

**Florida Oceanographic Society
Board of Directors Meeting Minutes
November 16, 2020**

Board Present via Zoom Conference call: Allen Herskowitz, Board Chair, - John Amerling, - Mark Cocorullo, - Gary Goforth, - Paul Hederman, - Matt Hooks, - Linda Houston, - Matt King, - Bob Mathias, - Patricia Noonan,- Nancy Rand, and Scott Turnbull

Board Present via Telephone: none

Staff Attendance: Mark Perry and Cathy Muir

Not Present: Dan Merritt

Board Chair

Board Chair, Allen Herskowitz, called the meeting to order at 3:02 pm

Mission Moment: Aquaculture Research & Conservation Projects – Nicole Kirschoff, Ph.D. Live Bait Advantage

Nicole Kirschoff has been located at FOS since 2013. She is the only person in the country who is commercially producing any marine bait fish species. She is working on Research and applying for Grants and would like to collaborate with FOS Research Director, Loraé Simpson on projects and grants. Nicole is presently working on grants and the details are in her presentation which is posted on the Board website.

Nancy Rand commented that this a perfect example of so much information and research that FOS collaborates on that the general public is not aware of. We need to get this information pushed out to the public.

Allen Herskowitz mentioned that Zack Jud published a peer reviewed scientific paper that was in the research journal Foodwebs.

Consent Items

- A. Minutes from the Board Meeting October 19, 2020
- B. Executive Director Reports-Education, Research, Animal Care, Operations and Development
- C. Committee & Task Groups
(See Board Website for Minutes, Reports and details)

Board Action – The Chair requested approval of the Minutes from the October 19, 2020 meeting and the consent agenda. Pat Noonan made a motion to approve the Minutes and the consent agenda. Nancy Rand seconded the motion. It was voted on and unanimously approved.

Finance Report, Matt King Chair

- We have a cash position of \$2.2M and most of that is earmarked for the building.
- Unconditional Promises to give are at \$337K. Nancy Perry has had success in collecting and accelerating payments.
- Susan Scheyder is working on the PPP loan forgiveness.
- Admissions made a nice bounce back. There is a bump in Membership; contributions received a boost of \$75K, a research grant has come in and Education is also up.
- Expenses are right in line and some under budget
- Nancy Perry has had success in fundraising for our operation budget gap.
- Northern Trust approved our Line of Credit and now we can commit to the exhibits and sign the contracts.
- Mark Perry reported that we should receive our Certificate of Occupancy the first week of December and can then open the classrooms and the third floor for events. The exhibits should be ready by March 1, 2020 and at that time we can increase our rates.
- Mark Perry presented the Capital Campaign worksheet. We have \$570K left over from the building plus the contingency funds of \$40K which gives us \$610K as of the end of October 2020. Since October 31 we have received \$110K. The Exhibit costs are \$914K so cash needed is \$193K. Of that number, \$106K is due by the end of December and \$33K is due by the end of January 2021. Allen Herskowitz stated that the Finance Committee agreed that amount would be a low financial risk before we had secured the line of credit and we should go forward with the exhibits. He asked for a motion to approve executing the contract for completion of the displays. Nancy Rand made a motion that we approve executing the contract to go forward with the displays. Pat Noonan seconded the motion. It was voted on and unanimously approved.
- Mat King made a motion that the Board grant authority to Mark Perry to execute the loan documents with Northern Trust to enter into the financing commitment. Pat Noonan seconded the motion. It was voted on and unanimously approved.

Capital Campaign Update – Pat Noonan, Chair & Nancy Perry, CFRE

- Pat Noonan reported that we have a total of 130 gifts with a total of \$6,874,784 committed/pledged.
- We have two committed gifts and unrecorded pledges of \$35K.
- The Treasured Reef has raised \$70K with another \$50K unrecorded pledge.
- There are new prospectes and many positive responses.
- Kathy Fitzpatrick, MC Engineer will help us apply for funds for Boardwalk replacement.
- The Board Challenge has brought in \$47,500. There is a Martin County Cares grant for \$50K pending. A Langford environmental operations grant for \$50K was also applied for.

Zabik and Associates Update, Larry Zabik, Lindsay Zabik and Nancy Rand, Chair

- Larry Zabik stated that he would release Color Add immediately and get them going.
- We are testing the drainage system and have a temporary solution pumping water into the preserve with the approval of the South Florida Water Management District. We have requested a permanent approval for the situation and it is being worked on.
- Exterior work is being finished. Hooks has struggled with getting the envelope dried in. There were a couple of areas where there was some seepage. Larry Zabik met with Mark Perry, Steve Hooks Lindsay Zabik and Brent Wood last week and did a room by room assessment and released them to finish the drywall, based upon some few extra steps. They are going to do some extra caulking, flashing is being redone, and drywall is being removed in a couple of suspect places. We are releasing Hooks because they needed three weeks to finish interior work to finish up this month.
- The third floor deck is water tight now. Recaulking is being done with a 20 year heavy duty caulk on every connection between stucco and hardy plank under and around every window. Flashing is also being redone. We are confident that the initial failure was due to seepage in those areas and they are being taken care of. Additional water testing will be done in December.
- Change order update on number 25 shows a little different number because the ADA sidewalk had some edge waterproofing added.
- No ODP changes.
- Hooks is on schedule to finish December 1, 2020.
- The Financial update shows funding for the building and now the exhibits. There are not enough funds for the upgrades/wish list. The Statue is in a different category and Nancy Perry will update us next month.
- The schedule has been updated showing the building being finished by the first week in December. Moving in will take about 3 or 4 weeks. The grand opening is scheduled after the New Year holiday. The trailers are scheduled to be removed the last week in December. We do not want to continue the lease beyond December.
- Low voltage work is being finalized, phones and internet connections work is ongoing.
- The budget update has been provided.
- Building signage is on hold and parking lot lighting costs will be looked into after first of the year.
- Gary Goforth asked for clarification on what items were included in the budget numbers. The Gift Shop, bridges and splash pad are not included. He also requested that the Board take a second look at the bridges and whether they may take away from the spectacular view from third floor. This will be discussed.
- Mark Perry thanked Allen Herskowitz, Nancy Rand and John Amerling for being on the OAC calls.
- Larry Zabik thanked Nancy Rand and John Amerling for being good resources and said he appreciated their continued advice and counsel.

Development Report, Linda Houston, Chair

- The Impact Report is being mailed out this week to 3,100 major donors. It was one of the largest mailings we have ever done. The cost was \$8K but last year \$20K directly related to Impact Report was received and the year end giving brought in about \$100K.
- December 1, 2020 is Giving Tuesday which we have not participated in the past. It is media driven. A thank you will go out to all donors at Thanksgiving. The focus will be on simple things, such as clean water, caring for our animals and restoring oyster habitat.
- Oceans will not be an in person event. The budget is \$50K for an online auction and \$100K for sponsorships.
- We are working on ideas for refining sponsorships. There could be a private cocktail party or a private turtle walk. We are also trying to come up with a way to do a film series.
- We are rethinking the membership program to rebrand and remarket for the opening of the Eco Center. We need to entice people to step up and be a member. We are also working on a new pricing structure for memberships and admissions.
- Linda Houston reported that Carrie Morgridge has partnered with another organization and developed a report forecasting on what's next in the world of charitable giving. It is a forward look at giving. The Board discussed inviting Carrie Morgridge before the next BOD meeting at 2:30pm on December 14, 2020 and present her report. Linda Houston will get back to Allen Herskowitz to confirm.

Strategic Planning Task Group – Paul Hederman, Chair

- Paul Hederman had no report but Mark Perry stated that we do not want to drop the ball on Strategic Planning and need to get back on track at the beginning of the year. Paul stated that typically in the first quarter of the year we would be reviewing the plan and he will get with Susan Scheyder and review

Governance & Nominating Committee, Scott Turnbull

- Scott Turnbull took a tour of the building with his wife and agreed that it is spectacular
- Deane McMillan sent over a recommendation for an Honorary Trustee and Mark Perry has also recommended two people.

Information Technology Task Group – Dan Merritt, Chair

- There was no report but Mark Perry mentioned that Dan Merritt took a tour of the new building and has been working with Tom Kurish and Mark Baer

Advocacy Task Group- Gary Goforth, Chair

- Gary Goforth reported that the Lake Okeechobee operating schedule is moving forward. SFWMD recently approved the final funding for the treatment area associated with EAA storage reservoir south of the lake, providing more capacity to move the water south.

- Mark Perry reported he has been on the periodic Science Calls with the Corps of Engineers and District advocating to stop the discharges. The lake has been up over 16 feet. We are still advocating putting the message out there that they have been putting water south from the EAA basin runoff into the storm water treatment area and water conservation area. No Lake water has been going into the Everglades and that is keeping the Everglades agricultural area dry for crop production.
- Mark Perry thanked all involved in the advocacy group.
- The next Rivers Coalition meeting is November 19, 2020 at 11:00 am.

New business: There was discussion as to whether we should revise the meeting dates. After discussion it was decided to keep the meetings on Mondays with the Finance Committee Meeting at 2:00 pm before the BOD Meeting.

The meeting was adjourned at 4:09 pm. The next BOD Meeting is scheduled for December 14, 2020 at 3:00 pm through Zoom.

Minutes recorded by Cathy Muir, Administrative Assistant and submitted by Nancy Rand Secretary of the Board of Directors of Florida Oceanographic Society.

Respectfully submitted,

Nancy Rand, Secretary of the Board of Directors
Florida Oceanographic Society