

**MINUTES OF THE EXECUTIVE COUNCIL MEETING OF THE PACIFIC SEABIRD GROUP
20 February 2013 Annual Meeting Portland, Oregon**

Approved: 18 June 2013

ATTENDANCE:

Officers: Chair KR (KM), Chair-Elect Doug Forsell (DF), Past-Chair Pat Jodice (PJ), Vice-Chair Conservation Craig Harrison (CH), Treasurer Lindsay Young (LY), Secretary Heather Major (HM)

Regional representatives: Alaska Adrian Gall (AG), Washington/Oregon Don Lyons (DL), Southern California/Latin America/Hawaii Jennifer Boyce (JB), United States Iain Stenhouse (IS), Canada Ken Morgan (KM), Asia and Oceania Yutaka Watanuki (YW; arrived at 15:01), Student Rep Sarah Thomsen (ST)

Ex officio: Vivian Mendenhall (VM- Editor *Pacific Seabirds*)

Proxies: HM for Steffen Oppel, JB for Hannah Nevins (starting at 10:47), IS for AG (starting at 17:44)

Members in attendance: Holly Freifeld (HF; arrived at 10:19), Peter Kappes (PK), Ron LeValley (RLV), Annette Henry (AH), Stan Senner (SS), Pat Baird (PB), David Duffy (DD), Alan Burger (AB), Sadie Wright (SW), David Irons (DI), Jo Smith (JS), Scott Hatch (SH), Jennifer Wheeler (JW)

KR called the meeting to order at 09:10 PST.

- **Quorum and proxies.** Confirmed we have quorum. * KR will abstain from all votes..
- **Approval of agenda**

Two additions to the meeting agenda:

- a) Bylaws motion added
- b) New business: PSG promotion at international meetings

KM moved; HM seconded to approve the meeting agenda. Yays: 12 Nays: 0 Abstentions: 1; Motion passed.

EXCO OLD BUSINESS

- **Approval of minutes from October 2012 PSG EXCO teleconference.** Amendment: The Alaska proposal was presented to EXCO one year prior; not two as in minutes. Numbers voting should be reflected in minutes.

VM moved ; DF seconded to approve the minutes from the October 2012 EXCO teleconference with the above amendments. Yays: 11 Nays: 0 Abstentions: 2 Motion passed.

OFFICER'S REPORTS

- **Report from Chair (KR)** See attached report. KR would like to acknowledge the contributions of CH, RLV and Malcolm Coulter to the ExCo over many years.
- **Report from Chair-elect (DF)** See attached report. It took a lot of time to cut and paste all the abstracts for the program-we are looking at going with a company to submit abstracts online, the cost for this would be about \$4 per submission.
- **Report from Vice-Chair for Conservation (CH)** See attached report. CH will be working with SS to make the transition between Vice-Chairs for Conservation as smooth as possible.
- **Report from Secretary (HM)** See attached report
- **Report from Past chair (PJ)** See attached report. There is a need to streamline student submissions so that they do not need to submit everything twice (once for consideration for a travel award, and once for consideration for the program.
- **Report from Treasurer (LY).** See attached report of Treasurer 2012 activities and financials.

If a future treasurer is not US-based this could create many problems as all banking needs to stay in the US and the physical address of the organization needs to stay in the US.

There are two types of funds: 1) Donor restricted funds: must be used for a specific purpose (e.g., conservation grants and student awards); and 2) Unrestricted funds: donor does not specify how the amount is used. There is a template for tax deduction letters that needs to be sent to donors. This is the duty of the Financial Committee.

The net loss shown in the financial report is because the money spent on WSC items were brought in during a previous fiscal year but spent this year. The expense report only looks at income and expenses during 2012. PSG accounts as of 31 January 2013 needs to be changed to 'PSG accounts as of 18 February 2013' in the report.

All life membership dues are put into the Endowment fund. This is not written in the Bylaws but is on the PSG website. In 2009 there was a motion at the annual ExCo meeting to put Life Memberships into the Endowment Fund when it falls below \$100K. This was an EXCO action but it was not put into the Bylaws.

PSG has not received our deposit back from Makaha Hotel, and the company is not undergoing any changes. However, because the parent company is in Canada is not currently selling the property, there is nothing that can be done to get our money back.

We have \$45k remaining for WSU products.

Footnote 4 from the financial report should say that \$11k of the \$23k goes back to the PSG general fund as only \$12k was committed to WSC for seed money for a future WSC meeting. There was no limit placed on the amount that can be asked for a future WSC meeting, but there is \$12k allocated (with contingencies) for seed money.

REPORTS PERTINENT TO THE PORTLAND VENUE

- **2013 Local committee (HF).** Total revenue for this meeting is currently at \$92,995 with \$77,205 of that from registration. There is an estimated profit of \$28,000, but this could change, there are contingencies that remain in the budget and depending on what happens during the meeting the profit from the meeting could increase. Registration is now over 300, higher than anticipated.
- What did we project for donations? We didn't really-we did project funds for things like travel awards, we have come close to doubling the amount planned.

ONGOING BUSINESS

- **Treasurer's Term (KR/PJ)** Ron LeValley (RLV) was elected for a 2-year term in 2012, but asked for a leave of absence in February 2012. LY was appointed Treasurer for one year. RLV clarified his leave of absence as a resignation, so EXCO needs to fill the one year remaining on the Treasurer's term.

PJ moved; DL seconded that we appoint LY to serve as Treasurer for the remainder of the 2012-2014 term. Yays: 11; Nays: 0; Abstentions: 2; Motion passed

Financial Committee Update (LY). See attached report

- i) **Financial Audit report – consider any recommendations stemming from report**

The overall cost for the audit was \$8,000. Preparation of 2012 taxes was \$1,500. The auditors found a number of things we should change to protect ourselves from fraud, even though no fraud was found. A number of recommendations made by auditors have been implemented; all others are being worked on. A couple informal recommendations included : 1) we need to rotate board members more frequently – we need to have terms for one to three election cycles; 2) for institutional knowledge we need an archivist; 3) we need to employ a bookkeeper to assist the Treasurer; 4) the Treasurer needs to record checks as they are written in the accounting software; and 5) the Treasurer needs to provide tax deduction letters with the amount of funds generated from the silent auction to all donors.

It was not indicated when another audit should be done, but we could implement a procedure to complete one every five years. This could be added to the annual work-plan, so that every year this is brought up and discussed. Another option would be to put a note in QuickBooks to remind the Treasurer when the next audit should occur. Depending on how aggressively PSG wants to fundraise could affect the frequency an audit is completed. Many organizations require an audit before giving funds.

Discussion re: should our Treasurer be bonded? If we employ a bookkeeper that person could be bonded as they will have access to our accounts.

- ii) ***Proposal for Employing a Bookkeeper (LY)***. See attached report. With a bookkeeper the Treasurer still maintains the funds, but the bookkeeper would be responsible to reconcile all the transactions and assign the amounts to the appropriate accounts. Whether this would save money on preparing IRS forms needs to be looked into. It would be best if the bookkeeper was in California or Hawaii. The bookkeeper and accountant should not work for the same company.

LY moved; CH seconded that PSG employ a bookkeeper up to \$4000 per year to import all bank transactions into QuickBooks, reconcile all accounts, deduct expenses from appropriate budget categories, and ensure that donor restricted funds are managed properly; to be implemented by the third quarter of our fiscal year and to run for one year from the date of implementation to then be re-evaluated for the next EXCO budget. Yays: 13; Nays: 0; Abstentions: 1; Motion passed

- iii) ***Endowment Fund Trustees, New Appointment (KR)***. The Endowment fund trustees are: Malcolm Coulter, LY, and Ken Briggs. With Malcolm Coulter's passing we needed to appoint a new trustee. CH recommended Jim Kushlan, who is very knowledgeable and capable, and he has agreed to do this. LY is in the process of removing Malcolm's name and adding Jim's.
- iv) ***Membership Fee Increase Proposal (LY)***. See attached report. The lifetime membership and student rate amounts are dictated in the Bylaws by the amount of regular membership. ExCo already voted on this motion in 2003 but the rates were not raised. PSG's expenses have increased in the last number of years but our fees have not. PSG's rates are currently among the lowest of any ornithological society, raising our rates is not unreasonable.
- v) ***Pacific Seabirds in hard copy***. Anyone who wants a hard copy of *Pacific Seabirds* would pay \$10 in addition to their membership fee (this would not apply to lifetime members).
- vi) ***Student fees***: ST polled the students about their fees: 74% think the current rate is fair; 55% said they would be okay with an increase, but 30% were opposed to any increase. Many societies have a similar fee structure but the reduced rate is for more than just students (e.g., students, unemployed, and retired/pensioner).

CH moved; JB seconded that PSG increase their membership fees so that Regular fees are \$40, the Family category is eliminated, Student fees become \$30, and Lifetime memberships will be \$1,200, effective January 1, 2014. Yays: 13; Nays: 0; Abstentions: 1; Motion passed

- **Proposal for By-law Changes**

- i) **October 2012 proposal to revise membership renewal period to match fiscal year, Article II Membership, Section 2. Dues—rescind (LY)**. See attached report. This motion is being withdrawn as people are renewing now with the automated system and the change in renewal period is no longer necessary.

LY moved; CH seconded to rescind this motion. Yays: 13; Nays: 0; Abstentions: 1; Motion passed

- ii) **Membership fee structure, By-law Article II. Membership (LY)**. Basically we are eliminating the family membership category; there are not many of these (see appendix from LY).

LY moved; KM seconded that Article II. Section 1. Membership Status, be changed to read, "Membership in PSG shall be open to all persons interested in Pacific seabirds and/or their environment. Membership categories shall be: (1) Individual Member, (2) Life Member, (3) Honorary Member, (4) Student Member, (5) Corresponding Member, and (6) Sponsored Member", and to delete Section 8 of Article II. Family Members. Yays: 13; Nays: 0; Abstentions: 1; Motion passed

- iii) **Review of Treasurer's Duties – Proposal for a Membership Coordinator (LY)**. See attached report. This new Ex-Officio position on ExCo would be dedicated to maintaining the membership database, assisting members with updating their information, sending renewal reminders to members, sending new member information to the list server manager, and dealing with the day to day membership inquires. Michelle Hester has agreed to serve in this role for the first year. This would be an appointed position.

- iv) There are many more people on the list server than there are paid members. Perhaps each member should have only one email address on the list server and non-members should be removed.

LY moved; IS seconded to change By-law Article III Executive Council, Section 1. Composition to read, "PSG shall be governed by a board of directors called the Executive Council composed of six Officers, eight Regional Representatives, and one Student Representative. The editor of Pacific Seabirds, Web Site Coordinator, List server Coordinator, Communications Coordinator, and the Membership Coordinator shall serve as non-voting, ex officio members." A new Article III Section 7 to follow Section 6 will read, "Section 7. Membership Coordinator. The membership Coordinator shall be appointed by a majority vote of the Executive Council. Specific duties include: maintaining the membership database, assisting members with updating their information, sending renewal reminders to members, sending updated mailing lists as requested to members for the purpose of PSG business, and dealing with day to day membership inquires." Article III, Section 3, Clause G. Treasurer will read, "The Treasurer shall be responsible for managing all funds of PSG. Assets in the general fund accounts shall be made subject to the single signature of the Treasurer, Chair, or other members approved by the Executive Council. The Treasurer is elected for a term of two years, and is not limited to serving a single term. Specific duties include: maintaining an accounting of PSG funds; completing income tax statements and performing other duties specified in the PSG Handbook." Article III Section 7. Student Representative to be renumbered as Section 8, and Article III Section 8. Terms of Office to be renumbered as Section 9. Yays: 13; Nays: 0; Abstentions: 1; Motion passed

- v) **Annual dues payment (Vivian Mendenhall)**. See attached report.

VM moved; LY seconded that Article II, Section 2. Dues, of the By-laws be amended to read, “Annual dues shall be paid by all members, except Sponsored Members, Honorary Members, Corresponding Members and Life Members, according to the provisions set forth in Article II, Section 3. The amount of dues shall be set by a majority vote of the Executive Council. Annual dues for each calendar year shall be paid between 1 January and 30 April of the current membership year, and shall be in arrears if not paid by 30 April of the current calendar year, provided that the Membership Coordinator has sent the member one notice of indebtedness. Annual dues for Student Members shall be set at two-thirds to three-fourths the amount of Individual Members. The annual dues of Sponsored Members shall be paid by the member’s sponsor.” Yays: 13; Nays: 0; Abstention: 1; Motion passed

- vi) **EXCO Duties re Financial Proposals, By-law Article III, Section 2. Duties (CH).** See attached report. The intent of this change is to ensure that requests for expenditure are submitted to ExCo with time to consider them (i.e., is it an appropriate expenditure) and they are not ‘last minute.’

CH moved; LY seconded that the following be added to the end of the current Article III, Section 2. Duties, “Any proposal to spend more than \$1,000 must (1) be in writing; (2) specify a maximum dollar amount; and (3) be submitted to the EXCO as part of the package with the agenda for the meeting (normally 2 weeks before the meeting) and in any event at least 48 hours before any vote on the proposal. This provision does not apply to expenditures that have already been approved in an annual budget or a meeting budget...” Amendments: “...and (3) be submitted to the Executive Council at least one week before the meeting ...”. Change “\$1,000” to “\$2,000”

CH moved and LY seconded that the following be added to the end of the current Article III, Section 2. Duties, “Any proposal to spend more than \$2,000 must (1) be in writing; (2) specify a maximum dollar amount; and (3) be submitted to the Executive Council at least one week before the meeting. This provision does not apply to expenditures that have already been approved in an annual budget or a meeting budget.” Yays: 11; Nays: 2; Abstention: 1; Motion passed.

- vii) **Nomination/Election cycle, Article IV Elections and Appointments to Executive Council, Section 1. Nominations (PB/PJ).** See attached report.

PJ moved; IS seconded that Article IV. Elections and Appointments to Executive Council, Section 1. Nominations, be amended to read, “Before May 1 each year, the Coordinator of the Election Committee will announce in a Group publication and by other means the seats that will be opening in the next election. Nominations for these seats will be received by the Coordinator of the Election Committee until 31 December of the same year (see Article VII for the formation of the Election Committee). Amendment: “will be received by the Election Committee at least 8 weeks prior to the change of officers...” Amendment: Remove the parenthetical clause at the end of the Section.

PJ moved; JB seconded that Article IV. Elections and Appointments to Executive Council, Section 1. Nominations, be amended to read, “Before May 1 each year, the Coordinator of the Election Committee will announce in a Group publication and by other means the seats that will be opening in the next election. Nominations for these seats will be received by the Election Committee at least 8 weeks prior to the change of officers.” Yays: 13; Nays: 0; Abstentions: 1; Motion passed.

- viii) **Nomination/Election cycle, Article IV Elections and Appointments to Executive Council, Section 2. Balloting (Pat Baird/PJ).** See attached report. Amendment: “Coordinator” should be deleted from the motion.

PJ moved; IS seconded that Article IV. Elections and Appointments to Executive Council, Section 2. Balloting be amended to read, “When at least one candidate has been nominated and has consented to serve for a seat on the Executive Council, the Election Committee will send by either U.S. mail or

electronic mail a ballot bearing the nominations to all members. Two weeks will be allowed for the election ballots to be returned to the Coordinator of the Elections Committee, who will tabulate ballots and inform the Executive Council as to the results of the election.”

Discussion: Two weeks might not be enough, voting via a website could make things faster. If the mechanism of voting changes we should wait to see how it works before making a change to the Bylaws.

KM: I think two weeks isn't enough as people don't always have access to e-mail. *Motion rescinded.*

- **Progress report on WSU projects (DI).** See attached report.
- **Ornithological council update (PB/DF).** See attached report. Discussion: In the future we should have a report from the ABC at this point.
- **Marine Ornithology Editorial Board (AB for Tony Gaston).** See attached report. PSG should strive to publish more symposia in *Marine Ornithology*. Kudos to Tony for a job well done and to the committee who found a new editor.

NEW BUSINESS

- **Future meeting locations: PJ (job of Past-Chair 2014).**
 - i) **Appoint 2014 Local Committee (LoCo- Sadie Wright and Miyumi Arimitsu).** See attached report. Not all ExCo meetings have a lunch provided, if you are really close on the budget this can be cut. Alaska Airlines is the only airline that flies into Juneau, the LoCo is looking into getting a 10% discount for PSG attendees. If people are able to buy tickets in Oct/Nov there is a seat sale. The ferries are more expensive than flying.

PJ moved; DL seconded that Sadie Wright and Miyumi Arimitsu act as co-chairs to the LOCO for the annual meeting in Juneau. Yays: 14; Nays: 0; Abstentions: 1; Motion Passed.

- ii) **2016 ideas.** Right now there is an expression of interest to hold a WSC meeting in 2015. A 2016 joint meeting with the Waterbird Society might be an idea. At the moment they don't have a meeting location for 2016.
- iii) **Proposal for 2015 Meeting in Monterey, CA: KR (2015 Past Chair).** Scott Shaffer has submitted a written proposal to ExCo but was unable to attend the ExCo meeting to present it. Tabled until the business meeting.
- iv) **Report from PSG board/ExCo training. PJ.**
 - There were 23 people who attended the board training. We completed a number of activities (team building, future thinking), talked about expectations (noted growth, international aspects), and service (why do people service on non-profit boards and how can we get people to serve on ExCo).
 - Things that were covered in the session referred to: fiscal responsibility and that the interests of PSG need to come before anything else such as donating money; and that we should consider creating a task force/small committee to look at what we talked about in the training and to outline short and long-term actions for ExCo.
 - Next steps: If you are leaving the ExCo you need to train the person coming in, especially with those things that aren't in the Bylaws and Handbook.
- v) **Election committee process.** See attached report. The Elections committee meets to review the nominations and tries to bring the number of candidates down to two to avoid a run-off which in the past has always ended with the ExCo then choosing one of the candidates. The

member therefore is not elected by the members, and this appointment could appear as an ExCo-insider appointment.

- vi) **Other new business.** Many of us go to other meetings and it was suggested that we should have a poster to advertise PSG and all the things we do. There is a poster that was made for the WSC. This should be updated, or a brochure with the top 10 reasons to join PSG could be made. We might also want to think about updating the PSG logo.

COMMITTEE REPORTS

- **Pacific Seabirds.** See attached report. The fall 2012 issue is not currently on the website. We need to make a decision about the future of *PS*.

- **Election Committee (PB/CH).** We should have the election results at the banquet.

Voting is being left open until Friday at 6 pm; all members are eligible to vote until then.

- **Membership (LY).** See attached report
- **Corresponding Membership (John Piatt).** See attached report. We ask for reports from Corresponding Members every three years, we would like to get a report every year.
- **Conservation Fund Committee (VG).** See attached report.
- **Communications Committee (VG).** See attached report.
- **Seabird monitoring committee (SH).** See attached report. The cost of using a commercial web hosting service provider is about \$30 - \$40 a month.
- **Marbled Murrelet (Bill Ritchie and Dave Huber).** See attached report. Currently have 44 members, and the contact list includes 45 other individuals. We have 48 in attendance at today's meeting.

Three action items for the MAMU committee:

1. Tree climbing protocol prepared and finalized last year, including a packet for endorsement. This is basically a standardized protocol for tree climbing to identify Marbled Murrelet nests. We're still looking for funding for the training, at the moment it would cost about \$1,200 per person. The training is in essence a certification. We've had 6 or 8 interested parties but the cost differential is still an impediment.

The Committee has taken all the controversial issues out of this document; it is a just document that provides a protocol for training tree climbers. It is a tool to use to assess whether murrelets are nesting in a small group of trees, and would have guidance and a certification program for those who assess this. There would be a letter associated with the training, stating when this protocol should and should not be used. This document has gone through the committee, but a peer review outside of the group has not been completed, nor has it been run by Ellen Paul of the Ornithological Council.

2. The Committee is looking for PSG's endorsement on the training; even though the letter is not yet available it would be from the committee. PSG has already endorsed two protocols and this one and the next add to this to make up a good package of standards. We are looking to have this all in place by May. PSG relies on the expertise of the committee, and thus the ExCo requests that the committee give us some information about when the last endorsements took place. It would also be good to include our Vice-Chair for Conservation in editing the protocol.

There is a core group working on the Inland Survey Protocol (ISP), and we have a draft version. They have identified the key areas where we have proposed changes, and we are looking at clarifying the description of habitat, the differences between survey area and nesting site, and the detection of how to survey a site (e.g. effective survey area, distance you can effectively see and hear murrelets). They are also defining the survey station, and determining where they should and shouldn't be to answer questions like: "Once you have determined occupancy how do you delineate the area?" They haven't secured a panel of statisticians and are looking for money to do that. The earliest they could do that would be 2015 or 2016.

3. Radar survey protocol: a number of PSG members are on an interdisciplinary panel considering this. The USFWS provided some funding through a contract to Oregon State University, and we have had several meetings and conference calls. That document for protocol is in a final stage but there needs to be some tweaking on the stats. They hope to have that done by early March. ExCo would like the committee to provide a brief summary report with the past endorsements and the changes made, so that we can make a decision and meet the timeline the committee is looking for.

- ***Xantus's Murrelet (Shaye Wolfe/Harry Carter)***. See attached report. Today's meeting went well. They are trying to schedule a meeting outside of the annual meeting next year because they think attendance at Juneau will be low. The committee needs a name change to Scripp's and Guadalupe Murrelet (Xantus's Murrelet's name was recently changed).
- ***Kittlitz's Murrelet (John Piatt)***. See attached report.
- ***Japan Seabird Conservation Committee (YW)***. See attached report. The committee agrees that the continuation of the committee is important but they would like to change the coordinators to Kim Nelson and Kuniko Otsuki. ExCo will appoint the new coordinators at the mid-year conference call. The committee requested and ExCo agreed that they could submit annual reports to ExCo rather than quarterly reports.

APPROVAL OF PSG BUDGET. PJ. Amendments: Add the chair's discretionary fund and book-keeper.
DF moved; IS seconded that PSG allocate an additional \$4,000 from the endowment, if needed, to Marine Ornithology in this fiscal year. Yays: 14; Nays: 0; Abstentions: 1; Motion Passed.

CH moved; KM seconded that we approve the PSG budget. Yays: 14; Nays: 0; Abstentions: 1; Motion Passed.

Meeting adjourned at 18:04