

San Antonio Bay Partnership

**The Finance Committee and the Board of Directors for
The San Antonio Bay Partnership, Inc.
Will meet on**

**Thursday, January 19, 2012
Noon to 2:30 pm**

**The University of Houston – Victoria
Meeting Room A (Room 223), University West Bldg.
3007 N Ben Wilson St, Victoria, TX, 77901
(see attached map for location & directions to meeting room)**

The meeting is open to the public. Participation in the meetings will be available via conference call – see the page four for dial in instructions.

Finance Committee Meeting:

AGENDA

- I. Welcome, Introductions and Roll Call
- II. Approval of the Agenda
- III. Approval of the Minutes of the December 13, 2011 meeting of the Finance Committee
(Attachment A)
- IV. Discussion of, and possible action on, fundraising, grant and contract opportunities for the San Antonio Bay Partnership, Inc.
- V. Discussion of, and possible action on, staffing contracts for the San Antonio Bay Partnership, Inc.
- VI. Report on Indemnity Coverage Options for SABP, Inc. Board Members
- VII. Other Business
- VIII. Set Date of Next Meeting
- IX. Adjourn

The Meeting of the Board of Directors for the San Antonio Bay Partnership, Inc. will commence immediately following the Finance Committee meeting. See Agenda on the next page.

Board of Directors Meeting:

AGENDA

- I. Welcome, Introductions and Roll Call
- II. Approval of the Agenda
- III. Approval of the Minutes of the December 13, 2011 Meeting of the Board of Directors
(Attachment 2-A)
- IV. Secretary/Treasurer's Report
- V. Discussion of, and possible action on adopting a Conflict of Interest Policy and a
"Whistleblower" Policy for the San Antonio Bay Partnership, Inc. (Attachment 2-B)
- VI. Discussion of, and possible action on adding new members to the Board of Directors
for the San Antonio Bay Partnership
- VII. Report on, discussion of, and possible action on, the preparation and filing of the
required forms for obtaining federal tax-exempt status as a Section 501(c)(3) charitable
organization. (Attachment 2-C)
- VIII. Report on the status of a contract between SABP, Inc. and the Coastal Bend Bays and
Estuaries Program, Inc. (CBBEP)
- IX. Discussion of, and possible action on, staffing contracts for the San Antonio Bay
Partnership, Inc.
- X. Report on meetings following the Board of Directors meeting: SABP Status and Trends
Taskforce meeting (2:30 – 3:30pm) and the General Public/Stakeholders meeting (4 – 7
pm)
- XI. Other Business
- XII. Set Date of Next Meeting
- XIII. Adjourn

If you have any questions, please contact James Dodson at 361-649-1518 or
jdodson27@gmail.com

See next page for meeting location, parking and conference call information.

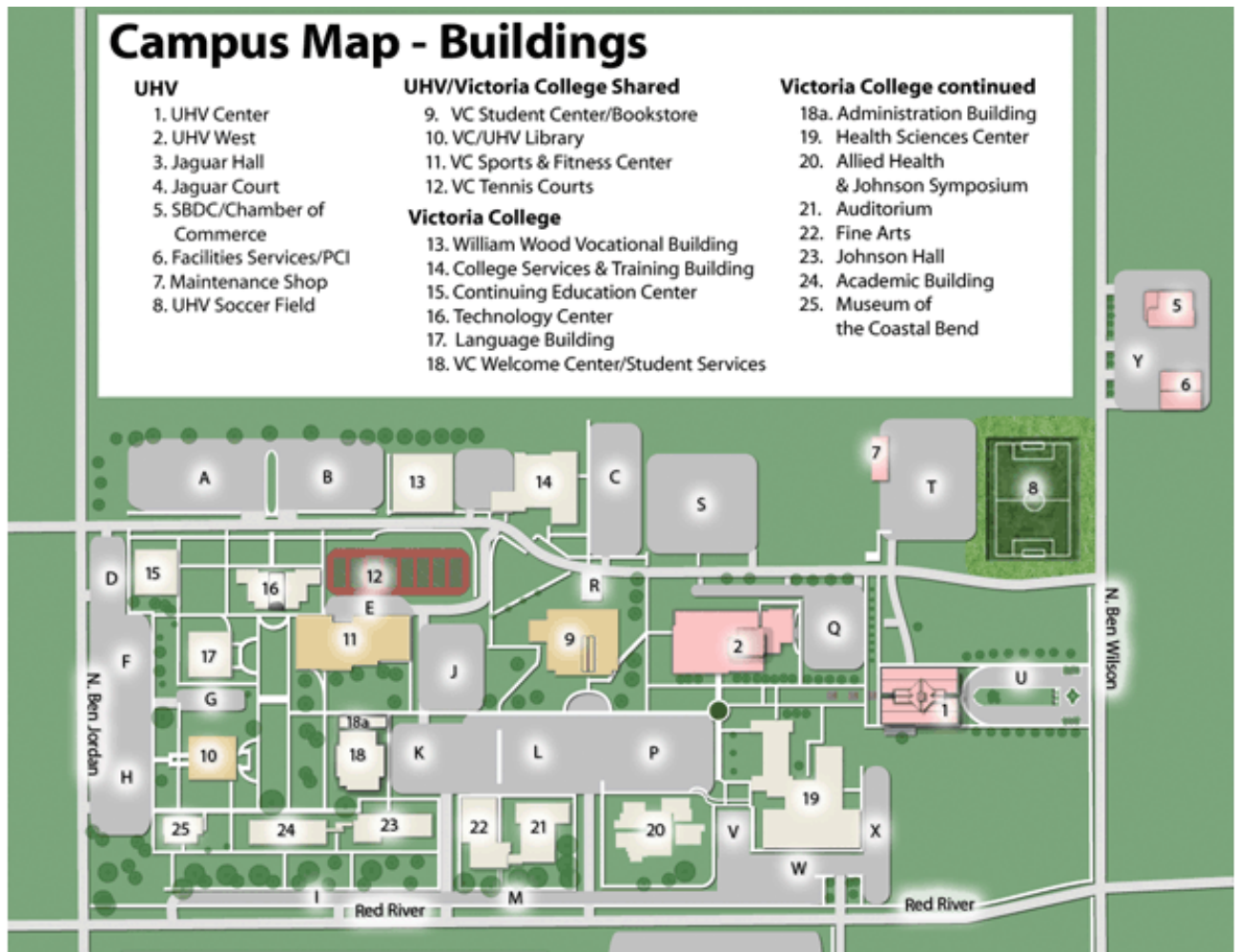
MEETING LOCATION

The University of Houston – Victoria
Meeting Room A (Room 223), University West Bldg.
3007 N Ben Wilson St, Victoria, TX, 77901

On the map below:

Meeting Room A (Rm 223) is located on the second floor of the University West Building, which is Building “2” (indicated in pink)

Meeting participants must park in UHV Special Events Parking, which is Located in Lot T (indicated in grey), accessed via the north entrance off N. Ben Wilson St., immediately adjacent to the soccer field (#8)



Conference Call Dial-In Procedures

You may join in this meeting by conference call using the following dial-in directions:

- 1) Dial the toll-free conference system access number: **866-590-5055** and
- 2) When prompted, enter the conference access code: **8463538**, then hit the # sign; you will be automatically added to the conference call.

The conference call will be initiated at 11:00am -- you may dial in anytime after that.

ATTACHMENTS

Finance Committee Meeting Agenda

A: Minutes of the 12-13-11 Finance Committee meeting

Board of Directors Meeting Agenda

2-A: Minutes of the 12-13-11 Board of Directors meeting

2-B: Copies of proposed Conflict of Interest Policy and Board Member, Employee and Contractor “Whistleblower” Policy

2-C: Copy of materials for 501(c)(3) application

ATTACHMENT A

Minutes of the December 13, 2011
Finance Committee Meeting

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

Tuesday, December 13, 2011

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

The meeting came to order at 11:08am.

All Committee members were present: Terry Baiamonte (Chair), Roy Foley and John Kivalus (by phone). *Also present were: James Dodson (Facilitator), Norman Boyd, Jerry Pearce, Dmitri Sobolev, Hector Mendieta, Brian Koch, Leo Trevino, and Rosario Martinez; Laura Raun also participated by conference call.*

The Committee approved the agenda as printed. Mr. Foley moved for the adoption of the minutes of the November 15, 2012 meeting of the SABP, Inc. Finance Committee; Mr. Kivalus seconded the motion; the minutes were approved unanimously.

Ms. Baiamonte opened discussion on Agenda Item IV. and asked Mr. Dodson to comment on the topics included in this item. Mr. Dodson indicated that in order to enter into a contract with the Coastal Bend Bays and Estuaries Program (CBBEP) to perform certain work under the Texas Coastal Management Program (CMP) grant for habitat conservation and public access planning in the San Antonio Bay area, SABP, Inc. would have to provide a certain amount of local matching funds. Mr. Dodson further noted that while the proposed Phase I of the contract would only require \$4,920 in local match, it is anticipated that there would be several additional phases requiring additional local matching funds, totaling \$66,666, in order to leverage the full \$100,000 in CMP funding available. He also stated that the San Antonio River Authority (SARA) had already pledged to provide SABP, Inc. up to \$25,000 under a “challenge grant” in which they would match local contributions up to that amount.

Ms. Baiamonte opened the floor for discussion on fundraising issues. The committee discussed various fundraising strategies and agreed to establish a goal of \$25,000 in local contributions in order to fully match the SARA challenge grant. Mr. Foley, as SABP, Inc. Vice-Chair, will lead fundraising efforts; Mr. Kivalus and Mr. Dodson offered to assist, and it was decided to approach several stakeholders to also enlist their assistance.

Mr. Leo Trevino discussed elements of the funding arrangement under the proposed contract between SABP and CBBEP for activities in support of the CMP habitat conservation and public access planning project, explaining how both cash and in-kind contributions could be used to provide the total \$66,666 in required match.

Ms. Baiamonte then opened discussion on Agenda Item V., the 2012 Budget. Mr. Dodson presented a proposed FY 2012 budget wherein revenues, from contractual revenues and contributions, would amount to \$49,200, offset by expenses of an equal amount, consisting primarily of \$45,000 for contractual personnel. Ms. Baiamonte inquired as to the role of the proposed contractual position of “Public Information Specialist.” Mr. Dodson indicated that he recommended that Ms. Laura Raun, who has been assisting SABP, Inc. in preparing and disseminating media announcements and public information pieces, be contracted with to continue those activities with respect to the CMP project.

Ms. Baiamonte then moved for adoption of the proposed FY 2012 budget as presented; Mr. Foley seconded the motion; the motion was approved unanimously.

Under Item VI., Ms. Baiamonte reported that she had investigated the use of Quicken as an accounting program for SABP, Inc. and thought it would be suitable. Ms. Baiamonte offered to set up and keep SABP, Inc. financial records using the Quicken software she already has licensed. Mr. Dodson reported that he had visited with a customer service representative at First Victoria National Bank (FVNB) and had obtained information on setting up a checking account for SABP, Inc. Mr. Dodson offered to follow up and get the account application filled out and make a small deposit to open the account. The Committee directed Mr. Dodson to proceed.

Ms. Baiamonte raised the issue of securing indemnity coverage for SABP, Inc. Board Members. Committee member agreed that it would be a good idea to investigate the coverage options and costs. Mr. Kivalus offered to look into it further. Ms. Baiamonte asked that it be put on the next agenda for further consideration.

Ms. Baiamonte then opened discussion on a proposed staffing plan for SABP, Inc. under Item VII. Mr. Dodson presented the proposal which includes two contract employees: a CMP Project Manager at 40 hours per month, and a Public Information Specialist at 10 hours per month; both positions would be for a twelve month period (subject to available funding) and carry no fringe benefits; project related travel would be reimbursed at \$0.50 per mile.

Mr. Foley moved that the staffing plan be recommended to the Board as presented; Ms. Baiamonte seconded the motion; the motion was approved unanimously.

Ms. Baiamonte then asked Mr. Dodson to report on any other matters under Item VIII. Mr. Dodson introduced Dmitri Sobolev, Assistant Professor at UHV, who is preparing a grant application for submittal to EPA for monies to conduct water quality monitoring along Spring Creek, a tributary of the Guadalupe River in the Victoria area. Mr. Dodson noted that SABP could play a role as a partner in the project, providing facilitation services and assessing the feasibility of developing a wetlands/riparian education/demonstration center along Spring Creek.

Mr. Dodson also noted that CBBEP has issued a contract to Dr. Liz Smith, International Crane Foundation, for a second phase of the Wetlands/Habitat Inventory project in the San Antonio Bay area and that SABP would again play a role in bringing stakeholder input to the project.

Ms. Baiamonte reported on the Endangered Species Act lawsuit over the whooping crane deaths and the management of water rights in the Guadalupe-San Antonio River Basin, noting that the federal judge is urging that the parties attempt to reach a settlement before the bench issues a ruling.

Mr. Dodson mentioned that there is some preliminary information available regarding a new USDA/NRCS program being funded under the Gulf of Mexico Initiative and that one area of focus is the San Antonio Bay area.

It was decided to hold the next Finance Committee meeting in conjunction with the next SABP Stakeholder meeting being scheduled for January 2012.

There being no other business, the meeting adjourned at 12:20pm.

Minutes Approved by Action of the Finance Committee for the San Antonio Bay Partnership, Inc. at an official meeting on:

Date

Terry Baiamonte, Secretary-Treasurer

ATTACHMENT 2-A

Minutes of the December 13, 2011
Board of Directors Meeting

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

Tuesday, December 13, 2011

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

The meeting came to order at 12:30 pm.

All Committee members were present: Terry Baiamonte (Chair), Roy Foley and John Kisalus (by phone). *Also present were: James Dodson (Facilitator), Norman Boyd, Jerry Pearce, Dmitri Sobolev, Hector Mendieta, Brian Koch, Leo Trevino, and Rosario Martinez; Laura Raun also participated by conference call.*

As Mr. Kisalus, the Board Chair, was participating by phone, it was decided that Mr. Foley, the Vice-Chair would conduct the meeting. Mr. Foley asked if there were any additions to the meeting agenda. The Board approved the agenda as printed.

Mr. Foley asked if there were any additions or corrections to the minutes of the Meeting of the SABP, Inc. Board of Directors held on November 15, 2011. Ms. Baiamonte moved to approve the minutes as presented; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Mr. Foley asked Ms. Baiamonte to present the Secretary/Treasurers report. Ms. Baiamonte reported that the Finance Committee recommended the proposed FY 2012 operating budget for SABP, Inc. and made a motion for approval/adoption; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Other items in the Secretary/Treasurers report included: acquisition of a federal “EIN;” establishing a SABP, Inc. checking account at First Victoria National Bank; setting up the SABP, Inc. “Books” in the *Quicken* accounting software (Ms. Baiamonte volunteered); fundraising efforts, including potential funding from grants and contracts; investigating the cost of procuring indemnity coverage for board members; and the need to adopt a conflict of interest policy for board members and employees.

Mr. Foley opened discussion on Item V. and asked Mr. Dodson to report on the proposed contract between SABP, Inc. and CBBEP related to facilitation of activities in support of a habitat conservation and public access planning project funded by the Texas Coastal Management Program (TCMP). Mr. Dodson explained the proposed arrangement, including the fact that SABP, Inc. would need to raise local matching funds in the amount of \$4,920 in order to access a portion of the TCMP funding. Ms. Baiamonte moved to authorize the Board Chair, Mr. Kisalus, to enter into the contract with CBBEP at the appropriate time (when funding was available and SABP, Inc. had filed the application for 501(c)(3) status); Mr. Kisalus seconded the motion; the motion was approved unanimously.

Mr. Foley then moved to Item VI – a discussion of potential staffing arrangements for SABP, Inc. Mr. Dodson presented a proposed staffing plan which includes two contract employees: a CMP Project Manager at 40 hours per month, and a Public Information Specialist at 10 hours per month; both positions would be for a twelve month period (subject to available funding) and carry no fringe benefits; project related travel would be reimbursed at \$0.50 per mile. Ms. Baiamonte moved to approve the staffing plan as presented; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Mr. Trevino noted to the Board that the funds available under the TCMP project were on a “reimbursable” basis and it would therefore take several months for the reimbursement request to be processed and payment made to SABP, Inc. He suggested that SABP, Inc. should make that anticipated delay explicit in its arrangements with contract employees.

Mr. Foley 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 the forms were still being prepared, and that several required elements had been completed including an adopted budget for FY2012 (which the Board had just approved) and the acquisition of the federal EIN. He noted, however, that it now appeared that the SABP, Inc. would need to adopt a "Conflict of Interest Policy" as per the filing requirements. Mr. Pearce offered to provide a copy of a Conflict of Interest Policy which had been adopted by the De-Go-La RC&D, Inc. The Board asked Mr. Dodson to put the adoption of the Conflict of Interest Policy on the agenda for the next meeting. Mr. Dodson indicated that the San Antonio River Authority has offered to provide the \$850 filing fee required by the IRS for the Section 501(c)(3) application.

Mr. Foley then asked Mr. Dodson to report on the agendas for the joint Steering Committee and Subcommittees meeting which would follow the Board meeting at 2pm. Mr. Dodson briefed the Board on what was on those agendas, including the planning of an upcoming general stakeholder meeting to be held on a date (to be determined) in January 2012. He suggested that the SABP, Inc. Finance Committee and Board meetings should be scheduled in conjunction with the stakeholder meeting.

Mr. Foley then opened discussion under Item IX – Other Business. Mr. Dodson noted that SABP, Inc. had been asked to co-host a Texas Watershed Steward Workshop, sponsored and conducted by the Texas Watershed Steward Program, which was part of the Texas AgriLife Extension Service. The proposed day-long workshop would be open to the public, but targeted to SABP stakeholders. Mr. Dodson recommended that SABP, Inc. participate and that a date in February might be appropriate. The Board concurred. Mr. Foley indicated that UHV might be able to provide meeting space for the event.

Mr. Mendieta asked Mr. Trevino if CBBEP was involved in the new TPWD initiative to establish a seagrass scientific research area in the Upper Laguna Madre, noting that it would include restrictions on boater access to popular fishing areas. Mr. Trevino indicated that CBBEP did not have a position on the TPWD proposal, but generally supported appropriate management measures for the protection of seagrass in Texas bays and estuaries.

It was decided to hold the next SABP, Inc. Board of Directors meeting on January 19, 2012, immediately after the SABP, Inc. Finance Committee meeting and prior to the general Stakeholder meeting – if January 19th worked for the stakeholder meeting.

There being no other business, the meeting adjourned at 1:30pm.

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

Date

Terry Baiamonte, Secretary-Treasurer

ATTACHMENT 2-B

Copies of proposed Conflict of Interest Policy and
Board Member, Employee and Contractor “Whistleblower” Policy

San Antonio Bay Partnership, Inc.

Conflict of Interest Policy

This Conflict of Interest Policy governs the activities of the board and employees of the San Antonio Bay Partnership, Inc. (SABP, Inc.). Questions about the policy should be directed to the Chair of the Board of Directors. It is the duty of all board members and employees to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to (i) the employee's supervisor, (ii) the Chair of the Board or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist SABP, Inc. in managing conflicts of interest and situations that may result in the appearance of a conflict.

1. What is a conflict of interest? A conflict of interest arises when a board member or employee has a personal interest that conflicts with the interests of SABP, Inc. or arise in situations where a board/employee has divided loyalties (also known as a "duality of interest"). The former can result in situations that result in inappropriate financial gain to persons in authority at SABP, Inc., which can lead to financial penalties and violations of IRS regulations. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in the SABP, Inc. decision-making process. Both results are damaging to SABP, Inc. and are to be avoided.

Example #1:

A person in a position of authority over SABP, Inc. may benefit financially from a transaction between SABP, Inc. and the board member/employee; or others closely associated with the board member/employee may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board/employee is closely associated, could benefit from similar transactions.

Example #2:

A conflict of interest could be a direct or indirect *financial interest* such as those described above or a *personal interest* such as the situation where a board member of SABP, Inc. is also a board member of another nonprofit or for-profit entity in the community with which SABP, Inc. collaborates or conducts business.

2. Who might be affected by this policy? Typically persons who are affected by a conflict of interest policy are the Organization's board members, officers, and staff. In some cases a major donor could also be in a conflict situation. SABP, Inc. takes a broad view of conflicts and board members/employees are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.
3. Disclosure of Conflicts. SABP, Inc. board members and employees will annually disclose and promptly update any disclosures previously made to the Chair of the Board on an Annual Conflict Disclosure Questionnaire form provided by SABP, Inc. that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members,

substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations.

Board and employees are also urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Employees should disclose to their supervisor/Executive Director and board members should disclose to the Chair of the Board as soon as the person with the conflict is aware that the conflict/potential conflict or appearance of a conflict exists.

4. Procedures to manage conflicts. For each interest disclosed, the full board, or the Executive Board or the Chair of the Board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases, the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- When the conflict involves a decision-maker, the person with the conflict (“interested party”): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- In all cases, decisions involving a conflict will be made only by disinterested persons.
- When a managed conflict is related to a board member, the outcome will be documented in the minutes of the board meetings. If a managed conflict is related to an employee, the outcome will be reported to the Chair of the Board.
- The Executive Board will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and employee, as appropriate, whether discovered before or after the transaction has occurred.

San Antonio Bay Partnership, Inc.
Annual Conflict Disclosure Questionnaire

Date: _____

Name: _____

Position (employee/board member): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the SABP, Inc. and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you [and/or your spouse] sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own) – please use additional pages if necessary to fully explain your conflict of interest:

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of SABP, Inc.

Signature: _____

Date: _____

San Antonio Bay Partnership, Inc.

Board Member, Employee and Contractor Protection (Whistleblower) Policy

It is the intent of the San Antonio Bay Partnership, Inc. (SABP, Inc.) to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all board members, employees and contractors is necessary to achieving compliance with various laws and regulations.

If any board member, employee or contractor reasonably believes that some policy, practice, or activity of is in violation of the law, a written complaint must be filed by that individual with the Chair of the SABP, Inc. Board of Directors.

A board member, employee or contractor is protected from retaliation only if he/she brings the alleged unlawful activity, policy, or practice to the attention of SABP, Inc. and provides SABP, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to board members, employees and contractors who comply with this requirement.

SABP, Inc. will not retaliate against a board member, employee or contractor who, in good faith, has made a protest or raised a complaint against some practice of SABP, Inc. or of another individual or entity with whom SABP, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of the law or a clear mandate of public policy.

SABP, Inc. will not retaliate against any board member, employee or contractor who discloses or threatens to disclose to the Chair of the Board, or public body, any activity, policy, or practice of SABP, Inc. that the board member, employee or contractor reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to a law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about this policy.

Signature, Board Member/ Employee/Contractor of SABP, Inc.

Date

ATTACHMENT 2-C

Copies of Materials for 501(c)(3) Application