



DELAWARE CENTER FOR THE
INLAND BAYS
 Research. Educate. Restore.

BOARD OF DIRECTORS' MEETING MINUTES

*Center for the Inland Bays
 Indian River Inlet Facility
 SEPTEMBER 19, 2019
 Approved DEC 13, 2019*

ATTENDANCE

<i>Board Members Present</i>	<i>Center for the Inland Bays Staff</i>
Jenn Volk (STAC)	Chris Bason
Susie Ball (Chair, Board-Elected)	Brittany Burslem
Claire Simmers (CAC)	
Mike Dunmyer (Board-Elected)	<i>Board Members Absent</i>
Lori Reynolds (EPA)	Richard Mais (SCAT)
Aimee Isaac (Board-Elected)	Sec. Michael Scuse (DDA)
Ken Sigvardson (Board-Elected)	Todd Lawson (Sussex County)
Gerard Esposito (Board-Elected)	Sec. Shawn Garvin (DNREC)
	Pat Coluzzi (Board-Elected)
<i>Other Attendees</i>	David Baird (SCD, Treasurer)
Megan Mackey (EPA)	
Tyler Monteith (DNREC)	<i>Board Alternates Present</i>
	Chris Brosch (DDA)

CALL TO ORDER/INTRODUCTION

Chair Susie Ball called the meeting to order at 9:34 AM and led the board in the pledge of allegiance. S. Ball announced Aimee Issac had received an appointment to the board as the representative of the Senate Pro Temp. S. Ball introduced Jerry Esposito as a new board elected member. The remaining attendees of the meeting introduced themselves.

SECRETARY'S REPORT

S. Ball requested a motion to approve the previous meeting minutes, Ken Sigvardson made the motion and Mike Dunmyer seconded. The vote was unanimous.

TREASURER'S REPORT

Chris Bason directed attention to the updated board budget summary and informed the board that the finance committee recommended it for approval. K. Sigvardson made a motion for approval and A. Isaac seconded. The vote was unanimous.

OTHER REPORTS

Citizens Advisory Committee (CAC)

Claire Simmers reported she and Amy Barra (Outreach and Education Coordinator) have been working on improving CAC community outreach, part of which involves assisting with the Your Creek community presentations. CAC webpages and social media have been updated. A new CAC member will be voted on later in the meeting and a rebranding of CAC is being considered to include aspects such as an informational "citizen's cafe." The next CAC meeting will be in November.

Science and Technical Advisory Committee (STAC)

Jenn Volk announced that Scott Andres has stepped down as STAC chair and she has stepped up as acting chair. STAC has been working on identifying new and diverse membership and focusing on academic participation. STAC has put together a report for the modeling component of the CCMP which is out for review and J. Volk is participating in the CCMP Implementation committee. The next STAC meeting is on November 1st.

Development Committee

M. Dunmyer reported the Spring Appeal was very successful, the goal of \$5,000 raised was surpassed. The Development Committee has been working on improving donor cultivation but their major focus has been the 25th Anniversary Gala. A kayak and paddleboard race to benefit the bays will be taking place in Dewey on Saturday, September 21st. The Development Committee will be shifting focus back to James Farm after the Gala.

OLD BUSINESS

CIB Succession Planning Update

S. Ball reminded the board of Shelia Bravo's presentation on succession planning at its last meeting. S. Ball reviewed S. Bravo's recommendations to the Center with the board. To address the question of what qualifications should be considered for the officers and board committee chairs, a list of prioritized competencies was developed and distributed to the board. Those competencies include fundraising, community engagement, marketing and public relations, accounting, and law. The executive committee discussed S. Bravo's question of whether officers could renew terms and decided not to put term limits on committee chairs. The executive committee also discussed S. Bravo's suggestion that the past chair sit on the executive committee and decided against. The Center is working on a packet that has all the necessary information a new leader may need were a key board or staff member to leave the organization unexpectedly.

NEW BUSINESS

Bylaws Amendment to Address Term Limits and Past Chair Position

S. Ball reviewed the proposed changes to the bylaws based on the decisions made as a result of the succession planning exercise. M. Dunmyer motioned to accept the proposed changes, K. Sigvardson seconded, the vote was unanimous.

Nomination/Election of Officers

S. Ball informed the board the position of Board Chair and Treasurer are up for reelection. S. Ball requested nominations for treasurer, A. Isaac nominated David Baird. No other nominations were heard. K. Sigvardson seconded D. Baird's nomination, the vote in favor was unanimous. S. Ball

requested nominations for Board Chair, M. Dunmyer nominated S. Ball, Gerard Esposito seconded. No other nominations were heard. The vote in favor was unanimous.

Approval of CAC Member Application

S. Ball directed the board's attention to Linda Grande's CAC application. Linda is a mental health care professional and is specially trained in mediation and facilitation. She is especially interested in marketing and education CAC endeavors. S. Ball requested a motion to approve L. Grande's CAC application. K. Sigvardson made the motion, A. Isaac seconded. The vote in favor was unanimous.

Executive Director Update

Chris Bason gave an update on what the Center has been doing over the past several months, including development of the new terrapin program and installation of Middle Island signage, a record-breaking Native Plant Sale, completion of Phase 1 of the James Farm Master Plan, participation in the Sussex County wetlands and Buffers Working Group and the Delmarva Land and Litter Challenge, ongoing Watershed Reforestation Plan Implementation, installation of oyster reefs, completion of SassafRAS Landing Living Shoreline project, revision of the CCMP, release of the Herring and Guinea Creeks report, a successful Spring Appeal, and planning of the 25th Anniversary Gala and the 2019 NEP Tech Transfer Meeting.

Potential Center Participation in Mediation Associated with Lawsuits Involving Mountaire, DNREC, and Millsboro Area Residents

G. Esposito recused himself from the discussion and left the meeting due to a conflict of interest based upon a relationship that his client, Tidewater Utilities, has with Mountaire Farms.

C. Bason presented the invitation from Baird, Mandalas, and Brockstedt and informed the Board that a member of their legal team had contacted him prior to discuss potential involvement and to make requests for information on water quality through FOIA. The Center's general counsel was forwarded the invitation and responded with the letter included in the board packet. The council also provided opinions on the need for a hold harmless agreement for the Center's participation and its eligibility to participate in implementation or administration of mitigation actions resulting from a successful mediation. A lengthy discussion followed and included the need for a hold harmless agreement, the role the Center should take in potential mediation regarding its mission and goals, the potential for the Center to be subpoenaed to testify should mediation fail and litigation resume, the necessity to have a stated position on a motion regarding involvement from DNREC given their participation in the lawsuit, the appearance of or actual conflicts of interest should the Center be involved in implementation or administration of mitigation actions resulting from a successful mediation in which it was involved, the potential politicization and history of the Center's involvement in the issue, and the role the Center would play in mediation. S. Ball acknowledged the comprehensiveness of the discussion and requested a simple motion that encompassed what was felt to be a general consensus of the Board. Mike D. responded with, considering the Center for the Inland Bay's role as a neutral and objective expert on water quality issues in the Inland Bays watershed, we recommend Chris Bason respond favorably to the request for participation in mediation in the matter of Cuppels v Mountaire. C. Brosch recommended "under the careful advice of counsel" be included in the previously stated motion. The motion was seconded by K. Sigvardson. C. Bason requested permission to participate in the discussion and requested clarification as to whether the board felt a hold harmless agreement was necessary as condition of participation. It was decided that that would be covered under the careful consideration of counsel part of the motion and was based upon the existing advice of counsel. The vote was M. Dunmyer, S. Ball, C. Brosch, C. Simmers, K. Sigvardson and A. Isaac in favor. J. Volk abstained. The motion passed.

Recognition of Center Board Members

S. Ball thanked the board members for their time and dedication to the board.

ADJOURNMENT

The Chair adjourned the meeting at 11:57 AM

Respectfully submitted,

Susie Ball/blb –