

**MINUTES OF THE  
MEETING OF THE BOARD OF DIRECTORS for  
THE SAN ANTONIO BAY PARTNERSHIP, INC.**

**Thursday, January 19, 2012**

The meeting was held in Meeting Room A (Rm. 223) in the University West Building, at the University of Houston – Victoria.

Mr. Kusalus called the meeting to order at 1:30 pm.

All Committee members were present: Terry Baiamonte, Roy Foley and John Kusalus. *Also present were: James Dodson (Facilitator), Norman Boyd, Jerry James, Hector Mendieta, Brian Koch, Leo Trevino, Rosario Martinez and Bob McCan.*

Mr. Kusalus asked if there were any additions to the meeting agenda. The Board approved the agenda as printed.

Mr. Kusalus asked if there were any additions or corrections to the minutes of the Meeting of the SABP, Inc. Board of Directors held on December 13, 2011. Ms. Baiamonte moved to approve the minutes as presented; Mr. Foley seconded the motion; the motion was approved unanimously.

Mr. Kusalus asked Ms. Baiamonte to present the Secretary/Treasurers report. Ms. Baiamonte asked that, since all of those present at the Board meeting had also been present at the Finance Committee meeting, the minutes simply reflect that the matters addressed in the Finance Committee meeting were acknowledged by those present in the Board meeting.

Mr. Kusalus opened discussion on Item V. and asked Mr. Dodson to discuss the proposed Conflict of Interest Policy and Whistleblower Policy. Mr. Dodson noted that the Board would need to adopt a Conflict of Interest Policy in order to comply with provisions in the application for 501(c)(3) status, and that the proposed Conflict of Interest Policy was modeled after a sample of one adopted by the De-Go-La RC&D, Inc. Mr. Dodson added that De-Go-La RC&D, Inc. had also adopted a “Whistleblower Policy” designed to ensure compliance with various laws and regulations and to protect board members, employees and contractors from any “retaliation” for disclosing alleged unlawful activities, policies or practices. He recommended that the Board consider adopting both.

The Board discussed the proposed Conflict of Interest Policy and provided several suggestions for language changes, including a change which would prohibit persons with a conflict of interest from taking part in any discussions or decisions regarding the conflict. After these wording changes were agreed upon, Ms. Baiamonte moved for adoption, subject to the proposed wording changes being made; Mr. Foley seconded the motion. The motion was approved unanimously.

The Board then discussed the proposed “Whistleblower Policy.” Ms. Baiamonte expressed concern about the wording of the proposed policy, which she thought might imply that if a board member, employee or contractor failed to disclose alleged unlawful activities, policies or practices, then retaliation by SABP, Inc. might be an acceptable option – which would be sending the wrong message if the policy were adopted as written. The question was raised as to whether such a policy was even necessary. Mr. Kusalus decided to table the item and take another look at it at a later time.

Mr. Kusalus then moved to Item VI – a discussion on adding additional members to the SABP, Inc. Board of Directors. The Board discussed how many new members might need to be added, noting that the SABP, Inc. Bylaws allow for up to nine board members -- so long as there is an odd number. There was

also discussion regarding the criteria to use for adding new members, with the goal being to expand representation in both the geographic and interest categories. The board decided to look at expanding the number of board members from the present three to either five or seven if qualified, willing candidates could be identified, and directed that the issue be brought up at the SABP Stakeholder meeting to be held later that day to see if there were any “nominations” or suggestions that group could make.

Mr. Kialus then asked Mr. Dodson to report on the status of the preparation and filing of the required forms for obtaining federal tax-exempt status under Section 501(c)(3) of the IRS Code. Mr. Dodson stated that a draft application form had been prepared, but that there were numerous attachments still to be developed. He asked the Board if there were any comments or suggestions regarding the information contained in the draft application. Several minor changes were suggested and noted by Mr. Dodson, who indicated that the final application should be ready to submit by the next Board meeting.

Mr. Dodson reported that SABP, Inc. should, as soon as the 501(c)(3) application is filed, be able to sign a contract with the Coastal Bend Bays and Estuaries Program (CBBEP), under which SABP, Inc. will perform habitat conservation and public access planning activities in association with a Texas Coastal Management Program grant.

Mr. Dodson also reported that, since there was no funding yet available for contractual services, there was no new information to be provided regarding contract staffing arrangements for SABP, Inc.

Mr. Kialus then asked Mr. Dodson to report on the agendas for the Status and Trends Task Force and the Public/Stakeholder meetings which would follow the Board meeting that afternoon. Mr. Dodson briefed the Board on what was planned for those meetings.

It was decided to hold the next SABP, Inc. Board of Directors meeting in conjunction with the next Status and Trends Task Force meeting, the date of which would be determined at the Status and Trends Task Force meeting immediately following the Board meeting.

There being no other business, the meeting adjourned at 3:10 pm.

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Minutes Approved by Action of the Board of Directors for the San Antonio Bay Partnership, Inc. at an official meeting on: \_\_\_\_\_

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Terry Baiamonte, Secretary-Treasurer