

Fresno's Chaffee Zoo Corporation
December 1, 2005
MINUTES

Present

Shari Rainwater
Tom Templeton
Cheryl Assemi
Manuel Ferreira
Sharon Levy
Tom Riggs
Sheri Manning-Cartwright via telephone

Public Comment

Jerry Haynes
Jerry Duncan
Jack Tolladay
Daniel Abundis
Ross Laird
Barbara Moore

Meeting called to order at 5:30 p.m.

Agenda: Rainwater stated there would be a minor agenda change. Items listed as 13, 14, and 16 on the posted agenda would be addressed directly after item 10.

Acceptance of Resignations: The board acknowledged and accepted the resignations from David Cowin, Mike Woods and Jay Weed, all of which are immediately effective.

Election of Officers: Levy moved to elect Shari Rainwater as Chairman. Motion seconded by Templeton. All members were in favor. Motion carried. Rainwater made the motion to elect Sheri Manning-Cartwright as treasurer. The motion was seconded by Assemi. All members were in favor. Motion carried.

Zoo Society Views: Rainwater asked for any Zoo Society representative to share opinions on filling the vacant positions on the board. No Zoo Society representative was available.

Election of Vice Chair: The election for the Vice Chair was moved to the next meeting's agenda.

Rainwater stated that anyone can apply for one of the vacant positions on the board. Zoo employees are unable to hold a position on the board as it would be a conflict of interest. Applications will soon be available on the FCZC website and at the zoo office located at 894 W. Belmont. The deadline for the applications is January 15. The board will discuss the applications in open session.

Public Comment: Jerry Duncan passed out a statement drafted by the city attorney concerning the Roeding family and the zoo expansion into the park. The Roeding family has no revisionary right to the property. The right was forfeited in 1987.

Public Comment (continued): Jerry Haynes, Assistant Director for the Parks and Recreation Department of the City of Fresno, announced that a "blitz team" made up of paid workers from various departments and volunteers from the City of Fresno will be coming to the zoo before accreditation to clean and repair the grounds before the AZA inspection. Further discussion of this "blitz team" will be added to the next meeting's agenda.

Ross Laird of the "Winged Wonders Bird Show" asked the board for direction on how to continue his contract. This item will be added to the next meeting's agenda.

Zookeeper, Daniel Abundis, asked that the board and the City of Fresno come to an agreement that will allow long term zookeepers to continue on the city payroll and benefits system until they retire.

Docent Jack Tolladay brought to the attention of the board the importance of the zookeepers and how hard they have worked, despite the lack of leadership or money. Tolladay would like to see the efforts of the zookeepers be appreciated by a substantial increase in wages.

Docent Barbara Moore took a moment to thank Jean Chaffee for her work and dedication to the Chaffee Zoo.

Finance Agreement and Lease Agreement: Nicole Zieba from the City Manager's Office asked the board for approval of the Lease agreement and the Finance agreement between the FCZC and the City of Fresno. Zeiba pointed out that there were some revisions made to the new lease, such as adding the revision that the board will be required to follow the Brown Act. Also, the employee transition plan dates were removed to allow employees more time flexibility in making the decision whether to stay with the city or move to the new organization. The new lease agreement does not require the City of Fresno to offer subsidy to the zoo if it is not self sufficient after ten years when the measure z tax ends. Assemi makes a motion that the board write an opinion letter to be kept on file concerning their unease with the lack of subsidy. The motion is seconded by Levy. All members are in favor. Motion carried. Rainwater asks if employees can be leased from the city for more than one year. Zieba stated that alternatives can be discussed. Manuel Ferreira makes a motion to accept the Lease agreement. Motion is seconded by Templeton. All board members were in favor. Motion carried. Assemi moved to accept the Finance agreement. Second was made by Levy. All members were in favor. Motion carried.

Benefits and Compensation for Corporation Employees: Shelley Morrison, Assistant Zoo Manager, handed out the benefits suggestion packet and a power point presentation covering the benefits was made by Jerry Haynes. Assemi requested that a special meeting be scheduled to discuss the salary recommendations. The board agreed the the special meeting will be held Tuesday, December 6th at 5:30 at the zoo education building. The agenda will be posted on the website. Peter Baldwin, Linda Hogan, Lori Reynolds and Joanne Moore of Aon Insurance gave handouts to the board and did a presentation on health benefits for corporation employees as well as discuss property and liability insurance. Templeton suggested that volunteers and docents be covered under worker's compensation. The group will work with Shelley Morrison to get more accurate numbers for a future presentation. Further discussion will be added to the next meeting's agenda.

Zoo Authority Agreement: Templeton handed out a copy of the new agreement between the FCZC and the Fresno County Tax Authority Board. Assemi pointed out that the Tax Authority Agreement contains a hold harmless clause for the Authority against the Corporation. Assemi asked for a reciprocal clause for the Corporation against the Authority. She pointed out that the lease agreement with the City has a reciprocal hold harmless clause. Assemi also pointed out that the Authority is listed in the document as additional insured and wanted to know what that was referring to. Assemi also questioned the Authority's definition of "capital improvement project" and needed clarification on certain language in the section on "Audits and Inspection". Tom Riggs will meet with the Tax Authority Board and get clarification on the items in question. He will present his findings at the Tuesday meeting. Templeton made the motion to postpone the

acceptance of this new agreement to allow all board members an opportunity to read the agreement in its entirety.

Interim Chief Executive Office: Assemi requested that Shelley Morrison be appointed interim CEO. The suggestion was supported by the City of Fresno representatives. It was approved by the board. Morrison announced that the AZA inspection is tentatively scheduled for the week of January 23-27.

Recruitment of New CEO: Rainwater stated that eight applicant resumes for CEO have come in so far. Templeton suggests that recruitments close at the end of the month (December 31st). The entire board will review applications. The preliminary application reviews will be done in closed session, however, the final applications and decision will be made during open session. The date for the first application review was set for Tuesday, January 3rd at 3:30 p.m..

Approval of Revised Bylaws: The revised bylaws were distributed which reflected changes in sections **4.2, 4.9, 4.15, 5.5, 6.2, 6.3, and 8.5**. Assemi questioned item **4.10**, stating that written notice must be given to other board members notifying them of upcoming special meetings. It was suggested that each member would sign a waiver that would allow members to be notified by email as well. Levy motioned to accept the waiver, seconded by Templeton. All members were in favor. Motion passed.

Approval of Computer Hardware and Software: Morrison gave a handout on the software company, Blackbaud. Levy requested that other software company quotes, stressing the importance of “shop and compare”. Further discussion of the software will be added to the next meeting’s agenda. Morrison will contact other zoos and gather information about additional software available. Hardware will be provided by Dell. Ferreira motions to accept hardware recommendations. Seconded by Templeton. All members were in favor. Motion carried.

Reimbursement Policy for Board Members: It was agreed upon that a written policy will be created covering reimbursements to board members. The City of Fresno has a written policy in effect. The board will review the city’s policy and further discussion will be added to the next meeting’s agenda.

Treasurer’s Report: Templeton apologized to the public that the treasurer’s report was not yet available. A disbursement schedule showing draws from the line of credit was available. A treasure’s report may be available by the next scheduled meeting.

Minutes: Levy motioned to accept the minutes from the November 3, 2005 and November 14, 2005 meetings. Seconded by Templeton. All members were in favor. Motion carried. Templeton added that he would like to thank Christy Harvey for her hard work in completing the 20 page minutes from the November 14 meeting.

Per Page Charge Policy: The board will review the City of Fresno’s policy on charging per page for copying of public documents. Further discussion will be added to the next meeting’s agenda.

Brown Act Workshop: This item was postponed until a later meeting.

Templeton asked the board what needs to be done to incorporate Zoolynx into the new organization. Levy suggested having Zoological Society and the FCZC create a written agreement which allows docents to come under the FCZC. Templeton will research the matter and discuss at a later time.

Meeting adjourned at 9:36 p.m.

Respectfully submitted by Denise Buckley, Senior Secretary