



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

Thursday, January 13, 2022 at 5:30 PM

Zoom: <https://us06web.zoom.us/j/84101516749?pwd=VWwrNVZueUdUeExvTWFEFTcvdkRuUT09>

Meeting ID 841 0151 6749 Passcode 462023

**Directors Present**

Mr. Oliver Baines  
Ms. Laura Clark  
Dr. Ed Gonzalez, Vice Chair  
Ms. Wilma Tom Hashimoto, joined at 5:48 PM  
Mr. Babatunde Ilori  
Mr. Kyle Kirkland, Chair  
Mr. Rion Morgenstern, Treasurer  
Mr. Ross Parnagian  
Ms. Emilia Reyes  
Mr. Ethan Smith  
Ms. Julie Vance, Secretary

**Advisors Present**

Mr. Jon Forrest Dohlin, Chief Executive Officer  
Mr. Doug Larsen, Fishman, Larsen & Callister  
Ms. Patty McLane, Docent President

**Zoo Staff Present**

Ms. Nora Crow, Chief Financial Officer  
Mr. Steven Gonzales-Warkentin, Chief of Staff  
Ms. Laura Martina, Chief People Officer  
Dr. Shannon Nodolf, Chief Veterinarian  
Mr. Terry Skoda, Chief Development Officer  
Mr. Dean Watanabe, Chief Mission Officer

**Item 01: Call Meeting to Order and Roll Call**

Mr. Kirkland called the meeting to order at 5:36 PM. Mr. Gonzales-Warkentin took roll and established that a quorum was present. The Board then proceeded with business.

**Item 02: Public Comment**

Mr. Kirkland asked if any members of the public wished to offer comment on items outside the evening's agenda. Hearing no public comment offered, he proceeded with the agenda.



#### **Item 06: Chair Report**

Mr. Kirkland asked to advance Item 06 ahead of Item 03 and welcomed new Board members, Ms. Clark and Mr. Smith. He then proposed that the Board consider adding an Ad Hoc Compensation Committee to review Mr. Dohlin's performance to date when considering Committee membership later in the agenda. Finally, Mr. Kirkland stated that Ms. Vance, Mr. Morgenstern and he met with the AZA Accreditation Inspection team earlier in the week. He reported that the feedback from the team was very positive and that the inspectors felt the Zoo's animal welfare management and staff engagement stood out in the industry.

#### **Item 03: Approve 2022 Board Officers**

Mr. Kirkland then stated the Board that it needed to elect officers for the coming term and asked for nominations. Mr. Baines made a motion to re-elect the existing officers for the upcoming year with Mr. Kirkland as Chair, Dr. Gonzalez as Vice Chair, Mr. Morgenstern as Treasurer and Ms. Vance as Secretary; Mr. Parnagian seconded. The motion passed unanimously.

#### **Item 04: Approve 2022 Committees**

Mr. Kirkland then stated that the Board needed to assign committees and membership for the coming year. He recapped that the standing committees of the Board included Audit, Finance and Nominating, and the special or ad hoc committees included Bylaws, Development and the newly proposed Compensation committee. Mr. Larsen explained that with the increased size of the Board (now eleven members), Committees could now have up to five Directors each. After discussion, Board agreed on committee membership as follows:

##### Audit Committee

Dr. Gonzalez, Chair  
Ms. Hashimoto  
Mr. Morgenstern  
Ms. Lisa Graham, public member

##### Finance

Mr. Morgenstern, Chair  
Mr. Kirkland  
Mr. Parnagian  
Ms. Reyes  
Mr. Rob Bell, public member

##### Nominating

Dr. Gonzalez, Chair  
Mr. Baines  
Ms. Clark  
Mr. Morgenstern  
Mr. Parnagian



#### Bylaws

Ms. Vance, Chair  
Mr. Oliver Baines  
Ms. Hashimoto  
Mr. Smith

#### Compensation

Mr. Baines  
Mr. Kirkland  
Mr. Morgenstern  
Mr. Parnagian  
Ms. Reyes

Dr. Gonzalez made a motion to approve the committees and membership as proposed and Mr. Morgenstern seconded. The motion passed unanimously.

#### **Item 05: Approve Minutes**

Mr. Kirkland called the Directors' attention to the draft minutes from the November 10, 2021 meeting of the Board and asked if the members had additions or revisions. With none presented, Mr. Parnagian made a motion to approve the minutes as presented and Ms. Hashimoto seconded. The motion passed unanimously.

#### **Item 07: CEO Report**

Mr. Dohlin then provided an update on ongoing construction projects and upcoming events. He reminded everyone that the Zoo would be hosting National Geographic Photographer, Joel Sartore on January 18<sup>th</sup> and that the Zoo would also be hosting a private event honoring local black artists on February 10<sup>th</sup> in celebration of Black History Month. He concluded by stating that the AZA Accreditation Inspection had recently been completed and the preliminary feedback was very positive. The official results will be presented to the Zoo in April at the AZA Mid-Year conference.

#### **Item 08: Approve Zoo to Take Proposed Measure Z Ordinance and Ballot Language to Zoo Authority**

Mr. Dohlin provided an update on efforts to prepare for the Measure Z renewal campaign and stated that the Zoo would like to pursue an early renewal of Measure Z in 2022. The early renewal would allow for a second effort in 2024 should Measure Z not be renewed in 2022. He presented the draft ordinance and ballot question language, highlighted suggested changes including elimination of the sunset date and an increased allocation of funds toward operating expenses. He then asked for approval to proceed with presenting the language to the Zoo Authority and Board of Supervisors for early renewal in 2022.

Mr. Morgenstern and Mr. Larsen offered minor revisions to the language as presented. Mr. Baines offered that he and other Board Members could assist with the process, as needed.



After discussion, Mr. Morgenstern made a motion to approve the Zoo to present the Measure Z draft ordinance and ballot language to the Zoo Tax Authority for review and approval; Mr. Parnagian seconded. The motion passed unanimously.

**Item 09: Approve 2022 FCZC Auditors**

Dr. Gonzalez stated that pursuant to the Zoo's audit policy, the Zoo corporation cannot engage the same accounting firm for more than five consecutive years, and noted that, based on that limitation, Moss Adams could not be engaged for the coming year. He stated that the Audit Committee sent an RFP to several local accounting firms and, after review of the proposals submitted, recommended Price Paige & Company for the corporate work and Moore Grider & Company for the 401(k) audit. Ms. Crow noted that while at least one of the responding firms offered to do the work at lower cost, the Audit Committee felt that the firms selected were most likely to complete the work to required standards.

After discussion, Mr. Morgenstern made a motion to approve the Audit Committee's recommendation; Ms. Reyes seconded. The motion passed without opposition.

**Item 10: Approve Release of Retention for Terry O'Connor Consulting, LLC**

Ms. Crow stated the Zoo was seeking approval to submit a request to the Zoo Authority for release of \$1,900.00 retention for Terry O'Connor Consulting for the interpretive work completed on Kingdoms of Asia. Mr. Morgenstern made a motion to approve the request and Mr. Baines seconded. The motion passed unanimously.

**Item 11: Approve Finance Committee Items**

Mr. Morgenstern then recapped the discussion from the January 6<sup>th</sup> Finance Committee meeting for the Board, including review of capital projects change orders from Kingdoms of Asia totaling \$183,131.00 and Zooplex totaling \$76,919.77 and the year-to-date financial report. He added that Zoo was also requesting \$18,500.00 for constructional engineering design for Sea Lion Cove's Bio Towers. He concluded by stating that the Finance Committee recommended payment of the change orders and bio tower design, and approval of the financial report. Ms. Vance made a motion to approve the Finance Committee's recommendations and Mr. Baines seconded. The motion passed unanimously.

**Item 12: Approve Energy Efficiency Project**

Mr. Dohlin then initiated a discussion to consider a new energy efficiency project. He presented analysis compiled by Alliance Building Solutions suggesting significant energy savings opportunities for the Zoo in two phases—Phase 1, general lighting and mechanical efficiency improvements and Phase 2, installation of solar power onsite. He noted that the project would reduce utility and operational maintenance costs, address facility and deferred maintenance needs and allow the Zoo to advance its climate action goals through investments in clean energy and sustainability.

Mr. Dohlin outlined the cost of Phase 1 of approximately \$1,469,267 for lighting, HVAC, controls and transformer upgrades, stating that the investment should yield approximately \$3 million in savings, and a second option including \$750,000 of battery storage in anticipation of future solar installation. The



total cost for the 2<sup>nd</sup> option of Phase 1 was \$2,219,267. He stated at this time only Phase 1 will be presented to the Zoo Tax Authority.

Mr. Morgenstern stated that the Finance Committee recommended approving the request for funding from the Zoo Tax Authority for the project. After discussion, Mr. Baines made the motion to approve the Finance Committee's recommendation and Ms. Hashimoto seconded. The motion passed unanimously.

**Item 13: Old Business**

Mr. Kirkland then asked if anyone had any old business to discuss. Ms. Reyes asked what steps the Zoo was taking to keep employees and guests safe from new COVID variants. Mr. Dohlin stated that the Zoo requests all staff to be masked and maintain social distancing, even outdoors, where possible. He added that staff members are not allowed to share vehicles, and all are strongly encouraged to get vaccinated.

Mr. Kirkland asked about the progress on the Sea Lion Cove upgrades and if they would be completed before onset of warmer weather. Mr. Dohlin stated that the project was on track and staff was confident that it would be completed before the summer.

**Item 14: New Business**

Mr. Kirkland then asked if anyone had any new business to present. Mr. Gonzales-Warkentin presented the 2022 Board and Committee Calendar and asked for approval. Mr. Baines made a motion to approve the calendar as presented and Ms. Reyes seconded. The motion passed unanimously.

Without further business to discuss, Mr. Kirkland adjourned the meeting at 7:42 PM.