

**PACIFIC SEABIRD GROUP  
EXECUTIVE COUNCIL MID-YEAR CONFERENCE CALL**

**Tuesday May 15, 2012**

**1000 – 1216 AKDT**

**Chair: Kim Rivera**

**ATTENDANCE**

***Officers:* Kim Rivera, Pat Jodice, Doug Forsell, Craig Harrison (left conversation at 1103 AKDT), Lindsay Young, Heather Major**

***Regional Representatives:* Adrian Gall, Don Lyons, Hanna Nevins, Jennifer Boyce (left conversation at 1122h AKDT), Iain Stenhouse, Ken Morgan**

***Ex Officio:* Vivian Mendenhall**

***In attendance:* Holly Freifeld, Pat Baird**

***Proxy:* Hanna Nevins for Jennifer Boyce (beginning at 1122h AKDT)**

Confirmed we have quorum

Kim Rivera called the meeting to order at **1007** AKDT

Kim would like to add Ornithological council to agenda before new business. EXCO action is required for that item.

*Don Lyons moved and Ken Morgan seconded to adopt the agenda.*

*Motion carried unanimously*

**EXCO OLD BUSINESS**

- 1) Approval of minutes from EXCO Meeting, 7-10 February 2012 and closed session Feb 27, 2012.**

Discussion:

Feb 7: no comment

Feb 9: no comment

Feb 10: no comment

Closed session: no comment

*Vivian Mendenhall moved and Jen Boyce seconded to approve the minutes from the 7, 9, and 10 February 2012 EXCO meetings in Turtle Bay, Hawaii, and the 27 February 2012 EXCO conference call.*

*Motion carried unanimously*

***Action Item:* Heather will arrange to post meeting minutes to website and post Kim's e-mail about the closed session.**

**EXCO NEW BUSINESS**

## **2) Annual workplan (Kim Rivera)**

The annual workplan is the action items from EXCO meetings.

***Action Item: Kim Rivera to get Action Items from EXCO meetings together and send to EXCO.***

## **3) Financial committee update (Lindsay Young)**

The financial committee was identified at the Feb 27<sup>th</sup> meeting closed EXCO meeting, members are: Lindsay Young, Kim Rivera, and Ken Briggs.

We are making good progress with the accountant. A current tax return was completed last week and everything should be ready to go out in a week or so. Lindsay is writing up instructions for future treasurers. PSG has been working about a year in the past, we are currently in our 2011 fiscal year instead of 2012. Our accountant is trying to figure out how to rectify this as we have been penalized in the past (we are not currently being penalized).

A PSG account has been set-up at a bank in Hawaii, we now have a PSG credit card but Capitol One links all cards to a person's name. This means that PSG's account is now linked with Lindsay Young's business account. As long as Lindsay is the Treasurer her business account will be linked with PSG's as a payment account. Capitol One cannot change this, what it means is that the account numbers are linked and you could pay a bill using the wrong account.

Lindsay has requested copies of the grant agreements from the WSC. The accountant has confirmed that all the votes taken by EXCO at the Hawaii meeting in relation to the WSC money were all within our rights.

The next step for the financial committee is the audit. EXCO needs to decide how far back the audit should go, what level of detail it should have within it, and what documents need to be produced. It is not typical to go back more than a couple of years, but EXCO does need to pick a cut-off point. The standard is the previous calendar year but our accountant suggested we might want to go back to before WSC funds entered our revenue stream.

Discussion:

WSC expenses go back for a number of years, but small expenses are probably not worth extending the audit back. It might be best to go back to when we started receiving funds from agencies etc. The conference secretariat was hired in 2009 and most of the funding occurred after that, this could be a good starting point.

Will going back to only far enough to include the WSC be sufficient if PSG is pulled into an investigation? If PSG is pulled into any investigation we should cooperate fully, auditing our own books will be helpful and if we don't find anything amiss in the current period we probably don't need to go back further. If an investigation requires a federal audit this can be done on their dime. The terms of a federal audit are dictated and any audit we do will be redone at that time. The benefit of us doing our own audit is to be proactive and to ensure our books are in order. At this point Lindsay hasn't found anything amiss in PSG's accounts.

***Action Item: Lindsay Young to ask Annette Henry to send more instructions for the FTP site.***

If people have trouble with the FTP site they can ask Heather to send files via e-mail.

Audits occur on the calendar year, not the fiscal year. A five-year audit would be a substantial cost. We could do an audit for the past couple of years and then take a look at all the money we received for the WSC (going back to 2007 when the first checks were written) separately.

If we focus on the scope of the audit, it sounds like it will be \$6,000 – \$7,000 for one to two years, do we want to go back another year or so at a cost of >\$7,000? Another option is to only do the previous fiscal year for PSG. At this point we don't know what documents are required and whether we will be able to get them all, especially the further back we go.

If we limit the scope of the audit initially can we then extend it if we decide to go back further?

We may want to go back 12 months from when the WSC occurred. That would be fiscal year 2010. The accountant doesn't have a fixed rate, it is a fee. If we have all the documents together the expense could be less than anticipated. There is a level of risk associated with an audit (to the accountant) and because of our current situation we present a substantial amount of risk. This makes the audit more expensive.

At this point we are going to do an audit for at least the previous year, we should authorize money for that amount at least. If we decide to go back further we could then vote again to up the amount the financial committee is authorized to spend for the audit.

A one-year audit will cost between \$6,000 and \$7,000 but we will likely not know the total until the audit is complete.

*Don Lyons moves and Ken Morgan seconded that EXCO authorizes Lindsay Young to hire an accountant to conduct a one-year audit of the most recent complete fiscal year and to pay up to 10k for that purpose. The Financial Committee will report to EXCO with a recommendation whether an audit for previous years is necessary.*

*Motion carried unanimously.*

**Craig Harrison left the conversation 1103h AKDT.**

During our Feb 27<sup>th</sup> 2012 conference call EXCO discussed hiring an attorney to address the deposit at Makaha, following up on the work done by Catherine Smith. On March 19<sup>th</sup> 2012 we engaged with attorneys Kessner Umabayashi Bain & Matsunaga, who wrote a letter to Makaha and Northwynd. The attorneys sent Kim Rivera a letter dated April 9<sup>th</sup> 2012 reporting that they had not received a response. A second letter to Kim Rivera dated May 1<sup>st</sup>, 2012 reported the attorneys still had not received any response and recommended that further legal action would not be productive on PSG's part as collecting a judgment does not look promising. The financial committee concluded that based upon this their recommendation to EXCO is to cut our losses and not try to pursue a judgment.

Discussion:

Does this mean we are losing the deposit money? Not necessarily, it means PSG will not pursue further legal action. The Better Business Bureau (BBB) hasn't had any luck with Northwynd either. Another option for us is to hire council in Calgary, where Northwynd's headoffice is located, to write a letter for us but our best option was with the Hawaii council. Lindsay has filed a complaint with the BBB in both Canada and the US. The other option we have is to try to bring media attention back to this matter. If there is an organization of non-profits we could deter other groups from having meetings at Northwynd properties. This could pressure Northwynd to refund our deposit.

The primary question is what action EXCO should take in regards to continuing to retain council in Hawaii. This only means we will not incur further costs associated with retaining attorneys. Not that we are giving up on getting our deposit back.

*Doug Forsell moved and Jen Boyce seconded that EXCO follow the recommendations of the attorneys in Hawaii and the Financial Committee and cease to pursue legal action against*

*Northwynd with Kessner Umebayashi Bain & Matsunaga. This does not preclude EXCO from pursuing other means of recovering the Makaha deposit.  
Motion passed unanimously.*

For clarification the financial committee is the PSG Chair, Treasurer, and Ken Briggs.

#### **4) Bylaws – proposal to revise**

There are two suggested bylaw changes that were tabled at the Hawaii meeting.

Ken Morgan moved and Adrian Gall seconded that we Amend Article 111 (Executive Council), Section 2 (Duties) by adding the following sentence at the end of the current section 2: “The EXCO may not vote to approve any request to spend funds unless the request has been submitted in writing to the EXCO at least 48 hours before the vote.”

Reason: The EXCO should not be asked to vote to spend funds without an appropriate period of time to a) familiarize themselves with the proposed request, b) do background research if they need to concerning any issues that arise, and c) discuss the request among themselves.

Discussion:

All PSG bylaws are written in the affirmative rather than the negative as this one is, could we restate the amendment to:

*Ken Morgan moved and Hanna Nevins seconded that the Executive Council must receive requests in writing to spend funds at least 48 hours before a vote to approve expenditures.*

There was a resolution similar to this one many years ago, in an emergency such an amendment may hinder our ability to act. The amendment comes out of the WSC morphing into “an entity of their own” without anyone noticing and it was proposed that PSG give them funds without having adequate time to consider the proposal. In the end PSG committed to spending \$50,000 with only a few minutes of debate in Japan.

Perhaps the amendment should be broadened to include only larger amounts, some sort of cap. Two or three thousand dollars is very different than \$20,000 or \$30,000. Most checks PSG writes are on the order of \$3,000.

It seems this amendment is going to tie our hands, there might be a better way to move forward, this could be a resolution. The problem with bylaws is that we will be revising the amount with time, it is easier to amend a resolution. Maybe we should put these amendments into the handbook and need some sort of vote, perhaps 2/3rds of the board, to change the resolution. Bylaw changes need to go out to the membership for voting after EXCO has voted.

This motion still needs to amend the amount. Our action to perform a one-year audit for example would be hampered with this bylaw amendment.

This issue needs more discussion, can we have a smaller group amend the motion?

***Action Item: Doug Forsell, Vivian Mendenhall, and potentially Craig Harrison will amend both motions and present to EXCO for discussion.***

Jennifer Boyce left the conversation at 1122h AKDT, Hanna Nevins will serve as her proxy for the rest of the meeting.

The second motion was tabled and will be discussed by the small subcommittee.

## **5) Annual meeting update**

### **a) LOCO chair report (Holly Freifeld)**

Several people are getting together estimates for a draft budget. LOCO talked with Doug Forsell about a theme for the meeting and were given an update on the Special Paper Sessions and Symposium topics.

Discussion:

There were a few e-mails circulated yesterday about agencies and funding for conferences, we are all realizing that this could have impacts on PSG meetings. One related question was whether there is opportunity to adjust our room block. Holly Freifeld is going to send out a survey to get a read on how many people are relying on federal travel support and will talk to the people at the Hilton. LOCO has already asked about inserting a checkpoint after registration. The answer Hilton gave was no, they would prefer to take the room block down as much as possible right now. Our current room block is six nights with 25, 115, 115, 115, 115, and 10 rooms booked.

We need to ensure that members stay at the conference hotel.

Room rates are \$99 for students (regardless of how many people are in the room) and \$113 – \$133 for regular members.

We will need to have another conference call to approve the conference budget. This is something that normally happens during the fall conference call, but that doesn't mean it can't be done earlier.

One of the things the LOCO has been looking into is purchasing some A/V equipment, as one estimate we have to rent them is essentially the same as buying them.

Holly is happy to answer any questions and will keep us all up to date as things move along.

**b) Scientific Program Report (Doug Forsell)**

There were about five people that responded about Marbled Murrelets and whether that would be a central theme at the meeting, the oil spill idea doesn't sound feasible, and a few people have responded about the fisheries idea.

August will be the first call for papers, but given the current budget we might not want to have abstracts due until the end of October. There could also be two acceptance dates, one for those who need it early for travel funding, another for those that don't.

**c) Board Retreat (Pat Jodice and Pat Baird)**

Jon Glavia has done a lot of this type of work (board training) and comes highly recommended. He takes a two-pronged approach (see report from Hawaii meeting). The fee for everything is \$2,000.

**Discussion:**

How transferable is this knowledge? There isn't a straight answer, as the board that is in place right now we need to take it upon ourselves to train the next board. We could have a new procedure to reiterate a few very important points to new members. This could be done one day before the EXCO meeting at our annual meeting.

It is never very clear what strategic goals are, PSG has goals in our bylaws.

There are other options for training. One example is webinar training. Pat B and Pat J are pursuing other training options.

We might think about a doodle poll among the board to find out about availability to attend training before the Portland meeting. We may also consider inviting other members who are interested in the board.

The dates of training depend on what Holly and the LOCO have organized. The meeting will run Wednesday-Sunday, the preceding Monday is a holiday. We

could do the board training on the Tuesday (the 19<sup>th</sup>), but this means people will need to travel on the holiday Monday.

The training includes 4-6 hours of face time.

Having someone build strategic goals for PSG is not as necessary as board training. If we are limited in terms of time we will need to be strategic in what we want accomplish that afternoon.

Should we assign a sub-committee to work on developing a plan for board training? We already have a sub-committee (Pat Baird and Pat Jodice).

The first step is to find out how many people can attend and get an idea of whether it will work before we organize the training.

We need to close this meeting as we have already gone over our two hours.

***Action Item: Kim Rivera will send out a poll to determine when another conference call can take place to discuss the tabled items from this meeting.***

Kim Rivera adjourned the meeting at 1216h AKDT.