

**Fresno's Chaffee Zoo Corporation**  
**February 22, 2005**  
**PRE-ORGANIZATION MINUTES**

**Present**

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

**Absent**

**Guests**

Jean Chaffee  
Jim Davis  
Christy Harvey  
Susan Karby  
Joe Levy  
Shelley Morrison

Meeting began at 5:40 p.m.

Woods stated that Christy Harvey was available to take minutes of the meeting if needed and she was asked to do so. As the new board does not have any financial means currently, the light dinner was hosted by the Fresno Zoo Society (FZS).

Introductions: Each new board member introduced themselves and provided some background information. Sheri Manning-Cartwright lives near the zoo. She is in the process of finishing her PhD in political Science at Berkeley. Tom Templeton has been a docent for the zoo since 1996 and is the current President of Zoology. He co-chaired the AZAD Regional conference in 1999. He spent 35 years with IBM in marketing and product development. Manuel Ferreira is from Orange Cove and spent 38 years in the pet supply business in manufacturing, wholesale and retail, spent time in China, served or currently serves on the Kings Canyon School Board, Target 8, Sierra Kings Hospital Foundation Board, and the Mosquito Abatement Board. Cheryl Assemi is a current FZS board member, served on the Blue Ribbon Commission (BRC), and has a craft book business. Jay Weed is a CPA, current FZS board member, and worked on the AtoZ Measure, Measure E, and Measure Z committees. David Cowin is in development, current FZS board member, was raised in the Orange Cove area, has four school age children and a passion for the Zoo. Woods noted Cowin has also attended an intense national training session through AZA. Sheri Rainwater grew up in Fresno, was a biology major, changed to micro-biology, has a horse ranch, and served on the BRC. Sharon Levy served for 26 years on the County Board of Supervisors. Woods is an attorney, has served on the FZS board for 5 years, served as co-chair, along with his wife, on the unsuccessful Measure E campaign, and also worked on Measure Z.

Shelley Morrison, who works for the City of Fresno (City) as Zoo Administrator since the retirement of Ralph Waterhouse, stated she currently oversees the operation of the Zoo. City officials have asked her to be the City conduit during the transition. She has been working at the Zoo for 14 years.

Assemi stated she had copies of the Blue Ribbon Reports for each board member.

Woods stated a sense of urgency was felt regarding the need to draw up Articles of Incorporation and Bylaws for the new organization due to the AZA accreditation timeline. The City and FZS agreed the new organization needs to get up and running as soon as possible. Woods firm provided a draft of the Articles and Bylaws, which Woods attempted to submit to each new board member prior to the meeting. As a board, additions and changes will be made to this draft.

Manning-Cartwright presented a tentative agenda based on discussions she had with Templeton. This agenda can be added to or discussed, as needed.

**Organization Name:** Weed suggested Fresno's Chaffee Zoo. Woods stated the name of the Zoo itself, Chaffee Zoological Gardens of Fresno, and the name of the new non-profit are separate names.

Templeton questioned if having Fresno in the name would alienate those living outside of Fresno. There was discussion regarding the benefits and drawbacks of having Fresno in the name. Morrison stated the Ad Federation had previously recommended adding Fresno to the Zoo's name for marketing purposes. Woods suggested adding "Inc." to the name. Templeton suggested Central Valley Zoo Corp, but the members felt this was too non-specific, or Chaffee Zoo of Fresno Corporation, which members felt implied there were additional Chaffee Zoos. It was moved and seconded (Weed/Rainwater) to name the new non-profit Fresno's Chaffee Zoo Corporation. Motion carried.

**Articles of Incorporation:** All board members, except Rainwater and Assemi, had the chance to review the Articles draft prior to the meeting. Woods stated the Articles drafted follow the standard "boiler plate" format for non-profits. Weed suggested the wording be less strict regarding the portion of political activities allowed. This would facilitate campaigning for a Measure Z again in ten years when the current funding expires. Woods will advise his firm and see what changes can be made while still keeping the non-profit status. Woods understood that this was the first look by Rainwater and Assemi and asked that they email any questions, changes or suggestions to him.

**Bylaws:** Weed suggested the same name for the Zoo or Corp. be used throughout the Bylaws. Currently, the Bylaws refer to the non-profit in several different ways.

The following concerns/suggestions were presented:

**Section 4.5:** Weed expressed concerns regarding the three year term limit. Following discussion it was determined a maximum nine-year term would allow others to serve and would keep the board fluid and energized.

**Section 4.1.1:** Would like to add e-mail to methodology for distributing information.

**Section 4.4 and 4.1.6:** Manning-Cartwright questioned how the nomination and removal structure related to the BRC recommendations. Woods stated the BRC recommendations were predicated upon a contribution by the three entities, City, FZS, and County. The County made no financial contribution and received their three appointments gratis.

**Section 4.1.a:** Templeton questioned the statement "require from them security for faithful service". He would also like to delegate the ability to hire/fire to the CEO. Woods will have firm clean up wording.

**Section 4.2:** Templeton requested Section read "board position will always be filled by current President of Zoolynx". Woods stated Section 4.5 has this phrase, but will incorporate the words "one year term allocated to Zoolynx shall always be filled by the Zoolynx President" into 4.2

**Section 3.1:** Cowin suggested organization consider being membership based as this has better community outreach. Weed stated being membership based requires board members be voted in by the membership. If there is dissension by even one member this can create a difficult situation. Outreach will be done in the search for board members, but it will not be dependent upon a voting membership.

**Section 4.15:** Templeton asked if board members can send delegates or give their proxy to other board members if they are unable to attend a meeting. Woods stated a board member can be excused from attending a meeting by the Chair of the Board, but there is currently no provision for proxy, though this can be included. The pros and cons of proxies was discussed. Levy stated she does not support proxies, except under extenuating circumstances, as the member did not benefit from the give and take of the discussion. Woods suggested a majority vote of the board can allow a proxy, if needed. He suggested the document be open to modification, but to leave it as it is currently regarding proxies. Weed questioned the rigid quorum of five in the document. Woods stated if there was less for a quorum, a membership of three could enact Sections and this would not be acceptable.

**Section 5.2a:** Manning-Cartwright suggested the term for Chair and Vice-Chair be changed from a two-year term to a one-year term and the word "other" be eliminated, and the Section state "shall hold office for one year".

**Section 5.3:** Templeton questions the wording "other board officers". Woods stated this is "boiler plate" wording. Weed stated it refers to other persons assisting the board. Templeton questioned if the intent is this be an unpaid position. Woods stated the position could be paid or unpaid. There is no limitation. Woods asked if the language use of Chair and Vice-Chair was acceptable and there was no dissension.

**Section 5.10:** Templeton questioned whether the Treasurer should be a CPA. Woods and Weed both stated the position can be adequately filled by a person who is not a CPA. Cowin questioned whether the Treasurer should be Chair of the Finance & Planning Committee. Wood stated this is a big responsibility. Cowin suggested removing the wording "shall be the Chairperson of the Finance and Planning Committee and" from 5.10.

**Section 6.3:** Manning-Cartwright suggested at least three board members be involved in committee membership selection if adding people not on the board to a committee. Following discussion it was determined the Chair should not be required to select all committee members, but should select committee Chairs, subject to the approval of the board. Committee Chairs may then select those who serve on their committees.

**Section 6.5.a:** Weed suggested at least three board members serve on the Finance and Planning Committee (FPC), of which one should be the Treasurer. Cowin suggested splitting the committee into two separate committees. It was suggested all board members be a part of this important committee. Woods stated it is too much to expect the whole board to give all the time required by this committee. He suggested one board member serve on committee and report back to the board. Cowin stated the FPC needs more than three people as it is too much work for just three people. It was recommended a representative from the Zoo Tax Authority should be on the FPC. Woods stated the Bylaws can always be changed and it doesn't have to be limited to three persons, just a minimum of three.

Woods stated as approved by the County Supervisors and over his objections, the Zoo Tax Authority has unlimited authority to override the FCZ board decisions without the right of appeal. Levy noted everyone is excited about serving on the board and everyone should be equally involved in planning and finance if this is their interest. Woods stated the current language does not prevent all members from serving on the FPC.

**Section 7:** Templeton suggested the CEO responsibilities include achieving and maintaining accredited status awarded by the AZA, to meet or exceed USDA minimum standards, and to maintain a viable animal collection appropriate to the Zoo's facilities and climate.

**Section 8.1:** Templeton suggested adding "in accordance with safety guidelines of the Zoo"

**Section 10.6:** Templeton requested clarification of this section. Woods stated it is standard non-profit language and the vote will not be invalidated due to conflict of interest.

Woods stated he will make note of all concerns/changes and have them incorporated into a second draft. Weed thanked Woods and his firm for all their efforts in creating the new Articles of Incorporation and Bylaws.

**Directors and Officers Insurance:** Weed asked if the FZS could be approached to help finance insurance for the new board. Karby will research pricing currently paid by the FZS for their insurance. Cowin noted the City of Fresno had indicated they would help with transition costs and could be approached to fund this insurance.

#### **Elect Officers:**

The following nominations were put forth for Chairperson: Jay Weed (Assemi/Levy), Sharon Levy (Templeton/Rainwater) but she withdrew her name, Mike Woods (Cowin/Ferreira). It was moved and seconded (Ferreira/Rainwater) to close nominations. Motion carried. Jay Weed was elected Chairperson by secret ballot.

The following nominations were made for Vice-Chairperson: Dave Cowin (Weed/Woods), Shari Rainwater (Assemi/Ferreira). Shari Rainwater was elected Vice-Chairperson by secret ballot.

Cheryl Assemi (Rainwater/Levy) was the only nominee for Secretary and was elected.

The following nominations were made for Treasurer: David Cowin (Rainwater/Assemi), Tom Templeton (Manning-Cartwright/Levy). David Cowin was elected as Treasurer by secret ballot.

Chairperson Weed conducted the remainder of the meeting.

**Establish Committees:** Manning-Cartwright offered to serve as Chair of the Community Affairs committee. All board members may serve on the Finance and Budget Committee.

**Chief Executive Officer:** Cowin felt animal experience would be helpful for the new CEO, but that most important would be their business skills and experience. Rainwater noted the Zoo industry is a very tight club. An outsider may have a difficult time coming up-to-speed and building relationships within the Zoo industry. The Zoo needs a CEO who can jump right in. The CEO need not be a zoologist, but someone from within the Zoo industry would be highly recommended. Assemi noted she spoke with Mr. Biddle of the Schultz and Williams report and he recommended the search not be limited. A person with a strong business background is needed as CEO, and they must hire a strong curator to oversee the animal side of

operations. Manning-Cartwright expressed concern that the Zoo needs a CEO with some animal background to bring in money through outside foundations and conservation programs, and who makes good choices for the animals. Cowin doesn't want to limit the pool of applicants by insisting they have animal experience. Manning-Cartwright strongly prefers a person with animal experience. Morrison noted the Zoo has had a very hard time recruiting staff for monetary reasons and that they just don't want to come to Fresno. The top applicants interviewed and offered the job do not always accept. Levy suggested keeping our options open and not getting bogged down in what has happened in the past. Woods agreed and suggested adding "actively involved in fundraising" to the list of the CEO's duties. Templeton noted the person must be able to operate a specialized business, assist in AZA accreditation and the transition. Weed suggested stating that animal/zoo experience is preferred, but put at the bottom of the list. Cowin suggested the wording "Zoo specific experience preferred but not required". Classified ads for Executive Directors at the National Zoo and San Francisco Zoo are both only a one paragraph job description. Manning-Cartwright suggested the job description be posted on the AZA website. Woods suggested communicating to the City that they are planning to post ad. The Chaffee Zoo address will be used as the address and Morrison will set up a box in the Zoo office to collect mail for the new non-profit. Manning-Cartwright will draw up a draft of the job description.

The next meeting was set for Wednesday, March 9<sup>th</sup>, at 5:30 p.m. Woods stated he would be unable to attend the next meeting.

Levy retired from the meeting.

Salary range for the CEO was discussed from \$125,000 to \$135,000, but will not be listed in the ad. Morrison will provide a copy of the AZA salary survey to Cowin who will e-mail to all board members. Morrison noted the AZA requires a director be in place for six months before an application to renew accreditation can be submitted. The Zoo will probably not receive another year extension, but if a director is in place, the AZA may allow a three month extension under certain circumstances. It is hoped the job description can be posted on the AZA website by February 23<sup>rd</sup>.

Woods noted that funds will not be available to the new non-profit until after July 1<sup>st</sup>. There are no funds available to the organization to pay a CEO until that time. Rainwater stated the City could be approached for a loan. Weed stated the FZS is another source of funds. Woods has a scheduled meeting, as President of the FZS, with the City and County. He will find out what topics are to be discussed as it may be more pertinent to the new organization and Weed may be the better representative. Woods noted there is so much to be done before the new organization assumes the running of the Zoo, including negotiating an agreement with the City and staff unions. Morrison noted the City has agreed to keep the Zoo employees as City employees for six to twelve months during the transition.

Terms have been set for the board members appointed by the County and FZS as follows:

Three year term: Jay Weed and David Cowin

Two year term: Cheryl Assemi and Mike Woods

One year term: Manuel Ferreira and Tom Templeton

The City has not yet determined the terms for their appointees.

Templeton will start a list of items to be addressed at the next meeting, which he will circulate via e-mail. Members can add to the list as needed. Templeton expressed his appreciation to Woods for all his work.

Meeting adjourned 7:57 p.m.

Respectfully submitted

Christy Harvey, FZS Office Manager