



BRISTOL BAY

Regional Seafood Development Association

BBRSDA Board Meeting: DRAFT Minutes

November 19-20, 2019 – 8:30am PT

Silver Cloud Stadium Hotel, Royal Brougham Room – Seattle, WA

1. Call to Order/Establishment of Quorum

President Johnson called the meeting to order at 8:30 am PT. Directors Christensen, Cook, O’Neill, Jackson, Ure, and Temple were present. A quorum was established. Also in attendance were staff members Wink, Machain, De la Rosa, and Padilla.

2. Approval of Agenda

Christensen moved and Jackson seconded to approve the agenda as written. **MOTION CARRIED UNANIMOUSLY.**

3. Approval of Previous Minutes

a. September 14-15, 2019

Jackson moved and O’Neill seconded to approve the 9-14-19 BOD minutes as amended. **MOTION CARRIED UNANIMOUSLY.**

4. Member Comments

Staff read member comments that had been received. A member requested a breakdown of expenses on the September Board of Directors meeting. There was a request for better communication around Pebble activities and a request for the BBRSDA to support some in state advertising (TV commercials) in opposition of Pebble mine.

David Harsila was recognized as a member in attendance. Robert Heyano thanked the board for their commitment to sustainability in Bristol Bay.

5. Executive Director Report

Christensen noted that Governance Committee work was not mentioned in the Executive Directors report. Jackson, Wink, and Johnson commented on their visit to DC. Board unanimously consented to adopt the Executive Director report as presented.

6. Presentation on Sockeye Market Conditions

Wink made a presentation about fall 2019 market conditions. This presentation will be provided at 11-22-19 member meeting.

Meeting recessed at 10:06am PT and reconvened at 10:19 am PT.

7. Amendments to Board Governance Documents

a. Bylaws

Wink outlined the edits to the Bylaws as recommended by the Governance Committee and staff. Cook and Christensen expressed concerns with suggested staff edits to Article XIV – Amendments.

Jackson moved and Ure seconded to approve changes to the Bylaws as amended (amended language for Article XIV not included in the board packet: *These Bylaws may be amended by a two-thirds vote of the total composition of the Board of Directors, whether present or not, at any regular or special meeting properly held by the Board of Directors, provided notice of the proposed amendments has been given to all Directors in writing.* Other changes to Bylaws in the board packet accepted.)

Cook moved and Christensen seconded to amend the motion to remove the recommended changes to Article XIV. **MOTION FAILED 2/4.**

Cook moved and Christensen seconded to amend the language to Article XIV. **MOTION FAILED 3/4.**

ORIGINAL MOTION FAILED 4/2 with Johnson abstaining.

b. Policies & Procedures

Christensen moved and Jackson seconded to approve the amendments to the Policies & Procedures as submitted.

Wink detailed suggested edits to the Policies & Procedures as recommended by the Governance Committee. **MOTION CARRIED UNANIMOUSLY.**

8. Committee Reports & Recommendations

a. Finance

i. 3rd Quarter Financials

Machain presented the Q3 2019 Financials.

Christensen moved and O'Neill seconded to approve the Q3 Financials as presented. **MOTION CARRIED BY UNANIMOUS CONSENT.**

ii. Bank Balances

Bank balances as of 11/7/19

<i>Wells Fargo Operating</i>	<i>\$834,835.43</i>
<i>Wells Fargo Credit Card</i>	<i>(\$2,187.50)</i>
<i>Vanguard Reserve</i>	<i>\$3,364,861.95</i>
<i>Vanguard Non-reserve</i>	<i>\$1,415,546.78</i>
TOTAL	\$5,613,074.66

- iii. FY2019 Budget Review
Machain and Wink provided the board with an update on the FY19 budget and projections through the end of the year. Staff expects to be on budget or slightly under at EOY.
- iv. FY2020 Staff Budget
Staff provided the proposed FY20 budget for the board to review. Action is postponed on the budget until Committee Reports & Recommendations are complete.

Meeting recessed at 11:52 am PT and reconvened at 12:55 pm PT.

b. Marketing – Christensen

- i. FY19 Program Update
Padilla provided a brief marketing update.
- ii. Goals and Objectives Update
Christensen moved and Ure seconded to approve the updates to the goals & objectives. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- iii. Recommended Proposal: RTC Marketing Program Support
Christensen moved and Jackson seconded to approve up to \$631,000 in FY20 and FY21 for a Marketing Support Program with Rising Tide Communications. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- iv. Recommended Proposal: MRJ Retail Consultation
Christensen moved and O’Neill seconded to approve up to \$60,000 in FY20 and FY21 for domestic retail consulting services with MRJ and Associates, Inc. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- v. Funding Recommendation: International Marketing
Christensen moved and Jackson seconded to approve up to \$20,000 in FY20 to develop an international marketing program. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- vi. Funding Recommendation: Food Service
Christensen moved and Jackson seconded to approve up to \$45,000 in FY20 to develop a Food Service RFP. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- vii. Funding Recommendations: Point of Sale
Christensen moved and Temple seconded to approve up to \$100,000 in FY20 for Point of Sale costs. **MOTION CARRIED BY UNANIMOUS CONSENT.**

- viii. Funding Recommendation: Promotional Spending
Christensen moved and O'Neill seconded to approve up to \$125,000 in FY20 to Promotional Spending. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- ix. Funding Recommendation: Events
Christensen moved and Jackson seconded to approved up to \$50,000 in FY20 to support marketing events. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- x. Recommended Proposal: BBFA Ex-Vessel Price Data
Harsila, President of BBFA was present and explained the proposal in more detail, highlighting the need for price transparency and explaining the man hours required to gather and vet ex-vessel price data.

Board discussed how this proposal serves the BBRSDA mission and how to ensure transparency without jeopardizing valuable partnerships.

Christensen moved and Ure seconded to approve up to \$6,000 in FY20 for ex-vessel price data from BBFA. Christensen and Ure agreed to a friendly amendment to increase FY20 funding to \$12,500. **MOTION CARRIED UNANIMOUSLY**

- xi. Recommended Proposal: UW BB Sockeye Life Cycle Assessment
Christensen moved and Jackson seconded to approve up to \$66,922 in FY20 for a BB Sockeye Life Cycle Assessment with the University of Washington. **MOTION CARRIED UNANIMOUSLY.**
- xii. Recommended Proposal: AFDF Symphony of Seafoods
Christensen moved and Jackson seconded to approve up to \$50,000 in FY20, FY21, FY22 for the Alaska Fisheries Development Fund in increase the scope and impact of Symphony of Seafood. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Keith Singleton, Chair of Symphony of Seafoods spoke about the impact of the program and growth in the number of participants.

Meeting recessed at 2:11 pm PT and reconvened at 2:23pm PT.

c. Sustainability – Jackson

- i. FY19 Program Update
- ii. Rec. Proposal: 'The Wild' Film Tour & Educational Program
Jackson moved and Ure seconded to approve up to \$100,000 in FY20 for the "The Wild" film tour. Staff directed to develop project deliverables to secure best return on investment. **MOTION CARRIED BY UNANIMOUS CONSENT.**

- iii. Recommended Proposal: Faegre, Baker, Daniels

Cook moved and Christensen seconded to go into Executive Session. **MOTION FAILED 2/4.**

Jackson moved and Ure seconded to approve \$125,000 to be pulled from reserves to engage Faegre, Baker, Daniels. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Cook moved and Christensen seconded up to approve up to \$200,000 in FY20 for Faegre, Baker, Daniels. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Meeting recessed at 3:25pm PT reconvened at 3:35 pm PT.

- iv. Recommended Proposal: CFBB Habitat Protection

Jackson moved and Christensen seconded to approve up to \$58,000 in FY20 for CFBB for habitat protection work. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Staff directed to run any contract by legal.

- v. Recommended Proposal: Net Your Problem

Ure moved and O'Neil seconded to approve to \$99,835 in FY20 for Net Your Problem.

Board discussed the merits of the program and how it aligned with the BBRSDA mission. The board had concerns that the program, as outlined, was not as efficient as it could be. **MOTION WITHDRAWN.**

Staff directed to request additional information from Net Your Problem and to develop an RFP around recycling for the Sustainability Committee to review.

- vi. Recommended Proposal: BBHLT Iliamna Spawning Habitat

Ure moved and Christensen seconded to provide up to \$55,000 in funding in FY20 to BBHLT for protection of Lake Iliamna spawning habitat. **MOTION CARRIED BY UNANIMOUS CONSENT.**

- vii. Recommended Proposal: UW Improved Forecasting

Ure moved and O'Neill seconded to approve up to \$59,300 in FY20 for the University of Washington for improved forecasting. **MOTION CARRIED BY UNANIMOUS CONSENT.**

d. Quality – Cook

- i. FY19 Program Update

- ii. Approval of 5.20.19 Meeting Minutes

BOARD UNANIMOUSLY CONSENTED TO APPROVE THE 5-20-19 MEETING MINUTES.

iii. Goals and Objectives Update

BOARD UNANIMOUSLY CONSENTED TO APPROVE THE QUALITY STRATEGIC GOALS AND OBJECTIVES AS AMENDED.

iv. Funding Recommendation: Ice Infrastructure RFP

Cook moved and Jackson seconded approved up to \$75,000 for an Ice Infrastructure RFP in FY20. **MOTION CARRIED BY UNANIMOUS CONSENT.**

v. Funding Recommendation: Insulated Ice Bag Discount Program

Cook moved and O'Neill seconded to approve up to \$60,000 for an Insulated Ice Bag Discount Program with Seattle Tarp in FY20. **MOTION CARRIED BY UNANIMOUS CONSENT.**

vi. Funding Recommendation: Ice Distribution RFP

Cook moved and Temple seconded to approve up to \$50,000 for and Ice Distribution RFP in FY20. **MOTION CARRIED BY UNANIMOUS CONSENT.**

vii. Funding Recommendation: Ice Shuttle Project

Cook moved Jackson seconded to approve up to \$75,000 in FY20 for an Ice Shuttle Program. **MOTION CARRIED BY UNANIMOUS CONSENT.**

viii. Funding Recommendation: RSW Apprenticeship Program

Cook moved and Temple seconded to approve up to \$20,000 in FY20 for a RSW Apprentice Program RFP. **MOTION CARRIED BY UNANIMOUS CONSENT.**

ix. Funding Recommendation: Quality and Volume Video

Cook moved and Ure seconded to approve up to \$10,000 in FY20 for a Quality and Volume video. **MOTION CARRIED BY UNANIMOUS CONSENT.**

x. Funding Recommendation: Legacy Projects

1. Ice Barge - Bristol Lady: \$20,000
2. Ice Barge - Bristol Maid: \$20,000
3. Northern Economics Inc Processor Survey: \$13,000
4. Capt'n Jack's Tidebook: \$17,500

Cook moved and Christensen seconded to approve up to the above listed amounts for legacy projects in FY20. **MOTION CARRIED BY UNANIMOUS CONSENT.**

xi. Recommended Proposal: RTC Quality Campaign

Cook moved and Ure seconded to approve up to \$20,000 in FY20 for the Quality Campaign with Rising Tide Communications. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Meeting recessed at 5:05 pm PT and reconvened on 11-20-19 at 8:03 am PT.

8. Committee Reports & Recommendations (cont.)

e. PR/Outreach – Ure

- i. FY19 Program Update
- ii. Approval of 5.16.19 Meeting Minutes (8:15)
Ure moved and Jackson seconded approve the 5-16-19 committee minutes as presented. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- iii. Goals and Objectives Update
Ure moved and O'Neill seconded to approve PR/Outreach Strategic Goals as presented. **MOTION CARRIED BY UNANIMOUS CONSENT.**
- iv. BBRSDA Instagram
Ure moved and Jackson seconded to approve a staff/board managed BBRSDA fleet facing Instagram, #BRISTOLBAYALLDAY, with funding of up to \$500 in FY20.
MOTION CARRIED BY UNANIMOUS CONSENT.

PR/Outreach committee to develop management guidelines.
- v. FY20 Town Hall Meetings
Ure advised that a plan for a 2020 Townhall series would be forthcoming.

Board discussed inclusion of setnet fleet in BBRSDA. Staff directed to judge interest of set net fleet

9. FY2020 Budget

Jackson moved and Ure seconded to approve a FY20 budget of \$3,783,517. **MOTION CARRIED BY UNANIMOUS CONSENT.**

10. Fishery Management Discussion

Link provided a recap of FY19 BBFC and Port Moller second vessel programs and updated board on timeline for BBFC FY20 activities.

Meeting recessed at 11:45 am PT and reconvened at 1:10 pm PT.

President Johnson requested to move Executive Session to the end of the meeting. Christensen asked for clarity on agenda changes. Christensen prefers not to have "term limits" and "director removal" topics in Executive Session.

Jackson proposed to suspend the rules to allow moving of Executive Session to after Future Committee Meeting Dates; and moving agenda items Board Term Limits, Board Training, and Removal of a Director by Board Vote to Executive Session.

Cook requested to keep Executive Session in original agenda slot.

11. Miscellaneous Business

a. FY19 communication costs for remote staff

The ED recommends a \$100 monthly stipend for remote staff to assist with phone and internet expenses.

Ure moved and Jackson seconded to approve retroactive payment of a staff stipend as outlined above. **MOTION CARRIED BY UNANIMOUS CONSENT.**

b. Discussion of Printing Expenses

The ED recommends creating an optional \$200/year stipend for printing needs to be made available to Board members upon request.

Christensen moved and Ure seconded to approve up to a \$200/year stipend for office expenses to Board members upon request. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Payment will be made available in January 2020 to all directors.

Wink was directed to look into Dropbox storage issues.

c. Committee member confirmation

Board confirmation for Mike Friccero to the Sustainability Committee, and Mark Buckley to the Quality Committee.

Jackson, Ure, and O'Neill commented on their support for adding both gentlemen to the committees, adding that the knowledge that they bring and provide is valuable. Wink questioned if there are any conflicts of interest in adding Mark Buckley and if we are still able to do regular business with him while he is on a committee. It was noted that Buckley could abstain from voting on issues that might present a conflict. Christensen added his support of Mark Buckley.

Ure moved and Temple seconded to approve the addition of Mike Friccero to Sustainability Committee and Mark Buckley to Quality Committee. **MOTION CARRIED BY UNANIMOUS CONSENT.**

d. Deenaalee Hodgdon Proposal

Ure presented a newly received proposal for Deenaalee Hodgdon from Brown University to produce a film on the potential impact of Pebble Mine on indigenous communities in Bristol Bay. Board was in full support of seeing a proposal in budget.

Staff directed to seek proposal from Deenaalee Hodgdon.

12. Future Meeting Dates & Agenda Items

February 4, 2020 (9am AKT) – Teleconference

March 5-6, 2020 – Anchorage, AK – Captain Cook

April 22, 2020 (9am AKT) – Teleconference

June 11, 2020 – Naknek, AK

13. Executive Session

Jackson moved and Temple seconded to move into Executive Session at 2:10 pm PST to discuss personnel and governance agenda items. **MOTION CARRIED BY UNANIMOUS CONSENT.**

O'Neill moved and Temple seconded to come out of Executive Session at 4:41 pm PST.

MOTION CARRIED BY UNANIMOUS CONSENT.

Ure moved and Temple seconded to move the proposed Board Term Limit and Removal of a Director by Board Vote to be vetted and discussed in the Governance committee. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Cook moved and Jackson seconded to award a \$10,000 Executive Director bonus payable in January of 2020 with staff to determine line item amendments. **MOTION CARRIED BY UNANIMOUS CONSENT.**

14. Adjourn

Temple moved and Jackson seconded to adjourn at 4:43 pm PST. **MOTION CARRIED BY UNANIMOUS CONSENT.**

Elapsed meeting time - Day 1: 7 hours, 12 minutes, Day 2: 7 hours, 15 minutes, Total: 14 hours, 27 minutes.