

**TCS Board of Directors Meeting
MINUTES
Thursday March 7, 2013
2:00- 4:00 PM Eastern**

In attendance: *President* Kate Morrison, *Secretary* Angie Fredrickson, *Treasurer* Jeff Smith, *Past President* Lisa Schiavinato, *Directors* Andy Bohlander, Chris Ellis, Susan Farady, Tony MacDonald, Chad Nelson, Rebekah Padgett, *Executive Director* Judy Tucker

Not in attendance: *President Elect* Gerhard Kuska, *Director* Rick DeVoe

President's Report

New Board members were welcomed: Angie Fredrickson, Secretary; Directors Chad Nelsen and Brian Smith.

The following schedule of organizational communications will be used to streamline communications, increase efficiency, and reduce email chains:

- President and Executive Director (weekly)
- Executive Committee (monthly)
- Board of Directors (quarterly)
- Committee Chairs (quarterly), following each Board call

Treasurer's Report

The Treasurer reported year-to-date (2/25/13) Income of \$7,425, Expenses of \$9.634, and Net Income of (\$2,209). Donations reflect a mix of 2012 and 2013 Annual Giving Campaign donations. Expenses are as budgeted.

The Balance Sheet showed \$63,207 in assets in our checking, investment, and PayPal accounts.

Charts presented the two financial statements in graphic form.

TCS typically budgets for two years to match the income cycle of the biennial conference. TCS has budgeted for only one year, following the reduced conference net income, and will be monitoring the financial situation closely in 2013.

The first Annual Giving Campaign in 2012 raised \$2,542 against a goal of \$3,000. \$700 has been donated in 2013. A full debrief is forthcoming from the Development Committee, including lessons learned and feedback about TCS gleaned in conversations with potential donors.

ACTION: Board to report any contacts made during the 2012 AGC to Padgett for addition to the donor contact database.

ACTION: Board to send Padgett any ideas for fund raising.

Secretary's Report

The following motions were passed by the Board since the last Board meeting:

MOTION (Smith): to adopt two resolutions to change the officers with signature authority on the bank account and investment account.

Seconded: Schiavinato

Motion carried 1/23/13 with 9 yes, 0 no, 4 non-response.

MOTION (Morrison): to appoint TCS Committee Chairs for 2013.

Seconded: Schiavinato

Motion carried 2/19/13 with 11 yes, 0 no, 2 non-response.

The Secretary presented the draft 12/19/13 Board meeting minutes for approval.

MOTION (Nelson): to approve the December 19, 2012 minutes as written.

Seconded: Schiavinato

Motion passed.

Contracts Approved

Executive Director

An amendment to the contract was needed to reflect the reduction of hours (1,000 to 600) and readjustment of tasks (evenly divided among Board Support, Development, and Membership).

MOTION (Smith): to approve the contract amendment.

Seconded (Padgett)

Motion passed.

TCS Bulletin Production and Web Site Support

One response to the RFP was received. The two-year contract is with East Carolina University for the production of two issues per year, and will be reviewed after year one.

MOTION (Nelsen): to approve the TCS Bulletin Production and Web Site Support contract with East Carolina University.

Seconded (Padgett)

Motion passed.

TCS Bulletin Editor

Two responses to the RFP were received. The two-year contract is with Ellen Gordon for the production of two issues per year, and will be reviewed after year one.

MOTION (Schiavinato): to approve the TCS Bulletin Editor contract with Ellen Gordon.

Seconded (Farady)

Motion passed.

ACTION: Fredrickson and Tucker to prepare contracts for signature.

Taking Positions on Policy and Legislation

Article II of TCS Bylaws states that it is part of our organization's purpose to:

“ . . . provide public information on the importance of effective research and management programs; and articulate positions on proposed legislation and policies”.

The Ad Hoc Strategic Planning Committee is actively including the first part of the phrase into the draft Strategic Plan, which states: “provide public information on the importance of effective research and management programs.” However, the committee feels that the second part of the phrase “articulate positions on proposed legislation and policies” warrants discussion by the TCS Board.

The issue of whether TCS takes positions on key issues, legislation or policies has come up repeatedly in the organization's history. To date, the organization has decided against taking formal positions to avoid appearing partisan and to maintain our goal of providing an objective forum for dialogue on issues, and because many board members have real or perceived conflicts of interest working for agencies or organizations that are involved in coastal issues. While the Board of Directors operates in a volunteer capacity, we bring our professional affiliations with us to the TCS community and potential confusion may arise. During the 2012 Annual Giving Campaign, some board members received feedback from members/past members asking why TCS is not more active in this area. To review the organization's compliance with its bylaws, to reflect the continuous turnover in Board makeup and the changing guidelines given to them by their employers, an annual review is recommended. To put the discussion on the floor, the following motion was made:

MOTION (Morrison): For a period of one year, TCS will not articulate positions on proposed legislation and policies (as referenced in Article II of TCS Bylaws). The Board of Directors will re-evaluate this decision annually, no earlier than January 1, 2014.

Seconded (Schiavinato)

Discussion points included employer constraints, perceived conflicts between employer and TCS positions, the role of TCS as a neutral broker of information, publishing white papers, educating on all positions without recommending one, and changing the bylaws with input from the membership.

The Board determined it was not prepared to vote on the motion. A request was made to continue the discussion via a separate conference call for that purpose.

ACTION: Morrison to poll the board for the best dates for such a call.

Revision of Social Media Policy

To expedite the use of social media and to reduce reliance on the President to approve sources of information for sharing, a list of pre-approved sources will be used. Changes to the list will be approved by the Executive Committee.

MOTION (Morrison): to approve the Revised Social Media Policy.

Seconded (Padgett)

Motion passed.

Appointment of New Regional Networking Events Committee Chair

MOTION (Morrison): to approve President-Elect Gerhard Kuska as the Chair of the Regional Networking Events Committee.

Seconded (Nelson)

Motion passed.

Second Quarter 2013 Priorities

To improve communications and governance, Morrison reviewed the priorities for the second quarter:

- Finalize (2013-2014) Strategic Plan
- Initiate Committee Work Plans – committee appointments will be finalized April 8, and the committee chairs will meet later that month
- Membership Retention Campaign
- Complete TCS Chapters Annual Review of Affiliation - by May 1; financial reports to the Treasurer for inclusion with materials for the TCS tax return preparation
- Complete CMJ Special Issue on CZMA Anniversary – based on the opening plenary of the 2012 conference
- Finalize 2012 Organizational Annual Report - by April 30 distribute to TCS membership

2013-2014 Strategic Plan Process Update

Committee Chair Lisa Schiavinato recognized the committee members Rick DeVoe, Gerhard Kuska, Kate Morrison, Brian Smith, and Judy Tucker, and stated that the purpose of this discussion is: 1) to allow the Board to comment on what we have drafted so far, before finalizing a draft to be sent to external reviewers, 2) to make sure we are comfortable with the review process as this will be the first time TCS requests input from external reviewers and the membership.

The draft itself focuses on outreach to external stakeholders (members, funders, partners, public). Previous strategic plans were internally focused. An internal management plan is being developed by the Executive Committee to represent the traditional activities important to governance. The external focus will help with outreach to the public and fund raising.

Lisa is looking for input and suggestions on the direction, process and timeline. Direction from the board included:

- Create greater clarity about the value of TCS to its stakeholders, which will be reflected in the development of membership materials and the logo redesign.
- Design of marketing materials should proceed without waiting for the strategic plan to be approved.
- Need the addition of a timeline and metrics to measure success which can be reported to potential funders.
- Delete the mention of a certification program because the profession is interdisciplinary, the profession is not demanding it, and the scope of the effort is too great for TCS to deliver at this time.
- Add specific mention of the biennial conference.

Comments about the external review included:

- Group should represent a diverse range of stakeholder sectors and geography
- Reviewers should be prepared with a set of instructions including TCS's goal for their review
- External reviewers can advise on ways to engage their sector on issues, e.g., energy
- Inform reviewers that TCS can help their industry/sector reach agencies, academia, students

Comments about the review by the membership:

- Can help determine which sectors they want TCS to engage
- Should include recently dropped members
- Open-ended feedback would allow new elements to be added and suggestions for activities made.
- Should hold an open discussion after the plan is adopted to inform members of the new strategic directions TCS is taking.

ACTION: Board is to send further comments to Schiavinato by Wednesday, March 13.

The meeting was adjourned at 4:05 PM ET