TCS BOARD OF DIRECTORS MEETING
MINUTES
Tuesday, July 12, 2011
3:00-4:30 PM EDT

ATTENDANCE
President Lisa Schiavinato, *President-Elect* Kate Killerlain-Morrison, *Past President* Jeff Benoit, *Treasurer* Jeff Smith, *Secretary* Chris Ellis, *Directors:* Rebekah Padgett, Susan White, Rick DeVoe; *Executive Director* Judy Tucker; *Ex-Officio Member* Paul Ticco

Not Present: *Directors* Patrick Lawrence, Betsi Beem, Angela Gustavson, Jim O'Connell, Christine Patrick; *Ex-Officio Member* Ariana Marshall

Approval of Minutes from March 2011 BoD Call
Motion to approve minutes pending minor edits, motion seconded. **MOTION PASSED**

Coastal Zone '11 Café Conversation Update
Kate, as special projects committee chair, provided the update. The café conversation, proposed by Judy Tucker and Tom Bigford, will be focused on "finding the perfect job". The session will be on Tuesday, July 19 of the Coastal Zone conference, from 2:45-4:00 PM. The café conversation will be student focused, but anyone at any career level will be welcome to participate. This has been a true TCS team effort. This will be a speed-dating session format. Will be five topics, including networking, internships, and resume writing. TCS members who have volunteered to participate in the session as topic leaders are: Lisa Schiavinato, Jeff Benoit, Patrick Lawrence, Joe Burcar, Tony MacDonald and Susan Farady. A representative from IMSG and one from NOAA also will participate. The café conversation is one part of longer-term TCS effort to focus on career discussions. Feedback will be provided to the TCS Board following the conference. Participants will self-select for 25-minute sessions. Total time is 1 hour and 15 minutes.

2011 TCS Annual Meeting at Coastal Zone '11
The annual meeting will be held on Wednesday, July 20 from 7-8 AM (CDT). Approximately four TCS Board Members will be in attendance. Suggestions are encouraged regarding agenda. Committee and TCS chapter members will be encouraged to say a few words regarding their activities. Only requirement of the meeting is to approve the minutes from the 2010 minutes. Jeff Benoit volunteered to take meeting minutes. A suggestion was also made to offer an update on the TCS CRRF effort.

2011 BoD Retreat
Will be held August 20-21 in Charlotte, NC at the Hilton Executive Park. TCS hired a facilitator for the meeting, Whitney Jenkins with the NC Coastal Reserve Program. She comes highly recommended and came in far below the cost of others being

considered. Total cost is approximately $1,200. Lisa and Judy are currently working with Jenkins to put together the meeting agenda.

The focus of the 2009 retreat was committee work plans. The 2011 retreat will continue the priorities set for TCS at the 2009 retreat, update the activities, and focus primarily on strategic planning. This will guide TCS activities until we have new priorities set when Kate transitions into the presidency role in 2013. Committee Chairs have been requested to draft close-to-final work plans by July 29. In early August, the TCS Committee Chairs will discuss the initial draft plans via conference call. After that call, committee chairs will amend their draft work plans as necessary, and the plans will be sent to Jenkins to help her prepare for the retreat. The retreat agenda is forthcoming. More updates will be circulated as they are received.

Financial Update
Profit and loss statement: income driven by dues. Done well in converting to a calendar year basis for dues which brings in the majority of dues income early in the year. Brought in $1,800 this quarter of the budgeted $12,750 over the course of the year. Expenses are nothing out of the ordinary. Membership benefits category includes payment to Taylor and Francis for the 2010 year subscriptions included in Regular Member dues, which was $3,345. If the 2011 subscriptions are paid in 2011, it will appear as a double payment in the same year, but we are trying to keep payment in the same year as the expenditure when possible The remainder of expenses were mainly driven by the *TCS Bulletin* and executive services.

Balance sheet: Snapshot of financial position as of June 30, 2011. We currently have $83,428 in Total Assets, which is similar to our position this time in last non-conference year. We began 2011 with $89,477 in Net Assets, operated at a Net Income of ($6,898) for the first and second quarters, and have $83,428 in Total Assets and Total Liabilities and Equity.

Motion to approve financials as reported, seconded. **MOTION PASSED**

2011-2012 TCS Budget
Revenues have no changes. Expenses for the Board retreat increased from $2,700 to $4,000 because of the need to hire a facilitator. The other changes are a line for the communications committee in an amount for $150 for possible incorporation of communications software and a reduction in the Development Committee budget from $3,000 to $300, due initially to an error, but accepted by the committee chair..

Motion to approve 2011-2012 TCS Budget, motion seconded. **MOTION PASSED**

BoD Resolutions and Policies
The Board was presented with two policies previously approved by lack of objections or comments on them. They included a procedure to appoint members to committees (Bylaws only reference appointment of committee chairs), and to approve a pilot TCS Facebook site to test its use to promote TCS activities such as TCS 23. They were

presented again to make sure that Board members had no further questions and were fully informed of the policy when declining to object.

Two resolutions were requested as part of the normal procedure to change signatories on the BB&T bank account and the T. Rowe Price investment account. Benoit is being removed from one account, and Killerlain Morrison is being added to both accounts, as well as Schiavinato's title is being changed to President.

A policy was proposed to put in writing the practice that ex-officio Board members do not have the right to vote. This will clarify of the non-voting status of ex-officio Board members previously only discerned from the Bylaws by deduction.

A clarification to the policy and procedure for electronic voting, adopted in 2002, was made to make the number of days allowed for voting consistent in all the places it appears, and to add the statement that the time periods are intended to ensure that Board members have time to get full and accurate information to make an informed decision.

Proposals for an investment account, a bank account, Facebook policy, procedure to appoint committee members, non-voting status of ex officio members, and electronic communications. For the proposed Facebook pilot project and procedure to appoint committee members, an email had been sent to the Board proposing them. Emails indicated if there were no objections then the actions would move forward. However, discussion was set aside on the call for Board members to discuss both the Facebook pilot project and procedure to appoint committee members.

A new policy for the use of the approved pilot TCS Facebook site was proposed to protect TCS from the possibility that someone might feel the information was not reliable. Non-profit organization legal specialists recommend creating a policy which relates the use of social media to the organization's mission, evaluates whether it is meeting those objectives, outlines who controls the site, and how it may be used. The proposed policy included those steps as well as guidelines for the users of the site and a draft announcement to the membership with instructions for using the site.

Questions from the Board:
Are their examples of using Facebook pages in other organizations? RAE indicated as an example. Their only difficulty is that Facebook security rules do not permit information representing the organization be put in the site profile, but only that of an individual person. Judy's information as TCS Executive Director is listed. Judy and Laurie are serving as TCS administrators. Also, the Communications Committee has been researching the use of all social media by organizations similar to TCS.
Are TCS members invited to link to the Facebook page? Not exactly. In order to comment on postings on the TCS FB site you must create your own FB site, and then "like" TCS. Then you may post a comment. This structure prevents TCS FB site users' information from their personal FB site from being posted on the TCS FB site. The TCS site is set so that no one can "friend" TCS, nor post information directly on

the TCS FB site. We're currently walking between a pilot period and a more open platform. The primary rationale for this pilot effort is to promote TCS activities such as the TCS conference. The proposed policy indicates that postings will be short versions to the same information being sent to members via email. This will be heavily restricted as a pilot. One of the values of Facebook is accessing networks that other people possess. A simple website does not have the capability to push out information on it, so other communications vehicle must be used in combination. All communications will drive people to the TCS web site for the full posting of the information. There, visitors will be learn of or be reminded of the benefits of membership in TCS.

Motion to approve on all items except the proposed Facebook policy, motion seconded. **MOTION PASSED**

If there additional comments on the Facebook pilot, please submit comments via email to entire BoD. More information about the Facebook pilot project will be sent to the Board via email, and an e-vote will take place on whether to adopt the proposed Facebook policy.

TCS BoD Conflict of Interest Statements
This should be done each year. In the past, folks would reply to questions and return it. Third parties include accountants and ECU (providing web services). The IRS Form 990 asks the question if we have a conflict of interest policy that is reviewed annually as a way to make sure that non-profit organizations are diligent in their governance. Request that Board members review, sign, and fax to Judy.

TCS 23 Update
Last month had first conference call. Next call on July 28th where theme will be finalized. David Loomis and Hans Vogelsong from ECU are serving as conference co-chairs along with Jim Murley from Florida. Plan is to have a theme, develop conference tracks, and send a call for papers in September. Patrick Lawrence will serve as proceedings editor, and Julia Wyman of the Marine Affairs Institute will serve as Program Chair.

Committee Updates

Communications- Job posting Database: The idea would be to go to TCS site and complete a template if you have a job to post. The purposes are to reduce the time Judy has to spend on job posting, transfer this member service to a more dynamic system, and attract more individual members and organizational members.

Brief discussion on possible development of a TCS listserv. Check-in on the TCS M2M database: 51 people currently using.

Facebook Pilot: Could overlap with a listserv. Could use Facebook to drive folks to M2M network page. Twitter was event driven (TCS Conference). This could be the same. It seems this would be a low level of effort to initiate. Majority of effort would likely be required for monitoring. Designed only to test Facebook as a tool for the future and to evaluate how much time would be required in maintenance.

Diversity Work Group- Looking for ideas on how to move forward. Could be at conference or via other venues. Looking for Board ideas. Lisa will send an email with additional details.

Development- Met at end of May. As a result put together a prospectus for TCS 23 sponsorship. Drafted a letter for TCS 22 sponsors to support TCS 23. Will have another call in coming weeks to support TCS 23 development. Phil Prete is a new member of the committee. Welcome!

Chapters- developing work plan. URI purchased 40 student memberships for the Fall 2011. Working toward new chapters, Miami, Hawaii (again) as well as Tulane.

Meeting adjourned at 4:43 PM EDT.