

TCS BOARD OF DIRECTORS MEETING
MINUTES

Wednesday, December 19, 2012
3:30 PM – 5:15 PM (EDT)

ATTENDANCE

President Lisa Schiavinato, *Secretary* Chris Ellis, *Treasurer* Jeff Smith, *Directors:* Susan Farady, Patrick Lawrence, Andy Bohlander, Rebekah Padgett; *Ex-Officio Member* Paul Ticco; *Executive Director* Judy Tucker

Not Present: *President-Elect* Kate Killerlain-Morrison, *Past President* Jeff Benoit, *Directors* Susan White, Bhaskaran Subramanian, Tony MacDonald, Rick DeVoe

Welcome to new members and happy holidays! Thank you to outgoing members, Jeff Benoit, Susan White, Patrick Lawrence, and Bhaskaran Subramanian. A warm welcome is extended to incoming officers and directors Gerhard Kuska, Angie Fredrickson, Brian Smith, and Chad Nelsen (all present on the call), who begin their terms on January 1, 2013.

SECRETARY'S REPORT

APPROVAL OF MINUTES

Motion by Chris Ellis to approve September 28, 2012 with minor edit clarifying that the new TCS Bulletin schedule is set for two issues per year instead of three issues, as currently stated; motion seconded by Rebekah Padgett. **MOTION PASSED.**

SUMMARY AND RECORDING OF E-VOTES SINCE SEPTEMBER, 2012 MEETING

1. November 15, 2012

Motion: Treasurer Jeff Smith moves to adopt the proposed 2013 TCS budget.

Motion Seconded: President Lisa Schiavinato seconds the motion.

Motion carried with 10 yes, 0 no, 3 non-response.

2. November 26, 2012

Motion: Secretary and Communications Chair Chris Ellis moves that the TCS Board of Directors adopt a new social media policy.

Motion Seconded: Director Bhaskar Subramanian seconds the motion.

Motion carried with 11 yes, 0 no, 2 non-response.

3. November 26, 2012

Motion: Director and Membership Committee Chair Patrick Lawrence moves that the TCS Board of Directors approve a \$10 increase in membership dues for the Regular and New Professional categories.

Motion Seconded: Secretary Chris Ellis seconds the motion.

Motion carried with 12 yes, 0 no, 1 non-response.

4. December 5, 2012

MOTION: President-Elect Kate Killerlain Morrison moves to accept the Board of Directors election results for the 2012 election:

President-Elect - Gerhard Kuska

Secretary - Angie Fredrickson

Director - Chris Ellis

Director - Chad Nelsen

Director - Brian Smith

Lisa Schiavinato seconds the motion.

Motion carried with 12 yes, 0 no, 1 non-response.

Secretary Chris Ellis solicited comments from the TCS Board of Directors on the RFPs for TCS Bulletin Editor and Publisher. The Board did not recommend changes to either RFP. Chris emphasized the tight timeline on releasing the RFP, preferably during the first week of 2013..

2013 REGIONAL EVENTS UPDATE

Susan Farady, co-chair of the Regional Events Committee, provided the update. Planning for the regional events hasn't advanced as far as the committee would like in the past few months, due to Hurricane Sandy and aftermath, but they plan to regroup in the New Year. They need to be strategic and make activities manageable. They must align themselves with good, reliable partners. Tony has conversations planned, but is not present on the call to report. Tom Bigford's office donated \$2,500 in seed money to support future regional events. He's very excited of the prospect on TCS conducting regional events. Tom also serves as the NOAA CMSP rep for the Mid-Atlantic Region. Andy Bohlander has been in conversations with Penny Larin with the Pacific Services Center (PSC) to discuss the PRiMO annual meeting as a TCS supported effort. It's a regional resilience-focused meeting (Pacific-wide event). It's a great event to share the value and benefits of TCS. It's a challenge to engage the various cultures represented, but a real opportunity at the same time. This meeting could be a good fit for TCS to build upon. Penny was very keen on engaging TCS in the event. The event is tentatively scheduled for mid-March. PSC seems to be a willing and interested partner moving forward. Costs are a critical consideration in planning regional events in the Pacific region.

Action: The committee will draft an action plan for the upcoming year to guide regional event planning. The action plan is due to the TCS President by the close of business on January 31, 2013.

The Surfrider Foundation hosts a series of regional conferences, as well. Their conferences are geared toward chapter members and activists. There is one planned for California in 2013 (dates tbd) . There is potential for TCS to partner with Surfrider for a regional event, such as the one planned in California. Chad Nelsen will assist in exploring this idea further.

There will be a financial goal for the regional events, as these events can serve as a revenue source for both 2013 and for 2014 (biennial conference year). The TCS Board should keep TCS 24 in mind as it further develops the regional event concept. In addition, the Board needs to increase coordination at the first of the year and make decisions and recommendations, prior to a formal retreat, to keep activities moving forward. However, the challenge is to determine precisely the value added TCS provides to an existing meeting. Once TCS determines this value added, it can be used as part of any proposal TCS brings to a group like the Pacific Services Center to make the case for why that group should partner with TCS.

ANNUAL GIVING CAMPAIGN UPDATE

Lisa Schiavinato provided this update on behalf of Development Committee chair Kate Killerlain Morrison. A big thanks was extended to the team working on the campaign. Development Committee member Linda Maxson has been doing a phenomenal job as the lead for the campaign. This has been a learning experience for many and has been of great benefit. The campaign began on the heels of Hurricane Sandy, but this has definitely brought more focus and attention on resilience and safety to Americans. Hopefully this will spur further discussions in this area. At the time, TCS has received 19 online donations, as well as several ground mail checks, for a total of \$2,160 raised thus far. The campaign goal is \$3,000, so TCS is on track to achieve this goal. There is still about two weeks left in the campaign. Judy has been sending out email messages approximately every 10 days. A lesson learned is there is a significant learning curve in coordinating a giving campaign. Also, funders pay attention to whether 100% of the Board has donated. This is an important factor in messaging both for encouraging others to donate, as well as for general fundraising. Linda emphasized this point to TCS repeatedly. TCS should strive for 100% Board participation, at a minimum. Throughout the process, Board members have been calling past members and past Board members to ask for support to TCS. This has also been an integral part of the campaign's success. We should strive to continue developing a culture of giving within the organization. Also, we have almost 100% Board participation and it seems we will reach this goal by December 31.

The phone calling to past Board members has been an interesting experience. Many have changed careers and have lost a connection to TCS over time. Some of the calls have been very positive. It seems membership recruitment would be more beneficial before the fundraising activities (observation from a Board member).

TREASURER'S REPORT

Treasurer Jeff Smith presented his 4Q financial report. The profit and loss statement was covered for Quarter 4. Total expenses for Q4 was \$12,515, and net income was (\$10,884). TCS budgeted for a conference income of \$75K, though it didn't hit the mark due to lack of sponsorship income and attendance. The balance sheet is a snapshot of the TCS financial position as of December 9. TCS has \$62,229 in the bank (checking and savings). TCS finished the year with \$2,529 in net profits---

\$28,882 less than budgeted. This shortfall was largely driven by a shortfall in TCS 23 conference income. TCS budgeted for a net income of \$75,000 from TCS 23, but the actual income came to only \$42,411. This is a \$32,589 shortfall that has resulted in a need for budget cuts in 2013.

Smith presented the results of the Request for Proposals for a TCS accountant. Only one firm responded to the RFP, TCS's current accountant Dixon Hughes Goodman LLP. The Finance Committee vetted the proposal and found that DHG's proposal scope of work matches TCS's needs, for the same cost the firm charged in 2011 and 2012. The committee recommends TCS renew its contract with DHG.

Jeff Smith made a motion to approve the contract to retain Dixon Hughes Goodman LLP as the TCS accountant.

Lisa Schiavinato seconded the motion, **MOTION PASSED.**

Alternative audit: Over the past several months, TCS has discussed conducting an audit. The rationale is that if we're seeking donations and contributions, we must demonstrate our financial integrity. However, the general sentiment is that TCS needs to be at the \$400K asset level to necessitate an audit. TCS is in a weak financial year, so the decision to pay for an audit at the present is not the best approach.

There was recently a seminar held in Alexandria, VA, entitled: Current Tax and Accounting Issues Affecting Nonprofits, as a portion of the 2012 Semi-Annual Nonprofit Organization Symposium. The TCS accountant and accountants who presented at a seminar attended by Jeff Benoit and Judy Tucker agreed that:

1. An audit performed by other than a CPA will not be considered a viable audit by funders which require an audit; and

2. Until TCS income reaches \$400,000, the amount when several state charitable solicitation registration regulations require an accountant's audit and at which federal agency grants require one, TCS should not spend the \$5K - \$12K on a CPA audit as quoted by the TCS accountant, RAE, and Sargasso Sea Alliance.

In the meantime, TCS should focus its efforts on developing procedures that would make preparation for an audit go smoothly. Both the TCS accountant and Kate Killerlain Morrison supplied a pre-audit checklist to the Finance Committee. In addition, during 2013 budget discussions earlier this fall, Rick DeVoe provided a description of the Finance Committee of the Southeast Coastal Ocean Observing Regional Association. DeVoe suggested that TCS develop BMPs to make sure that its financial management procedures are written so that the current and future Board of Directors have a clear understanding of how TCS operates.

QUESTIONS RE: COMMITTEE REPORTS, MISC. BUSINESS

None.

Lisa Schiavinato passes the virtual gavel. Welcome to the new TCS President, Kate Killerlain-Morrison!

Meeting adjourned at 4:46 PM (EDT).