



**BBRSDA Board Meeting Minutes**  
September 22–23, 2014 – 8:30 a.m.  
Mayflower Hotel – Seattle, WA

September 22, 2014

1. Call to Order/Establishment of Quorum

President Heyano called the meeting to order at 8:38 a.m. President Heyano, Vice-President Johnson, Secretary-Treasurer LaRussa, and board members Marinkovich, Carscallen, Luck, and Christensen were all present and a quorum established.

Also present were Sue Aspelund, executive director (E.D.); Scott Coughlin, Fieldwork Communications; Elizabeth Herendeen, Marketing Director; and members Buck Gibbons, Mark Buckley, and Kristian Schonberg.

2. Approval of Agenda

Johnson moved and Christensen seconded to approve the agenda as presented. **MOTION CARRIED UNANIMOUSLY.**

3. Approval of Previous Minutes

- A. March 6–7, 2014
- B. March 10, 2014
- C. March 31, 2014
- D. June 7, 2014
- E. September 15, 2014

Johnson moved and Christensen seconded to approve all minutes as presented. **MOTION CARRIED UNANIMOUSLY.**

4. Member Comments

Mark Buckley urged the board to hire a quality director as soon as possible and to invest serious money to improve fish quality.

5. Committee Assignments

This item was deferred to later in the meeting.

6. Insurance Status Updates
  - A. Director's & Officers
  - B. Commercial Liability
  - C. Commercial Excess & Umbrella
  - D. Hired Auto Physical Damage

Aspelund reviewed the status of her research about the value of purchasing an increased amount of Director's & Officer's (D & O) insurance and updated the board on the new insurance coverage purchased in July. She also provided the board with a recommendation against buying a Hired Auto Physical Damage policy and requested board input on whether or not such a policy is desired. Board input was that we not purchase such a policy, and that board or staff renting a vehicle for BBRSDA business instead purchase physical damage coverage from the car rental agency at the time of each rental. Aspelund was directed to secure a D & O insurance quote from Chubb/Alliant to evaluate the benefits of housing all policies with a single company.

7. Policies & Procedures

The following Policies and Procedures were drafted by the E.D. to assist the board in creating clarity, transparency, and consistency around the common processes BBRSDA undertakes; to streamline and make more efficient the common processes BBRSDA utilizes; and to ensure accountability and documentation of BBRSDA funds. The draft policies are based on reviews of IRS requirements of non-profits, the audit internal control memos received by BBRSDA, and according to generally accepted accounting and grant funding principles and practices.

- A. Resolution 14-06 – Records Retention Policy

Luck moved and Johnson seconded approval of the Records Retention Policy as presented. **MOTION CARRIED UNANIMOUSLY.** The board determined that it does not wish to have Alaska's Department of Commerce review and comment on this policy. It did, however, request Aspelund to seek legal counsel regarding the timeframe that Department of Commerce has to respond to any concerns relative to our single audits submitted to the state.

- B. Resolution 14-07 – Budget Reserve Policy

Christensen moved and Luck seconded approval of the Budget Reserve Policy as amended to add a section stating that within 60 days of receipt of notice of the next assessment, the board would determine the amount it wishes to deposit to the budget reserve account. **MOTION CARRIED UNANIMOUSLY.**

- C. Resolution 14-08 – Conflict of Interest Policy

Carscallen moved and Johnson seconded approval of the Conflict of Interest Policy as presented. **MOTION CARRIED UNANIMOUSLY.**

D. Resolution 14-09 – Election Policy & Procedures

Christensen moved and Johnson seconded approval of the Election Policy & Procedures as amended, adding to item 2. Nominations in the Procedures section that a 500-word limit response to a list of questions developed by the board and published in the Call for Nominations be included. **MOTION CARRIED UNANIMOUSLY.**

E. Resolution 14-10 – Travel Policy & Procedures

Johnson moved and Marinkovich seconded approval of the Travel Policy & Procedures as amended deleting any references to personal travel deviations, confirming the travel not requiring travel approval, and deleting the section about per diem not being paid should travel be less than twelve hours in length. **MOTION CARRIED UNANIMOUSLY.**

F. Resolution 14-11 – Meeting & Notice Procedures

Marinkovich moved and Luck seconded approval of the Meeting & Notice Procedures pending approval of an update to the Bylaws by the board at the October meeting so that the sections about notice, special meetings, teleconferenced meetings, and teleconference participation by board members are consistent. **MOTION CARRIED UNANIMOUSLY.**

G. Resolution 14-12 – Project Selection and Grant Management Policy & Procedures

Luck moved and Marinkovich seconded approval of the Project Selection and Grant Management Policy & Procedures as presented. **MOTION CARRIED UNANIMOUSLY.**

H. Review/Confirmation of Existing Policies

1) 2-5-09 Board Responsibility Policy

The board confirmed that this is the active policy. However, a signature page needs to be developed that board members sign and that are retained on file.

2) 2-5-09 Conduct of Membership Meeting Policy

The board confirmed that this is the active policy.

3) 2-5-09 Financial Policies

The board confirmed that this is the active policy, but recommended that that the

Finance Committee undertake a review of it for consistency with current practices and procedures.

4) Others?

No other active policies were identified.

The board recessed for the day at 4:57 p.m.

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The board reconvened at 8:37 a.m. with all board members present.

8. Executive Session – Legal & Personnel

Carscallen moved and Johnson seconded to go into executive session to discuss legal and personnel. **MOTION CARRIED UNANIMOUSLY.** The board went into executive session at 8:40 a.m.

Johnson moved and Carscallen seconded to come out of executive session. **MOTION CARRIED UNANIMOUSLY.** The board came out of executive session at 3:18 p.m.

9. Board Discussion/Action on Executive Session Issues, if any

The board took no action as a result of executive session discussions. However, Carscallen and the Sustainability Committee were asked to provide a recommendation for future BBRSDA activities relative to protection of the Bristol Bay fishery at the November meeting for consideration.

10. Committee Assignments.

- A. Quality – Committee Chair Johnson requested that LaRussa be removed from committee at LaRussa’s request; Marinkovich and Christensen would like to serve; no ex-officio members appointed at this time.

Luck moved to change the size of the Quality Committee to no more than three board members and no more than two ex-officio industry members. Christensen seconded. **MOTION CARRIED UNANIMOUSLY.**

- B. Marketing – Committee Chair Luck requested that Christensen be appointed to the Marketing Committee, and that he and Marketing Director Herendeen were meeting later in the week to talk to a potential ex-officio member. If successful, he will bring a committee nomination to the board at the October meeting.

- C. Sustainability – Committee Chair LaRussa requested that Christensen be appointed to the Sustainability Committee.
- D. Finance – Committee Chair LaRussa requested that Heyano be appointed to the Finance Committee.

Johnson moved and Marinkovich seconded to approve the list committee appointments above. **MOTION CARRIED 6/0/1 (Christensen abstained).**

#### 11. Review/Confirm Future Meeting Dates

E.D. Aspelund reviewed the following future meeting dates with the board:

- October meeting: October 20–21, 2014 – Mayflower
- November meeting: November 22–23, 2014 – Mayflower
- January meeting: recommend January 13–14, 2015 – Mayflower
- February meeting: recommend February 17–18, 2015 – Mayflower
- March meeting: TBD – Anchorage

The board indicated no issues with these dates and locations. Aspelund will proceed with contracts for these dates.

#### 12. Miscellaneous Business

##### A. UFA Membership

E.D. Aspelund recommended UFA membership to the board at a cost of \$3,000 a year, but expressed a concern about the election endorsement activities of UFA given BBRSDA's inability to be involved in state "lobbying". The board deferred action on this item pending a legal review of BBRSDA's limitation and whether or not abstention on such UFA votes is consistent with that limitation.

##### B. Status of the Buyback Report

Matt Luck reported that the Buyback Committee is making one last review of the Buyback Report for potential final edits by Northern Economics prior to final review by the board. It is desirable that the report be released to the fleet as soon as possible so it can prepare for the Buyback Panel conference sponsored by BBRSDA at the upcoming Pacific Marine Expo. Luck also provided a draft cover letter that will accompany the release of the report for review by the board. Postcards will be sent to all permit holders advising them of posting of the report on BBRSDA's website and a Waypoints will also accompany its release.

C. Input on the next McDowell Market Report

Deferred to the October meeting pending recommendation(s) from the Marketing Committee.

D. Possible November Meeting Holiday Reception

E.D. Aspelund proposed a possible member holiday reception at the Mayflower the first evening of the November board meeting. Board members felt that by that point, members are pretty well “receptioned out” from Expo. Carscallen described her desire, on behalf of the Sustainability Committee, to host a thank you dinner for BBRSDA partners and will provide additional thoughts on that as part of the Sustainability Plan to be presented at the October meeting.

E. Board Meeting Packets – hard or e-copy

E.D. Aspelund inquired whether or not providing only e-copies of board materials is acceptable or if they want hard copies provided. The board concurred with receiving only e-copy board packets.

F. Outer Continental Shelf (OCS) lease ad

E.D. Aspelund outlined a request for BBRSDA support for an ad about fishing and OCS leases. The board confirmed that such an ad would be consistent with BBRSDA’s position on fishing and proposed OCS leases.

Marinkovich inquired about the status of previous efforts to enforce the new 1 1/2-mile line on the North Peninsula. After brief discussion, Aspelund was directed to follow up with the North Peninsula AWT detachment commander on the issue.

13. Adjourn

Marinkovich moved and Christensen seconded to adjourn. **MOTION CARRIED UNANIMOUSLY.** The meeting was adjourned at 5:23 p.m.