

Fresno's Chaffee Zoo Corporation
Board of Directors Meeting
Minutes

Thursday, March 11, 2021 5:30 PM
Zoom.com Meeting ID: 983 5271 9503 Passcode 927323

Directors Present

- Mr. Oliver Baines
- Dr. Ed Gonzalez, Vice Chair
- Mr. Babatunde Ilori
- Mr. Kyle Kirkland, Chair
- Mr. Rion Morgenstern, Treasurer
- Mr. Ross Parnagian
- Ms. Julie Vance, Secretary
- Ms. Wilma Tom Hashimoto, joined at 5:57 PM

Board Advisors Present

- Mr. Jon Forrest Dohlin, CEO
- Mr. Doug Larsen, Fishman, Larsen & Callister, Legal Counsel to FCZC
- Ms. Patty McLane, Docent President

Guest Speakers Present

- Mr. Mark Kelleher, Phoenix Philanthropy Group
- Mr. Peter Smits, Phoenix Philanthropy Group

Zoo Staff Present

- Ms. Nora Crow, Interim CFO
- Mr. Steven Gonzales-Warkentin, Executive Office
- Ms. Laura Martina, Chief People Officer
- Mr. Amos Morris, Deputy Director
- Ms. Lyn Myers, General Curator
- Mr. Jesse Santiago, Project Manager
- Mr. Dean Watanabe, Chief Conservation Education Officer

Mr. Kirkland called the meeting to order at 5:32 PM and asked Mr. Gonzales-Warkentin to call the roll.

Item 01: Roll Call

Mr. Gonzales-Warkentin established that a quorum was present, and the Board proceeded with business.

Item 02: Public Comment

Mr. Kirkland asked if any members of the public present wished to comment. Hearing none, he proceeded with the meeting agenda.

Item 03: Consider for approval 2/11/2021 Board Meeting minutes

Mr. Kirkland called the Directors attention to the draft minutes from the February 11, 2021 Board meeting and asked if any Director had any additions or revisions. With none presented, Mr. Morgenstern made a motion to accept the minutes as drafted and Dr. Gonzalez seconded. The motion passed unanimously.

Item 04: Receive Chair report

Next, Mr. Kirkland reported that he had discussed the existing Board vacancy with Mr. Larsen, who confirmed that the Board may continue to conduct business with eight members while the search to replace Ms. Cates was underway.

Item 05: Receive CEO report

Mr. Dohlin stated that the Zoo team was finalizing a Request for Proposals for a firm to facilitate the creation of a new Strategic and Master Plan. He added that the executive search for a CFO had produced several candidates who would be interviewed in the coming weeks. He then said that the Executive Team was considering an early renewal of Measure Z in 2022 and added that the Zoo team was exploring an upgrade to the Greater One Horn Rhino exhibit, adjacent to Kingdoms of Asia. Finally, Mr. Dohlin reported that the Zoo returned \$435,000 in funds left over from completed projects to the Zoo Authority.

Item 06: Consider for approval Year-to-Date Financial report

Mr. Kirkland stated that the Finance Committee had discussed the Year-to-Date report in detail and recommended it for approval from the Board. He asked Ms. Crow to present the report to the group.

Ms. Crow started by reminding the Board that the Zoo was closed from December 7, 2020 to January 28, 2021. She stated that as of the end of January 2021, self-generated revenue was down 69%, and total expenses were under budget by 27%. She informed the Board that the first Payroll Protection Plan loan had been forgiven in February, including interest. Ms. Crow then stated that the Zoo had recently received approval for a second PPP loan of \$1,853,770.

Ms. Crow stated that the Zoo will be submitting a proposed Measure Z Operating Budget amendment for approval at the March 31st Zoo Authority meeting. Ms. Crow added that recent attendance has been strong and was above budget. She said that given the Zoo's cash position, she would like to repay the margin loan. This would not result in any change to current expenditure or to the operating budget.

After discussion, Mr. Morgenstern made a motion to accept the Year-to-Date Financial Report and Ms. Hashimoto seconded. The motion passed unanimously.

Item 07: Consider for approval release of retention for Studio Hanson Roberts – African River project

Mr. Dohlin explained that Studio Hanson Roberts was seeking release of the retention amount in their contract for the African River project. He confirmed that this work has been completed and reminded the Board that the African River project was on hold while the Zoo team evaluates their plan to move forward under new direction.

Mr. Parnagian made a motion to approve the payment of Studio Hanson Roberts retention and Ms. Vance seconded. The motion passed unanimously.

Item 08: Consider for approval construction project contingency items

Next, Mr. Dohlin presented a simplified version of the construction contingency logs and requested approval of contingency items for the Ambassador Building project totaling \$6,337.84 and Kingdoms of Asia totaling \$181,005.00. Mr. Dohlin explained that the majority of funds requested for Kingdoms of Asia resulted from plan check revisions required by the City of Fresno.

Ms. Vance expressed concern that almost 10% of the Kingdoms of Asia contingency has been spent to date. Mr. Santiago agreed that having large change order requests is not ideal but stated that in most projects the larger items are found toward the beginning of the project. Mr. Parnagian confirmed that in his experience most changes occur during the in-ground phase of a project.

Mr. Kirkland noted that the project contingency items had been discussed in the Finance Committee meeting with recommendations to approve and asked for a motion to approve. Dr. Gonzalez made a motion to approve the change order requests for both the Ambassador Building project and the Kingdoms of Asia project, and Mr. Parnagian seconded. The motion passed unanimously.

Item 09: Consider for approval Board Resolution on Change Orders

Mr. Kirkland reminded the Directors that at the last Board meeting, Mr. Baines requested that Mr. Larsen draft a Board resolution increasing approval limits on contingency items. Mr. Larsen presented a draft resolution that would give power to the Zoo Project Manager to approve up to \$5,000 in contingency funds for change orders that would negatively impact the workflow or result in additional costs to the Zoo and give the CEO authority for up to \$50,000 for items that follow the same description. The executive team must seek Board approval if remaining contingency funds are less than 50% of the budgeted funds, the requested amount exceeds \$50,000 or the use of the contingency funds causes the cost of the project to exceed the project budget.

Mr. Baines agreed that this resolution will provide the Zoo team with the flexibility to move forward with projects with fewer delays. He then made a motion to approve the resolution and Mr. Morgenstern seconded. The motion passed unanimously.

Item 10: Consider for approval adding Oliver Baines to the Nominating Committee

Mr. Kirkland then informed the Board that there was a vacancy on the Nominating Committee and made a motion to approve Oliver Baines joining the Nominating Committee; Mr. Parnagian seconded. The motion passed unanimously.

Item 11: Receive and consider Nominating Committee update

Dr. Gonzalez stated that the search to fill the seat vacated by Ms. Cates was moving forward with four candidate interviews. He reminded the Board that it had previously approved an increase of two additional Board members to help with the capital campaign and stated that the Nominating Committee expected to have these seats filled by end of April. He asked Mr. Smits to provide guidance on prospective candidates for the proposed seats.

Item 12: Consider for approval Development Policies

Mr. Smits then presented development policies that had been reviewed by the Development Committee—the Naming, Campaign Counting, Pledge Agreement and Endowed Position policies, respectively. Dr. Gonzalez stated that he would like time to review the policies prior to approval. Mr. Kirkland agreed and stated that the policies should also be reviewed by Mr. Larsen prior to a vote.

No action was taken on this item.

Item 13: Receive report from Peter Smits on Candidate Profiles

This item was discussed as part of Item 11.

Item 14: Receive Zoo Collection Plan

Ms. Myers, the Zoo’s General Curator, provided an overview of how the Zoo acquires and dispositions animals for the collection.

Item 15: Consider for approval any Old Business

Mr. Kirkland asked Dr. Gonzalez to update the Board on the progress of the Golden Charter Academy. Dr. Gonzalez stated that faculty interviews will take place at the Zoo next week. Mr. Watanabe informed the Board that the AZA publication, “Connect,” will feature the Golden Charter Academy next month.

Mr. Morris said that on March 27th the Zoo had a large tree fall near the lion exhibit on Tembo Trail. He stated that no injuries or damage to exhibits occurred, but the Zoo had asked an arborist to survey the campus forest for any potential safety hazards.

Item 16: Consider for approval any New Business

No new business was presented.

Item 17: Approve next Board Meeting date

Mr. Morgenstern made a motion to keep the April 8th meeting and Mr. Parnagian seconded. The motion passed unanimously.

With no further business to discuss, Mr. Kirkland adjourned the meeting at 7:45 PM.