

TCS Board of Directors Meeting
MINUTES
Thursday December 5, 2013
2:00- 4:00 PM Eastern

Attendance: TCS President Kate Morrison, President-Elect Gerhard Kuska, Past President Lisa Schiavinato, Treasurer Jeff Smith, Secretary Susannah Sheldon; Directors Rick DeVoe, Susan Farady, Chad Nelson, Rebekah Padgett, Brian Smith; New Directors (1/1/2014) Tom Bigford and Matt Nixon; Executive Director Judy Tucker

Unable to attend: Directors Bohlander, Ellis, MacDonald, incoming Treasurer Lynch.

President's Report

Outgoing Treasurer Jeff Smith, and Directors Rick DeVoe and Rebekah Padgett were thanked for their service to TCS. Incoming Treasurer Mo Lynch and Directors Tom Bigford and Matt Nixon were welcomed.

Secretary's Report

- **Motion** (Padgett): To approve the November 15, 2013 meeting minutes as amended to include the following motion conducted during the meeting:
 - Motion: Schiavinato, Second: Kuska: to approve the results of the 2013 TCS elections. Carried. Second (Kuska). Motion carried.

Treasurer's Report

- Financial Statements:
 - Balance Sheet: Current Assets \$48,190
 - Profit and Loss Statement: YTD Net Income (\$17,125)
 - Operating within budget, and typically for a non-conference year. Some savings from the lack of need for conference seed money due to agreement with RAE for the Summit 2014.
- 2014 Budget: today's discussion on the future of TCS will be reflected in the draft budget; will be available at or before the January board meeting
- Annual Giving Campaign: 22 donations total \$3,432 against a \$5,000 goal; exceeds 2012 total
ACTION ITEM: Board to make assigned calls and to log comments on the AGC Call List-2. Those who do not use the online document may send their comments to Padgett who will enter them.

Executive Director Contract Renewal

Motion (Nelsen): To renew a contract with Judy Tucker for Executive Services for 300 hours from January 1 to June 30, 2014. Distribution of hours to be determined by the Executive Committee.

Second (Padgett).

Discussion: Hours have normally been 1,000 for a calendar year. In 2013 they were reduced to 600. If TCS goes forward with the budget as drafted prior to today's conversation which allows for full delivery of member services and for fulfillment of contract obligations, this contract will be covered.

Motion carried.

Future of TCS Discussion Continued

Morrison reviewed the expanded options document and asked for comments.

- Option 1: Organizational closure/nonprofit dissolution
- Option 2: Merger with like-minded charitable organization
- Option 3: Fund Raise for the Existing Model of TCS
- Option 4: TCS for the 21st Century: Innovate to a New Model

Discussion covered the areas of concern below.

- Volunteer and Staff Resources
 - Downsizing meant a further reduction to staff support, below reduced part-time, making it difficult to maintain member services without increased volunteer manpower.
 - All options will require volunteer manpower; option 4 the greatest amount. The entire Board must be active, and the membership must engage.
 - The complexity and magnitude of work on the Summit, although reduced from that of a TCS conference, has shown how difficult it is to get a team of volunteers fully engaged, despite clear descriptions of the jobs.
 - The Executive Committee believes that current capacity is great enough to deliver a few high quality services for one more year, and to responsibly plan an organized transition to closure, before TCS runs out of money. The Board would not be executing its fiduciary responsibility if it let the organization continue as it has, abruptly run out of money, and close.
 - Twenty years ago the TCS board faced the same issue of delivering services, paying only an accountant and newsletter editor. The decision was made to hire part-time staff to help carry the load. The lack of increased volunteer involvement today would indicate that the same problem still exists.
 - Members could be made aware of the situation and asked to step forward to help. If they do not rise to the occasion, it would point toward option 1 or 2.
- Coastal Conference
 - None of the options include a national coastal conference to replace the CZ/TCS annual meetings.
 - TCS should pull together all the organizations doing coastal work to discuss whether they would support a national forum.
 - Restrictions on federal government support for conferences are not likely to ease in the near future.
- Membership
 - Partner with another organization to provide services.
 - Consider changing the relationship with current members to some other model as a way to decrease effort and increase reach.
 - The world has changed, especially how we communicate and get information. TCS struggles to change with it, and seems to cling to what it has always done.
 - When most organizations are losing their membership base, TCS's coastal managers and academics would complement an organization with a slightly different focus (e.g., CERF's scientific research), and would be an attractive asset.
 - CERF has regional affiliates to absorb and serve TCS members. These societies target student support.
 - Care must be taken in messaging so as not to disrupt renewal of membership.
- Annual Giving Campaign
 - Consider extending campaign to year round; when is the decision made?
 - Care must be taken in messaging to be honest about TCS's future.
- Student Chapters
 - The support for the transition from graduate student to professional is a strength of TCS.

- Need to understand what the TCS chapters think the value of affiliation with TCS is to them.
- Need to ask the faculty advisors what students need to successfully transition.
- Need to figure out how to involve the TCS chapters in the solution to the future of TCS.
- Training and mentoring are good opportunities for TCS to organize.
- In response to a query to chapters about requiring membership in TCS for all student chapter members, the slim feedback was negative. There is concern about the lack of feedback.
- Committee to explore assistance from chapters: Smith, Nixon, Ellis, Meyer, Flynn
- Obligation to Summit 2014
 - Care must be taken in messaging so as not to disrupt fund raising or attendance.
- Retreat
 - A face-to-face meeting is necessary to talk further and come to a decision.
 - Face to face meetings are not a silver bullet.
- Potential Partnership

Lisa Schiavinato had meetings with Kathryn Roberts, business consultant, and Susan White, Director of NC Sea Grant Program. The similarities between TCS and NCSG's constituencies and outreach missions could create synergy through complimentary efforts. NCSG, and possibly additional Sea Grant programs, might offer TCS assistance with its operations while TCS resources are used to identify the best future option for TCS. Some options may take more than one year to execute. The type of assistance from a potential partnership have yet to be determined, but do not include financial assistance for an operating budget.

 - Support should be flexible to accommodate support from other organizations if TCS moves toward a form of merger (transferring delivery of a TCS service or benefit to another organization).
 - Others to investigate for possible support: state coastal programs, Coastal States Organization, Consortium for Coastal Leadership (focus on assisting students and early professionals move to the next level of their careers).
 - Committee to explore assistance: Schiavinato, DeVoe, Smith, Bigford
- Merger
 - A merger could be temporary or long-term.
 - The services, benefits, and mission foci to be preserved need to be identified in order to determine the degree of partnership needed and the organization to approach.
 - Partnerships might allow TCS to continue to exist by sharing some traditional TCS benefits.
 - Committee to explore merger with CERF or other organizations: DeVoe, MacDonald, Bigford, Morrison, Tucker
 - Same committee should plan the sequence for contacting other organizations with informing TCS members, and, further flesh out the tasks and timeline for Option 2: merger.
 - Research should be done quickly so that we have concrete information about the other organizations' responses.
 - Research on merger will also inform where to place TCS assets in the case of dissolution.
- Timeframe
 - December 5 straw poll and identification of additional information needed
 - January 16 board meeting determine recommendation to be put to the membership
 - All of 2014 is available to raise funds because our current budget will cover operations.
 - Try to help TCS evolve and not dissolve, with decision based on results on 12/31/14.
 - A methodical approach will create a more responsible exit strategy.

- Adequate time is needed to build relationships with TCS chapters and to make them part of the solution.
- Adequate time is needed to roll out and execute any option, and to plan to celebrate TCS.
- TCS must focus on the most important tasks to right the organization and not get bogged down in normal operating mode.
- Substantial changes must be made in how the board spends its time and TCS resources.
- Timeline needs milestones that will trigger a switch to the next option. Have a plan ready for the worst case scenario.
- Timeline milestones should be funding amounts achieved.
- Timeline milestones should be cash in the bank or cash flow projected: how much money is needed to do what by when and do we have it?
- June 1 should be a major decision point.
- Make an honest attempt to investigate options, but don't avoid making the tough decision.
- Obligation to inform members ASAP and to make a smooth transition.

Next steps

- Lifeline committee to provide information about what support could be provided by Sea Grant Program(s) before the next meeting
- Chapters committee to try collect input from chapters by the next meeting, but may not be able to due to winter break
- Merger committee to schedule call with CERF's executive director and president; will require a committee conference call beforehand to plan approach
- Morrison to draft timeline
- Morrison to set up a Doodle poll for available dates as some cannot participate on January 16

Straw poll comments

- Option 1 Dissolution was usually mentioned in tandem with other options. Need to have plans in place for it if other options do not pan out, and a timeline to trigger it.
- Options 2 Merger and 4 New Model were the most frequently mentioned options.
- No one mentioned Option 3 fundraise for current TCS model.