

CR/PWS Marketing Association
 Board of Directors Meeting
 February 11, 2015 6:00 pm
 Teleconference & CRPWSMA Office in Cordova

	11.19.14	12.5.14	12.8.14	1.7.15	2.11.15
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	Resigned
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	E
Jeff Olsen	P	P	P	P	P
Shawn Gilman	P	P	P	P	P

Staff: Chelsea Haisman

Public Attendance: Ken Jones, Vic Jones, Ron Goodrich, Kory Blake, Lanny Gillespie, Guido Casciano, Warren Chappell, Gordon Lipscomb, Bill Myers, Rob Maxwell, Kevin Haisman, Danny Carpenter

A. Intro

1. Call to Order

Meeting called to order 6:03 PM by Jeff Bailey

Roll Call: JB, BL, PN, BS, JO, DZ, SG, TT, RW

JB: Quite a few members present, this is an emergency agenda based on imminent departure of our newly hired Executive director.

JO: modify to have audience comments

Per Nolan: Under staff reports, add treasurer report.

2. Approve Agenda

SG: Motion to approve agenda

BL: second.

JB: Will deal with these issues at the moment, then we can go to the prior agenda and continue moving forward.

BS: Are we going to have audience comments?

JO: Would be prudent to hear what they need to say.

SG: Audience comments are usually before.

JB: Don't want to eliminate anyone to have a chance to speak.

No opposition, agenda passed with addition of audience comments and Treasurer's Report

3. Public Comment:

Warren Chappell: voted for Bob and Per to be on the board. Need to explain to me how the rest of the board, can keep the Treasurer from doing his job.

Guido: Can't just throw somebody off the board unless you have a good reason for it, as far as I've heard, you don't have any reason, would like to see the attached documents as a member of the organization.

Lanny Gillespie: same feelings that Warren and Guido have, would like to see why.

Rob Maxwell: Can somebody on the board give us the low down?

JB: We can get into that if we are able to proceed. Will not be doing this in Executive Session. This will be done in an open meeting, only fair to membership to hear why.

Danny Carpenter: Biggest concern with everything that is going on, it seems like we are having a hard time keeping staff in the office, and if there were a problem at PWSAC or CDFU to where problems in the Board were cause the Association to be unable to conduct business. If there were a board member that caused staff to quit or the Director to leave town, you guys would all be having a fit, because it's important for those Associations to be run in a business-like manner. We haven't been able to keep an ED or keep staff in the office.

Warren Chappell: There are disgruntled people, everyone that comes in gets run out.

Bill Myers: He's a new ED, and you're here to remove someone from the board because the ED supposedly, is he afraid of something, is he afraid to be here? Is he working for this organization? It's very upsetting that somebody comes in here, and nobody in this state that I know would come in here and take this job and be afraid of anybody in this room. To think that our staff is being harassed by anybody in this room, is this what this is all about? We went around about this the first time he was thrown off the Board, and I helped put him back on.

B. Removal of Board Member

1. Removal of Bob Smith from the Board of Directors

BL: Motion to remove Bob Smith as a Director of the organization and from all of the committees that he serves on, effective immediately.

DZ: Second

BL: I don't take this action lightly at all, it's a serious thing, not something I really want to be doing, but I really feel that Bob has crossed the line. This doesn't have anything to do with our Executive Director; this has to do with Bob supporting a "no" vote on the upcoming election. There is a letter that was posted on Facebook, I will try to read the pertinent part here: "As a member of CRPWSMA, and member of the Board of Directors, I believe that the Regional Seafood Development Association that is responsive and responsible to our fleet could be a great boon both now and in the future. Sadly, this has never been the case. Unless and until the Marketing Association institutes the reforms necessary to its bylaws, I cannot support the 1% Seafood Development Tax." To me that is essential: if you are going to serve on a board of an organization, you have to support the organization. You can try and change the organization from within as a board member, but if you are going out to the public and effectively trying to kill the organization by persuading people to vote against the tax, then you can't serve on the board.

(24:44) BS: Am I to understand that the charge being brought against me is that I have stated my position publicly regarding this tax?

JB: It falls under the Duty of Care, Duty of Loyalty, we as board members accept as responsibility. You have advocated for the ending of the 1% tax. You have publicly presented this on your vehicle billboards, posted it on Facebook, this was done the week the ballots went out. It is clear that you do not support the organization.

BS: There is no charge that I have seen that indicates that I have violated policy regarding publications. What has happened is that I stated a position several years ago, I have stood by

my position, the board has never voted on this position as a board. What exactly is the charge, what are my violations of policy or bylaws?

BL: I don't believe you need to violate a bylaw or policy to be removed from a board.

DZ: This is pretty dysfunctional, if you can't support the mission, and you can't support the board you're sitting on, why are you sitting on a board? You can have whatever opinion you want, or do whatever with your truck. I can't get over, thinking why are you on this board, unless it is to just sabotage this board? Your position is very clear.

JO: We've had attorneys and audits, that have told us we are not in compliance with our bylaws. Bob has been trying to get us in compliance with these bylaws. You can't let your staff dictate who is on the board; they are elected.

PN: What I always bring to the table is policy. Financial policy, Board policy, etc. As far as the charges against Bob, I can't find any policy against what Bob did. All it would take is 1 person to say that he disagreed with what Bob said in an e-mail and he would have had to bring it before the Board. You need to have something other than your personal opinion of trust to the Association. I will not support this action by the Board.

SG: I was appointed at the meeting that Bob was removed. Then we looked at the issue of how he was removed, found that he wasn't removed properly, so we brought him back on Board. Was hoping to see more in my packet than what I see now as far as cause to remove him, while he doesn't support the organization during the voting procedure now. Do we have a lawyer's opinion about whether this actually a violation of his duty as a board member? Juvenile actions with his truck may be enough grounds for removal.

TT: I'm in favor of this motion. Bob has every right to his opinion, and he's made that known, but Dennis said it clearly, you are welcome to your opinion, but you can't do it while you're a member of the Board, and you are not in support of this organization. You can have your opinion, but this is not an appropriate place for you.

RW: This is unbelievably difficult, and very uncomfortable. Listening to everyone, we are in absolute gridlock, and haven't been able to do our jobs, and we haven't done our jobs. I sympathize with Bob in his efforts in trying to do what's right. The antics with the truck and Facebook, and everything else, and as a board member, we can't do that. I have stated that to Bob, and I can't support this sort of action anymore with his behavior.

BS: I'd like to point out, as far as the truck goes. The main sign on the truck announced that there was an election. The President took it upon himself to remove that position from the newsletter. Received no response from the board members. The President took it upon himself to keep that letter out of the association's official record. This is because of a systematic censorship that has been perpetrated by the President and condoned by the board. (40:00) SG: Why, when we laid the bylaw changes right in front of you, you didn't make the motion. Why did you feel that the change wasn't going to happen, prior to this meeting, when we could actually be conducting business and actually making the changes that you have been advocating for. Haven't been able to move forward on Project Proposals due to this sort of thing. Why you chose between the first ballot mailing and the second mailing, when you knew we would have a meeting today that we said we were going to address the bylaw changes, and now we're not because of this. Why did you lose hope when you knew we'd be meeting today?

JO: We have a toxic environment and it's imploding the organization.

JB: We have Bob's letter here. I asked board members that state support for the organization. Felt it was important that we send a positive message. I took the one positive thing from Bob's letter and included that because I felt that it was a positive message. The first letter that was sent to us. Bob kept sending this out to us as a threat, a lot of this transpires to boards that none of us even sat on. We've been trying to move forward. His imminent news release about investigations and criminal activities, about him starting another association. He did not follow all the policies he is supposed to He is certainly entitled to his opinion. Looks at things from a different point of view. We have been dealing with bylaws, we've had meetings to address them. There's been all kinds of allegations about all sorts of different things, none of which we

have evidence to show has been done. I do not want this to be personal, we have been in a quagmire. You have taken your agenda to the street, are entitled to have your opinion, but the information you are passing around is incorrect. We have been stymied, we hired an ED, but he's not here for a reason.

PN: I sense that you have some frustration. You did say that we had a lawyer's opinion. I would like to hear that.

JB: We didn't get enough time with him to go into depth, but his verbal opinion was that Bob can be removed from this board for breach of duty of care.

TT: There is a motion on the table. Would like to call the question.

Roll Call Vote: Yes (BL, DZ, TT, RW, SG) No (BS, PN, JO)

Motion passes. Bob Smith removed from the board, effective immediately.

JB: I will continue to work on the issues you have brought to this board.

(57:00) PN: Treasurer's Report: I received, the current line item budget, supplied to me through e-mail from staff. From the budget we received in December and the budget at the end of this month.

The travel policy states that the travel needs to be approved by two officers of this board. I did not get copies of the account balances. Did receive an email regarding an outstanding bill from 2013 for our sampling program from prior staff, will pass that along to current staff.

JB: there was a discussion we had about the travel, for him to use that

C. Staff Reports

1. Executive Session

BL: Motion to go into Executive Session

DZ: second.

Into Executive Session 7:07 PM

Out of Executive Session 8:11 PM

D. Boston Seafood Show

1. Boston Committee Report

RW: Good email exchange of ideas and strategies. Brief committee report. Fishermen in Grundens, new artful T-shirt by Salmon Sisters, CR Nouveau Cookbooks, POS materials, spice packets. Fishermen would be Korry Vargo, Kim Menster, Shawn Gilman, as fisherman Rob Maxwell could no longer attend.

RW: Survey wanted to see fleet going back, didn't want to see board going back, we stuck with that. Korry Vargo lives in New Hampshire, so wouldn't be much expense. Staff can arrange meetings with retailers like Kroger and meet with them. If they did indeed order 25,000 posters, would consider that a success.

PN: I think you came up with a new and innovative way to approach an older program. If you need more funding, can submit a project proposal to make up the rest.

CH: Evaluation rubric with different levels of goals, different indicators to evaluate our success to our members.

JB: Salmon Sisters can be a future partnership, can look at putting salmon sisters into in-state, they are in homer. They did ask for some help in travel, the board needs to look at.

TT: First, thanks for work, looks like a great plan. Glad you still have the enthusiasm and momentum to go to Boston. As a member, then a board member, I would insist that the Executive Director go.

One of the goals, identify trends in industry, if Chelsea or Richard go they could try and attend

seminars to learn, would have to pay for these, but totally worth going to.

JO: If we are going to let somebody share our booth, let someone local, maybe a direct marketer piggy-back and bring product. People are going to remember product.

BL: Salmon Sisters not right off, see a small benefit to having them partner with us. Would be a little cost, and that they are not from PWS is not ideal. When is the deadline for funding?

RW: It's already in the budget that was passed. \$25,000, doesn't need to be approved.

PN: Other possibility, worth investigating them before you shut the door. Think we have negotiating room with these ladies. They're from Homer, there's a lot of PWS fishermen that live over there.

JB: Could be something that works hand-in-hand with our In-State. More PR. Can see them promoting the benefit of the fisheries, the benefit that the fishermen have to the communities, and that is a huge tourist industry in Homer, could look at into the future. This would be an opportunity for us too.

PN: I think they would jump at that opportunity to be in that booth at their own dime.

JB: Hearing a consensus that we don't want to spend \$1000 on bringing Salmon Sisters, but make the space available, only allowed to sell our shirts, but that we can pursue a relationship with them into the future.

PN: *Motion that we attend 2015 Boston Seafood Show*

JO: *Second*

JO: *Amend to add: with the assumption that Shawn is going.*

Motion passes 9-1, JO opposed.

E. Conclusion

1. Board, Staff, Audience Comments

PN: I have come to a decision, not a board decision, a personal decision. I feel this is the best for the association to resign. I need to allow the board to continue in a positive fashion, and that we can be a successful marketing association.

Really enjoyed the last conversation we just had.

JB: I personally don't support that resignation. I think there is a better way that we can resolve this and move forward as a board. I don't support this willingly. I don't think that this is the best thing for the organization, feel that there are other ways we can do this.

BS: To the Board of Directors, regarding the agenda of Feb 11, I consider any attempt to remove me from the board invalid. The legal opinion if someone comes to the meeting and requests

Would you, as a board member, accept additions to your packet at the meeting? The board has failed to show adequate cause. I appear to be guilty of nothing more than having an opinion. I do not accept the ruling of this board. For board members to suggest that a bylaw reform did not occur due to a failure of effort on my part is disingenuous. The duty of care, duty of loyalty is to the entire membership. Obedience to the law. Duty of care is fiduciary responsibilities. Seems that there is a double standard here.

Next meeting: Feb 26, 6 pm at CRPWSMA Office. *Rescheduled to March 4, 2015 at 6 pm.*

BL: *motion to adjourn*

JO: *second*