



American Fisheries Society

Spring 2023 Governing Board Meeting

Wednesday, June 28, 2023

Participants

Governing Board Members

Society Officers

President	April Croxton
President-Elect	<i>Not present</i>
First Vice President	Miguel Garcia Bermudez
Second Vice President	Gary Whelan
Past President	Leanne Roulson
Constitutional Consultant (non-voting)	Randy Schultz
Executive Director (non-voting)	Doug Austen

Division Officers

Western Division President	Laurie Earley
Western Division President Elect	Eric Fetherman
Southern Division President	<i>Not present</i>
Southern Division President Elect	Mark Rogers
North Central Division President	Brian Nerbonne
North Central Division President Elect	Sara Thomas
Northeastern Division President	Susan Cushman
Northeastern Division President Elect	Heather Stewart

Section Presidents

Bioengineering	Patrick O'Rourke
Canadian Aquatic Resources	Fielding Montgomery, Proxy for Craig Purchase
Cooperative Research with Stakeholders	Lee Benaka
Early Life History	Stuart Ludsin
Education	Melissa Wuellner
Student and Early Career Prof. Subsection	Taylor Heckman
Estuaries	John Mohan
Equal Opportunities	Sam Betances and Lian Guo
Fish Culture	Jeff Heindel
Fish Habitat	David Thorne
Fish Health	Anita Kelly
Fish History	<i>Inactive</i>
Fisheries Administration	Lynn Quattro, Proxy for Gary Whelan
Fisheries Information and Technology	Tiffany Hopper
Fisheries Law	<i>Inactive</i>
Fisheries Management	<i>Not present</i>

Genetics	<i>Not present</i>
Imperiled Aquatic Species Section	<i>Not present</i>
International Fisheries	Beth Nyboer
Invasive and Introduced Fisheries	Wesley Daniel
Marine Fisheries	Jessica Miller
Native Peoples Fisheries	<i>Inactive</i>
Physiology	<i>Not present</i>
Science Communications	Karen Murchie
Socioeconomics	<i>Not present</i>
Water Quality	Paul Kuznierz

Emerging Leaders

Tyler Plum

Guests

Jeff Kopaska, chair, Nominating Committee

AFS Staff

Dan Cassidy
 Beth Beard
 Shawn Johnston
 Kelly Kotche
 Lauren Maza
 Ashley Berniche

Tasks:

1. Clarify the language for the Management Committee proxy issue to ensure that the voting structure is clear and unambiguous. This is particularly true for the Division representatives and for the four at-large seats on the Management Committee.
2. Nominating Committee – We need to work out the staggered terms of the four at-large members.
3. Develop a decision and approval process to address the possibility of a Glascock building sale. Develop plan for use of any proceeds from such a sale.
4. Glascock building sale or lease. AFS should develop an article in Fisheries magazine to help the membership understand this issue. This should also be discussed with the Past Presidents Advisory Council.

Minutes of the Meeting:

1. **Welcome/Determination of Quorum** - Quorum established by Constitutional Consultant Randy Schultz. Meeting called to order at 2:03 p.m. EDT by President April Croxton.
2. **Approval of Agenda**- Reviewed by April Croxton and it was noted that there are no officer reports listed on the agenda. They will be addressed if time allows. Agenda accepted.

3. **Review and approval of midyear (Boston) Governing Board minutes** – Minor edits to names were noted. Moved for approval by Laurie Earley; 2nd by Gary Whelan. Approved with unanimous consent.
4. **Outcome(s) of recent Management Committee meetings** (February 17, April 7, June 9) – These were reviewed by Austen with no additional comments.

Management Committee, Friday, February 17, 2023

Key Tasks:

- A. Divisions should send Nominating Committee representative to Lauren Maza (lmaza@fisheries.org)- To be completed today
- B. Austen to update Procedures Manual travel policy based upon MC comments and submit to MC for review, discussion, and approval. Before being addressed by the MC, the Division leadership should discuss the draft policy with their Chapter leaders.
- C. All AFS committees need to be sure to complete the mid-year committee report form.
- D. Meetings Oversight Committee should review the guidance for establishment of AFS annual meeting registration rates.
- E. The AFS DEI committee needs representatives from each of the AFS Divisions.

Management Committee, Friday, April 7, 2023

Key Tasks:

- A. Re-establishment of Development Committee – STATUS In Progress with update by Jenna Hanks.
- B. Travel policy update – COMPLETED and on today’s agenda.
- C. All AFS committees need to be sure to complete the mid-year committee report form.
- D. Meetings Oversight Committee should review the guidance for establishment of AFS annual meeting registration rates. STATUS – MOC not yet reconvened.
- E. The AFS DEI committee needs representatives from each of the AFS Divisions.
- F. AFS Rules language for establishment of proxy (alternate representatives) for the Management Committee was remanded to the Management Committee for further refinement. Once completed this will be brought back to the Governing Board for reconsideration. NOT COMPLETED
- G. Work with TWS and CASS to develop options for possible joint meetings and return recommendations to the Governing Board – STATUS - Information shared with CASS and TWS. Discussions between TWS CEO Ed Arnett and Austen recommend establishing a small group to work on possible date and location options. CASS is establishing a JASM working group to explore options. Develop contract with commercial realtor to explore building sale/lease options – STATUS- Cassidy continuing to pursue options.
- H. Establish the Nominating Committee with a target date of May 15, 2023. The four AFS Divisions will need to submit the names of their representatives and selection of the at-large members will need to be done prior to May 15. COMPLETED by Divisions, final “at-large” committee composition and vice chair not yet appointed.

5. **Constitutional Consultant Report** - (Randy Schultz)

- a. Update and discussion on the establishment of Alternatives (proxies) for the Management Committee (Attachment A). Please note the email from Past President John Boreman at the end of Attachment B and that this has not been further addressed by the Management Committee.

Discussion: Introduced by April Croxton as a necessary mechanism to help with continuity of discussions at the Management Committee. Proxies (e.g., alternates) are allowed for the Governing Board. The attachment also includes some comments from Past President and Constitutional Consultant John Boreman. Comments from Governing Board members include:

- i. Gary Whelan – Certainly respects the comments of John Boreman but supports the motion and suggested that this creates a stronger “bench” of participants. This will expose others to the workings of the Management Committee, which is always a positive.
- ii. Jeff Heindel – Supports Whelan’s comments and noted that MC members have very busy schedules, and this helps to address the challenge of participation.
- iii. Laurie Earley and Eric Fetherman- Asked that we clarify voting on the Management Committee to ensure that it is clear who votes when both the member and proxy are in attendance. This is particularly confusing for Division representatives. Some clarifying language is being proposed and will be submitted to Austen.
- iv. Heather Stewart noted that this is unclear when there is an at-large representative who is also from a Division, such as in the case of the Western Division.
- v. Currently, the Western Division is formally represented by Laurie Earley, but Eric Fetherman was selected as an at-large member. How would this be handled if the new proxy language is adopted?
- vi. Leanne Roulson noted that the phrase “contemporary member” is confusing and needs to be clarified in what is meant and how that impacts the proxy approach.
- vii. Jeff Kopaska noted that it is entirely possible to be a Section President and a Division officer (President or Vice President, and thus potentially with dual roles on the Management Committee.

No motion was offered. This issue is being referred back to Doug Austen and Randy Schultz to address the comments and provide new language for consideration.

6. **Nominating Committee** (Attachment B) – Purpose is to review the current list of nominees and take additional nominations for members at large. The Governing Board will then vote on final four for the Nominating Committee. Note that several recent updates to the Nominating Committee are important: (a) add a vice-chair who then moves to chair in the second year of service, (b) term of service extended to two years, (c) terms will be staggered so that there will be continuity among the membership.
 - a. Division representatives have been appointed by their Divisions.
 - b. At-large members simply need to be AFS members in good standing. Four nominations have been made: Jodi Whittier, Kaylyn Zipp, Paul Kusnierz, and Brian Missildine.
 - c. No additional nominations were presented.

- d. The slate of four at-large members was moved by Patrick O'Rourke; 2nd by Gary Whelan. Motion approved with unanimous consent of the Governing Board.

7. Grand Rapids annual meeting update

- a. Full combined MC-GB starting at 8:00 a.m. on Saturday, August 19 and through noon on Sunday, August 20
- b. Business meeting at 10:00 a.m. on Wednesday, August 23
- c. Incoming GB Breakfast on Thursday, August 24.

8. AFS Program Reviews and Strategic Positioning Update – (Attachment C). Austen provided an overview and introduction to the Program Reviews, plans for Grand Rapids joint MC/GB Workshop, status of the SPC activities, and related items. Key points discussed include:

- a. Program reviews were included as part of the AFS Procedures through the revisions authored by the Financial Planning and Procedures Committee. This will also include the linkage with the Strategic Positioning Committee.
- b. This will include a full listing of all AFS programs, a full review of the programs, and reviews on a three-year cycle. However, the structure of the reviews was not provided, and this has been part of a concerted staff effort over the past year or so.
- c. A Program Review Template was developed by Dan Cassidy and has been tested with two key programs – the AFS Books Program and the Hutton Junior Fisheries Biologist Program.
- d. AFS staff, through a full day working session on Program Reviews, identified 12 program areas that encompass the vast majority of all AFS activities. This was noted as being a draft list and will be subject to review and revision.
- e. The draft Books Program Review was illustrated simply as an example of one of the first programs reviews that is nearing completion.
- f. The joint MC-GB meeting in Grand Rapids will be used as a working session on Program Reviews. This will fully introduce two PR's to the GB, explore the Program groupings, and link them to the strategic positioning committee work.

9. AFS Financial Report and Status of the AFS HQ

- a. Financial update by Dan Cassidy (Attachment D). Key points include:
 - i. Total assets through March 2023 show improvements over previous years. Exception is 2021 where AFS received several covid payments. This does not mean that AFS is out of a challenging financial position, but simply that the trajectory is improving.
 - ii. Net operating change in the last two years has been positive. In part, this has been due to covid payments, but even accounting for that is 2022, the net operating result was positive.
 - iii. Adjusted net change (removes investment performance and one-time events such as JASM the LACFC, the net change in AFS finances has been positive.
 - iv. AFS paid off \$312,000 of the \$350,000 bank credit line. Recent bank approval will allow us to fully pay off the credit line.
 - v. Cash position of AFS is solid due to substantial activity such as meeting registration, booth sales, membership renewal and other income sources.

- vi. When AFS receives the Employee Retention Fund payment of \$340,000, we can consider using this to repay the investment fund to compensate for the funds used to pay the line of credit.
 - vii. AFS continues to work with the Homeowners Association (HOA) to get approval for an easement and terms of use for the building upon sale. This has been exceedingly slow and the response from the HOA has been entirely unsatisfactory. We are working with the other Glascock tenants to review our position and explore other options. Clearly, we are months away from any resolution.
- b. Update on real estate listing agreement, HOA discussions, and emerging timeline of activities (see Attachment E1 taken from the January 2023 GB meeting in Boston and Attachment E2 providing additional background on Sullivan building sale). Also, note the approved motion below from the Boston GB meeting.

Motion offered by Laurie Earley, 2nd by Susan Cushman, unanimously approved by the Governing Board on January 11, 2023): *Authorize staff to pursue sale / lease of the Glascock office condo by contracting with a commercial real estate agent, working with other building tenants on readying the office suite and the building for sale, develop a plan and process for disposal of furniture and equipment by sale or other means, negotiate termination of equipment leases and service providers and, implement new employee policies and practices for transitioning to a remote work-WFH environment full-time.*

- c. As noted above, AFS is authorized to move forward in marketing the building but not yet for any sort of sale or lease. AFS staff will need to work with the leadership to develop a decision and approval process to allow for appropriate review and authorization of a sale or lease. A second part of this is to determine how any proceeds from a sale would be used by AFS. This could include investing in the Obligated Reserve, addressing any capital needs (e.g., website or other software upgrades, etc.), purchase of equipment, etc.
- d. AFS will need to have some “residency” in Maryland for continuation of business activities. This is easily handled through a variety of means, including working with companies who can provide this service on a contractual basis.
- e. AFS should develop an article in Fisheries magazine to help the membership understand this issue. This should also be discussed with the Past Presidents Advisory Council.

10. Development of joint meetings with CASS and TWS –

- a. The next four AFS meetings are in Grand Rapids (2023), Honolulu (2024), San Antonio (2025) and Columbus (2026). The Governing Board authorized staff to work with CASS and TWS to establish joint meetings as we’ve done in the past. There is no current proposal for either event. The joint meeting with TWS would likely be in 2027 or 2028. The CASS JASM event has not yet been discussed.
- b. Heather Stewart suggested that AFS should explore the possibility of an historic marker to document the history of the building.

11. Additional Topics or New Business.

- a. Eric Fetherman provided a review of the participation of himself and Cecil Jennings at the annual conference of the Hawaii Conservation Alliance in Honolulu. The visit has been very positive and there is great interest in the 2024 AFS meeting in Honolulu.
- b. Miguel Garcia Bermudez provided a review of the LACFC and the follow up activities currently ongoing. This has included the development of a discussion group exploring a new AFS unit in the Latin American region.

12. Adjournment at about 3:40 p.m. EDT

Attachment A - Establishment of Alternates (i.e., Proxies) for Management Committee Members

(Version December 27, 2022)

Issue:

The challenge of scheduling of Management Committee (MC) meetings has become increasingly difficult with some members simply unable to be able to participate due to unanticipated work schedules and other events. This has resulted in challenges in obtaining a quorum for voting and lack of representation of key AFS groups on the MC. Currently, MC members are not allowed to establish an alternate representative (proxy), but this is allowed for Governing Board members. In order to enhance representation and participation, it is proposed that AFS should consider allowing MC members to establish proxies when they cannot participate in an MC meeting.

Background:

The AFS Rules do not include any language about alternates (or proxies with these terms used interchangeably) for MC members, whereas AFS Rules are explicit about the establishment of alternates for GB members.

AFS Rules, Section 4.c.

Except for Society officers, voting members of the Governing Board may be represented at a Governing Board meeting by any past-president or a current elected officer of their respective unit, provided such alternates are designated in writing to the Executive Director before the meeting. Alternates have full voting powers, but may not be contemporary members of the Governing Board, and may represent only one voting member at each meeting.

A change in the AFS Rules to allow alternates for MC members would require approval of the MC and GB and then a vote of the membership.

The history of allowing proxies for the GB and not for the MC is unclear. It is presumed that because of the fiduciary role of the MC, the regular presence of members would enhance their understanding of the issues and result in more informed decisions. This may be true but can also be addressed through additional measures.

Proposed Motion:

Move that the AFS Governing Board approve a change to the AFS Rules and move to the AFS for a membership vote the following addition to Section 5 as a new subsection inserted after the current 5.b

5.b. Except for Society officers, voting members of the Management Committee may be represented at a Management Committee meeting by a single past-president or a current elected officer of their respective unit, provided such alternates are designated in writing to the Executive Director prior to the first Management Committee meeting after the AFS annual meeting. Alternates have full voting powers, but may not be contemporary members of the Governing Board, and may represent only one voting member at each meeting. Alternates are encouraged to attend all Management Committee meetings but only one vote is allowed for each unit.

Options for discussion:

1. Do nothing option: The default option is to do nothing. We just need to try better to find a date that works for everyone and simply accept that there are always going to be scheduling conflicts.
2. Defined alternates option: Of the 13 MC members, five are officers and there is no obvious alternative. However, it is somewhat rare for officers to not make MC calls and they have multiple other opportunities to be informed on AFS issues (e.g., monthly officer calls, officer retreats, direct dialogue with the ED and staff). Four of MC positions are held by Division representatives (President or President-Elect) for a two-year term. For these positions, the other division officer could be the alternate. Since they are also Governing Board members, they are somewhat informed and more regular interaction with the MC might be beneficial. The final four positions are held by Section Presidents which are elected from the Governing Board and serve one-year terms. Please recall that we are also exploring the issue of asking all Sections to establish GB representative for two-year terms. Section alternates could be the same as for the Governing Board (another officer) or otherwise elected or appointed.
3. Other options to be developed?

Notes from Boston GB Meeting and related emails

Proposed motion: Move that the AFS Governing Board approve a change to the AFS Rules and submit to the AFS membership a vote on the following addition to Section 5 as a new subsection inserted after the current 5.b

5.b. Except for Society officers, voting members of the Management Committee may be represented at a Management Committee meeting by a single past-president or a current elected officer of their respective unit, provided such alternates are designated in writing to the Executive Director ~~prior to the first Management Committee meeting after the AFS annual meeting.~~ Alternates have full voting powers, but may not be contemporary members of the Governing Board, and may represent only one voting member at each meeting. Alternates are encouraged to attend all Management Committee meetings but only one vote is allowed for each unit.

a. **Motion by Gary Whelan, 2nd by Joe Margraf.**

Question and Discussion:

- i. When does the change go into effect? If passed by the membership, will it need to wait until the next annual meeting for it to go into effect. As written, this would be the situation. An amendment could be entertained that would provide for the language to go into effect and proxies be allowed as soon as it is approved by the membership.

- ii. If a Division has a President and President Elect on the Management Committee, would each person still receive a single vote. The second representative would have to be selected as a Management Committee representative from the Governing Board since the AFS Rules only provide for a single automatic representative from each Division. In this case, both members would retain their vote. However, each could designate a proxy based upon the proposed new Rule.
- iii. Student and Early Career Professionals (SECP) do not have a vote on the Governing Board or the Management Committee. To address this, it was suggested that providing SECP a vote, such as through a proxy designation, would be one option to consider.
- iv. The Management Committee has not allowed proxies because the continuity of the discussions was thought to be important, particularly with regard to financial issues. If an alternative (proxy) was allowed, there is a concern that the person would not have sufficient knowledge of the topics without regular attendance. To address this, if a MC member designates a proxy, they should be expected to participate as frequently as possible.
- v. It is important to have people on the MC who are highly familiar with Society and MC issues rather than to expand representation across the AFS Sections. Knowledge and continuity of discussions is more important than having all units to be represented.
- vi. Dan Mosier proposed an amendment to the motion to allow the establishment of proxies to be authorized immediately upon approval of the motion. This was not provided a 2nd. Substantial additional discussion ensued that provided a series of potential options for consideration. Additional amendment language was also suggested but never moved to the point of receiving a second.
- vii. It was suggested that this issue has become more complicated than anticipated and would benefit from more discussion prior to an attempt to finalize the language. Constitutional Consultant Randy Schultz recommended that we vote negative on the motion and remand it to the Management Committee for further discussion and clarification of the language. The MC can then move approved language to the Governing Board for future consideration.
- viii. The motion was not approved, and it will be sent to the MC for further discussion.

Email on 1/31/2023 from Past President and former Constitutional Consultant John Boreman

Doug

Thanks for the minutes. Regarding proxies for MC members, the GB and EXCOM were against the idea when the MC was first established in its current form during Bill Fisher's administration (2012). I still am. The issue is "learning curve." Since the MC deals down in the weeds for budget, operations, and policy issues, we decided (at the time) that proxies would likely need to be brought up to speed on issues being discussed, which would be a waste of valuable MC time. Proxies would also lack the benefit of being privy to prior MC discussions on the issues.

-jb

Attachment B – Establishment of the Nominating Committee

Determine Nominating Committee ⁽²⁾

- A. Jeff Kopaska, Chair (final year as chair)
- B. Eric Fetherman, Vice Chair (moves to chair in 2024-2025)

- C. Division Representatives
 - Northeastern Division: Scott Decker
 - North Central Division: Brian Nerbonne
 - Western Division: Laurie Earley
 - Southern Division: Lawrence Dorsey

- D. April Croxton (Immediate Past President)

- E. Nominate & elect four AFS members-at-large. Vote done by secret ballot.

Nominations: (See below for supporting statements)

1. Jodi (Joanna) Whittier
2. Kaylyn Zipp
3. Paul Kusneirz
4. Brian Missildine
5. *Additional nominees as needed*

⁽²⁾ Composition of Nominating Committee as described in the AFS Procedures Manual (approved at the GB meeting on January 11, 2023 in Boston):

Composition: Eleven members as follows: chair and vice chair, appointed by the AFS President; one person selected by each Division (four in total); four persons elected by the Governing Board; and the Immediate Past President of the Society. Members elected by the Governing Board shall serve for two-year terms, with two individuals selected annually. The vice chair will serve as chair in the second year of service. Each of the four Division presidents should inform the incoming AFS President of the name of the Division's selected representative to the Nominating Committee prior to the Annual Meeting. The newly installed AFS President needs to have those names so they can be eliminated from consideration when the Governing Board selects its four members to the Nominating Committee during the Incoming Governing Board Meeting, held following the annual Business Meeting.

Background on Nominees:

Paul Kusnierz:

I am a member of the Montana and Idaho Chapters, Western Division, and Water Quality Section of AFS. I have been President of the Water Quality Section for the past two years and will transition to being the Past-President in July. I served on the Nominating Committee in fall 2022 and learned a great deal about the process. With my Water Quality Section responsibilities decreasing, I would use a second opportunity to serve on the Nominating Committee to play a larger role in candidate selection.

Jodi (Joanna) Whittier

EOS would like to nominate Jodi (Joanna) Whittier to serve on the AFS Nominations Committee. We believe her experience in agency and academic settings in many geographic locations, commitment to mentoring, and service record alone would make her well qualified. However, Jodi is also a very insightful and reflective person who is committed to the mission statement of EOS and she brings her own experience as a female biologist with a variety of work experiences. Jodi is not afraid to ask tough questions and stand up for underrepresented interests when warranted.

Here is a brief description of Jodi's involvement in AFS: Jodi Whittier has been an active member of the American Fisheries Society since 2005. During that time Jodi has served the Society at the parent, regional, and state levels. Jodi has been an officer of EOS and FITS, is a female biologist, and actively supports underrepresented groups. Jodi regularly volunteers for activities that engage students and young professionals during the annual meetings. She currently is on the Communications Committee for the World Fisheries Congress, and Chair of the AFS Resource Policy Committee.

Attachment C – AFS Program Reviews



AFS Program Reviews 101

Background, approach, and timetable for Program Reviews

AFS Governing Board, June 28, 2023

Guidance in the AFS Procedures Manual

Budgeting, Program Planning, and Evaluation

- The American Fisheries Society supports many programs that provide benefits to society members. Whereas some programs generate revenue, other programs cost more to maintain than the revenue the programs generate. The American Fisheries Society and the FPPC will institute the following guidelines.
- The executive director (ED) shall create a list of all programs and activities for budget tracking and expense allocations. The ED shall provide the program list to the FPPC during the annual development of the AFS operating budget. This information shall be summarized in an Excel spreadsheet that AFS shall maintain on the FPPC's Google drive.

Guidance in the AFS Procedures Manual

- Every 3 years, the FPPC shall evaluate one-third of the programs and work with the associated AFS committee, if any, to assess financial performance relative to the program's goals. The FPPC shall provide narrative comments regarding the programs' performances.
- The ED shall maintain an inventory of programs and corresponding financial results and provide them to the FPPC and Management Committee. The Management Committee and the FPPC shall make recommendations to the ED on budget trends and adjustments to meet financial targets. The ED shall act on those recommendations or explain in writing why he/she cannot do so.

What will PR's help us to accomplish?

1. Review programs financially, operationally, and alignment with AFS mission
2. Identify areas of growth and areas for AFS to release or restructure
3. Committees –How do we more effectively engage committees to inform and provide thoughtful input into PR's? Reporting, Assessment, Charge development, etc. Need to define specific expectations.
4. We need to develop a repeatable annual operational planning process that establishes targets, reporting, assessment, and market positioning.

Begin with the End in Mind (what should PR's help us to accomplish?)

5. Evaluate AFS governance to ensure that it is best structured, positioned, and prepared to guide AFS. Does governance have the correct focus, structure, training, meeting design, working groups, etc.
6. Data and program information – What is needed and how can it be best presented to be of value?
7. Process development – annual cycle of activities (governance issues that regularly need to be addressed, financial planning, strategic thinking, etc.)

Components of a PR (see template)

Section 1: Overview and Background Information:

1. Program description
2. Business model / value proposition: (how the program generates financial and/or member value)
3. Program goals (prospectively thru Dec 2024)
4. Financial/budget (2023 Budget; past 3 years financial results):
5. Metrics/ratios (past 3 years): such as gross/net profit margin; return on investment; renewal or resale %;
6. Sales data (past 3 years by product category/type):

Components of a PR (see template)

Section 2: Program Evaluation (see also SWOT & Matrix tables below):

- 1. Situation – where are we now?**
Market assessment; competitors; industry trends; economic factors; survey data;
- 2. Objectives – where do we want to be?**
Develop/revise program goals; Align with member/customer needs; key constituent input (exhibitors, agencies, units); AFS mission; needs of the profession;
- 3. Plan / Tactics – how do we get there?**
Operational plan; budget; marketing; outreach, interim goals, partnerships/joint ventures/acquisitions; resource requirements (technology, financial, staffing, member time commitment, etc)
- 4. Evaluation – did we get there?**
Progress against goals; financial results; sales trends; survey data; etc.
- 5. Questions and unresolved program issues** –What needs to be better defined about the program, including goals, targets, metrics, purpose.

Components of a PR (see template)

Section 3: Member / Non-member Survey Results:

- Key summary findings from recent surveys, focus groups and other data.
- Other information that might help understand how the program addresses member needs

Components of a PR (see template)

The Program	Strengths	Weaknesses
Opportunities	S/O strategies (advancing)	W/O strategies (prospecting)
Threats	S/T strategies (defending)	W/T strategies (reducing)

Components of a PR (see template)

	Positive Net Revenue	Negative Net Revenue
Mission Critical Program (definition TBD but something along the lines of AFS must offer this program or, it has high member value or, is a top 3 market competitive program)	1.Retain this program and look to maintain/increase ROI and member value	1.Accept that this activity is important and worth doing: 2.Retain and look to maintain/increase member value and net revenue
Nonessential Program (not winning in this category or there is low strategic or member value)	1.Possibly retain this program or 2.Determine the opportunity cost of doing this program vs. another with higher member or strategic value	1.Phase out this program and shift resources elsewhere



Initial Program Areas

1. Communications
 2. Hutton
 3. DEIJA
 4. Development/Sponsorship
 5. Education/Professional Development (includes webinars)
 6. Meetings
 7. HR
 8. Membership
 9. Policy
 10. Journals
 11. Books
 12. Governance and Unit Coordination/Services
-



Defining Program Areas

What criteria do we use to define a Program Area?

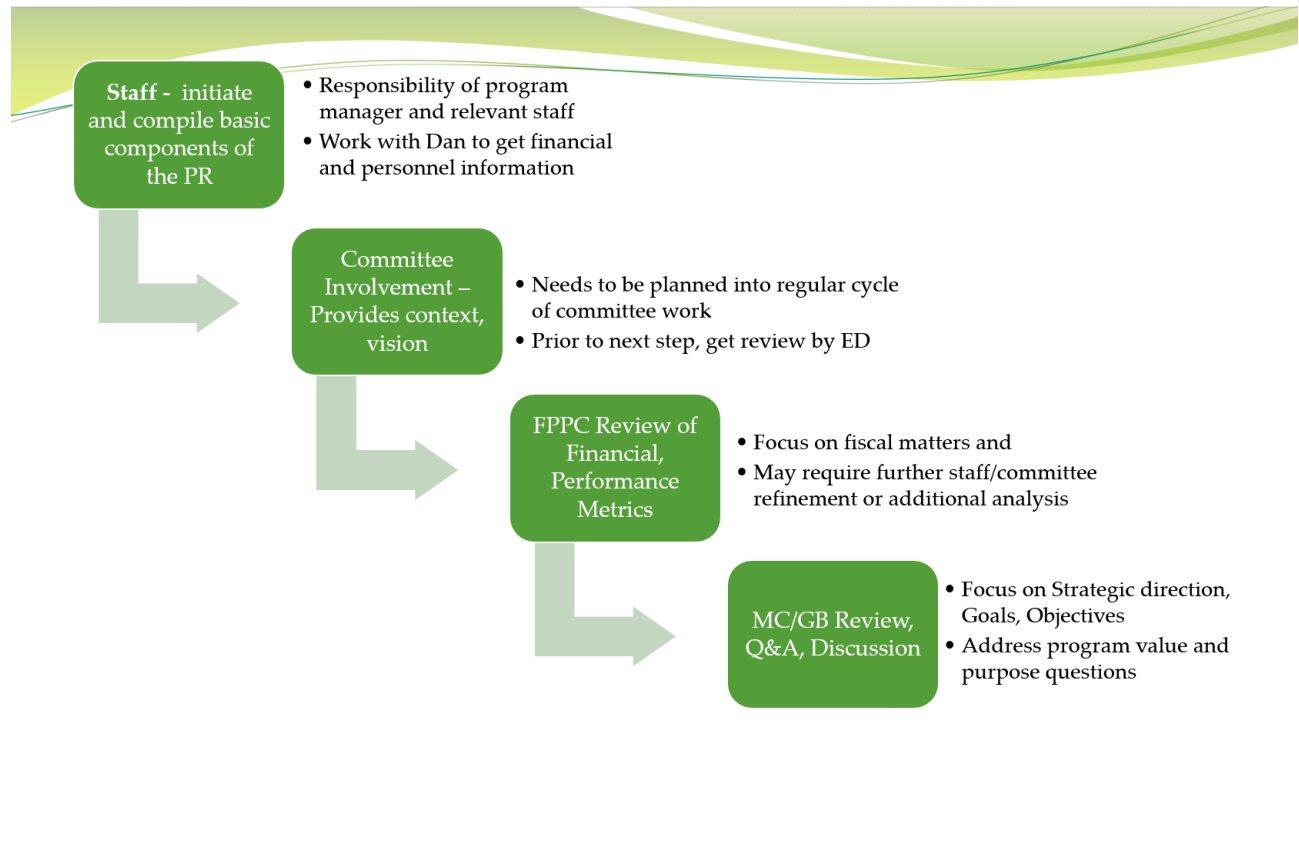
1. Compact – all of the components are closely related.
2. Can define in a single statement.
3. Can't be so narrow that we have too many program areas to develop PR's.
4. Can't be so broad that they are complicated and difficult to develop.
 - Think of Goldilocks and the Three Bears
5. Not every activity needs to be in a Program Area and be subject to this process
 1. Minor, rare, and low time/funding activities (e.g., one shot, short term activities)
 2. Basic operational activities such as payroll, insurance, etc. These need to be regularly reviewed but would be through a separate administrative review process (e.g., review of contracts to ensure that they are the best deal for the greatest service)
6. What else should be considered?

PR Examples

- **Hutton – Lauren and Ashley**
- **Books – Laura, Kurt, and Debby**

PR Development – Who is involved?

- **Staff**
- **ED/DD**
- **Officers**
- **SPC**
- **Committees with Program Oversight**
- **FPPC**
- **MC/GB**
- **Membership**



Grand Rapids MC/GB Workshop

- **Update on PR development and FPPC/Committee comments**
- **Fully review the completed PR's**
- **Provide initial guidance on incomplete PR's**
- **Link PR's with Strategic Visioning to explore areas of opportunity**
- **Develop an operational plan for regular PR discussions, reviews, and future planning**

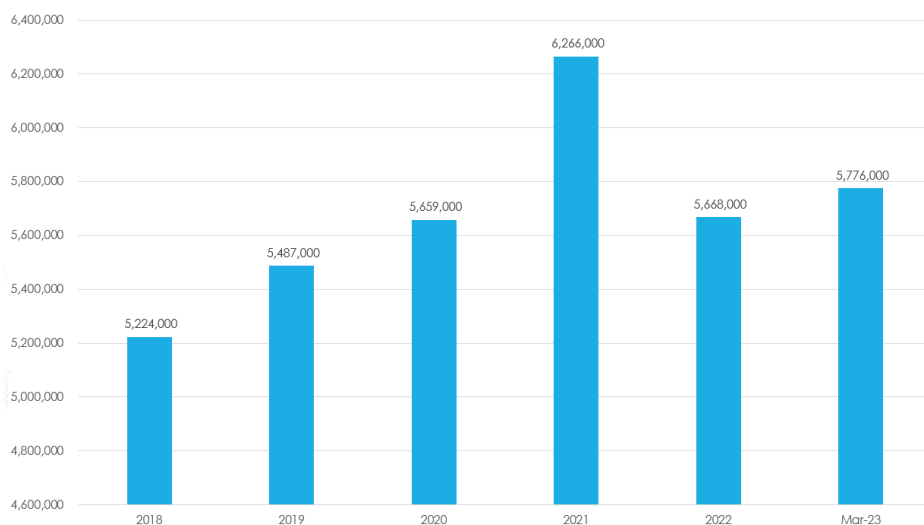
Attachment D – Financial Report

Agenda

- March 2023 Financial Results
- Banking / Cash Position
- Office Condo / HOA Negotiations
- Program Reviews / Operational Planning



Financial Position 2018 – 3/2023

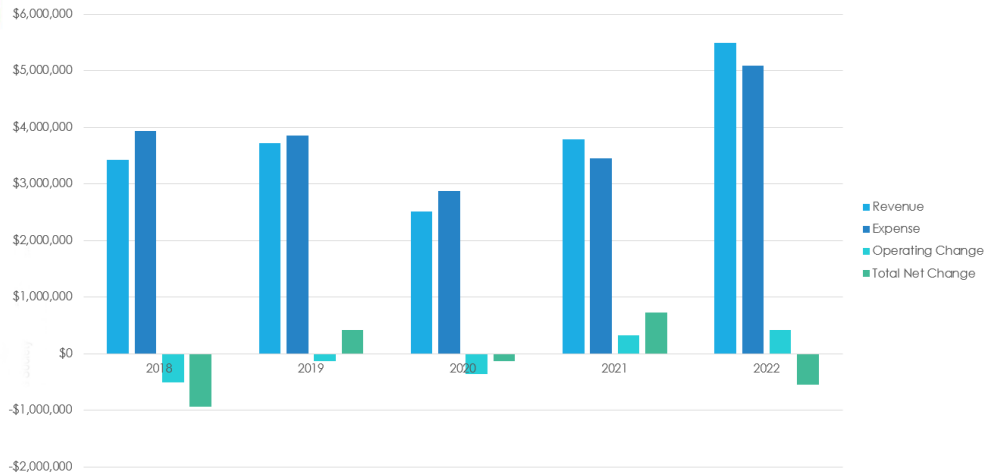


Financial Position Notes

- Investment losses in 2018 and 2022
- Recall Dec 2021 peak of the stock markets
- 2021 includes \$684,000 govt PPP funds
2022 includes JASM meeting (cash)
- March 2023 has \$340,000 IRS Employee Retention Credit (ERC)
 - or \$1.024M total govt. support (PPP+ERC)



Operating Results 2018 to 2022



Net Op. Results Mar 2022-23



	2023	2022	Difference
Total Net Change	\$327,767	\$705,877	(\$378,110)
Investment Gains / Losses	160,135	(384,699)	544,834
Net JASM meeting Income	-	941,587	(941,587)
Net Latin meeting Income	41,546	-	41,546
Sub-total Net Change	126,086	148,989	(22,903)
Less PY Items	-	7,642	(7,642)
Adjusted Net Change	126,086	156,631	(30,545)

Operating Notes

- March 2023 Net Operating results are comparable to 2022, after removing invest. changes and 1x activities (JASM)
- Member dues \$ are on par with 2022, with the dues increase
- Smaller programs like Books and Jobs are faring well



Operating Results Mar 2022-23



Total Expense	\$736,294	\$932,246	\$195,952
Less Latin/Jasm meetings	25,244	79,155	
Less PY items		74,700	
Sub-total Expenses	711,050	778,391	67,341
Less Grants	5,500	90,331	
Adjusted Total Expenses	705,550	688,060	(17,490)

Operating Notes

- Total 2023 expenses are tracking below 2022
- Both admin + staff costs are lower
- Board/Officer ahead, with the Jan 2023 Boston meeting
- 2023 expenses slightly ahead of 2022 after adjustments





Banking / Cash Position

- Paid off \$312,000 of the \$350,000 bank credit line
- Awaiting Bank to approve collateral investment account modification, for payoff of remaining \$38,000 credit line
- Consider repaying investments with ERC refund.



Office Condo / HOA

- Listing remains in Limbo pending HOA approval of easement and building use
- HOA has had this information for 12mons; finally engaged legal this spring
- Glascock was presented with their Term Sheet (listing of demands); Condo costs inc.
- Glascock counsel believes we can navigate



Attachment E1 – Glascock Condo Sale/Lease Update

American Fisheries Society

Glascock Condo Suite Sale Proposal and Associated Office Transition Plan

v. 1.5.2023

Staff submit the following proposal in anticipation of listing the Glascock condo, comprised of two office suites totaling approximately 5,062 square feet, and transitioning the office to fully remote / Work from Home (WFH) environment.

Motion: *Authorize staff to pursue sale / lease of the Glascock office condo by contracting with a commercial real estate agent, working with other building tenants on readying the office suite and the building for sale, develop a plan and process for disposal of furniture and equipment by sale or other means, negotiate termination of equipment leases and service providers and, implement new employee policies and practices for transitioning to a remote work-WFH environment full-time.*

Background:

Process for Readyng the Office for Sale / Lease:

The process for evaluating and authorizing a potential sale / lease of the AFS condominium is proposed to proceed in several steps with each step involving review, request for authorization, and action.

1. Engage a commercial real estate firm and broker to continue guiding the Glascock Board and individual tenant Societies on preparations for listing the property for sale / lease. This is the motion being proposed (above) at the mid-year Governing Board meeting in Boston.
2. Develop internal communications and technology systems and human resources (e.g. staff management) guidance for a remote-WFH environment. This will also include developing plans for addressing office equipment, AFS records and historical documents and items, and other matters associated with physical aspects of AFS. We will also be exploring alternative options such as leasing and retaining some office space in the DC metro area including shared space with other partners.
3. Listing and sales options (proposed for officer authorization) – Listing will take place once re-zoning is approved and HOA agreements in place to allow formal listing and showing of the condo. Other condo owners will be proceeding independently although the option of a full building sale will be available. This step will also include updating the August 2022 market sales analysis report and marketing plans (Attachments F2 and F3) with a proposed listing price and initial range of negotiation options.
4. Final sale/lease authorization – This step will require full GB approval and will provide authorization for the executive director to enter into a contract for sale/lease. This will also include approval for the use of proceeds from the condominium sale (e.g., investment in the Obligated Reserve, addressing upgrade needs such as iMIS, etc.)

The AFS condominium units:

AFS owns two suites in the Glascock Building (see below for history). The lower-level suite (3,800 sf) houses administrative and program staff other than publications. The upper-level suite (1,200 sf) houses the publications staff. AFS owns the condominium and is part of a condo association that handles contracts for

maintenance, cleaning, HVAC, all utilities, and other costs associated with owning and maintaining an office building. Payment by each tenant to the association is prorated based upon square foot ownership. Annually, AFS pays about \$55,000 to the association. In addition, AFS independently pays for copier and mail equipment leases, internet and other telecommunications, network server, and other office services. **The total annual cost to maintain the office is approximately \$75,000.**

Staff have been participating in conversations with the other three building tenants (The Wildlife Society, The Nature Conservancy-MD/DC Office and, American Society for Photogrammetry and Remote Sensing) and the Glascock condo board, of which AFS is a member, about the potential building sale. All tenants are actively moving towards listing their respective suites for sale or have already signed a listing agreement.

AFS staff and remote work transition:

AFS staff have been working nearly entirely remotely since the pandemic began in March 2020 and via an established telework policy before then. Staff work effectively from their homes and have indicated they no longer wish to return to the office due to commuting, productivity, and quality of life concerns. AFS has conducted several staff assessments of the work environment through surveys and in-person work sessions. All have consistently concluded that a traditional office setting is simply neither desired nor practical. Over the past year, AFS has been hiring employees from outside the Washington, DC region, and currently have three staff considered substantively remote; Beth Beard (Wisconsin), Jenna Hanks (North Carolina), Ashely Berniche, (Richmond, Virginia). Other staff have widely ranging commutes including Annapolis, Baltimore, downtown D.C., Northern Virginia, and Frederick, MD, with only a few staff within 30 minutes or less commute to the office. As one might expect, Washington metro traffic can easily make a 30–60-minute commute into 90 minutes or more without notice.

To guide the transition to a fully remote work environment, staff have been working on a set of teams that address key issues:

1. Furniture Inventory
2. Engagement and community (Social) team
3. Telecom / Messaging / Conferencing serv.
4. Equipment and computers
5. Storage facility
6. File Management
7. Office and HR Policies
8. History / Art
9. Customer / Member Service

Commercial Broker Listing Agreement

- Exclusive designation and appointment with Brian Coakley, EVP www.Donohoe.com (this individual / firm are being considered or already under agreement with other building tenants)
- Sale option: 7% commission on the individual condo or pro-rata portion of the total building sales price.
- Rental option: 4% of aggregate base rent with 50% due upon lease execution and 50% at lease commencement.
 - o For example, \$30 rental fee per sf x 5,062 sf = \$151,860 for 5 years = \$759,300
 - o \$759,300 x 4% = \$30,372 commission (due by lease commencement)

Office Leasing Considerations

Leasing the office space in lieu of selling it is certainly an option and one that carries with it important considerations and responsibilities (see also [Attachment F3](#)). The proposed commercial broker agreement does include terms and commission schedule for leasing the office suite. Taking on a landlord role should be given careful thought as it may require considerable costs, legal involvement and staff time managing leasing activities. AFS would have to engage service contractors to address office maintenance and repair issues as they arise and maintain property insurance and other policies covering the property. While leasing may be an option for AFS, the other Glascock building tenants have indicated their intentions to list their office space for sale. Being the sole tenant pursuing leasing may impact the attractiveness and overall marketability of the entire building and impact the other current tenants' sales efforts. Finally, leasing not only spreads out the potential income over the term of any lease, but it also carries upfront costs for tenant improvements, commission fees and other negotiated lease provisions such as rent allowances that might be in the \$10s of thousands of dollars. The commercial broker whose proposal is under consideration and is presently guiding the Glascock Board through the rezoning and listing process would be contractually obligated to bring forward all buyers and potential lessees to AFS and the other tenants but is also not recommending aggressively pursuing leasing space at this time. Still, it is important to note the following initial list of key office leasing considerations:

- May require tenant concessions such as:
 - o Reduced or waived security deposit
 - o Rent allowances
 - o Tenant improvement allowances for buildout, painting, and improvements
 - o Move in allowance and lower annual rent escalation increases
- Being a landlord requires staff oversight for tenant relations and contractors
- Legal costs to review agreements, potential rent collections or other matters
- Contractor agreements to maintain, clean and repair office systems
- Insurance premiums for property coverage

Possible shared office approach

AFS has had initial discussions with TWS, TNC, and NWF about the potential for rental of a relatively small office space with storage and access to conference rooms and other facilities. We have previously contacted other organizations (AFWA, TRCP) that responded with no space rental options. This possibility is being explored to allow for some storage of key documents and historic items, provide limited office space for staff on an as-needed basis, and maintain some sense of physical partnerships with other organizations. Although this option is being explored, there is no expectation that we will be able to develop a workable solution.

Works in Progress to Support Transition

Furniture Disposition

- Staff are inventorying furniture and other personal property for potential sale or donation.
- Some items may be offered to staff for use in home office setting or for sale if for personal use.

Information Technology and Telecommunications

-
- Computer equipment is inventoried, obsolete items segregated for disposal
 - File server and related equipment will be retired
 - Telephone equipment will be retired
 - Implement Microsoft Office 365 (Teams, Sharepoint, etc) replacing hybrid Google-Microsoft approach Spring 2023
 - Restructure online file maintenance system
 - Security System (owned by Glascock but housed in AFS office) to convey to new owner
 - Relations with the current outsourced IT support firm shall continue

Administrative Services

- Postal equipment lease continues through December 31, 2023
- Copier lease TBD
- Accounting and Technology contractual service providers will continue
- Corporate Responsibilities
 - o Registered Agent (AFS is a DC incorporated organization and maintains a legal presence there through the law firm Howe Anderson)
 - o Address Maryland state legal address and state presence
- Eventually, AFS will need a Post Office box for receiving registered and general mail
- Office supplies
 - o AFS has relationship supply company and has setup up online ordering

File Storage and Records Management

- Develop control, retention, and storage access for files, supplies and materials and confidential records and corporate documents.

Historical Information and Art

- All AFS art, posters, awards, and other memorabilia are being inventoried for storage or release.
- Storage needs (e.g. climate controlled, shelf or box, etc.) and pricing will be estimated

Human Resources / Office Policies

- Revise existing telework policies and include information on work schedule, equipment, services and furniture AFS may offer employees and travel expense reimbursements to staff meetings.

Budget Considerations:

	Item	Description	Favorable (Unfav) Monthly Amount	Annual Amount
1	Building utilities and reserve contribution	Monthly contribution to building maintenance	\$4,553	\$54,636
2	Comcast internet	Communications services	\$693	\$8,316
3	Reduced insurance premiums	Property insurance coverage removed	\$	
	Total Annual Savings			\$62,952
	office equipment leases expire Dec 2023 and thereafter, savings of \$1,000 month. AFS would occasionally need printing / copier services at addl cost.			
	Additional Items			
4	Implement Microsoft Office 365	IT implementation	(\$8,730)	
5	File server system	Savings from retiring server and moving to remote file maintenance	\$TBD	
6	Provision for staff equipment and furniture	Minimal costs for printers and furniture	\$ TBD	
	Offsite file storage costs	Store meeting materials, perm files and other artifacts	\$ TBD	
7	Equity accrual gain	Book value basis = \$300,000	Sales price – basis = accrual net income	

Brief background of the AFS Offices

Excerpted from Moffitt et al. 2020. AFS Adapts and remains relevant in the digital world. Fisheries 45(4): 185-193.

The initial impact of AFS was limited by the rotation of officers and locations for operations without a permanent location for Society records and operations. To address this problem, the Society first opened an office in Washington, D.C. in 1962 and hired Mary Frye as office staff. Mary worked for the Society until her retirement in 1993 and her influence for those formative 3 decades was noteworthy. She set the tone for highly professional office operations and AFS governance. The AFS hired its first salaried Executive Secretary, Robert Hutton, in 1965, and he operated the office in Washington, D.C. through 1969. Beginning in the 1970s, Executive Director Richard Wade and AFS leadership worked with the Society of American Foresters (SAF), American Geophysical Union, The Wildlife Society, and other natural resource professional associations to consider co-locating offices. These interactions led to the establishment of the Renewable Natural Resources Foundation (RNRF) with these associations as partners to garner funding to purchase a 35-acre property in Bethesda, Maryland. The property had been used as a summer home by Gilbert Grosvenor, then editor of National Geographic. In 1975, the AFS headquarters moved to a renovated carriage house on the Bethesda property, at 5410 Grosvenor Lane. In 1981, AFS operations, except journals and books, moved into the newly completed Glascock Building, named for Hardin Glascock, the SAF Executive Officer during the formation of the RNRF. Journal operations remained in the basement of the home of Bob and Sally Kendall in Columbia, Maryland. In 1987, a second addition to the Bethesda campus was completed and the journals and books operations moved to offices in that building joining the other AFS departments. This second building was named in honor of longtime AFS Executive Director Carl Sullivan in 1990.

In 1996, 20 members were part of the RNRF association, including AFS. In the last 15 years, the membership and relationships among the founders of the RNRF regarding the Bethesda campus property changed in light of economic pressures on several of the partner societies and the growth of different partnerships. The property values of this natural park-like island within an area of dense urban development increased the pressure for further development. In 2007, the entire property was proposed for sale by the SAF and the RNRF to be developed into a private school, but the project re-zone was opposed by nearby Bethesda residents and property owners, especially because the Grosvenor Mansion and Carriage House were historically important. In 2015, a portion of the property was sold, including the Sullivan Building, and recently redeveloped into 142 new townhomes now named Grosvenor Heights. The AFS office address was changed to 425 Barlow Place, and all publication operations were moved to the Glascock Building. The SAF still owns and operates the historic mansion and carriage house on the property but they are for sale as of this writing.

In December 2019, AFS and Glascock building tenants celebrated local county recognition of significant energy efficiency improvements and related savings in the Glascock Building, currently occupied by four conservation organizations—The Nature Conservancy, The Wildlife Society, AFS, and the American Society for Photogrammetry and Remote Sensing.

Attachment E2 – Background on sale of Sullivan Building

Email from John Boreman on 1/6/2023 at 11:09 AM

All -

I have reviewed Governing Board and Management Committee meeting notes from around the time of the Sullivan Building Sale. Not much on the GB side, but the MC minutes (excerpted MC minutes are attached) show that the sale was handled entirely within the ED office, with monthly updates to the MC in the form of an FYI. It does not appear that the Governing Board or the Management Committee had any say in the matter.

-jb

On 1/6/23 9:29 AM, Douglas Austen wrote:

Greetings Don, Wayne, Bill, and John -

As you have surmised, there is a little drama associated with the upcoming discussion at the mid-year Governing Board meeting next week. Clearly, it is an important discussion on a difficult issue but it has also been somewhat misrepresented. I believe that everyone is trying to do what is best for AFS, just going about it in different ways.

To assist the officers as they work through this process, they've asked me to research the history of the sale of the Sullivan building. It was difficult to find records of this, which primarily occurred in 2011 or so during the tenure of Gus Rassam. He purged all of his records and would never talk with me about any AFS issues. I did find some information in the GB briefing books for the mid-year meeting in March 2011 and the Seattle GB meeting in September 2011. However, both were simply statements in Gus's ED report where he mentions discussions about a potential sale (March 2011) and then reports that the sale is essentially complete (September 2011). I could find no motion nor any official action on the issue. There were two documents (attached) that provide some insight, but these letters primarily refer to the transfer between RNRF (Robert Day) and AFS (Rassam). Also, there was no action by either the GB or MC during my tenure so it was apparently fully completed prior to me coming on board.

You folks were officers during that time and I'm just asking if you have any recollection of how the sale transpired and what, if any, formal process AFS did to review and approve the sale. As you can see from the GB documents (Attachment F1-F3), we're trying to lay out a sequence of steps and discussions to ensure that this is done openly and thoughtfully. Any history on how AFS has done this in the past would be helpful and your insights appreciated.

Thanks and best regards,
Doug

Douglas Austen, Ph.D, FP-C (he/him)

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www.fisheries.org

Join AFS or renew for 2022 at <http://fisheries.org/>

Plan to join us for our AFS 2022 Annual Meeting <https://afsannualmeeting.fisheries.org/>

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John Boreman, Ph.D.

Fellow, American Fisheries Society

919-768-7198
919-998-8145 (mobile)
Mailing Address:
23 Covington Lane
Durham, NC 27712

File Attached to email from Boreman

June 14 2011 Mgt Comm Call, report from ED: "5. Pending deal. The RNRF has made an offer to AFS to buy the AFS interest in the Sullivan Building, where the Publications Department is housed. Negotiating. Could consolidate all AFS in the Glascock Building."

July 19 2011 Mgt Comm Call, report from ED: "4. Sale of AFS interest in the Sullivan Building. Negotiations continue. The ED is asking for cash plus conversion of lease interest in the Glascock Building to actual ownership."

Aug 16 2011 Mgt Comm Call, report from ED: "Selling lease hold in Sullivan Building negotiations with RNRF close to resolution. Final concept proposal last week. Don't anticipate too long for response. Society of American Foresters and RNRF as joint owners moving negotiations for development of property including taking down the building. Hope by Seattle meeting to be more definitive."

October 18 2011 Mgt Comm Call, report from ED: "Sale of Sullivan Bldg. at AFS Headquarters

i. Reached agreement with Renewable Natural Resources Foundation in principle; currently being reviewed by an attorney

1. Developer is buying land around AFS HQ including the Sullivan Bldg., which will be demolished; project approval from county could take up to 3 years

2. AFS will sell the Sullivan Bldg., keep and remodel the space in Glasscock Bldg. and move publication staff to Sullivan Bldg.

3. Deal will include cash payoff and transfer of lease to AFS

ii. Sale on hold until approved by county”

Jan 17 2012 Mgt Comm Call, report from ED: “AFS headquarters building sale—We were close to agreement with RNRF but it needed legal review, which has been going on for two months. Thus, there has been no further progress with negotiations.”