

FRESNO'S CHAFFEE ZOO CORPORATION
Board Meeting Minutes
April 6, 2006

Present

Cheryl Assemi
Tom Templeton
Sharon Levy
Shari Rainwater
Colin Dougherty
George Nokes
Rogelio Arroyo
John Valentino
Sheri Manning-Cartwright via telephone from 5:38 to 7:06 (member adjourned early)

Absent

none

Public Comment

Shelley Morrison
Lesley Gates

Meeting called to order at 5:38 p.m.

Interim Director, Shelley Morrison, introduced new staff members for the zoo. Kate Benov is the new Account Manager. Ann Cisneros is the new bookkeeper. Bridget Rogers is the new Registrar.

New Board Members: Shari Rainwater asked the new board members to introduce themselves and give some background. George Nokes is a biologist. He graduated from San Diego State and worked for the Department of Fish and Game for over 24 years. John Valentino does landscape architecture and was on the Blue Ribbon Committee. Rogelio Arroyo is an Electrical Engineer with Caltrans. Colin Dougherty was in broadcasting for 35 years.

Discuss and Consider Minutes: The minutes from the March 8 meeting were accepted once they following changes were made; correct the spelling on the name George Knoles to Nokes, correct the spelling of Talaji to Talahi, and other minor changes. The motion was made by Levy to accept the corrected minutes. The motion was seconded by Templeton. All board members were in favor. None opposed. Motion passed.

Discuss and Consider Bank Services with County Bank: Brad Majors with County Bank discussed different options available to house excess funds in order to maximize earnings. There was some discussion as to whether the options available could be used to house "private money" and "public money" and how the money was considered once it passed from the Tax Authority to the FCZC. Attorney Tom Riggs will look further into the regulations.

Discuss and Consider 401K Retirement Plan: Randy Buresh with County Bank met with Tom Templeton and Rogelio Arroyo prior to the board meeting to go over various 401K options. Templeton passed out the resolution resulting from that meeting. Zoo

employees can defer up to 4% of their salary and the corporation will match the contribution dollar for dollar. Employees can defer up to 100% of their salary, however, the corporation will only match 4%. Rainwater asked if the employer can make a one time contribution. Buresh stated that the corporation can make a profit sharing contribution at the end of the year. Dougherty made a motion to accept the 401K plan as outlined in Templeton's handout. Assemi seconded the motion. All members were in favor. Motion carried. Templeton states that three trustees should be appointed to oversee the 401K program and makes a motion that the three appointees will be himself, Colin Dougherty, and George Nokes. Levy seconds the motion. All members were in favor. Motion carried. Templeton then made a motion to remove the current trustees, which were Zoo Society board members Nancy Kast, Jay Weed, and Susan Karby. Dougherty seconded the motion. All members were in favor. None opposed. Motion carried.

Discuss Policies, Bylaws and Election of Officers and Process of Election: Attorney Tom Riggs suggested that since the annual organizational meeting was not held in January, that filling the vacated seats in December could fill that requirement of an organizational meeting until January 2007. Assemi passed out a prepared statement concerning this agenda item. In her statement she pointed out that certain events during the previous year demonstrated the inadequacies of the current bylaws. She added that she believed that the process in which committees are formed be changed. She felt that the public would understand that the board waited until all nine board positions were filled before holding elections. She also pointed out that the position of Secretary had not been considered and the position of Vice-Chair remains vacant. She suggested holding elections for all positions at the next meeting. Assemi suggested that all board members look over the bylaws and reevaluate them for the next meeting. This agenda item will be added to the May 4th agenda as well as discussion and consideration to appoint Denise Buckley as assistant secretary to the board.

Discuss and Consider Committees, Committee Invitations, Advisory Board: This agenda item was tabled until next meeting. John Valentino stated that he would like to see the creation of an advisory board comprised of people outside the FCZC board but connected to the organization. These people would be available on an as needed basis but not required to attend board meetings. Levy suggested Valentino create a rough draft of his proposal and present it to the board at the next meeting.

Discuss and Consider Terms for New Board Members. A drawing was held to determine which positions would be taken over by which new board members. Colin Dougherty will replace Manuel Ferreira and will be serving a full three year term. George Nokes will be replacing Jay Weed for the remainder of Weed's term, which is 2 years. John Valentino will replace Mike Woods for the remainder of Woods' term, which is 1 year, and Rogelio Arroyo will replace Dave Cowin for the remainder of Cowin's term, which is 2 years.

Discuss and Consider Zoo Society Transition: The FCZC now has an agreement outlining the transition of the Zoo Society. Attorney Tom Riggs requested a complete list

of assets from Zoo Society. Riggs summarized the agreement for those board members who had not received a copy. Riggs also requested that the Attorney for Zoo Society add to the agreement that there are no outstanding judgments against the Zoo Society. Dougherty moves to authorize the Board Chairman, Shari Rainwater, to execute the agreement after the changes have been made. Templeton seconds the motion. All members were in favor. None opposed. The motion carried.

Discuss the Status of the ALTA Survey: The survey is in the recorders office and not yet available.

Public Comment: Shelley Morrison, Interim CEO, stated that she does not yet have an updated financial report due to short amount of office staff.

Leslie Gates, Interim Education Director, stated that the problem discussed at the last meeting concerning zoo camp parents having to pay an entrance fee to pick up their children has been resolved.

Discuss Progress of Accreditation: Rainwater stated that the zoo's accreditation was tabled for 1 year. Some of the issues that stopped accreditation from being granted for a full five years at this time were the instability of the FCZC board and not having a master plan in place.

Discuss and Consider Policy for Employee Insurance Reimbursements: Morrison stated that there is one employee that currently has insurance from a previous employer and wants to continue with it. The employee currently pays a specified amount each month to continue the current policy. This employee wishes to be reimbursed by the zoo for the expense of continuing this policy as it is less expensive to the zoo than the employee enrolling on the zoo's health insurance policy. Levy moves to reimburse the employee for her health insurance expense. Valentino seconded the motion. All members were in favor. None opposed. Motion carried.

Discuss and Consider City Obligation of Insurance Provisions on Old Buildings: No City of Fresno representative was available for this discussion. This topic will be discussed at a future meeting.

Discuss Treasurer's Report: No treasurer's report available at this time.

Update on Third Grade Field Trip Program: Lesley Gates met with the representatives from Nelson School to get feedback on what curriculum the school wanted to see for the third grade field trips. A program was set up but it will take much more time and manpower to meet the school's requests. Assemi suggests that the program be scaled down to a more practical solution.

Discuss and Consider Retaining a CPA: Levy suggests engaging Moore Grider as the CPA for the 990 report. Levy makes an official motion to do so. Templeton seconds the

motion. Rainwater will make contact with Moore Grider and have them contact Shelley Morrison.

Discuss and Consider Joint Meeting with FCZA and FCZC, and Tour the Zoo: The Tax Authority Board is requesting a joint meeting with the FCZC now that a full board is in place. They are also requesting a tour of the zoo. The board will wait until the new CEO comes before making a decision.

Discuss and Consider Upcoming Events: “Breakfast with the Animals” is scheduled for April 22, “Dia de los Ninos” is April 23, and “Safari Night” is June 24.

Discuss and Consider Website: Assemi read suggestions from Talahi Media Arts on changes to the FCZC website. Rainwater suggests the marketing person, once hired, makes the decisions on the website contents. The board agreed.

Regular meeting adjourned at 8:31 p.m.

Special Session

Present

Cheryl Assemi
Tom Templeton
Sharon Levy
Shari Rainwater
Colin Dougherty
George Nokes
Rogelio Arroyo
John Valentino

Absent

Sheri Manning-Cartwright

Public Comment

Levy stated that she wanted the discussion on the employment contract of the new CEO to be an open discussion, instead of closed as previously planned. The board agreed.

Regular meeting adjourned at 8:31 p.m. The board entered into open meeting discussion of the CEO employment agreement. Discussion began at 8:31 p.m..

Discuss and Consider Employment Agreement of CEO: The board discussed and made minor changes and alterations to the employment agreement. The CEO is an at-will employee with an annual salary of \$150,000.00. An annual raise may be given but is not promised. The CEO receives the same compensation package as the other employees, with the exception that he will receive 20 vacation days per year. If vacation time is used and the new CEO leaves before completing the year, the negative leave balance will be deducted from the final pay check. The board will reimburse the new CEO for moving expenses as long as they are “reasonable and customary”. Levy requests that the effective date of the agreement be May 1st. The board will do more research and

discussion before deciding on the 401K benefit. Attorney Tom Riggs will add to the agreement that the CEO will not incur extra expenses without the board's approval. Nokes requested that it be added to the agreement that annual performance reviews will be done. Other minor changes were made to the agreement. Templeton moves to accept the revised contract. Valentino seconds the motion. All members were in favor. None opposed.

Meeting adjourned 9:35 p.m.

Respectfully Submitted by Denise Buckley, Senior Secretary