

TCS BOARD OF DIRECTORS MEETING
MINUTES

Friday, September 28, 2012
2:00 PM – 4:00 PM (EDT)

ATTENDANCE

President Lisa Schiavinato, *President-Elect* Kate Killerlain-Morrison, *Past President* Jeff Benoit, *Treasurer* Jeff Smith, *Directors:* Rick DeVoe, Susan Farady, Patrick Lawrence, Tony MacDonald, Bhaskaran Subramanian, Susan White; *Executive Director* Judy Tucker

Not Present: *Secretary* Chris Ellis, *Directors* Andy Bohlander, Rebekah Padgett

APPROVAL OF MINUTES

Motion to approve July 3, 2012 Meeting Minutes as written; motion seconded. **MOTION PASSED.**

STATUS OF TCS SPECIAL ISSUE OF CMJ

On October 3, Lisa received an update via email from Kristen Fletcher, guest editor of TCS Special Issue: Guest editors received 15 full manuscripts, and all are currently in the review stage. A few manuscripts were submitted late, so the review process will probably extend through October. Final papers due in January 2013.

AMENDMENTS TO TCS BULLETIN CONTRACTS

As a result of the Board decision to reduce the number of issues in 2012 from four to three in order to conserve assets and protect the TCS financial position, the contracts for writing and producing the newsletter had to be renegotiated. Both Ellen Gordon and East Carolina University agreed to the proposed amendments, which reduced the cost of the contracts.

Motion to approve the proposed amendments to the contracts with Gordon and ECU made; motion seconded. **MOTION PASSED.**

Action: Lisa to sign the two amendments and forward them to Gordon and ECU for their signatures.

REGIONAL EVENTS

Tony MacDonald, Chair, Regional Networks Special Projects Committee, summarized the regional reports from TCS Board members in the following regions: Northeast – Farady, Mid-Atlantic – MacDonald, South Atlantic – Ellis and DeVoe, Gulf of Mexico – Ellis, West Coast – Padgett, Pacific – Bohlander, Great Lakes – Lawrence (full reports were distributed with Board meeting materials). The regional reports provided a preliminary assessment of the regions' individual leaders, leading organizations, priority issues, planned meetings, unrepresented constituencies, and challenges to establishing a TCS regional network or chapter. The summary report highlighted a consistency of issues across regions which could build toward key issues at TCS 24, the potential for constituencies which are not normally part of TCS activities or for TCS members unable to attend a biennial conference to engage with TCS, the need to build regionally-based relationships with potential funders and to develop a financial model for future regional events in 2015, and the need for a clearer picture of and goals for a regional network which would add value to the already crowded field of meetings and organizations.

Tony led a round of discussion to enunciate the mission and objectives for regional networks.

Action: Tony to draft a mission statement from the comments, and distribute it to the regional reports team for review.

For the initial regional efforts in 2013, TCS may adopt varying levels of partnership with existing organizations' events to conserve its resources. TCS could offer a potential partner expertise, attendees, publicity, coastal leadership development training, student career support, and the role of neutral convener. Complementing an existing network of organizations, such as the regional affiliates of CERF or the National Ocean Council Regional Planning Bodies, would enhance the science to policy connection and reinforce that role for TCS.

A maximum budget of \$7,500 was identified – \$5,000 from Taylor & Francis Group, \$2,500 from National Marine Fisheries Service Office of Habitat Conservation. These funders will be consulted during development of the events. A financial model of (1) net income, (2) break even, or (3) small net expense will need to be reviewed and determined by the Board.

Action: Tony to draft a query to TCS members by region to probe for their interest, input, support, and possibly a commitment to leadership on a regional event.

Action: Board members are asked to volunteer for this committee.

ANNUAL GIVING CAMPAIGN

The Annual Giving Campaign is the first step in a broader five-year fundraising strategy, to be implemented now to take advantage of year-end charitable donations, to build a culture of giving among TCS members, and to demonstrate success to potential funders in the future. The 2012 goals are \$3,000 overall from a variety of individuals including current and prior TCS members and leadership, and 2) 100% participation by the current TCS Board. Marketing messages will be developed which emphasize an investment in the organization that focuses on the coastal resource management practice. Roll out on October 17 is intended to be in advance of the annual membership renewal effort, and can serve as a reminder to members and prior members of the value of also belonging to TCS for the variety of membership benefits to the individual. A trial period of subscription to the online giving program, DonateNow, has been donated to TCS, and checks will also be accepted. The Development Committee has prepared a work plan and timeline.

Motion made to endorse the Annual Giving Campaign work plan and timeline; motion seconded.

MOTION PASSED.

Action: Kate to investigate what options for online giving programs are available after the trial period ends.

Action: Kate to communicate with other TCS committees about tasks related to other means of raising funds (chapter membership, dues increase, and regional events).

FINANCIAL REPORT

Net assets, 9/18/12: \$76,634

Third Quarter Net Income: (\$16,542)
Year-to-date Net Income: \$16,087
TCS 24 Net Profit: \$42,411 vs. budgeted \$75,000
Expected Sponsorships Missing: \$43,000 (OCRM \$18K + EPA \$25K)

Cash flow projections show TCS at a historically low level of net assets to begin the year 2014. The Annual Giving Campaign and potentially the regional events may provide additional cash, but will be budgeted at zero income to better show the financial status.

2013 BUDGET

Due to the uncertainty of the format of the next conference and what the potential net income might be, budgeting for the second year of the normal biennial year (2014) would not be realistic. Therefore, the 2013 budget will be prepared this fall, and as more certainty is gained in 2013, the 2014 budget will be prepared.

Action: Committees to submit their expected revenue and expense figures for their 2013 work plans and activities related to the new fundraising strategies to the Finance Committee by October 28, 2012.

Action: Finance Committee to prepare a draft budget for the Board by November 15, 2012.

Action: Board to consider whether to keep items in the budget such as committee planned expenses, and to adopt 2013 budget at the December Board meeting.

ACCOUNTANT RFP

The accountant contract for the annual tax return and preparation of 1099 form was last competitively bid in 2010, for the first time since 2000. The prior firm was rehired in 2010, and a written proposal for services and letter of agreement has been in place for each year since. To make sure TCS is getting the best services at the best price, an RFP will be sent to several firms, and the Finance Committee will make a recommendation for an accounting firm.

ALTERNATIVE AUDIT

TCS has discussed the need for an audit of the type provided by accounting firms according to Generally Accepted Accounting Principles (GAAP) to assure incoming TCS presidents that the organization's operations and financial assets are well managed, and to demonstrate the same to potential funders (foundations and corporations). Further, state charitable solicitation registration requirements and federal government funders require such an audit at varying levels of government funding beginning at \$400,000. TCS currently receives most of its support in the form of program support (the biennial conference) and that maximum was \$81,000 for TCS 20. As of now, no audit would be required unless a potential funder requested it in their guidelines. Estimates collected for similar audits (RAE, Sargasso Sea Alliance, TCS accountant for TCS) ranged from \$12,000 - \$23,000). The TCS accountant advised that TCS maximize its options for increasing revenue other than from foundations until it has collected \$400,000, at which time the cost-benefit ratio for performing an audit would be more reasonable than expending \$12,000 given TCS's current financial position.

It was suggested by TCS Past President and Treasurer Mo Lynch that a rigorous examination of TCS's operating procedures and financial records could be made following similar steps to a GAAP audit, but

conducted by a three person panel consisting of people with a mix of levels of familiarity with TCS. The outcome would consist of a letter of findings by the Audit Committee to the TCS Board. Actions taken to address the Audit Report findings would be documented in the board meeting minutes. This procedure was used when Mo was the financial manager for NEERA. The Finance Committee proposed a format and timeline for such an audit of the year 2011 was proposed for fall 2012. The Board requested more detail about the procedure of the proposed audit and potential for acceptance by incoming TCS presidents and potential funders.

Action: Finance Committee to provide requested information.

COMMITTEE REPORTS

Chapters

Report submitted in advance. No representative in attendance.

Communications

Laurie Jodice reported the highlights from the submitted report. Decision to bake the newsletter a bi-annual offering for publishing TCS news and in depth articles to save TCS money, increase TCS exposure, and engage members are being researched.

Action: Submit proposal for publishing TCS news and in depth articles to the Board for consideration in time for the 2013 proposed budget (October 28).

Development

Report was submitted in advance, but a separate report of other highlights was skipped since the report focused on Annual Giving Campaign action items.

Education Committee

Report on recommended topics for regional events and/or TCS 24 submitted previously.

Membership

Patrick Lawrence reported the highlights from the submitted report, and will take the following actions in time for coordination with other TCS activities in the remainder of 2012:

Action: Coordinate with the Development Committee the timing and messaging of the effort to reinstate 2011 members with the Annual Giving Campaign (October 17).

Action: Submit proposal for any increase in membership benefits with associated costs to the Finance Committee for the 2013 budget (October 28).

Action: Submit proposal for a dues increase to the Board prior to the 2013 membership renewal (December 10).

Meeting adjourned at 4:02 PM (EDT).