

Fresno's Chaffee Zoo Corporation
November 3, 2005
MINUTES

Present

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

Absent

David Cowin

Guests

Bruce Campbell	Trish Campbell
Jean Chaffee	Channel 30 Media
Lisa Condoian	Donna Fernandes
Larry Green	Christy Harvey
Jay Medrano	Harold Mountan
Lyn Myers	Sandy Pitts
CA Sharp	Helen Templeton
Dale Thompson	Mary Ellen Wright

Other guests were also present.

Meeting called to order by Chairman Weed at 5:42 p.m.

AGENDA: Weed stated the order of the agenda will be altered as follows: 1. Call to order , 2. Approval of Agenda, 3. Recurring Reports, 4. Approval of Minutes, 5. Public Comments, 6. Review of E-Mail Votes, 7. Announcements, 8. Web Site Administrator, 9. Support Obligations for Children with Special Needs, 10. Board Instructions, 11. Chair Comments. It was moved and seconded (Levy/Templeton) to approve the agenda changes as presented. Motion carried. Weed noted there is not yet a Finance and Planning Committee Chair. He plans to select and present a Chair for the vote at the next regular board meeting.

ZOO REPORT: Fernandes has prepared the budget for 2006 and the combined budget will be \$5.25 million. She thanked all who helped and expressed appreciation for historical information provided. She is working on a monthly cash flow. The combined budget has been presented to the Zoo Authority, along with the start-up budget, which includes computers and software for ticketing, gift shop point-of-sale, membership and other areas of Zoo operations. The decision is still pending on whether computers will be considered a capital improvement.

Fernandes contacted four computer vendors for bids, though one has pulled out as Fernandes does not plan to continue using this vendor's ticketing software. The three remaining vendors have toured the various departments of the Zoo, Society and Education, and evaluated their computer needs. Fernandes' proposal includes computers in the reptile house, keeper lounge, maintenance shop, compound, and orangutan/tiger area, and upgrading the hospital, gift shop, and ticketing needs. Fernandes knows Blackbaud provides incredible software that is used by many Zoos, and this vendor will be coming to the Zoo on November 16.

Three vendors, AON, Guardian, and Jack Wender who is currently the FZS representative, have been contacted by Fernandes regarding employee benefits.

The team members for the AZA accreditation inspection will include Chuck Whittenhauser, Zoo Director of the Milwaukee Zoo, Terry Correll, General Curator, and Brian Joseph, veterinarian. None of these team members were on the Zoo's last inspection team. Fernandes was hoping for a November inspection, but it appears it will occur in December.

Fernandes and her intern spent a weekend day conducting visitor surveys. 255 family groups were asked demographic questions as they entered the Zoo and were given a ticket to return at the end of their visit to receive a prize and answer some follow-up questions. Very few of those surveyed were members, which says we have a great potential for additional members. Those surveyed felt the Zoo was very clean, and the food was good, but expensive. Exhibits of most concern were the hippo and chimpanzee and new exhibits would be most needed at the Zoo.

Fernandes interviewed all City staff who wish to stay with the new corporation.

Fernandes contacted a master planner who has worked with Disney's Animal Kingdom, the Columbus Zoo, and the LA Zoo. She presented a binder to each board member which contained the

master planner's resume and information on exhibits designed. Fernandes approaches master planning as a comprehensive project which not only includes exhibit design, but operational expenses, access roads, utilities, holding areas, etc. The master planner will review all existing structures, current programs, and the animal collection. She anticipates there will be four workshop meetings and a fifth workshop for the final presentation. The finished project will be an excellent fund raising tool with naming rights for corporations and business who wish to sponsor exhibits. Fernandes will research all proposed animals for the collection to see that they are slated to be maintained long term by the AZA in this part of the country. Acceptance of the master planner will be placed on the agenda for the November 17 special meeting.

Manning-Cartwright will be working with Cowin to produce a timeline of what has been accomplished so far in 2005 by the Corporation, including the dates of formation, by-law acceptance, and the lease agreement approval.

TRANSITION: Woods stated the finalized lease agreement was approved by the City Council. On January 1, 2006, the new Corporation will take over operation of the Zoo. Woods has e-mailed the electronic format of the lease that he received today, to all the Corporation board members. Templeton asked if it could be placed on the website. Weed noted it could, but it is a very large document. Woods thanked Cowin and Weed for their hard work. He stated the City staff were great and he publicly praised Nicole Zieba at the City Council Meeting. They had great cooperation and accomplished a lot in a short period of time, including the employee transition. Weed also commended Nicole Zieba, and noted the City attorney was very helpful as well.

APPROVAL OF MINUTES: Templeton made the following corrections to the October 6th initial open session meeting minutes. Under Announcements, the new docent class began October 7th. Under Zoo Report, to clarify, instead of simply the words "these items", add "replacement systems for" so the information reads, the Zoo is currently on the City's phone and computer system and will need to purchase "replacement systems for" these items. Woods noted under Transition Committee, the attorney's name is Emory Wishon.

Regarding the minutes from the October 6th open session following the closed session, the motion in favor of drafting the letter to the Zoo Authority was moved and seconded by Rainwater/Templeton. Approval of the lease agreement was moved and seconded by Templeton/Rainwater.

Woods noted that the minutes from the October 11th meeting reflect correctly what some people said but do not reflect what all people said. Woods felt there was more discussion that was not reflected in the minutes. Assemi stated it is difficult to take minutes and also be involved in the discussion. Assemi stated she immediately e-mails the minutes to each board member and would accept comments or corrections at any time. Woods questioned whether the board wished to have minutes reported verbatim or are they to be a summary of the meeting.

It was moved and seconded (Levy/Manning-Cartwright) to accept the minutes from the October 6th meetings and the October 11th meeting with the additions and corrections. Motion carried.

PUBLIC COMMENTS: Cheryl Assemi requested to be the first to make a public comment and read the following statement.

"Several of us are concerned with the resolution titled "Procedures to Ensure Public participation" that was passed 5-3 at our last meeting. This resolution was presented to us in closed session. We came out of closed session to vote long after the public had left.

The title sounds great, but the reality is that we are free to discuss any subject in closed session. Being subject to the Brown Act shouldn't be a matter of speculation. We believe that it is in the Corporation's best interest to seek a clear-cut opinion from the Attorney General's office. Over the next 10 years we will be responsible for approximately \$100,000,000 of County tax dollars. Whether we fall under the Brown Act or not, ethically, it is up to us to voluntarily put the requirements of the Brown Act into our bylaws.

We don't need to exceed the Brown Act in posting the agenda. Our policy should cut back from 4 days to 3, to more expediently call special sessions, and a 24-hour emergency policy if the facilities are threatened.

Our public is predominately made up of zoo volunteers and employees. Our policy should give the opportunity for public input before board consideration of each issue and once again before voting.

Our policy should limit our discussions in private session to personnel, labor negotiations, pending litigation, real property negotiations, public security, and the other handful of Brown Act exceptions.

We need to approve the use of a recording device at meetings.

Contrary to what some of us were led to believe in previous committees, The Brown Act doesn't prohibit our board from attending conferences, public meetings, legislative meetings or social gatherings as long as we don't talk business.

We were recently requested to "e-vote" on a matter. We believe that our Board is only authorized to take actions at regularly scheduled or properly noticed special meetings. We do not believe that the e-voting, which you proposed, is appropriate or even legal.

Section 6.2 of our Bylaws states specifically that the Board must approve the chairperson of any Board committee. We would like the Board to adhere to this requirement, which would allow for Board and public discussion prior to the selection of committee chairs.

We are also uncomfortable with the Bylaw provision, which apparently allows the chairperson to appoint the members of the committee. We think the members of any committee, particularly one that is authorized to act for the whole Board, should be elected by the Board and not appointed by one person. We are not certain that it is even legal to have one person determine the makeup of these committees without approval of the board.

We have hired Tom Riggs as the Corporation's lawyer and understand he is very qualified and well respected. We would be interested in his advice to the Board on the issues of concern to us."

Assemi was asked who "we" is in her statement. Assemi replied she, Sharon Levy and Sheri Manning-Cartwright all had the same concerns. Levy stated she hoped the rest of the board would agree with their concerns. She stated each board member should be an equal part and be equal in the decision making process. Board members need to have a level of comfort and trust to develop a better rapport.

An e-vote was held regarding changes to the Resolution and posting of the Resolution on the website. Not enough votes were received to change the Resolution. Manning-Cartwright clarified that her no vote for the Resolution was not because she is opposed to open meetings, but she didn't feel the document went far enough to ensure restrictions on what could be discussed in closed session.

There was lengthy discussion regarding following the Brown Act in whole or in part, the public's right to be present during discussion and provide input, and the ruling by Attorney Riggs that the FCZC does not need to follow the Brown Act. Woods stated the board could limit what is discussed in closed session, but if the Brown Act had been followed, the board could not have completed the lease agreement in a timely manner. Woods expressed that there should be very little in the future that would require discussion in closed session. Levy questioned what would have been detrimental in public knowledge of the lease negotiations. Woods replied making available the numerous e-mails exchanged during the lease negotiations would be time prohibitive. Manning-Cartwright stated she needs further assurance that future discussions will be done in open session. She questioned why it was necessary to discuss the budget in closed session when it had been previously discussed in an open session at the Zoo Authority meeting. Fernandes stated in her experience, financial discussions and information were done in public and there was a full accounting. Manning-Cartwright stated the FCZC bylaws do not go far enough to ensure open meetings and in hindsight she would have recommended more specific wording to that effect. Weeds suggested this discussion be put as an Agenda item on the next regularly scheduled board meeting in December. Fernandes stated the Treasurer's Report should reflect an accounting of the expenditure of the money received from the Fresno Zoo Society. Weed stated the Treasurer has reported the balance at each meeting and there had previously been no request for anything further. A profit/loss statement will be presented at the December meeting.

Assemi stated she would like policy changes to reflect a three day posting of the agenda, as opposed to four days, and the ability to call an emergency meeting within 24 hours. Templeton suggested Assemi come up with the language she would like to see in the bylaws.

Assemi suggested getting advise from the Attorney General as to whether the FCZC needs to follow the Brown Act. Manning-Cartwright stated that even if the Attorney General states the FCZC does not need to follow the Brown Act, the board still needs to fulfill the spirit of the Brown Act. Woods agreed they all want to have open meetings, but they are rehashing issues and have already received an opinion from Attorney Riggs. Weed stated he would commit to the board that he would place no item on the agenda as closed session without board approval. The next agenda will include tabled items, including board approval of closed session items.

Jean Chaffee thanked the board for conducting this discussion in an open session. She stated all guests present are concerned with where the Zoo is going. The FCZC board needs to move away from the FZS board's closed meeting style. She would like an agenda that has something on it and to see financial reports. She has placed all her trust in the board and fears what comes up in closed session. Seeing the board split is very distressing. She again thanked the board for their open discussion at this meeting.

CA Sharp stated she was a FZS board member years ago and knows it is very important to be as open as possible. The Zoo Society used to be completely open. The dissension on the board has her concerned. She would like to feel a part of what the board is doing.

Rainwater stated though the board does have dissension, all members get along well and have great respect for each other. They all want to provide a great Zoo that everyone enjoys working at. Their goal is the same. In one year this board has accomplish a lot together, hiring a new CEO, the transition, and plans to develop a Master Plan, and everyone should feel encouraged.

Assemi thanked Weed for allowing public discussion. Ferreira stated open discussion is great. Everyone has different views that can work together. He does not want the board to become just a "rubber stamp". Weed agreed that the board needs input from different people and that debate is good, but once a vote is taken, the board should agree to go with the majority and support each endeavor.

Shelley Morrison made a plea to the board to do things as a whole board and to listen to the concerns that have been expressed. Trish Campbell, a docent and volunteer keeper, said she speaks for many on the Zoo grounds who feel that Donna Fernandes is the answer to the needs of the Zoo. It is a universal feeling that Fernandes shows a dignity and concern to all. The Zoo has an opportunity with Fernandes to become a world class Zoo.

E-MAIL VOTES: Weed summarized the emergency item vote request. The electrical panel in the Park serves not only the Zoo, but the Parks and Recreation yard and lighting throughout Roeding Park. The City has agreed to place another meter on this panel to access City usage and will reimburse FCZC accordingly. They will also provide a specified portion of trash pickup for free. It is planned to have the panel in place by January. There are lots of Angel projects approved to be completed by City personnel, but City staff have not been able to come to the Zoo to do these projects. It was moved and seconded (Assemi/Manning-Cartwright) to approve the purchase of the electrical panel at a cost of \$20,000 to \$30,000. Motion carried. Woods noted that this expenditure must be approved by a FZS committee of three board members, who are not also on the FCZC board, before the funds will be available.

SPECIAL MEETING NOVEMBER 17TH: An open session meeting will be held at 5:30 p.m. on November 17, 2005 to approve the Master Plan consultant. Rainwater noted she would be unable to attend this meeting. There will also be a closed session meeting to discuss a human resources item regarding compensation.

WEBSITE ADMINISTRATOR: Weed stated the City is currently using a particular company to administer the Zoo's website. Weed would like to recommend the FCZC continue to use this same company to administer the website following the transition. Assemi stated she would welcome some assistance in managing the fresnozoo.org site also. It was moved and seconded (Templeton/Rainwater)

to accept the web administrator's offer to continue providing their free web design service. Motion carried.

SUPPORT OBLIGATIONS FOR CHILDREN WITH SPECIAL NEEDS: Templeton stated this year a camp session had a child with special needs and a parent who was insistent the child be provided with an interpreter. Adrienne Castro, Camp Director, stated two interpreters (as they can only work a specified number of hours each day) were provided with the assistance of the school district. If the Zoo had been required to provide these interpreters, the cost to the Zoo would have been \$3,000. Templeton asked if the board could seek an opinion on what the Zoo's responsibility is regarding providing services for children with special needs. Castro also had a child with diabetes, whose parent requested they administer insulin injections, and another who had Cerebral Palsy and had special medical needs. Woods stated legal advise should be sought regarding what would be considered unreasonable accommodation. Weed stated legal council could review the camp application and construct a letter detailing what the camp is required to accommodate. Woods stated once the Zoo is receiving state or federal funds the accommodations may change. Fernandes could ask the City Attorney to see what is required of the Education Department in these cases. Woods noted some action will have to be taken in the future to bring Zooslynx under the new Corporation. Woods suggested the incorporation of Zooslynx into the FCZC be put on the next agenda as an action item. Morrison will follow through with the City Attorney regarding the Zoo's support obligations for special needs children.

Weed stated complaints have been received regarding FCZC board member(s) instructing or ordering Zoo staff to do certain things for several FCZC projects. He would like to recommend a resolution that no board member have a discussion with Zoo staff that results in an order or instructs Zoo staff to do something. Woods stated this could be placed as an action item on the next agenda.

Weed stated he has been very frustrated by the personal attacks and general lack of respect that has been shown recently. Strong feelings should not be expressed at board meetings. Weed stated he would step down as Chair if requested. Manning-Cartwright apologized for her animosity. Assemi stated she had nominated Weed and wished for him to continue as Chair.

Bruce Campbell asked where the Corporation's financial information is available. Weed stated he will be asking Treasurer Cowin to provide a Profit & Loss Statement for the next meeting, which will then be posted on the website.

It was asked if the public will be able to view the Master Plan prior to the next meeting. Weed stated the board received a resume and information on what this planner has done in the past. At the next meeting they will only be voting to proceed with this planner, not approving a new Master Plan. Lyn Myers asked how the Master Plan committee is formed. Weed stated the Master Plan committee chair will be appointed by Weed at the next meeting and the committee will steer the process. Weed would welcome recommendations for this committee chair. The chair does not have to be a member of the FCZC board. Fernandes and the committee will work together with the master planner to develop the plan. After the master planner comes back with an exhibit concept there will be public discussions regarding the plan.

It was moved and seconded (Ferreira/Rainwater) to hold a closed session to discuss board interaction with Zoo staff. Motion carried.

Meeting adjourned 7:45 p.m.

Respectfully submitted,
Christy Harvey