



# BRISTOL BAY

Regional Seafood Development Association

## **BBRSDA Board Meeting Minutes**

September 17, 2020 – 9:00am AKT

Teleconferenced

### **1. Call to Order/Establishment of Quorum**

President Johnson called the meeting to order at 9:01am AKT. Present were board members O'Neill, Jackson, Ure, Cook, Temple and Niver; member Mike Ferris; and staff members Bursch, Dunn, Machain and Wink. **A QUORUM WAS ESTABLISHED.**

### **2. Approval of Agenda**

O'Neill moved and Temple seconded to approve the agenda. Jackson wishes to move Sustainability Outreach to 9a. **MOTION CARRIED UNANIMOUSLY.**

### **3. Approval of Previous Minutes**

#### **a. June 4, 2020 Meeting Minutes**

Jackson moved and Temple seconded to approve the June 4, 2020 Meeting Minutes as presented. **MOTION CARRIED UNANIMOUSLY.**

### **4. Member Comments**

Mike Ferris joined the call but did not have any comments. Ure and Bursch gave a quick update on the fleet survey results, these were provided in the board packet. Transparency and open-tickets graded as the highest concerns, with the least being pursuing legislation. Ferris asked if the results could be released with anonymity. Board discussed the options or outlets for releasing the results.

### **5. Executive Director Report**

The ED report was provided in the meeting materials. Jackson thanked staff and Andy for all of the work.

Jackson moved to approve the ED Report as presented, seconded by O'Neill. **MOTION CARRIED WITH UNANIMOUS CONSENT.**

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

#### **a. 2019 DRAFT Audited Financial Statements**

Shane and Audrey from THG joined the call at 9:20am AKT. THG presented the Draft Audit, starting with the final page that concludes a clean, unmodified opinion with no deficiencies or weaknesses. The Compliance section for the State Single Audit also has an unmodified opinion with no deficiencies or weaknesses. This is a best-case scenario. Once approved, they will provide a boilerplate language letter and get final signatures.

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Temple moved and Ure seconded to approve the 2019 Audited Financial Statements as final. **MOTION CARRIED UNANIMOUSLY.**

**b. 2019 DRAFT 990 Tax Return**

THG walked the board through the 990 document noting that this is open for public inspection on the company and IRS websites and we want to make sure the narratives are consistent with what the Organization wants to present to the general public. THG has determined that some travel costs to Washington DC were educational in nature and that is a non-partisan item and would not need to be disclosed on the form. They will make final updates to the draft 990, get final THG sign-off, and then it will be reviewed at the next board meeting for final approval before required submission date of November 15, 2020. **NO ACTION TAKEN.**

**7. Program Updates & Committee Business**

**a. Finance**

**i. Financial Snapshot & Contract Status Update**

Machain presented the financial snapshot and bank balances highlighting notable items. Wink gave a guess about next year's assessment and estimated it could be around \$1.6M to \$1.7M without any adjustments. He is hopeful we would see an adjustment in pricing, but it is very hard to tell.

**ii. Q2 2020 Financials**

Jackson moved and Temple seconded to approve the Q2 financials as presented with the addition of a footnote on the published financials noting that the Pandemic expenses do not include payroll related COVID items. Machain will add "non-payroll" to pandemic expenses GL line. **MOTION CARRIED UNANIMOUSLY.**

**b. PR/Outreach**

**i. Fleet Survey Results & Webinar Outcomes**

Ure added that we only had 80 people fill out the fleet survey which he said was a poor turnout. The board discussed the possibility of releasing the survey results – there was consensus that the more transparency would be better, there were some legal concerns about whether respondents were informed that results may be published. The board discussed putting a disclaimer on fleet surveys to eliminate this issue in the future.

Ure moved and Jackson seconded to post the 2020 survey results anonymously to website and Waypoints upon legal review and executive committee direction. **MOTION CARRIED UNANIMOUSLY 6-0.**

**ii. Merch Store**

Ure gave an update on the merch store emphasizing that this is not for-profit we will be posting more info and links over the coming weeks to our Social and consumer facing platforms to get the word out there more. Bursch and Ure will be working together on this project.

**c. Sustainability**

**i. Pebble Mine Update**

New Sustainability Committee chair, Niver, gave a brief update noting recent tweets from President Trump relating to Pebble Mine, but their meaning is yet unknown. Wink had no new updates at this time.

**ii. Net Recycling Proposal**

Board member Jackson gave an update on this program. Nicole Baker joined the call and gave an update on the process. O'Neill asked about the burn rate and whether we would be expected to fund this into perpetuity. The concern is that we fund a program, but if the fishermen don't follow the net cleaning procedures then it wouldn't meet the goals of the program. Ms. Baker clarified that it does not require 100% participation in her current program, even 75% participation would fill 2 shipping containers. She added that a recent study from RTC showed 83% of consumers cared about plastic pollution and she thinks it would be good messaging to show that this industry is dealing with its own waste. A lot of seafood consumers care about ocean plastic pollution and this project has the potential to address those concerned consumers. O'Neill suggested taking the next year to collect nets and gauge interest and participation before jumping into the full program, Ms. Baker didn't feel that was a good solution and she prefers to start the program in the next season and see what happens. Cook had concerns about the financial solvency of Net Your Problem and requested to see get some financial figures before making a final decision.

Board agreed to table this discussion to the next board meeting on October 29, 2020. Chairman Cook will prepare a list of requested information to Ms. Baker and the board for them to be prepared to make a decision. Ms. Baker would need funding before December 1<sup>st</sup> in order to have the equipment ordered in time to execute the project next summer.

Chairman Ure suggested to add a check box on future RFP's to ask whether or not they are for profit. We may want to require different information if they are for-profit.

*Five minute recess until 11:40am AKT.*

**d. Quality**

Newly elected Quality Committee chairman, Cook, gave a quick reminder about Quality and that the goal is to have our members paid for delivering quality fish. He wants the board to keep that in mind. No action needed for Quality at this time.

**e. Marketing**

**i. Approval of Committee Meeting Minutes from November 5, 2019**

Jackson is the new chair for the Marketing Committee and was the only member left on the committee.

Jackson moved and O'Neill seconded to approve the committee minutes from November 5, 2019. **MOTION CARRIED WITH UNANIMOUS CONSENT.**

**ii. Focus Group Foodservice Contract**

Dunn gave a brief update. Focus Group is an agency that was hired on before she joined the team, they have a \$60k contract to handle food service as well as DC Restaurant week which has since been cancelled and gone virtual. COVID has changed the strategy of our food service. Dunn will present to the Marketing Committee the changes to their contract and bring that back to the full board.

**8. Executive Session**

Jackson moved to move into Executive Session. Seconded by Ure. **MOTION CARRIED UNANIMOUSLY.**

The executive session ended at 1:07pm AKT and the board reconvened in open session.

Temple moved and Niver seconded to approve the proposed Parental Leave Policy as drafted with the addition that this would go into effect for an employee after 3 months on the job. **MOTION CARRIED WITH UNANIMOUS CONSENT.**

Cook moved that BBRSDA enter into a contract with ED Andy Wink as Executive Director for terms to begin September 25, 2020 and run through approximately January 20, 2023. Remuneration will be as described in the memo brought forward by the Executive Committee. Seconded by Niver. **MOTION CARRIED UNANIMOUSLY.**

Cook moved and Jackson seconded to give ED authority to spend up to \$120K with approval from SC chair for Sustainability outreach and advertising. **MOTION CARRIED UNANIMOUSLY.**

## 9. Miscellaneous Business

### a. Committee Additions & Project Scope Amendment Policy

Wink shared a draft proposal to allow committees to change the scope of work of projects provided that it doesn't increase the budget. The draft policy also makes some changes to the composition of what the committees can be. It would be no more than 3 BBRSDA board members and up to 2 non-board members. Committees would be able to appoint additional committee members after the committee has been populated by the board president. The Governance Committee has been struck out since it will now be a committee of the whole.

Jackson moved and Ure seconded to approve the amended policies regarding committees and scope of projects, as outlined. **MOTION CARRIED 5-1.**

### b. Board Member Term Limits

The board was provided with a proposal to amend BBRSDA Bylaws creating a limit of two consecutive terms, whereby Directors would be required to take at least one year off before running for reelection.

Legal counsel Steve Mahoney joined the call and said this is a best practice for non-profits. Allows board to look and find other people to develop over the years. Essentially it intends to put the Org in a best practices mode in regards to directors.

Jackson moved and Temple seconded to approve Resolution 20-01 regarding board member Number, Qualifications, and Tenure, as provided in the board packet. Roll-call vote was requested. **MOTION CARRIED 5-1.**

Temple – aye

Ure – aye

Jackson – aye

O'Neill – aye

Cook – nay

Niver – aye

### c. Board Member Removal Policy & Procedure

The board was provided with a proposal to simplify the Board Member removal process from its current process to a two-thirds majority vote. Steve Mahoney added that this is a best-practice standard of most non-profits. Involves a person who may have been elected based on best of intentions but after some period of time becomes obstructionist or a problem for the board that they cannot function. If 2/3 of directors agree that it is too dysfunctional, they may remove this director. Cook expressed concern that this language removes all cause and disagrees that this is considered best practice. Jackson expressed concern that

our present policy is onerous and unenforceable and currently, the organization can be brought down by one person. A roll-call vote was requested.

Jackson moved and O'Neill seconded to approve Resolution 20-02 as written.

**MOTION FAILED 4-2.**

Temple: nay

O'Neill: nay

Ure: nay

Cook: nay

Jackson: aye

Niver: aye

### **10. Future Agenda Items**

- Executive Committee will meet with Andy regarding goals and expectations, this needs to be addressed expeditiously. In the meantime, Fritz will be getting together with Scott to draft a formal contract under the terms that were laid out.
- Staff will be working on PME meeting options since the November meeting will now likely be telephonic.
- Various governance and policy issues
- Symphony of Seafoods will be postponed until Spring of 2021. Jackson asked Wink to check on the contract language to see if we need to make any amendments to extend our agreement.
- Ure moved to have a video market presentation finished before PME conducted by Wink and additional guests of his choice to update our members on market conditions. Seconded by Jackson. **MOTION CARRIED WITH UNANIMOUS CONSENT.**

### **11. Review and Plan Future Event & Meeting Dates**

October 29, 2020 – Board Meeting

November 17-19, 2020 – Pacific Marine Expo (online)

November 29-30, 2020 – Board Meeting

### **12. Adjourn**

Ure moved and O'Neill seconded to adjourn at 2:09 pm AKT. **MOTION CARRIED WITH UNANIMOUS CONSENT.**

*Total Meeting Time: 5 hours, 9 minutes*