

**Prince William Sound Regional Citizens' Advisory Council
Special Board of Directors Meeting Minutes
November 21, 2023**

Members Present: Robert Archibald, Amanda Bauer, Robert Beedle, Wayne Donaldson, Mako Haggerty, Jim Herbert, Elijah Jackson, Dave Janka, Bob Shavelson, Angela Totemoff (10:07 a.m.), Michael Vigil, Aimee Williams (10:04 a.m.), and Kirk Zinck

Members Absent: Mike Bender, Mike Brittain, Nick Crump, Ben Cutrell, Luke Hasenbank, Melvin Malchoff, and Dorothy Moore

Staff Present: KJ Crawford, Jennifer Fleming, Ashlee Hamilton, Joe Lally, Amanda Johnson, Donna Schantz, Alan Sorum, and Danielle Verna

Others Present: Joy Merriner (BDO, LLC)

Call to Order and Roll Call

President Robert Archibald called the meeting to order at 10:00 a.m. A roll call was taken, and the following 11 Directors were present representing a quorum for the conduct of business: Archibald, Bauer, Beedle, Donaldson, Haggerty, Herbert, Jackson, Janka, Shavelson, Vigil, and Zinck.

Approve Agenda

Vigil asked for clarification on item A under the consent agenda. Staff noted the budget modifications should be for FY2024, not FY2023. This change was made. Vigil moved to approve the agenda as amended. Bauer seconded. Archibald asked for objection; hearing none, the agenda was approved.

Aimee Williams joined the meeting at 10:04 a.m.

Public & Opening Comments

Archibald asked for any public or opening comments. There were none.

Approval of FY2023 Audit

Hamilton introduced Joy Merriner of BDO who summarized the June 30, 2023 audited financial statements and audit report to the Board. Merriner explained that the draft audited financial statements were presented in depth to the Finance Committee at its November 2 meeting and that this year's audit was a very smooth process overall. Merriner noted the transition from Gregory Dixon to Hamilton and applauded the Council for the successful transfer of Director of Finance duties. Merriner stated that FY2023 was considered a typical audit review that was very strong from a financial perspective with no audit findings.

Angela Totemoff joined the meeting at 10:07 a.m.

Merriner presented a couple of highlights from the audited financial statements and audit wrap up report, including:

- It is BDO's opinion that the financial statements present clearly and that all materials presented reflect the Council's financial position.
- BDO followed the generally accepted accounting standards, with Council staff responsible for preparing financial statements with BDO assisting with the footnote disclosures.
- Council staff is responsible for implementing and maintaining internal control features and BDO did not identify any internal control deficiencies.

Merriner reviewed the liabilities, assets, and statement of functional expenses with the Board.

Haggerty asked for an explanation on the repurchasing agreement the Council has with First National Bank Alaska (FNBA). Merriner explained that this agreement is very unique as FNBA no longer offers it to its customers. It is technically considered investment income, that is recorded as interest for the organization. FNBA sweeps the account at the end of the business day and invest it in an overnight security (owned by the Council) that is sold in the morning and returned or repurchased with the dividend earned paid daily. Merriner stated this is a very advantageous arrangement.

Directors thanked Merriner for her work over the years and wished her well.

Janka moved to approve the FY2023 audit by BDO. Zinck seconded. Archibald asked for objection; hearing none, the audit was approved.

Schantz and the Board applauded Hamilton for her hard work and accuracy on this year's audit and the finances of the organization overall, noting that the FY2023 audit was quite difficult as it was the first on her own and with a new accounting system.

Consent Agenda to Approve:

- [A. FY2024 Budget Modifications](#)
- [B. Appointment of Tim Robertson to OSPR Committee](#)
- [C. Approval of Travel for K. Morse and C. Hart to NTEN Conference](#)

Zink moved to approve the consent agenda. Totemoff seconded.

Robert Archibald pulled item A: FY2024 Budget Modifications from the consent agenda for discussion.

Mako Haggerty pulled item C: Approval of Travel for K. Morse and C. Hart to NTEN Conference from the consent agenda for discussion.

The consent agenda was approved, as amended, as follows.

- Appointment of Tim Robertson to the OSPR Committee with a term set to expire at the May 2024 annual Board meeting.

Executive Session to conclude Executive Director 2023 evaluation process and kick off the 2025 evaluation.

Vigil moved to go into executive session to discuss the Executive Directors evaluation. Haggerty seconded. The motion passed without objection.

The Board moved into executive session at 10:25 a.m. Ashlee Hamilton was asked to join the Board in executive session.

The open session of the meeting resumed at approximately 11:45 a.m.

Report on Executive Session

Archibald reported that while in executive session, the Board discussed the Executive Director's compensation as the conclusion to her 2023 evaluation. He reported that the Board reached a consensus on the following action. He noted that the Board expressed interest in conducting a compensation study to have an updated representation on current pay scales.

Totemoff moved to award Schantz an 8.1% increase to her pay, retroactive to the first pay period of FY2024. Haggerty seconded. Archibald asked for objection; hearing none, the action was approved.

Schantz expressed her appreciation to the Board. She added that the management team has recently discussed updating the compensation study with the hopes of conducting it on a regular cycle. Gallagher, the contractor who conducted these studies in the past, will no longer do these studies. Going forward, the study may cost more than it did in years past.

Regarding the action approved, Totemoff noted that a lot of discussion and consideration went into this decision, and she recognized Schantz for all of her hard work and dedication to the organization. She referenced the Council's small, hardworking team adding that the work Schantz has been able to accomplish sets a high standard for the nonprofit industry.

Consideration of Consent Agenda

Items A and C were previously pulled from the consent agenda by Archibald and Haggerty, respectively.

A: Approval of FY2024 Budget Modifications

Hamilton addressed a necessary amendment to the proposed modifications that differed from what was delivered to the Finance Committee. The change was under Project 5000

Terminal Operations Program, whereas the project manager's travel was \$1,000 more than originally anticipated.

Totemoff moved to approve the FY2024 budget modifications as listed on the provided sheet, with a total revised contingency in the amount of \$181,607. Vigil seconded. Archibald asked for objection; hearing none, the budget modification was approved.

C: Approval of Travel for K. Morse and C. Hart to NTEN Conference

Haggerty asked for clarification on who would be in attendance at this conference. Schantz explained that if this travel is approved, Kate Morse, Cathy Hart, and Amanda Johnson would be attending in person, and Savannah Lewis would attend virtually. She noted that the Executive Director has authority to approve staff travel, therefore Johnson's travel is not included in this request.

Haggerty noted that the airfare seemed excessive in the requested, and suggested staff shop around for the best possible price.

Haggerty moved to approve travel for IEC members Kate Morse and Cathy Hart to attend the NTEN Conference, March 13-15, 2024, in Portland, Oregon, with travel costs in an approximate amount of \$3,272 and \$2,963 respectively. Janka seconded. Archibald asked for objection; hearing none the travel was approved.

Closing Comments

Archibald opened the floor for closing comments. Members wished a Happy Thanksgiving to each other.

Shavelson suggested that staff look into TREC – Training Resources for the Environmental Community as an option for future salary surveys.

Fleming announced that the regular January venue is not available in 2025 due to renovations at the Embassy Suites. She is researching a new venue and encouraged volunteers to share any suggestions in Anchorage they may have.

Adjourn

The meeting adjourned at 12:05 p.m.