

MINUTES OCTOBER 17 PHONE CALL ExCo

## Minutes PSG EXECUTIVE COUNCIL MEETING

17 October 2014 Conference Call: 1058-1257 Pacific Daylight Time 1 59 03 hrs total time

Approved: 17 December 2015.

### Chair calls meeting to order 1058 PDT.

#### Secretary: Roll Call:

**Officers:** Chair Jo Smith (JS), Secretary Pat Baird (PB), Treasurer Christine Ogura (CO), Vice-Chair Conservation Stan Senner (SS), Past Chair Doug Forsell (DF), Chair-elect Kathy Kuletz (KK), **Regional Representatives:** Alaska Robb Kaler (RK), Canada Ken Morgan (KM), Europe/Africa Stefan Garthe (SG), Oregon/Washington Peter Hodum (PH), Northern California Anna Weinstein (AW), Southern California Hawaii/Latin America, Annette Henry (AH), U.S.A. Iain Stenhouse (IS), Student Rep Andrew Titmus (AT)

**Quorum:** Yes we have a quorum- (8)

**PSG Members Present:** Editor of *Pacific Seabirds* Vivian Mendenhall (VM)

**Absent Board members:** Asia/Oceania Kuniko Otsuki (KO)

**Absent PSG members:** List Server Coordinator Verena Gill, Membership Coordinator Jennifer Ma

## OLD BUSINESS

**Approve minutes-**Approval of minutes postponed because some ExCo members had not read.

**Treasurer's Report (CO)- Budget Summary Financial Report FY 2013/2014-- (CO).** Report is same presented 24 September with updates from bank and final bills that were closed out. We ended with a deficit (budget had been passed with a deficit). Two points: 1) Juneau meeting was a loss, 2) membership income down from expected. Main expenses- upgrade on Listserver, publications, IUCN subscription. *Marine Ornithology (MO)* and *Pacific Seabirds (PS)* are a line item just to show their cost, but all publication costs are to be taken from the interest on the Endowment Fund. In the last few budgets they have been taken from the General Fund. Life membership should be shown as Restricted Income (goes into Endowment). **JS:** Need to put as Income the money transferred from the Endowment Fund for *MO* and *PS*. Discussion on how to display publication costs-put expenses and income from Endowment and Costs for publications into Budget or keep separate in Endowment Fund accounting. Keep in General Fund. FY 15 budget is set up like this. **DF:** Question on loss of more than half of members/revenue from members. **CO:** Ask Jennifer Ma (JM) to provide information. **DF:** need to break down membership income into membership categories. **Action Item- CO will ask JM to provide detailed report of membership 2014.** *Motion KK moves PB seconds to approve FY 2013/2014 Financial Report. No nays and one abstention (DF). Motion passes.*

**FY 2014/2015 Proposed Budget-CO.** Goal to make core operating costs and income (mainly membership) transparent to membership. Poor income is from membership this year. Main question: does our income meet our core expenses? PSG projected to pass a deficit budget 2014/2015. CO has recommendations to address this. Assume that publication income and expenses will be equal in budget -that should lower deficit. Suggests other cuts in memberships in IUCN (\$500) and Chair's Discretionary

Fund (cap at \$664). That would give us a neutral budget. We have made a three-year commitment to Ornithological Council and maybe rethink that when renewing. It's ok to have a deficit budget if we don't want to make cuts, but we try to keep three years of a budget intact in our account and a deficit erodes this. We have \$20,000 now. We don't know if San Jose will be a profit or loss at this point and if negative, it will have to be adjusted out of that. If we remove publication costs, the deficit will be \$1300.

**KM:** Wants discussion about donations to Ornithological Council. **PB:** Need to discuss before February meeting. **CO:** Big picture discussion from the budget at San Jose for ExCo are 1) increasing membership – can't rely on annual meetings to generate income (Honolulu and Juneau were losses), 2) identify what are budget priorities and what amount goes to publications, and 3) to have a Strategic Plan to help with this, because your budget reflects your priorities. Need eventually to address what to do with publications-they do not generate revenue to cover expenses. We are trying to find revenue for them but if they continue to be a loss and we continue to pay for them out of the Endowment Fund the Endowment Fund will erode and money will not be available. **DF:** Unaware that Juneau was a loss. **JS:** Not large loss. FY15 Budget would be neutral if we moved money out of the Endowment Fund to support publications. \$10,000 for *PS* and \$12,000 for *MO*. **CO:** Reiterates how to have a neutral budget: cut Chair's Discretionary Fund to \$664 and cut IUCN subscription. **SS:** Should not pass a deficit budget- we need to have a balanced budget. **DF:** Chair's Discretionary Fund should not be in Budget as a line item- it is just for emergencies and Chair can take funds out of the General Fund without approval from ExCo. **JS:** Need to have a line item to show that this fund is in the Budget. **JS:** We need a vote on FY 15 proposed budget. **CO:** *PS* and *MO* are not included as income in this budget. We would pass a neutral budget with the assumption that San Jose is neutral and that *PS* and *MO* are approved at stated amounts and including her proposed cuts. **JS:** Include PSG stand-up poster for \$1500 which was to come from FY 2014/2015 Chair's Discretionary Fund. 3152 **CO:** We then would have to pass a deficit by a "few hundred." **Motion to approve the 2014/2015 Budget as presented by the Treasurer: KK moves PH seconds. Discussion.** **DF:** We are approving only the expenses listed in the FY 15 budget- not the proposed cuts. Meeting budget is separate and has already been approved. Discussion about the budget being neutral. We don't know what happened with the membership income so we can't tell if budget will be neutral or not. **SS:** Need to have a balanced budget. **JS:** Need to amend motion. Remove publication costs (\$3500) and IUCN contribution (\$500) and lower Chair's Discretionary Fund for the poster to \$1500. Still have a \$3500 projected deficit. **DF/PB:** Discussion regarding membership income going from \$13,000 to \$5,000 and excel file not being complete or current. Something is wrong. **CO:** JM gave projected membership numbers. **Decision to Table budget discussion** and approval till next conference call. **JS:** Get a small group together to further discuss the FY 15 Budget and make it neutral. **JS:** 2014 costs for *PS* are \$2100 and could be offset by withdrawing *post-hoc* from Endowment Fund from 2013-2014 to cover expenditures approved in 2013-2014. **SS:** Expenditure from Endowment needs to be consistent according to the rule to maintain the principal. We should only spend investment income. **Action Item: CO will provide information on allowable expenditures from Endowment Fund.** **JS:** Table the motion. **Motion rescinded and tabled till after discussion of MO and PS.** **JS:** CO will talk about Endowment figures at that time. **SS leaves call 1129 JS leaves call 1149. DF now chairing the meeting.**

**Marine Ornithology Proposal by Tony Gaston (TG)-DF-** Ask other member seabird groups to increase their contributions proportionately to *MO*. **PB:** TG said they do contribute but at low levels. **KM:** these other societies should increase their per-member contribution. Discussion on budget of *MO* and hiring business manager on a trial six-month contract. Points covered were: 1) is remuneration to business manager enough, 2) should manager do banking instead of TG. **JS:** the payment to the manager is not a salary but rather an honorarium for now. Not a permanent solution to issue. Manager is to find financing mechanisms to raise funds *MO*. **DF:** PSG cannot pay salaries as a nonprofit. This is being managed by *MO* and not by PSG. **KM:** Could have another contract with the same person for a manager for *Pacific Seabirds (PS)*. Vote to provide *MO* \$6120 (Canadian \$) from interest of the Endowment Fund to hire the business manager. (Still have a quorum). **Motion: PB moves to take take \$6120 Canadian out of the interest of the Endowment Fund to provide for Marine Ornithology to advertise and hire a business manager. KK seconds.** Discussion- **CO:** Tie this to back to FY15 budget. This \$6120 is specifically for the business manager position with the money coming out of the Endowment Fund. There is another \$6000 authorized to give to *MO* for this FY. Total authorized from of Endowment will be \$12,120. **DF:** The vote is just for the position of business manager and not for the other \$6,000 from the Endowment Fund. **No nays and one abstention (KM ). Motion passes. 53 37 Action Item: Tony Gaston will advertise for a business manager.**

**Discussion on *Pacific Seabirds* tabled till next conference call as well as approval of FY2015 budget.**

**Bylaws – DF** (Chair of Bylaws Committee which is PB, SS, and VM) walked the ExCo through the amendments that the committee proposed in order to get a sense of the Board’s ideas regarding them. Then we will send the draft amendments to the Board by December to be discussed in San Jose. 5635

1. The first proposed amendment was eliminating Proxy voting because Board members have a fiduciary responsibility to PSG and therefore cannot delegate someone else to vote for them. **Unanimous agreement to eliminate proxy voting.**

2. The second proposed amendment was eliminating the ex-officio members. The choice was to have them all vote or remove them from the Board. These positions are: Membership Coordinator, Listserv Coordinator, and Editor of *PS*. **The ExCo agreed unanimously to eliminate this category.** Discussion on what to call these former positions-- for now they will be referred to as “coordinators” and listed as such in the bylaws and on the website. Talk of calling these Organizational Coordinators to distinguish them from Committee Coordinators. Wording of their positions in the amended Bylaws will include how they are chosen (nominated by the Chair and voted in by majority of the ExCo), and how they can be removed (by a majority vote of the ExCo).

3. The third proposed amendment was to add that an Elections Committee exists and to note how long people should remain on the committee. Suggested to have term limits of 3-4 years (per the Board Trainer’s suggestions 2013). The handbook will state a five year limit (not mandatory) and how the committee is formed. Handbook can be modified by a majority vote of the ExCo but to amend the Bylaws, a majority vote of the members is needed. **No discussion on this proposed amendment. No disagreement.**

4. **DF** summarized the fourth proposed change to the Bylaws of adding an assistant for the Student Rep (suggested in Juneau by Sarah Thomsen the then-Student Representative). Choices proposed: 1) retain the position of Student Rep and add position of Student Rep-elect who in the following year would become Student Rep for 2 years. Halfway through their term another Student Rep-elect would be chosen; 2) advertise for a Student Volunteer Assistant to aid the Student Rep each year. Discussion. **AT**, the current Student Rep was in favour of adding the Rep-elect position. **KM** added that students are not limited to only the Student Rep position- they can run for any position. Likewise, they could learn about how the ExCo runs by just sitting in on meetings or volunteering to help the current Student Rep.

**PB**- all duties of the Student Rep are outlined in detail in the Handbook, so the incoming Student Rep has a resource to aid him or her in fulfilling the duties of this position. Suggests that current Student Rep make a short outline of everything the rep needs to do and then to add that to the Handbook. **DF** would like to get input from students about what they think, and **KM** thought if there were a poll that all members should have a voice since it might be a Bylaws change. **AT** thinks that either a student volunteer or a Student Rep-elect would suffice. Discussion. *Decision to table any action on this till next conference call.* **Action Item: AT will discuss this proposition with Sarah Thomsen who had the idea of a Student Rep-elect and will have a proposal for the next meeting.**

**CO** leaves call 1202      **PH** leaves call 1212

5. The fifth proposed amendment was to set up a second account in the Endowment Fund for a general fund Endowment with no allocation for a specific purpose but with same restrictions about how much could be taken out each year. The current Endowment account would remain for publications only. **KM**- costs to set up? **DF**- would be a nominal fee based on amount of principal, from \$100-200, and would be taken out of the total Endowment principal. In summary: the Endowment Fund would have two accounts: 1) an account dedicated solely to financing publications, and 2) an account for any other purpose. Both would be nested under The Endowment Fund and managed by the three Trustees (currently Ken Briggs, Jim Kushlan, and the Treasurer). **KM**-need more information and agreement from the Trustees. **PB**- if fees were minimal and taken out of the Endowment fund would **KM** support this? **KM**- yes. *The ExCo was in agreement to set up this second account under the Endowment Fund and to leave the first account dedicated to funding publications.* **Action Item: DF will work with the Treasurer CO to find how to set up a second account for the Endowment Fund.** Note- The Treasurer **CO** had left the call by the time this discussion occurred.

6. The sixth proposed amendment was to add a clause that would protect the principal of the Endowment Fund. This would state that expenditures would be limited to five percent of the past three-years' mean principal. Over the past three years \$170,000-\$200,000. Not spending more than income. Need to talk with the three Trustees (Ken Briggs, Jim Kushlan, PSG Treasurer) to get their concurrence. **PB**- **SS** <who is on the Bylaws Committee and who has left the call> stated that this clause is sometimes required by donors to the Endowment Fund. *The ExCo was in agreement to add this clause on spending funds from the interest only.*

7. Changing the terms of office of the Chair was the seventh proposed amendment discussed, and it was noted that this idea has been brought up many times in the past. The problem with changing the term of

office of the Chair is that the two other positions of Past Chair and Chair-elect need to be changed in synchrony with any change of terms of the Chair. At present, there is a description of the number of years in each position (one year) and a summary of how a newly elected chair-elect holds office for a year and then becomes the Chair and then the Past Chair. The main idea discussed was how to lessen the workload of the Chair as well as that of the Chair-Elect. This discussion is too big an issue to decide by San Jose. **IS leaves call 1 40 30** No votes taken today- will vote on Bylaws changes in San Jose.

Talked about term limits for members of the chair and for all Board members. It was noted that the Board Trainer in Portland had mentioned a maximum of three terms per office. **RK , VM, and KM** – worries about not finding someone to run. In some Regions there are many candidates and in others there are few. Maybe put in Handbook – “a maximum of three terms is suggested.” **PB**-some of Board has been thinking that we should drop Regional Reps and instead have at-large representatives and we would not have a problem. Currently, the Representatives are unevenly represented. We have for instance a Europe/Africa Rep but how many members are in this region, whereas Southern California/Hawaii/Latin America has many members, so percentage vote for membership is skewed. If we enacted that, then we would need term limits. This idea is tabled till the next conference call, and the ExCo is asked to think about a plan of how to effect this and especially, how to lessen work loads of both the Chair-Elect and the Chair.

*The discussion of this amendment to change terms of the Chair was tabled, as was any amendment to add term limits for all Board members. Action Plan: All Board members should think about ideas of how to lessen the work load of the Chair and Chair-Elect and bring those ideas to the next Board meeting.*

**IS** leaves 1239. We still have a quorum (8 Board members left on call- a Quorum is 8).

8. Proposed amendment eight was to change wording in the Bylaws on specific publications, like *Pacific Seabirds*, to more generic wording of “Publications of PSG” to include any future or current publications that PSG might have. **VM** urged that *PS* be archived permanently somewhere that is accessible to the public, and that is provided to all members and not just on the Listserver. Have verbiage of where this is archived should be in the Handbook and somewhere in hard copy. She emphasized that the web is not considered a permanent archive. *The ExCo agreed to change the wording specifically of Pacific Seabirds to that of “PSG Publications.”*

9. Changing the date of election was the ninth proposed amendment. California law requires that a date of election be stated. Bylaws state that new Board members take office at the end of the annual ExCo meeting. Nominations and ballot are also timed from annual meeting date. **DF** explained how if we missed PSG’s regular dates of an annual meeting, usually December-February, that Board terms would be unusually long or unusually short (as happened for the Board members between the Long Beach and Hawaii meetings). He suggested having a permanent date set for change-over of the Board, and therefore, the date of the election has to be set sometime before this. The Bylaws committee had suggested setting an election date 15 days before the changeover of the Board. Furthermore, the committee felt that the changeover should be either at the end of an annual meeting if that meeting occurred in the months of December, January, or February, or if the annual meeting was in other

months, then the change in office would be by the 15<sup>th</sup> of January. Specifically stated, if an annual meeting was not within 60 days of 15 January, 15 November - 15 March, then the date of election would be 15 January, and the new Board would take office fifteen days later. Otherwise the changeover would be at the end of the annual meeting.

Discussion. **DF:** The 15<sup>th</sup> of January was chosen because it was approximately two months plus or minus the latest or earliest meeting that PSG has ever had a meeting (November-March). Discussion regarding the candidates and making their travel plans to decide whether they should attend the annual ExCo meeting if they were elected. Consensus was that anyone running for office should be interested enough in the ExCo to want to attend its annual meeting whether or not they were elected. *The ExCo agreed to change the date of election of Board members to the 15<sup>th</sup> of January if an annual meeting falls outside of the dates 15 November-15 March.*

10. The tenth proposed amendment was to add a clause to the Bylaws specifying that meetings be held at least every two years but not necessarily annually. California corporate law requires annual meeting to elect the Board. PSG does not elect the Board that way and we do not vote on issues at the business meeting because of requirement to have a third of membership present to vote. For example if we want to have a meeting with another group not within a certain year or if PSG wants to skip a meeting, we don't want to be in violation of Bylaws. That is why we have that date of election change above to give us versatility in how we hold meetings. We would hold meetings approximately every year and at least every two years. Discussion. **KM and KK**-good not to be obligated to hold meeting each year and that we don't incur financial losses because of circumstances beyond our control. ExCo members present agreed to this but it was decided that the full ExCo needs to discuss this issue, and five people have already left the call. *Proposal tabled till the next call so that the full Board can discuss it.*

11. The eleventh proposed amendment was just to eliminate the wording that the ExCo cannot vote electronically. Removing this wording does not mean that the ExCo is able to vote electronically. Reasoning for this proposed amendment was that ways for Board members to communicate with each other are changing rapidly, as are laws governing rules of communication among Board members. Therefore, in anticipation that eventually electronic voting by Board members will be allowed, and since we are discussing a number of other Bylaws changes at this time, it was felt that this restrictive clause should be removed. The Board will continue to vote either in face-to-face meetings or by phone but will not at this time be able to vote electronically. This is a disputed issue with many different nuances of interpretation and should be investigated at greater lengths before the Board even takes the issue under discussion. It was decided to put the detailed rules and regulations of how a Board is able to vote via email at the present time into the Handbook and to have each incoming Board read the Handbook annually and have this reviewed by a lawyer. **VM**- need to document any vote and discussions around vote. **PB**-can do this via a Forum. **KM**-are some of these restrictions because PSG is registered in California. **DF**-cost-prohibitive to register in another place. *The ExCo agrees to remove the clause restricting voting via email by the Board, and adds that detailed information of how the ExCo could vote by email be put into the Handbook.*

12. The thirteenth proposed amendment was to modify the funding restrictions of meetings. In the Bylaws, expenditures over \$2000 need to be approved by the ExCo. This is an important clause to have

in the Bylaws, but since PSG started using the program RegOnline, instead of registration money going to the local committee, it now goes into the General Fund. This change does not give much leeway to the local committee putting on the meeting to add expenditures to the budget if more people register. Currently the local committee has to ask ExCo to expend more money if there is increased registration. Wording in the proposed amendment would include a provision that the \$2000 cap would not apply to expenditures that have already been approved in an annual budget or a meeting budget. This cap would also not apply to expenditures necessary to accommodate increased registration at meetings beyond the approved meeting budget.

13. This was a generic “housekeeping” change in wording for the Bylaws to clean up any grammar or spelling errors, and to fix obsolete phrases or repetition. *The ExCo agreed to let the Bylaws Committee do this.*

We still have a quorum. **Adjournment.** *KK moves, KM seconds to adjourn the meeting. Unanimous. Meeting adjourned 1343 (1 h 57 m 42 s total time of call).* AH leaves 1 58 03 KK leaves 1 58 45

Not in minutes but available for ExCo’s perusal to see what other discussions occurred after the formal dismissal. Further discussion post-adjournment (DF, PB, KM, VM) on ways to assist the Student Representative, increasing volunteerism, and the discrepancy in membership fees reported this year vs. last year. Likewise, discussion re: need for Board to understand fiscal responsibility.

Recording ends 2 43 52. Archived.

#### **Action Plans**

- 1. Christine Ogura will ask Jennifer Ma, the Membership Coordinator, to provide detailed report of membership 2014.**
- 2. Tony Gaston will advertise for a business manager.**
- 3. Andrew Titmus will discuss this proposition with Sarah Thomsen who had the idea of a Student Rep-elect and will have a proposal for the next meeting.**
- 4. Doug Forsell will work with the Treasurer CO to find how to set up a second account for the Endowment Fund.**
- 5. All Board members should think about ideas of how to lessen the work load of the Chair and Chair-Elect and bring those ideas to the next Board meeting.**

#### **Essential 2014 Work plan Items That Must Be Completed by Feb 2015 (alphabetical):**

1. 2016 Annual Meeting Location (Doug Forsell and Jo Smith)
2. Bylaws (Doug Forsell + Committee: Pat Baird, Vivian Mendenhall, Stan Senner)
3. Conflict of Interest Statement (Stan Senner and Jo Smith)
4. Elections (Alan Burger)
5. Listserver Move & Website Revision and Maintenance (Annette Henry & Verena Gill)
6. Marine Ornithology - Business Manager (Jo Smith and Kathy Kuletz)
7. Pacific Seabirds - Future format of this PSG publication (vacant)