened by this. They all have a commitment to each one of them to see they get the job they deserve and the pay and benefits. Rainwater stated, hopefully, in the next session, Fernandes will help them do this. Fernandes is going to help them through the accreditation and find a new director. It takes change to get back confidence from the public. Levy stated, as important as relationships are on the Board with one another, it is more important to have an environment for the staff and the confidence from the public. She stated given the veto from the Mayor and how the public feels, they will be unable to pass another Measure Z, and she would like to see some changes. Ferreira stated he is not sure if changes will help that much; they have to work together and everybody makes mistakes. Manning-Cartwright asked, given the majority of the Board would like to make some changes, would any board member like to reconsider the option of leaving the Board voluntarily. Weed stated he has already said his share. Levy stated, as both Weed and Cowin have expressed themselves that they both choose to remain. Weed stated yes.

DISCUSS AND CONSIDER IMPORTANCE OF TAKEOVER BY JANUARY 1: Weed stated this had been covered already and moved on to the next agenda item. Templeton noted agenda item #4 and #10 were tied together and should they now go back to #4, Mayor's Lease Agreement Position. Weed stated the Mayor's veto has left the contract open again, insofar as negotiations. Weed stated he is not sure what the City's intentions are, as far as any renegotiations are concerned, and whether or not they would want to consider the Corporation taking over the operation of the Zoo on January 1 if the Corporation has no employee. Templeton asked what the action item for #4 was. Weed stated there is not an action item. This was put on the agenda by someone else, not himself. Templeton stated, as he understands it, the Board has met half of what the Mayor's objection was, the Brown Act, and there is still the issue of negotiating the subsidy. Weed stated there will be that plus other items that will open up because of dating. With the vote on November 1, and the veto now, in order to accomplish some objectives, including compensation to be offered to the employees and whether or not the City would be willing to turn the Zoo operation over to the Corporation without any employees. These need to be discussed with the City. Rainwater asked, doesn't the Corporation need to try really hard to stick with the January 1 date. Fernandes stated the Zoo will lose accreditation without the January 1 date. Weed stated he does not have a problem with this, but the City may. Fernandes stated the accreditation team will want to see the Corporation's bylaws, lease agreement and budget. She has sent the budget, but the lease agreement will need to be done quickly, as well as the revised bylaws. Fernandes requested a clean copy of the revised bylaws, as she told them she would as much as she could, so the lease agreement is the only thing she will not have. Rainwater stated Levy should be on the Transition Committee as she is the Mayor's appointee. Woods stated he has already offer to place Levy on the committee. Levy stated, she appreciated that, but she would like to change the members of the Transition team to include herself, Assemi and Templeton. Templeton asked if that would be under Woods Chairmanship. Weed stated the only appointment required is from Wood as Chair, which Kuhn confirmed. Levy requested Weed call a vote on this. Woods stated this makes him judge, jury and executioner. He stated the three additions would be strong, but Weed and Cowin have put in so much time on the transition, hundreds of hours, and with the time and effort they have put in out of a love for the Zoo, though people may have been offended along the way, they would not be as far along as they are without their efforts. Woods stated knowing how much work they have done it is very hard for him to unilaterally say you two who have given so much are off. He stated he is not comfortable with this. If the Board wants to make that determination, that's the Board's determination. Woods stated some feathers may have been ruffled along the way, but he has been placed in a very untenable situation. Levy stated she understands this, and that is why she suggested to the Chairman that somehow he allow this to be accomplished by a vote. Levy asked Kuhn to refer to the Bylaws to see if there is some way to take this out of Woods hands, as he is uncomfortable removing his two colleagues. She stated that after this entire evening she needed to repeat one phrase, you don't get it. Levy stated they don't get the fact that the rest of the Board wants to be an integral part of the negotiations, of the planning and moving forward. She stated she hoped that the three would respect that the majority of the Board would like to see a change, starting with the Transition Committee. Kuhn stated there was another provision in

Section 6.2 that allows the Chairperson of the Board to reconstitute the committee membership. Levy stated the Chairman has already said he is not comfortable doing that. Kuhn stated Weed had the authority to do this. Manning-Cartwright stated there was another option, Weed and Cowin can simply remove themselves from the committee. As there was no response, Manning-Cartwright stated she would take that as a no. Kuhn questioned how the Transition Committee was appointed or formed. He stated, as he reads the Bylaws, there were provisions for two standing committees, Finance and Planning, and Community Affairs, and there is a provision allowing for the creation and appointment of special committees. Kuhn read that special committees may be appointed from time to time by the Board of Directors for such special tasks as circumstances warrant. He stated the resolution establishing committees describes the constitution and responsibilities of the committee, and this seems to be somewhat different from the earlier provision about the appointment and composition of committees. Kuhn stated he does not understand what the intention was of the Board when they adopted this language in their Bylaws as to whether they meant for special committees to be handled in a different way than the two standing committees. Rainwater stated she believes it just meant that they were temporary. Kuhn stated the language could be read to say that rather than appointment of a Chairperson and appointment of members to a special committee, as relates to the Chairman having the exclusive right to appoint a Chair a committee, this could be read as an exception to that, and that it is the power of the Board as a whole to create this special committee and to appoint its committee members. Kuhn stated he isn't sure if that was what was intended. He stated this language was in the original Bylaws and has not been changed. He stated he wished he could give more clarity, but it is a confusing document. Levy stated she was sorry to see such inflexibility. Woods state he didn't know whether he would call it inflexibility. He would call it empathy. Woods stated he hoped Levy would appreciate that when you work closely with some people for hours on end, that to publicly take a position against them puts him in a very difficult position. Levy stated she respected that, but that Woods also has a responsibility to the other Board members to adhere to the rest of the Board members wishes and not just to his two buddies. Levy suggested replacing Chairman Weed with another Chairman, who then would allow the different new mix of the Transition Committee. Woods stated he welcomes the addition of the new people, it would spread the work, but he believes most of it is done. Levy stated it would only be one additional person unless Weed and Cowin agree to step aside from the Transition Committee which would allow the infusion of new Board members. Woods stated he didn't think that when they talked about the selection of committee members by the Chair that they ever talked about the removal of the Chair. Levy stated they are talking about it now. Woods stated this is not something to be made light of and if the Board wants to make a Board decision, they can, but he has stated his position. Weed stated he is there under the threat of being removed by the Board, and when he is asked now to voluntarily give up what they have been doing on the Transition Committee, he feels the threat and he is not happy with it. He stated he understands their position and disappointment with what he has done, but on the other hand he thinks he has done the best he can to help the Zoo is sorry they feel the way they do. Weed stated, as long as the threat is there to remove him from the Board, he would prefer to stay on the committee. He stated that if the Chair of that committee wants to remove him, that's fine and he would not oppose that, but to ask him to resign from that committee, he is not going to do this. Levy stated Woods has said that he wouldn't ask to replace them. Woods stated he would prefer not to be placed in that position. Levy stated maybe they can pursue this in another way with Riggs and Kuhn, so Woods would not be placed in that position. Levy stated that they have not heard and of them, even though they have expressed their feelings, and it has not been easy for any of them, but they have heard the majority of the Board express for themselves that they feel that there should be some changes on the Board. Levy stated, both Weed and Cowin have said they do not want to leave, and the fact that they have not moved forward on this says something about them too and their sensitivity. Levy stated it could very well be however, that they could put something on a future agenda, but they certainly are not doing anything this evening, however, she would like to put forward that they have a change in Chairman. Levy stated she would like to put forth that Rainwater be Chairman. Assemi seconded. Templeton asked if Levy was suggesting this be an item to be discussed at the next meeting, and this would be the 72 hours notice for the meeting on November 17. Levy stated yes. Weed asked the Secretary to record this as an agenda item for the next meeting. Manning-Cartwright asked that removing Cowin as Treasurer be placed on the agenda.

Rainwater stated she would like to nominate Manning-Cartwright as Treasurer for the agenda. Assemi seconded. Harold Mountan questioned whether, as the past minutes reflect that the past committee's work was done, can they just appoint a new committee to renegotiate. Levy stated this will be on Thursday's agenda.

DISCUSS AND CONSIDER SELECTION OF MASTER PLANNING CONSULTANT:

Manning-Cartwright asked if anyone would have an objection to adjourning the meeting for the night. Weed stated he hoped they could get through the agenda, so they don't have to meet on the 17th. Levy stated that even before the latest discussion, that they shouldn't forge ahead with the gentleman, Patrick Janikowski. She stated she would like to see this take some more time, particularly as they are going to have a new director and they should have some input as to who they choose for the master plan. Weed agreed. Levy stated they may choose this person, but they won't know until they have the luxury and benefit of seeing other bids as well, so she suggested they table this discussion. Weed asked if anyone disagreed. Templeton questioned, if they do this, are they in any way jeopardizing having the accreditation. Fernandes stated having a master plan is a requirement of accreditation, and it was indicated in the Zoo's application that the Zoo would begin this very soon, so having at least someone lined up may help. She stated it might be a concern, but she felt they would understand the decision to wait until a new director was found, though it is a requirement. Fernandes stated, as a director coming in, she appreciated having the election of the master planning and she thinks the future director would very much want to be part of this decision. Rainwater stated if they found a director, in say, 30 days, they could give them the information on this master planner. Fernandes stated absolutely, as this gentleman designed Disney's Animal Kingdom and is the best out there. She stated some people may say they have always worked with another master planner, one of the three or four really big names, but what Fernandes liked about Janikowski was his was less expensive, not only in the design fees, but in all the different stages; if you ask him to redesign something because you can't afford it, he will do this for free, where a lot of the other people start billing if they have to go back and revisit something. Woods stated they want to allow their Executive Director to direct the Board to the master planner that they feel comfortable working with. Fernandes stated she believes the AZA would recognize that the Board is doing the right thing in fairness to whoever comes in, that they may have a strong relationship with somebody. Templeton stated he wanted to make clear that the proposal in the binder received at the last meeting was not a master plan, but a proposal and summary of qualifications. Assemi questioned whether there was enough time to post the agenda for Thursday. Kuhn stated only 24 hours notice was needed for a special meeting. Woods stated they had been told by Riggs, under the Corporation Code, they would need 48 hours. Weed then tabled the master plan item.

ZOO SOCIETY TRANSITION TO THE CORPORATION: Weed stated there is not a lease or financing agreement in place. Woods stated the Zoo Society will have to make that call after they see how the Corporation is doing. Levy questioned when that would come forward. Woods stated one of the preconditions set by the Zoo Society Board was satisfaction with the governance of the Board, and he doesn't know what the Zoo Society thinks about the new Board. Woods stated there are other things that have to be satisfied, so until the Corporation Board takes over the operation of the Zoo, nothing would happen. Woods stated the preconditions are in the Zoo Society Board minutes and in the Blue Ribbon Commission report; it is the same conditions set forth in the BRC report. The Zoo Society acted as a Board to approve those conditions.

DISCUSS AND CONSIDER CLOSED SESSION ITEMS: Weed stated the Board needs help from the attorney to determine if discussion can be held in closed session. Weed stated they would be discussing human resource compensation issues and specific individuals. Kuhn stated, as he understands it, they will be holding a closed session under the category of labor negotiation with management representative, and this is fine and is appropriate. Weed stated he did not think they would accomplish this in a closed session within 20 minutes. Assemi questioned, under their new notice of change of officers would they need 24 hours or 48 hours. Weed stated it would be 48 hours. Weed stated Riggs had said there was a conflict between the Brown Act 24 hours for a special meeting and the Corporate Code for a special meeting, and in the conflict the Corporate Code would win if it is

the longer period of time. Weed stated the Corporate Code is for 48 hours for a special meeting, not 24. Woods stated they had passed a Bylaw where they now have a notice requirement and Assemi was asking whether it was 72 hours. It was determined it was 72 hours. Several dates for the next meeting were discussed. Levy asked if she understood correctly, that they could not have their meeting Thursday. Kuhn stated Assemi had asked about the specific removal items and under the new Bylaws it requires 72 hours advance notice, statement of reasons and so on, and they are short on the time period. Templeton stated the next regularly scheduled meeting would be December 1st. Fernandes questioned that hadn't they stated that anything they did not get done at this meeting would be done on Thursday. Levy stated she thought it was already scheduled. Templeton stated that it was, but not with the two items Assemi was asking about. Weed stated to post that for the next regularly scheduled meeting, December 1, for those two items. Woods asked if they could get the closed session items to review prior to the meeting. Weed stated sure. Templeton asked, prior to adjourning, what needs to be done to have the financial records available to the public as soon as possible. He asked if they need to make a formal request. Weed stated they will be available at the next regularly scheduled meeting. Templeton asked whether they could be posted in the office before then. Weed stated he has not completed them yet and they can't be posted until they have been approved by the Board. Templeton asked if at the December 1 meeting there will be some statements to approve and look at and then they can be posted. Weed stated yes and they will be posted on the website. Fernandes questioned Weed if he had stated they had paid back the money for the meals. Weed stated yes, they had reimbursed that money. He stated, when they first understood that this was a problem for some people, it was reimbursed. Weed asked Fernandes to pass out items and noted the next meeting will be Thursday, but will be a closed session as is called for by the attorney and there will be nothing else on the agenda. Chaffee asked if there were any financial reports. Weed stated no, that there were not many transactions.

Meeting adjourned 9:42 p.m.

Following adjournment Levy stated, before they adjourn, that they may not all be together and she did not know when Fernandes was leaving, but she wanted to say on behalf of the Board, that they wish her the best of everything. Levy stated if they could rewrite the last couple of months, they would, and Fernandes would remain. She stated on a more serious note, she is so sorry that this relationship didn't continue, and she wants to thank Fernandes for everything she has done, coming out here, being here and doing what she did. Levy stated they all wish her the very best; everything we wish for ourselves, they wish for Fernandes.

Respectfully submitted,
Christy Harvey