

## TCS Board of Directors Meeting

December 17, 2014

### Draft Minutes

**Attending:** President Lisa Schiavinato, Treasurer Mo Lynch, Secretary Susannah Sheldon, Directors Tom Bigford, Chris Ellis, Susan Farady, Matt Nixon, Incoming President-Elect Julia Wyman, Incoming Directors Lewie Lawrence, Steve MacLeod, Executive Director Judy Tucker

**Not Attending:** Directors Andy Bohlander, Tony MacDonald, Chad Nelsen, Brian Smith

**President's Report:** Schiavinato welcomed the new officers and directors, and recognized outgoing Directors Bohlander and MacDonald for their contributions to TCS.

**Secretary's Report:** Schiavinato reported five electronic votes since the last board meeting:

1. REVISED **Motion** (by Tom Bigford), second (by Susan Farady) : To approve the following

Distinguished Service Awards: Lisa Schiavinato, Jeff Smith

Robert Knecht Award for Professional Promise: Caitlyn McCrary

Partner Award: Restore America's Estuaries

8 voted to approve, 0 voted against, 3 did not vote. Motion passed.

2. **Motion** (Schiavinato) Second (Bigford): To accept the results of the 2014 TCS Board elections as listed below.

The results of the elections are:

President: Tom Bigford

President-Elect: Julia Wyman

Directors: in order from highest to lowest; top 3 are elected:

52 Erika Washburn ELECTED

39 Susan Farady ELECTED

36 Lewie Lawrence ELECTED

30 Steve MacLeod

23 David Loomis

20 Paul Hindsley

Motion passed.

3. **Motion** (Schiavinato) Second (Bigford): The TCS Board approves adding 35 hours to Executive Director Judy Tucker's current contract, which ends on December 31, 2014.

9 voted to approve, 0 voted against, 2 did not vote. Motion passed.

4. **Motion** (Schiavinato) Second (Bigford): The TCS Board approves the appointment of Steven MacLeod to the director position to be vacated by incoming president Tom Bigford. MacLeod's appointment would be effective January 1, 2015 and end on December 31, 2016.

9 voted to approve, 0 voted against, 2 did not vote. Motion passed.

5. **Motion** (Schiavinato) Second (Sheldon): The TCS Board accepts the results of the vote on bylaws changes that (1) reduces the term of office of the president from two years to one year; and (2) requires members of TCS affiliates also to be members of TCS.

The motion is still open for a vote until COB today, but currently 8 voted to approve, 0 voted against, 3 did not vote. Motion passed.

**Motion** (Bigford) Second (Nixon): to approve the minutes of the November 2, 2014 TCS Board Meeting as written. Motion passed.

**Treasurer's Report:** Current assets as of 12/16/14 are \$33,329. An additional \$1,000 from Taylor & Francis for the Marc Hershman student travel scholarships just came in, and will be deposited tomorrow. TCS is projected to end 2014 with \$28,000 in current assets after anticipated December invoices are paid. That amount, plus projected revenue for 2015 of \$11,880 is sufficient to cover the projected 2015 expenses of \$36,742, leaving TCS with \$3,138 in current assets on 12/31/15.

A call to action was issued to the board to continue the work since the 2014 board retreat to identify new sources of funding.

Discussion of the TCS Bulletin future format, since editor Ellen Gordon is retiring and new electronic communications and publishing options are being considered, will be continued in 2015 when a proposal for communications vehicles and web design and maintenance services is received from the Communications Committee. Schiavinato recommended that a plan be in

place to protect a paid member benefit from interruption if only volunteer resources are used. Wyman indicated interest in participating in the Communications Committee's discussion.

**Motion** (Ellis) Second (Faraday): to adopt the proposed budget for 2015. Motion passed.

Lynch reminded the board that TCS uses cash accounting, so any 2014 bills paid in 2015 will be reflected in the 2015 budget, and may cause a line item to appear over budget.

**ACTION: Lynch** to send board a document that shows trends in the TCS budget over the past five years as an overview of how TCS got to the current financial position.

**2015 Partnered Events:** Bigford referred to a document listing proposed events for 2015 and 2016, some of which could generate revenue, and all of which could generate new member dues revenue.

**ACTION: Board members** are requested to send comments, add events, and sign up to lead events to Bigford prior to the January board meeting when the board will decide on which of the potential events will be developed.

**Endorsement Letter:** Schiavinato, on behalf of Smith, wishes to get clarification of what TCS will be asking foundations or corporations for before endorsements of that effort can be solicited. A letter describing support to the professional organization that helps the coastal management community accomplish their work will be drafted and sent to leaders in the field. They will be given options to sign on to the letter, or write a letter of their own, or to submit a testimonial or anecdote of the value of TCS which TCS may use in a funding solicitation.

**Partnership with RAE for 2016:** We did not get the additional \$8K based on RAE definition of paid registration. Paid v. unpaid registrations not well-defined in the agreement, Schiavinato felt differently about the definition than RAE did. One sticking point is that registrations as part of sponsorships were considered unpaid by RAE. TCS was pushed to get sponsorships from a number of sources, and at the end of the day these were categorized as unpaid registrations, which counted against TCS. Schiavinato asked RAE for accounting of registrations and also income v. expenses; RAE would not share the summit budget because it is rolled into the RAE organizational budget. Moving forward, if we partner with them again, we need to re-negotiate the terms, including not being precluded from hosting our own coastal event. It was agreed that we should keep the lines of communication open for the purposes of renegotiating terms of a contract; we can review other partnership opportunities simultaneously and review Summit evaluations for consideration in the final decision.

**ACTION:** *Schiavinato will reach out to Benoit for RAE's contract timeline*

**ACTION:** *Bigford, Nixon, Sheldon, Wyman will further explore partnership opportunities*

**Student Liaison to TCS Board Proposal:** This is meant to get a student representative more involved and give them a larger voice in the direction of the organization, and also helps justify requiring chapters be formal members. Is this a single student rep, or a liaison from each student chapter? The Board is open to more student reps, but there are some process issues (i.e. supporting travel to in-person meetings)

**Motion** (Ellis), Second (Sheldon): to approve the terms of reference, pending the recommended edit “ one or more student liaison positions.” Motion passed.

**Committee Restructure:** There was brief discussion of the reasoning behind the restructure; the recommendation came to test the committee restructure this upcoming year; if it works well, the standing committee section in the TCS Bylaws will need to be amended next fall. Motion (Schiavinato), Second (Ellis): to approve the committee restructure. Motion carried.

**Annual Giving Campaign:** \$1372 raised since October kick-off; another reminder will go out shortly. There will be another update on the next call.

**Executive Director Contract:** Judy has always been part-time, but her hours have dropped to 600 from the original 1000. She serves at the pleasure of the Board and has varied responsibilities, including communicating with the members and chapters, assisting with strategic planning, etc. The fewer hours she has, the more responsibility comes to the Board. She has been offered 6-month contracts at 300 hours typically, given the unstable nature of our revenues. Judy is going to track her paid activities and not provide any gratis work, so that we have a clear idea of what can be accomplished within 300 hours.

**Motion** (Lynch), Second (Bigford): to approve the Executive Director contract. Motion carried.

## **Adjournment**

The meeting adjourned at 3:45 pm ET.