

**CR/PWS Marketing Association**  
 Board of Directors Meeting  
 January 7, 2015 6:00 pm  
 Teleconference & CRPWSMA Office in Cordova

	11.05.14	11.19.14	12.5.14	12.8.14	1.7.15
Jeff Bailey	P	P	P	P	P
Bill Lindow	P	P	P	P	P
Thea Thomas	P	P	P	P	P
Per Nolan	P	P	P	P	P
Mike Mickelson	P	P	P	P	P
Rich Wheeler	P	P	P	P	P
Dennis Zadra	P	P	P	P	P
Bob Smith	P	P	P	P	P
Susan Harvey	P	P	P	P	P
Jeff Olsen	P	P	P	P	U
Shawn Gilman	P	P	P	P	P

**Staff: Richard Blanke, Executive Director; Chelsea Haisman, Program Assistant**

**Public: Bill Myers**

**A. Intro**

**1. Call to Order**

Meeting called to order 6:02 PM by Jeff Bailey.

**2. Approve Agenda**

*SG: Motion to approve agenda*

*BL: second*

*BS: Motion to amend agenda to include Executive Session*

*JB: We have a limited amount of time, need more information, need to know what it's about, have advance notice and set time aside.*

*SG: Thought we decided in our packets there would be an Executive Session on every agenda, near the end. Shouldn't have to ask for it, it's there if we need it.*

*BL: Any board member has the ability to motion to go into Executive Session any time they feel like we need it during the meeting.*

*SG: Amend my motion to approve agenda with that item on the agenda*

*BS: second*

*SG: We are getting ahead of ourselves, just trying to approve the agenda.*

*JB: Executive sessions have flexibility, but would be nice for all of us to have a heads up on what it would be about.*

*PN: I was under the impression it would be on every agenda anyway.*

*SH: Suggest that we put it to the end of the agenda, last time it sidetracked our meeting for over an hour, would like to get through what we're supposed to get through.*

SG: Should be every time, doesn't mean we're going to use it every time, but it's there if we need it.

*Board Action: Motion carries unanimously*

### **3. Approve Minutes 12.8.14**

SG: *Motion to approve minutes as presented in the packet.*

PN: *second*

SG: Corrections – not to *impugn* other industries (pg 7); members have an opportunity to look at the system.

*Board Action: Motion carries unanimously*

### **4. Public Comment and Appearances**

None

## **B. Staff Report**

### **1. Welcome Richard**

Board welcomes Richard Blanke as Executive Director

### **2. Staff Update**

Chelsea Haisman updates the Board on progress to website, still need BOD photos for the website, upcoming POS inventory with Richard, start thinking about possible topics for Annual Report and Spring Newsletter. Annual report should go out before the election closes, Spring Newsletter can wait until we have the results.

Other news, the set net members have filed a petition with the State, need to notify membership within 60 days after the petition being verified by the Dept. of Economic Development (mid-March).

Office computers are Mac, Richard is not as well versed on Mac, would be more efficient with a PC.

BL: Come up with a budget and let us know.

JB: RB is authorized to purchase up to 2500.

### **3. Richard's Contract**

JB: We do have a signed contract for Richard, in Section 4, he did want to disclose that he's been doing consulting with Silver Gulch Brewing, wanted permission to finish up that project. Could possibly lead to a partnership

RB: Basically, they never put in infrastructure for HR, accounting, etc, would be putting the right people in place there. I started that before I started here, wouldn't take any new things on. Didn't want it to be a surprise to you. Max 10-15 hours a week, no commitment to specific hours.

SH: My recommendation is we cap the number of hours a week, so we have Richard full time for what we need him for.

MM: Richard has a salaried position, I don't have a problem with him working for Silver Gulch if he's efficient doing his job for us.

JB: We approve the contract, but only 30 days to finish, no more than 10 hours a week, on his own personal time. Possibly looking at a partnership with Silver Gulch for In-State Opportunities.

## **C. Financial**

### **1. Budget Report YTD**

PN: Format was changed, I do like it. We added a payroll section, instead of salaries in 2 different places, they are set in their own column. I do have a problem when I see numbers

go the wrong direction. For this to work, once it goes in, it needs to stay in that line item, or it could be confusing. Now that we have a full time ED on board, we can have proper coding for each program.

SG: compared to the last printed out budget, those changes jumped out. How did they, and by what criteria?

RB: She had moved some into different categories.

PN: As long as we know where we're standing, where we're spending money. It is easier to have payroll split out.

TT: Wondering if that's more appropriate to have under administration?

BL: All positions could go under admin, that's what I'm used to.

TT: In the past, the Program Coordinator was purposely moved out of admin, because duties were no always full time, focused on programs.

SG: If we hired someone else to help, hourly in the summer, where would that go?

PN: Title of Program Coordinator is misleading, we have a Program Assistant, and Program Coordinator is a higher paid position.

RB: It is easier to track when you have it separated, up to each company to decide. Easier to manage when you have related items in one spot.

## **2. Finance Committee Report on Fiscal Year Change**

PN: Talked with Dave Blake, Thea wanted to do some research.

TT: No, we've never had a committee meeting, hoping to explore why other organizations had chose Oct. 1. Never had a chance to discuss it.

PN: Did talk to David Blake at the boat show, and some e-mails since last meeting. He's a proponent of calendar year, would be easy to do a stub budget. Talked to Sue Aspelund at BBRSDA, they are on calendar year, would be better for planning the budget. Thought Richard could talk to Sue, postpone one month to bring a recommendation to the Board. I'm in favor of calendar year, Dave's in favor, need to have a committee meeting, and get ED's input, he would help with budget planning.

SG: I like the idea of letting RB research it, personally think it's a way to keep from dipping in to the next year.

SH: Agree, like the idea of turning it over to Richard. Calendar year seems legitimate.

TT: Would be great if Richard could talk to someone at the Dept. of Revenue, and talk to PWSAC.

JB: Need language, need to do 990, it was one of the bylaws in question, so we would take no action, it was already in question. It would revert back to the 05 bylaw. We don't need to make a change because it was never changed correctly in the first place.

PN: Important to note that when we do change bylaws, it is the Board that does it.

## **D. Old Business**

### **1. Bylaw Committee Report**

JB: Committee did a lot of work, needs more. Recommend to accumulate changes we need to make, get the language correct, vet through an attorney.

BS: I don't know if Bill has any issues in the committee report, We discussed the petition process within the framework of our own bylaws. Would be good for this board to take action. In the absence of a mechanism for the membership to take action or halt action, the only mechanism we have now is the petition process in state law, and that would eliminate the funding for what we do.

BL: Would like to volunteer to come up with the wording for bylaw changes.

PN: As far as bylaws go, would like to do something this meeting. Not going to everything, but we need to do something.

SG: I'm unable to frame a motion with what we've got, maybe someone can.

BL: Especially with bylaws, you need the exact wording of bylaw change in front of you, at that point, the motion is simple. I don't think we're quite there yet. I foresee at least one more bylaw committee meeting and probably several. We don't have to vote on all of them at

the same meeting.

PN: Don't see why we can't vote on them now, all we were going to do is remove section B.

SH: The only thing on the agenda is discussion. It's helpful to have more specific language so we could make a decision before we come to the meeting. It's a lot of work, and would like to see something I could vote on at the next meeting.

JB: Agree that this work is good, something that we needed to dig into, but unfinished. Needs better, correct, appropriate language, and needs to be vetted through attorney to be sure it is correct. Cannot recommend any decisions based on the preliminary report, need to consider that this is important and we don't need to rush through it.

Bill Myers: I don't want to vote on any bylaw changes, did want the board to set up master bylaw changes, and any changes need to be kept in 2 separate locations.

MM: Would be great to have the actual language we would be looking at, from a procedural standpoint.

TT: Want to thank the committee, glad to see this report, but not ready to vote on these. Specifically, 4.1 concerns me, should get that particular one discussed with an attorney. It could be contrary to some state statutes for what constitutes a member, need advice from the attorney.

PN: Now that we are on the bylaws, would like to hear from the committee on the 2008 bylaw Fiscal Year change. What is our FY by our bylaws?

BL: Bob is committee chairman; we don't have adequate evidence that procedure was followed. Our FY if we take no action would revert back to calendar year.

JB: We have moved so far forward from where we were, addressing Bob's concerns with bylaws. This report makes sense, but there is some confusion, other changes haven't been addressed. Will not support moving forward unless the language is very specific, vetted through and attorney. It's important to deal with this appropriately, professionally, correctly.

BS: Is there any issues with the language? One amendment is changing from 20% to 5%, talking about deleting a passage, don't have a problem with vetting this through an attorney, but I don't think these bylaws protect our membership: 4.1, revenues, and amendment protocols. There's more wrong than these issues, but these are the top 3 priorities we need to address.

JB: I did not receive this report until Monday at 11, need more time. BL has volunteered to write the language. Feel it's important to start to move on.

PN: As far as 4.1, I talked with BBRSDA. The statutes are the same for them as for us. They have a provision to allow non-taxed members to join, but they do not have voting rights.

JB: Would need an attorney to give us clear recommendation. Would like to take this and find out what we can and cannot do. Bill Myers brought up a good point about bylaws being in 2 separate binders. Specific language and changes to bylaws need to be written in a way we understand. We can take them 1 or 2 at a time and vote on them, does not have to be done today. We have to take into consideration that any changes we make have to be done correctly.

*No Board Action*

## **2. Project Proposals**

JB: We have one active project now. Need to put time into this, put together a committee to look at this, make sure our form is workable so RB can make decisions whether they meet criteria and bring recommendations to the board. Any larger project need contracts, performance based, time reports. Need to have contracts looked at by lawyers. People are required to perform at the level they said they would. These are some of my concerns moving forward with project proposals.

BS: Need to form a committee, make sure we get these proposals on our website so members can comment on this and get an idea where our members want to go.

BL: Important to develop a contract format that we can use for any project proposed, have certain elements of timelines, deliverables, etc.

TT: Include the timeline to respond to people that submit project proposals. Criteria,

evaluation formula, contract, timeline to respond to proposers.

JB: An end date for when we stop accepting proposals for the year and then start up again.

SH: Wanted to recommend for staff to make a staff recommendation.

JB: Some are 2500 or less; those numbers might be things that the ED and staff could look at immediately to get those going. Did notice that Education and Research was not on the form.

BS: Need to make sure the people who put this system in place are well represented on the committee.

PN: This was developed, was brought to the board by me, based on BBRSDA Project Proposal system. They had criteria for how they did it. ED needs to have some budget he will go by for FY15, before summer begins. Maybe he would have an idea for when he'd like to see something.

BL: Most of my concerns could be worked out in committee. I support forming a committee to deal with these issues. Would like to take action of some of these proposals that have been sitting for awhile.

PN: In the past, we advertised with industry calls, called Fish and Game, processors.

TT: A concern as we move forward, has to do with the proposals that are brought by board members, it's great that they are being proactive, but concerned that our membership might view us funding a proposal by a board member as favoritism.

SH: We are all here to represent gear groups and bring ideas. Would be appropriate for a board member to abstain from voting if there is a conflict.

*No Board Action*

## **E. New Business**

### **1. Processor Letter – Election**

JB: Contact the processors to contact their known fishermen expressing their support for the organization. Propose to have staff draft a letter, review it, and get those off to processors for their consideration.

BS: Subject to the review of all board members.

TT: I would volunteer to work with staff on it, to send a draft copy to the board so we could move forward with it.

SG: Would volunteer to help wordsmith

JB: Draft a letter that makes sense, review it, vote and get it out.

*Action: staff directed to write letter and get it out to the board for approval.*

### **2. Processor Letter – Ice Barge**

JB: Staff could draft. Needs to say we're not moving forward with the ice barge program as it was, so they could make arrangements to get ice out there, and for net storage as well. Could be an invitation for proposals. Not as critical as the first letter, but could go through staff.

*Action: staff directed to write letter and get it out to the board for approval.*

### **3. Homer Meeting**

JB: Troy Matveev has invited us to talk to the Russian community, would make his warehouse available. Would be quick, keep it cost-effective, overnight and back.

PN: Executive Director may want to go down, a day trip to go see some of the fleet.

TT: I put this down as member outreach, proposed that Jeff and Richard go, would be a great introduction for Richard.

BL: I support us sending people to go talk to them. So many permit holders there. If there's a good showing, it's worth the money.

JB: Troy recommended the 18<sup>th</sup>, the end of the week. Would love to have a list, or information for what did drive the petition.

PN: If you drive, you will be able to strategize and plan, don't need a long meeting.

JB: Would have to get ahead of Troy, and get an update to the board by the beginning of next week.

*SG: Motion that we approve a Homer meeting to happen in the month of January with at least Jeff and Richard going, and possibly another board member from the valley*

*PN: second*

TT: Would add that it has to be a board member with strong support of the organization.

*Action: All vote in favor, motion carries unanimously*

#### **4. Boston Seafood Show**

JB: Tried to find the summary that I did for Bob last year. Haven't been able to reproduce it, there is one from Kim, that's a discussion to have.

BL: Have not seen a report from the committee, wish I had more information to go on, not a big supporter of it.

SG: Could do more with that amount of money for some of the local shows. Kim created a list of alternatives, might get more bang for our buck. If we choose to go, I would volunteer to go.

JB: If we're going to continue, should do it differently.

PN: Bristol Bay is going, not doing a booth, but sharing with ASMI. We could have a partnership, possibly with CR Fleece. Need to have some sort of evaluation. We have 3800 on the line, could contact and find out if there is a refund, find out if we can resell our booth. Staff can look into that.

RW: Could take a look at who wants to go, try to reinvent the wheel for how we do it. Could form a committee and brainstorm. Looking back on the survey, people did support us going there also.

BS: The big systemic problem is coming up with evaluations for how we spend money. There has never been a critical evaluation done to see if it benefits our membership.

PN: Most of our fish goes to the west coast. Maybe Boston isn't the right trade show.

JB: IBSS is the same vendor for the San Francisco show, and could possibly swap funds into something else.

RB: Could look into Vail, SF, west of the Rockies.

JB: Typically have sent a board member, staff, fishermen. Have sent 4 people, do have to staff the booth, there's work involved, it's not all fun.

JB: Need to have a committee to have this discussion. RW made a good suggestion that we could rethink this.

RW: Could form a committee to look at this and reinvent the booth. I'm willing to put the work forward to make this successful. There's a lot of contradiction with what membership wants. They have said they want this.

JB: Richard could send us info in a few weeks, not sure how much we can reinvent this.

Maybe do what Per suggested, go back with stuff we want to move.

TT: One observation that the difference between IBSS versus Aspen Food and Wine – Aspen is a consumer show. At Boston, we are reaching the big retailers, asking for 25k posters. At Boston, we reach the big retail chains and let them know that we have these marketing materials available.

DZ: Would volunteer to be on this committee.

*Boston Seafood Show Committee: Rich Wheeler, Dennis Zadra, Jeff Bailey (with staff support)*

#### **5. Board of Directors Job Description Update**

JB: Mike Walsh, at Board Training, he developed the Code of Conduct. For our job description that we had, the first one we were dealing with left out essential pieces: the duty of care, etc., recognized legal duties. I had staff put this together.

PN: On the actual document that we signed, there was some work done. Bill and Susan had asked to look at the mission statement. We added the words “for the benefit of our members” We never want to lose sight of who we are representing.

SG: Should change no cell phones to “no use of cell phones”

JB: Mike was going to draft more things: workplace policies, core purposes, harassment policies. I will follow up with this with Mike Walsh. What Bob sent out is included in the duty of loyalty.

BL: I really support it, the protocols are good, it’s on target for good board behavior, would us to add that for new directors that they sign it, and have it become part of our policy manual.

JB: I don’t have a problem with adding anything that gives us good guidance.

*Staff to amend document and present it at next meeting.*

## **F. Conclusion**

### **1. Board/Staff/Audience Comments**

Bill Myers: I did give my two bits for the bylaw committee. Whoever goes to Homer and why we are sitting here. We are the only RSDA that can exist in Area E by law. Any other fisheries that want to do this, they have to come to this organization if they want to be part of it. Need to get this message for the meeting for Homer. Anybody can join this.

Danny Carpenter: Just wanted to make a comment about the conversation about BBRSDA and our RSDA, we have been close with them in the past, have not kept that connection as close. It is appropriate to keep us close to them. They had to put a set of bylaws together as well, one thing in talking about in our bylaw situation, compare theirs to ours and find our why they are different in some places. Their situation is different. Founding members are still on the board. BBRSDA is going to do Boston, in future, we should look at a cheaper way to do it. If we don’t participate this year, we will be dropping the ball on our membership that supports it, and keeping CR in the forefront. We also did the Chef’s Collaborative in the past, and that’s something we got rid of. If we went this year, we could look at a cheaper way for the future. Not going would be a mistake. In doing a little research, BBRSDA has dropped the proposal model. Talk to Sue and find out why that is; what worked, what didn’t in that regard. Good to compare both the positives and the negatives. If there was a valid reason why they got rid of that, could keep our eyes on that situation. Last, as far as board members making proposals, I think the membership might wonder about it if there’s a fair amount of money involved. There was talk about direct marketers on board. Large percent of local members that direct marketers were taking advantage of being on the board. If there is a large amount of money going to a board member, that’s something to be aware of moving forward.

Bill Black: I know you’re ready to go home, but I was really disappointed by the acrimonious tone that seems to persist. This board needs to set a unified tone, take that down to Homer, strike a new, fresh approach to be able to continue. When I voted to replace ASMI with our organization, I was looking forward to advertising that was specific to our area. Need to find a way to find common ground.

SH: Not sure Project Proposals are a committee project. We have a new Executive Director, and that’s something he can take a look at, unless we want to revise the criteria. If there’s timeline, I think the ED could pull together a chain of events. How we want to schedule it, get back to people in a timely manner.

SG: Don’t form a committee, Per could be a resource. Respond to RB’s questions, be an asset for him.

PN: Bristol Bay has got what they’re currently doing. They have so many projects that are multi-year. The smaller amount of money they are spending they are trying to establish some board proposals.

SG: We could research some equipment that might tell us who is on the phone and help them hear better.

BS: Expect to see on every agenda an executive session. Would be before board comments. Out of order here for board comments, not staff comments.

BL: Boards I've been on in the past, do not have it on every agenda. Just called it during a meeting.

BS: That's how we did it for the past year.

SG: School Board had it on every one. The criteria for going into it was listed. Put our policy on there, so nobody has to make the motion.

TT: On the record, I've never served on a board that had Executive Session on the agenda every meeting. In the name of being transparent to our members, we should try to do our business out in public.

JB: I took this on without a lot of experience. In the future, this is being turned over to RB. Don't have a problem adding it, things are going to come up. Would like to have some heads up on issues that aren't just suddenly coming up. If it's something that's from the past, or something that's been an issue for a while. That at way we can all have some time to prepare, and what the discussion is going to be about.

## **2. Next Meeting Date**

February 11, Wednesday, 6 P.M.

## **3. Executive Session**

*BS: Motion to go into Executive Session about personnel and this communication to the Board.*

*SG: Second.*

*Motion passed unanimously, Executive Session commenced 8:54 P.M.*

MOTION by Gilman, second Lindow to come out of executive session.  
Passed unanimously.

MOTION to adjourn by Lindow, second Zadra.  
Passed unanimously.