

**TCS Board of Directors Meeting
MINUTES
Friday November 15, 2013
2:00- 4:00 PM Eastern**

In attendance: *President* Kate Morrison, *President Elect* Gerhard Kuska, *Past President* Lisa Schiavinato, *Secretary* Susannah Sheldon, *Treasurer* Jeff Smith, *Directors* Andy Bohlander, Rick DeVoe, Chris Ellis, Susan Farady, Tony MacDonald, Rebekah Padgett, Brian Smith, *Executive Director* Judy Tucker

Secretary's Report

- A) **MOTION: To approve June 2013 meeting minutes (Morrison)**

SECOND: Sheldon

8 votes in favor, 0 votes opposed, 0 abstentions, 5 did not vote

- B) **MOTION: To accept the affiliation application of the Eckerd College chapter (Morrison)**

SECOND: Ellis

8 votes in favor, 0 opposed, 0 abstentions, and 5 did not vote

- C) **MOTION: To approve the results of the 2013 Board elections (Schiavinato)**

SECOND: Kuska

Carried.

- D) ***E-vote: Report of motion approve the terms of agreement between The Coastal Society & Restore America's Estuaries: Creating a Collaborative Partnership for a Joint National Summit (Morrison),***

SECOND: Schiavinato

11 votes in favor, 0 votes opposed, 0 abstentions, 2 did not vote

- E) ***E-vote: Report of Bylaws Changes Vote by Membership***

Bylaws changes were approved by the membership. 65 members voted to approve the proposed changes, 0 voted against. A quorum of 5% (or 14 members) was required. The motion passed.

- F) ***E-vote: Report of amendment to the Executive Director contract for Judy Tucker with an increase of 50 hours for 2013, a financial increase of \$1,750, for a new total contract obligation of \$22,750 (Morrison)***

SECOND: Jeff Smith.

9 votes in favor, 0 opposing, 4 Directors did not vote

Finance Update

(1) Financial report and cash flow forecast

- a. First page is a balance sheet and just an overview; currently hold assets of \$46,344; 65,315 subtracting net loss of \$18,971, remaining \$46,344
- b. Profit and loss demonstrates Q4 income driven by Taylor and Francis income as part of an ongoing agreement with them; expenses include accountant preparation of Form 990; net loss of \$5,554
- c. Annual income around \$20K, \$2,917 in donation line includes CERF-specific income of \$1,250; \$11,247 total Q4 expenses; operating at a net loss of ~\$18K, which is typical of an off-conference year. We have pending expenses to T&F for journal access
- d. Last 2 pp are graphical summary of income and expense allocation
- e. Specify restricted v. unrestricted donations moving forward

(2) Annual Giving Campaign Update

- a. Contributions against goal
 - a. Goal is \$5,000; we are currently at \$2,707. This is an increase over the final total from last year
- b. Board of Directors responsibilities
 - a. Past presidents have been asked to donate at a level similar to that of current Board members
 - b. Looking for Board to make calls
 - i. Facilitated by contact spreadsheet with some detailed information and also talking points/sample scripts
 - ii. Encouraged Directors to reach out to family, friends, via social media; essentially use any tool available to help bring in income to TCS

(3) TCS 990 tax return was submitted 6 Nov 2013 via the accountant

Future of TCS

(1) Decision needed to dictate 2014 operations

- a. Background: in early 2015 we will run out of funding, regardless of pending annual giving campaign and other income or funding scenarios
- b. These are not the only options, but the ones the Executive Committee
 - i. Option One: Close organization
 - ii. Option Two: Merge with organization of similar mission
 - iii. Option Three: Actively fundraise to re-build organization
- c. Preferred outcome from today's call is to have an idea of which option the Board is leaning toward so we can begin planning for next steps before the next conference call

- d. The Executive and Development Committees have been working to develop some options, but are overburdened
- e. Lots of pressure on Kate as President, the Executive Committee, and the Board at large.
- f. Would like to see the organization remain open, but also cognizant of the time and effort this will take
- g. Lisa has discussed this with development individuals she know, and the conclusion is that TCS has not had a public face
- h. This will have to be achieved with everyone pitching in, otherwise we will not succeed
- i. We have been living off the surplus, and have yet to designate a fundraising goal. A minimum of \$70K would keep us operating at a minimal level
- j. We will need to demonstrate outward value to bring in larger funders; annual giving campaign will have to be multiplied many times over to support the operations
- k. There are two ways to look at this: we can operate at a minimal level to maintain what we have been doing, or we can try to achieve an optimal operational level
- l. We have to determine a deliverable, if it is not the conference. What is the product? Doubt that the regional efforts will ever bring in much support
- m. An idea would be to offer a training, deliverable, or workshop to work with the public for a fee
- n. We are going to have to undergo a cultural shift if we are going to survive; and as Board members we need to do a much better job of beating the bushes, meeting people at conferences, reaching out to connection
- o. If we are going to raise significant funding, we need to deliver related programming.
- p. If the culture is to be changed, then we may need a different set of Directors. This is a programmatic Board, not a fundraising Board.
- q. While this may not be the appropriate organization, if looking at option two, RAE does not have an individual-based membership, but TCS does bring this to the table.
- r. We struggle to continue to articulate what the value-added is we bring to the table; if there was a fourth option, that might be the best option, but not sure what that is
- s. It is worth continuing to explore moving forward, but not sure under what context. This needs to be
- t. Consider if we have time to restructure Board over the next year as discussions continue; a professional fundraiser was approached and we would have about 65 hours of their time under the current budget. We asked: what would they be trying to help us sell, and would it be worth the funding with only 65 hours.
- u. There has been general agreement that closing is not the way to go yet, but virtual existence of the organization might be an option **(new Option 4)**.
- v. No one else is doing the networking, particularly at the student/professional networking level
- w. Examine the possibility of more TCS-centric meeting partnerships
- x. We are facing building a new business model
 - i. Reasonable since we have been operating under the same business model for decades
 - ii. What alternatives are available to us?
- y. Suggested to reallocate journal funds to fundraising, but this will eliminate a member benefit
- z. How will we inform or incorporate the membership if we move toward a closure? Need a concrete action plan with personal commitments to follow through

(2) Staff support for either option includes further cuts to Executive Director hours

(3) Possible Board of Directors retreat

ACTION ITEMS:

- (1) Explore management consultant quotes (Brian, Lisa, Rick)
- (2) Explore potential merger partner organizations (Judy, Lisa)
- (3) Consider CZ niche

Meeting adjourned at 4 PM EDT. Next Board meeting December, 5 2013, 2 – 4 PM EDT.