



BRISTOL BAY

Regional Seafood Development Association

BBRSDA Board Meeting FINAL Minutes

September 14-15, 2019 – 10:00am AKT

Hotel Alyeska – Girdwood, Alaska

Board Training & Evaluation – Foraker Group (8:00am)

DAY 1: September 14 (10:00am)

1. Call to Order/Establishment of Quorum

President Johnson called the meeting to order at 10:15 a.m. AKT on 9/14/19. In attendance were board members Jackson, Christensen, Temple, Rodvik, Ure, O'Neill, and Cook. A quorum was established.

Also in attendance were staff members Wink, De la Rosa, Machain, and Padilla and members Mark and Bryce Niver.

Cook voiced concerns about the Board meeting not being properly noticed. Cook moved and Christensen seconded to waive the Board meeting notice policy for the September 14th and 15th BOD meeting. **MOTION CARRIED UNANIMOUSLY**

2. Approval of Agenda

Christensen moved and Jackson seconded to approved the agenda as amended. **MOTION CARRIED UNANIMOUSLY**

3. Approval of Previous Minutes

a. June 8, 2019

Christensen moved and Jackson seconded to approve the minutes as amended. **MOTION CARRIED UNANIMOUSLY**

4. Member Comments

Mark Niver provided background on his involvement in the fishery and habitat issues. Niver stated that the #1 threat to BBRSDA members livelihood's is currently Pebble Mine. Believes that if the Pebble Mine goes forward, the value of the fishery will fall by half overnight. He urged the BBRSDA to put all their efforts toward opposing the mine, noting that Bob Gillam spent \$33 million fighting Pebble Mine and urged BBRSDA to help fill the gap left by his passing. Niver felt Board member Rodvik should step down from the board given his stance on Pebble Mine.

Rodvik reiterated his stance on Pebble Mine. Rodvik is neutral on the Pebble Mine issue and as a Board member would make decisions on Pebble related issues that are in line with BBRSDA's Statues and Bylaws.

Bryce Niver stated that the purpose of the BBRSDA is to better the Bristol Bay fishery and the biggest threat to Bristol Bay is Pebble Mine. He felt that any neutral or positive sentiment towards Pebble Mine is disingenuous to the purpose of the BBRSDA Board. He also requested that Board member Rodvik resign.

Mike LaRussa called in as a member and representative of the Bristol Bay Reserve. Mike requested the BBRSDA sustainability committee meet with the BBRA Board prior to 9/25/19 to discuss habitat protection strategy. LaRussa also commented that the BBR was working with a legal team that might be beneficial to the BBRSDA.

Doug Morgan called in and requested Rodvik to step down as a Board member. He feels Rodvik cannot remain neutral on Pebble Mine and serve on the BBRSDA board.

In response to a Member e-mail, The Board discussed the merits of in person meetings versus video/teleconference meetings. General board sentiment was that in person meetings were valuable and there were significant technical hurdles to holding video conference Board meetings given that some board members live in far flung areas of Alaska without reliable internet service.

5. Executive Director Report

Wink invited the Board to ask any questions on the ED Report. The Board noted they would ask specific question under the committee reports.

Christensen moved and Jackson seconded to receive and approve the ED Report as presented. **MOTION CARRIED UNANIMOUSLY.** Cook was absent for the vote.

6. Presentation of Audited Financial Statements – Thomas, Head, & Greisen

a. 2018 990 Form

Audrey Lance of THG presented the 2018 990 Form. The Board discussed some specific language issues in the 2018 990. Christensen moved and Temple seconded to approve the 2018 990 Form with the specific language edits requested. **MOTION CARRIED UNANIMOUSLY.**

b. 2018 DRAFT Audited Financial Statements

Shane Baird of THG presented the 2018 audited financial statements. He noted an unmodified "clean" opinion. No significant deficiencies, weaknesses, or non-compliance were noted. Christensen moved and O'Neill seconded to receive and approve the DRAFT Audit as presented. **MOTION CARRIED UNANIMOUSLY.**

Meeting recessed at 11:45am AKT. Meeting reconvened at 12:15pm AKT.

7. Committee Reports & Recommendations

a. Finance

i. Finance Committee Report and Previous Committee Minutes

Christensen requested that Cook approve the Finance Committee meeting minutes from 3/25/19. Christensen and Cook approved the minutes in their capacity as directors, acknowledging that while Cook is no longer on the Finance Committee currently, he was the only other committee member still on the board and in attendance at the 3/25/19 meeting.

ii. 2nd Quarter 2019 Financials (June 2019)

Machain presented the Q2 Financials noting relevant items. Christensen moved and Temple seconded to approve the Q2 Financial as presented. **MOTION CARRIED UNANIMOUSLY.**

ii. 3rd Quarter Budget Revisions

Machain presented the Q3 budget revisions. Christensen moved and Rodvik seconded to approve the Q3 budget revisions as amended and approved additional funding to of \$11,085 to be pulled from Reserves. **MOTION CARRIED UNANIMOUSLY.**

iii. Bank balances

Wells Fargo operating – \$192,189.00

Wells Fargo credit card -- \$6,039.77

Vanguard Reserve – \$3,354,021.59

Vanguard Non reserve – \$2,368,745.85

Jackson provided summary of PR/O activities to date including the Drill Instructor Program, Town Halls, and Fleet Team.

Christensen asked questions surrounding current Marketing activities including Bristol Bay Salmon Week, future retail promotions, and food service activities.

8. Review and Plan Future Meeting Dates

- a. October 2019 Board Meeting – TBD – October 16th, 2019 Teleconference @ 10 AKT
- b. November 19-20, 2019: Board Meeting – Seattle, WA
- c. January 2020 Board Meeting – Southern CA, January 17, 18 and/or 19, 2020
- d. March 2020 Board Meeting – Anchorage, AK, Feb. 28-March 1 or March 6-7, 2020
- e. June 2020 Board Meeting – Naknek, AK, BB Expo Day, possibly June 6-7, 2020

Meeting recessed at 2:10 pm AKT and reconvened at 2:35 pm AKT.

Work Session – Organization Bylaws, Policies (Reserve, Financial, other), and Board Election Process

Discretionary Spending – Wink presented changes to policy surrounding ED discretionary spending and presented some recommended language changes to the policy. The Board was generally in favor of providing discretionary funding within each budget class, but was

uncomfortable allowing the ED move funding between classes. **The Board directed Wink to redraft the language based on this discussion.**

Reserve – Wink presented changes to the Reserve policy providing different funding levels for a baseline reserve amount, specific future needs, and an investment reserve fund. **Board directed ED to seek additional expertise about investment options for the reserve account.**

Meeting recessed at 3:50pm AKT meeting reconvened at 8:03am AKT on 9/15/2019.

Day 2: September 15

Jackson thanked staff for organizing the team dinner and team building event and encouraged the board to engage in additional team building activities. Board member Cook stated that in the light of a members email, he elected not to attend the dinner.

Jackson moved to implement a 2-minute speaking restriction policy during board meetings. **MOTION FAILED FOR LACK OF A SECOND.**

Christensen moved and Jackson seconded to go into Executive session for personnel and legal issues. Christensen and Jackson agreed to suspend the motion in order to complete discussion on organizational bylaws and policy.

Wink presented recommended Bylaw changes.

Cook moved and Jackson seconded to go into Executive session to discuss potential litigation issues. **MOTION CARRIED 6/1.**

Board went into Executive session at 8:17am AKT.

Jackson moved and Temple seconded to come out of Executive session at 9:30am AKT. **MOTION CARRIED UNANIMOUSLY.** No Action Taken.

Meeting recessed at 9:30am AKT and reconvened at 9:45am AKT.

O'Neill moved and Jackson seconded to approve the changes to the Section IV of the bylaws as presented.

Cooks makes a Point of Order stating a lack of proper notice as required in Article XIV of the Bylaws. Christensen makes a Point of Order stating a lack proper notice as required in Article XIV of the Bylaws. Wink requests that the Governance Committee schedule a timeline for addressing the Bylaws. Ure reminds the Board that they promised the membership resolution on Bylaw issues by the September meeting. Johnson feels that the board has been provided proper opportunity to review the Bylaw changes.

Temple – Yes
Cook – Abstains
ONeill – Yes
Christensen - No
Rodvik -No
Jackson – Yes
Johnson – Yes

MOTION FAILED

Jackson moved and Temple seconded to approve the changes to Section III item D of the Bylaws as presented. Christensen makes a Point of Order stating a lack proper notice as required in Article XIV of the Bylaws.

Temple – Yes
Cook – Abstains
ONeill – Yes
Christensen – No
Rodvik – Abstains
Jackson – Yes
Johnson – Yes

MOTION FAILED

Cook moved and Jackson seconded to formalize the Governance Committee and recommended that Ure be invited to join the Governance Committee. The Governance Committee is directed to address the Recall Provision by the October meeting. **MOTION CARRIED UNANIMOUSLY.**

Johnson appoints Ure to the Governance Committee.

Johnson feels this issue is important enough to schedule an emergency meeting on this topic specifically.

Meeting Recessed at 10:35am AKT and reconvened at 10:55 am AKT

10. Presentation & Discussion of Staff DRAFT 2020 Budget (9:00)

a. Presentation of DRAFT 2020 Budget by Staff

Wink presented the DRAFT 2020 Budget. Jackson asked about having PR/O as its own class. Wink advised that any PR/O projects were correctly budgeted for under the Organization class.

Board directs Wink to investigate new insurance options.

Cook moved and Jackson seconded to enter into a memorandum of understanding on Pebble/EPA Litigation with a budget up to \$50,000 in FY19 to be pulled from reserves. **MOTION CARRIED 5/1**, Christensen abstained. Ure stated his strong support for this motion.

Board directed Wink to draft a formal press release about the impacts of tariffs.

b. Board Discussion of 2020 Goals & Project Needs

11. Discussion of Fall 2019 Events & Promotions (11:00)

- a. Bristol Bay Salmon Week – Washington, D.C.
- b. SeaFeast – Bellingham, WA
- c. Fall Fishermen’s Festival – Seattle, WA
- d. Seafood 101 – Seattle, WA
- e. Pacific Marine Expo – Seattle, WA
- f. November Member Meeting – Seattle, WA
- g. Bristol Bay Sockeye Salmon Promotions

Staff provided updates on all Fall Events & Promotions.

12. Miscellaneous Business

O’Neill presented an idea around marketing of BB sockeye and region habitat in the state of Alaska. Further discussion was moved to the Sustainability Committee.

Board agreed to discuss ‘The Wild’ Film Tour proposal at the next Sustainability Committee meeting.

Hans Rodvik tendered resignation from the BBRSDA board effective 9/15/19. Rodvik did not feel he could be effective on the BBRSDA Board and felt that this organization could not move forward effectively if he remains on the board.

Johnson thanked Rodvik for his statement and commented that his action is in the best interest of the organization and shows his genuine support for the BBRSDA and its mission.

Jackson moved and Christensen seconded to approve Rodvik’s resignation. **MOTION CARRIED 5/1**. Cook Abstained.

Cook moved and O’Neill seconded to open nominations for Seat G. **MOTION CARRIED UNANIMOUSLY.**

Cook nominated Nels Ure for Seat G. Ure accepted.

Jackson moved and O’Neill seconded to close the nominations. **MOTION CARRIED UNANIMOUSLY.**

Jackson moved and Temple seconded to accept Nels Ure for Seat G. **MOTION CARRIED UNANIMOUSLY.**

Meeting recessed at 12:47pm AKT and reconvened at 1:21pm AKT.

13. Future Agenda Items

Executive Director Evaluation (November board meeting)

Board directed to send any agenda item requests to President Johnson

14. Adjourn

Jackson moved and Ure seconded to adjourn. **MOTION CARRIED UNANIMOUSLY.**

Meeting adjourned at 1:51pm AKT on 9/15/19.

Elapsed meeting time:

Day 1: 4 hours, 55 minutes

Day 2: 4 hours, 39 minutes (including Executive Session)

Total: 9 hours, 34 minutes