

**ATTENDANCE:**

<p><b>Attendees:</b></p> <p><u>Officers</u></p> <p>Phil Frost, BREC's Baton Rouge Zoo, Chair</p> <p>Dr. Cheng Wen-Haur, WRS, Vice Chair</p> <p>Frands Carlsen, Copenhagen Zoo, Secretary</p> <p>Nicole Craddock, Zoo and Aquarium Association (Australasia), Treasurer</p> <p>Jackson Andrews, Tennessee Aquarium</p> <p>Rasem Baban, Munchener Tierpark Hellabrunn</p> <p>Maria Clara Dominguez, Fundacion Zoologica de Cali</p> <p>Myfanwy Griffith, EAZA</p> <p>Jim Guenter, Species360</p> <p>Linda Hatfield</p> <p>Arne Lawrenz, Zoologischer Garten Wuppertal</p> <p>Etsuo Narushima, JAZA</p> <p>Bart Shepherd, Steinhart Aquarium, California Academy of Sciences</p> <p>Peter Paul van Dijk, Global Wildlife Conservation</p> <p>Bob Wiese, AZA</p> <p>Martin Zordan, WAZA</p>	<p><b>Species360 Staff:</b></p> <p>Tracy Ayers, Executive Admin Specialist</p> <p>Dr. Dalia Conde, Director of Science</p> <p>Peter Donlon, Director of Global Member Development</p> <p>Elisabeth Hunt, Director of Member Support and Training</p> <p>Keith Olson, Director of Finance</p> <p>Doug Verduzco, CIO, Director of Product Development</p> <p><b>Regrets:</b></p> <p>Svetlana Akulova, Moscow Zoo</p> <p>Paula Brock, Zoological Society of San Diego</p> <p>Dr. Onnie Byers, CPSG</p> <p>Dr. Paul Calle, Wildlife Conservation Society (WCS)</p> <p>Roger Germann Jr., The Florida Aquarium</p> <p>Bjarne Klausen, Odense Zoo</p> <p>Antoinette Kotze, National Zoological Gardens of S. Africa</p> <p>Rodolfo Raigoza Figueras, Xcaret</p> <p>Kris Vehrs, AZA</p>
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**Wednesday, 24 July/Thursday, 25 July 2019**

**22:00 CDT**

**CONFERENCE CALL**

**Meeting was called to order by Phil Frost.**

- I. Welcome, Introductions and Agenda Overview, Phil Frost

- Consent Agenda Review and Approval
  - 2019 Q3 Meeting Agenda, 2019 Q2 New York Minutes
  - Moved to accept consent agenda, seconded, unanimous approval.
- II. Finance and Audit Reports, Keith Olson
  - Brief overview of 2018 Audit report and Audited financials given with reference back to documents provided in the pre-read packet with recommendation to accept and approve them from the Finance and Audit Committee.
    - Moved to accept 2018 Audit report and Audited financials, seconded and unanimous approval.
  - State of Minnesota Charitable Organization Annual report presented as submitted in the pre-read packet with recommendation to accept and approve its submission from the Finance and Audit Committee.
    - Motion made: The Species360 Board of Trustees, on this day, July 24, 2019, approves of the contents of the 2018 State of Minnesota Organization Annual Report, and do hereby certify that the Board of Trustees has assumed, and will continue to assume responsibility for determining matters of policy, and have supervised, and will continue to supervise, the finances of the organization. We further state that the information supplied is true, correct and complete to the best of our knowledge. Seconded, unanimous approval.
  - Financial reporting is based on the May 2019 financials and approved by the Finance and Audit Committee in June 2019.
  - Reviewed year-end projections for revenue and expenses by each area and balance sheet. Also reviewed membership renewal fee receipts and membership metrics, including renewal and dropped members numbers.
  - Moved to approval of May 2019 financial report and current year-end forecast, seconded, unanimous approval.
- II. Nominating and Governance Committee, Jackson Andrews
  - Review of Nominations Committee members and work.
    - Jackson, Myfanwy Griffith, Maria Finnigan (non-trustee representative from an institutional member) and Jim Guenter
    - Review of nominations process and activity for the remainder of 2019.
    - Reviewed 2019 trustee transitions of terms ending and trustees retiring, open positions, proposed current ballot and the current demographic make-up of trustees.

- o Proposed Governance Committee Updates
  - Allowing for the termination of the Governance Committee at the end of the current charter period (1 July 2019) while ensuring accountability for essential roles and responsibilities are maintained elsewhere by officers and/or committee charters.
  - Ensure compliance to the Species360 bylaws by the Nominations Committee.
- o Proposed Bylaw Updates
  - Proposed updates, changes and revisions to bylaws were reviewed as detailed in the pre-read packet and then in the presentation.
    - Updating the language of bylaws section 1.2.
    - Remove Section 1.4.
    - Edit section 3.6.
    - Update the language of the bylaws section 4.8.
    - Update the language of the bylaws in section 7.1 with noted proposed addition to read - "...for any purpose or in any amount, with the exception that the Chief Executive Officer can commit the organization to contracts or obligations that fall within 10% of their **approved** budgeted amount."
    - Update section 10.1.
- o Moved to approval of proposed updates, changes and reviews of the Governance Committee and Species360 Bylaws, seconded and unanimously approved.

### III. CEO Update, Jim Guenter

- o Legal discussions with Sword IT
  - Brief review of the transition, negotiations, final payout amount and overview of software ownership and licenses for software owned by Sword IT.
- o Office Relocation
  - Twenty months remaining in current lease, actively looking for space to accommodate growing team and the budget and production impact.
- o Staff Retreat
  - Three day retreat held at Species360 offices with 34 members of staff from all over the world. Presentations by Tim Tetzlaff from Naples Zoo on The One Plan Approach and by Dr. Craig Packer from the University of Minnesota's Lion Lab on the Serengeti Lion Project.

#### IV. Lead Team Updates

- o Global Member Development, Peter Donlon
  - Review of 5-week assignment in China.
    - Review of current membership in China and the purpose of the trip to start relationships and build understanding. Limited existing support from CAZG but strong interest from workshop and support from members in Russia and Japan collaborating with China.
    - Overview of a list of meetings held and relationships established with potential members.
    - Shared notes on growth and environmental sustainability in China with focus on impact of exponential growth on environment.
    - Provided an assessment of the various hurdles to working with and in China and outlined potential risks.
    - Described next steps, like registering as an NGO and reviewing current technological and information limitations.
- o Science, Dalia Conde
  - Progress to date includes: 7 peer-reviewed papers, 3 CITES reports, 4 open data released. Review of paper published in PNAS – Data gaps and opportunities for comparative and conservation biology.
  - Species Knowledge Index public relations project promoting members contributions to the work and report.
  - Update on IUCN Red List and the Ex-situ population tab. Comments on the MOU with IUCN SSC and the Red List.
- o Member Support and Training, Elisabeth Hunt
  - Presented on LearnZIMS Educational Memberships.
    - Annual membership providing schools and technical programs with access to a teaching version of ZIMS through “research partner” access to ZIMS data, which is also a “sandbox” training space.
    - Twenty-eight partner schools in 8 countries with 844 unique users logged in about 9,500 times this year generating \$36k revenue annually.
    - Coordinating with AZA’s PM1 course – their first course using a version of LearnZIMS for Studbooks training - and EAZA running a third course in November 2019. LearnZIMS will be used in support of JAZA and AZAB for their Studbook deployments.
    - Anticipated member growth is 1 to 2 members per year.

- o Product Development, Doug Verduzco
      - Provided an update on staffing strategy with staff transitions and recruitment.
      - Outlined current progress and status on products, projects, technology initiatives and quality assurance efforts.
    - o Data Science Research Requests
      - Presented 5 research requests provided in the pre-read packet for questions, discussions and approval.
      - Brief discussion on request three with no overall objectives or other substantial inquiries.
      - Moved to approval, seconded and unanimous approval of all 5 research requests.
- V. Board Business, Phil Frost and Jim Guenter
  - o Q4 Board of Trustees Meeting
    - Meeting dates are Friday, 8 and Saturday, 9 November 2019 in Buenos Aires, Argentina.
    - Firming up details on meeting location and lodging accommodations – working through the same vendor as local host planners. Trustees attending the WAZA conference shared frustrations with registration and lodging reservations. Martin Zordan to follow up by email with feedback and updates.
  - o 2020 Q2 Meeting – Possible meeting location opportunities include Apenheul (in conjunction with EAZA’s Animal Welfare Forum), Netherlands; Bergen Aquarium (in conjunction with EAZA’s Directors’ Days), Norway; and Zoológico de Cali (hosted by Maria Clara), Colombia.

**2019 Q1 Board of Trustees Meeting adjourned by Phil Frost.**