



Management Committee Meeting Minutes

Wednesday, October 19, 2022

Participants:

Management Committee Members:

April Croxton, Cecil Jennings, Miguel Garcia Bermudez, Gary Whelan, Leanne Roulson, Julie Carter, Jeff Heindell, Brian Nerbonne, Heather Stewart, Doug Austen (Executive Director, non-voting)

Guests: Kathy Guindon (co-chair, Hutton Committee)

ELMA: Tyler Plum, Kia Wright, Anthony Overton

AFS Staff: Dan Cassidy, Drue Winters, Jenna Hanks, Kelly Kotche, Laure Hendee, Ashley Berniche, Lauren Maza

Action Items

1. The November MC meeting will include the issue of establishment of alternatives (proxies) for Management Committee members. This could include development of responses to submitted questions about the proposal.
2. Mid-year Governing Board meeting is January 10-11, 2023, and information on the associated meeting of the Southern New England Chapter is available at: <https://snec.fisheries.org/>

Meeting Minutes:

1. **Welcome/Determination of Quorum** (need 7) – Cecil Jennings determined that there were nine members of the Management Committee present and a quorum was obtained.
2. **Approval of Agenda**- Cecil Jennings asked for changes and additions and approved the agenda with minor modifications.
3. **Review of September 16, 2022, Management Committee minutes**
 - a. Austen reviewed key items from the September Management Committee meeting which included:
 - i. Notification of AFS Officer travel to Division and Chapter meetings in 2023. As a general protocol, the host chapter/division should provide an invitation letter to the officer. The officer will provide travel to the meeting location. The host chapter/division will provide complimentary registration and lodging. In general, the officer will present to the attendees and update on AFS activities during the business meeting or as part of a plenary session.
 - ii. Dues increase for 2023 of approximately 12% was approved. This reflects an inflation adjustment over two years.
 - iii. Approval of the use of Publications Endowment Funds for the 2023 Journals retreat.
 - b. Motion to accept minutes by Gary Whelan; 2nd by Miguel Garcia Bermudez. Motion approved by unanimous consent
4. **Constitutional Consultant Report**
Establishing proxies for Management Committee members (Attachment A) – Currently, AFS

Rules only allow establishment of proxies for the Governing Board (GB). However, the consistent challenge of participation of the full Management Committee (MC) members and, albeit rarely, the ability to obtain a quorum, suggests that proxies for the MC should be considered. A proposal, presented for discussion purposes only, was reviewed and the issues explored. President-Elect Jennings asked that the MC members review the document and be prepared to fully discuss and, if appropriate, complete action on the proposal at the November MC meeting. Key discussion points included:

- a. Austen reviewed the challenges that the MC has confronted in obtaining a quorum or in having a very limited number of MC members participating (even only 7 or 8 or the 13). Any such change to this would require a change of the AFS Rules which is accomplished through a vote of the membership (simple majority).
- b. This will be an action item for the November meeting.
- c. Is this issue included with the challenge of finding an MC meeting time that better includes all MC members? Not necessarily, the MC has always struggled with finding meetings times that fit the schedule of the members. Even if we find a time that seems to work for the vast majority of MC members or even all of them, there are inevitably meetings where conflicts happen.
- d. Will there be defined proxies? This is likely the recommended process. It would seem that, in order to ensure the development of understanding of issues and better exchange of information between the proxy and the designated member, that a single proxy be assigned for each member such that the proxy is consistently is available and possibly even participating (by listening) when the member is present.
- e. Establishment of proxies does allow for better development of understanding across a larger group of AFS members.
- f. Have there been MC meetings where a quorum was not established. Yes, and sometimes we have simply cancelled meetings or held discussions with no votes or decisions made. Even when quorums have been established, there have been several meetings where less than 10 members are present.
- g. This would not apply to the AFS Officers since there are no logical alternatives. The additional advantage of proxies does allow for greater understanding among a larger number of AFS members.
- h. If a proxy and the designated member participate in an MC meeting there is still only a single vote for the represented unit (Division or Section). This can be confirmed by Constitutional Consultant Randy Schultz.
- i. If there is an MC members who constantly are represented by a proxy, should there be some guidance for simply replacing the MC member with the proxy?

General Question: How are MC minutes shared with the membership and what expectations to MC members have to share MC information with their membership?

Response: Minutes are posted on the AFS website and we are now including a short summary of key MC discussion issues or votes in the bi-weekly e-newsletter. Each MC member is encouraged to share MC information with their members or any other group of AFS members. We should continue to improve our efforts to better share MC information with the membership.

5. AFS Leadership at Unit Meetings

- a. MC members were asked to review and update the AFS unit schedule of meetings <https://docs.google.com/spreadsheets/d/19BYInmP9m9E8dyNOrg0muabSefziaCJBuhLoT3kV2s/edit?usp=sharing>
- b. Unit meeting and establishing an open, welcoming environment. Guidance from AFS Meetings Oversight Committee and employment of the Meetings Code of Conduct for all AFS meetings should be used in planning all unit meetings. Possible development of additional best practices for division, chapter, student subunit, and other AFS meetings should be explored.

6. Mid-Year Governing Board Meeting – Please place on your calendars January 10-11, 2023, for the Mid-Year Meeting in conjunction with SNEC and the NED meetings. For additional information go to <https://snec.fisheries.org/january-2023-meeting/>

7. Possible committee update TBD

- a. **Hutton Committee** – Presentation by Ashley Berniche (AFS staff) and Kathy Guindon (chair, Hutton Committee). [Attachment B](#)
 - i. 30 students from 18 states and Puerto Rico. Twenty-two students participated in the Hutton Summit hosted at Montana State University.
 - ii. 256 applications for Hutton received in 2022. AFS had the funding capacity for 37 students, but we were limited by the number of mentors.
 - iii. 17 female, 12 male and one gender non-conforming student.
 - iv. 21 BIPOC students, 70% of students a member of a minority group, the highest percentage since 2017.
 - v. We are looking for a location to host the 2023 Scholar’s Summit
 - vi. Mentor applications are open for 2023 and student applications open December 12th.
- b. **Committee Composition reminder**
 - i. Review of listing of Division responsibilities for AFS committee representation ([Attachment C](#))
 - ii. Chapter Awards Committee needs past presidents from each of the Divisions
 - iii. How can we better solicit AFS for committee volunteers?

8. Executive Director and AFS staff reports

- a. Policy Update – Drue Winters
 - i. Congress back in session on November 14 and there will be a major push for RAWA passage. This will be an incredibly important effort for AFS to be involved with at all levels.
 - ii. Snake River dam removal statement continues to be considered by the Western Division.
 - iii. WOTUS rule in 90-day review at Office of Management and Budget and is expected to be released for public comment before the end of the year. Drue is developing an AFS members review team to comment on the proposed rule.
 - iv. TRCP’s Aquatic Invasive Species commission, of which Drue is a member, is currently drafting a set of policy recommendations. AFS will consider them and will need to determine whether it wants to adopt them in whole or part.

- v. Selection of the second class of the Climate Ambassador Program (CAP) is being finalized. There were over 100 applicants for the program, many were non-members. Admittance into the program requires AFS membership. The Steering Committee made a concerted effort to ensure a diverse class.
- b. Financial update (Dan Cassidy)
 - i. Monthly financial update – Please see [Attachment D](#)
- c. Update on status of the AFS Bethesda office building
 - i. No new updates from Broker
 - ii. AFS is reviewing listing agreement
 - iii. Awaiting rezoning application
 - iv. Staff inventorying file storage needs
 - v. Evaluating other office and employee considerations
 - vi. Plan to have condo sale proposal for Dec MC meeting
- d. Meetings Updates
 - i. Latin America and Caribbean Congress – Symposium call extended to October 31, 2022. Abstract submission will open on or about November 7.
 - ii. AFS 2023 Grand Rapids planning update – Division representatives needed for Program Committee, Sponsorship Committee and Student Activities.
 - iii. WFC2024 Seattle – If anyone is interested in working on this conference, please contact Abby Lynch or Doug Beard.
 - iv. AFS2024 Honolulu – Both the Pacific Islands Chapter and the core planning team for this meeting are being organized. All AFS members are encouraged to join the Pacific Islands Chapter. If anyone is interested in helping with Honolulu meeting planning, please contact Cecil Jennings or Doug Austen
 - v. AFS2025 San Antonio – no new information.
 - vi. AFS2026 Columbus – no new information.
 - vii. Joint meeting with TWS – is there any interest in this? Yes, but it is only on a very limited discussion basis with no serious proposal being developed.

9. Additional Topics and New Business – None presented

10. Adjourn – At 4:34 p.m. EDT

Attachment A –

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

Issue:

The challenge of scheduling of Management Committee (MC) meetings has become increasingly difficult with some members simply unable to be able to participate. 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 proxies 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.

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.

Attachment B – Hutton Program



The **Hutton Junior Fisheries Biology Program** is a paid summer internship and mentoring program for high school juniors and seniors, sponsored by the American Fisheries Society (AFS). This program is for students interested in pursuing the disciplines of **fisheries science and management** and/or **natural resources related fields**. Over the past 22 years (2001-2022), AFS has offered internship opportunities to 727 students with the help of almost 800 Mentors in over 150 host and financially sponsoring institutions.

Selected students known as Hutton Scholars, are matched and mentored by a fisheries professional to enjoy an 8-week hands-on fisheries science summer experience in a marine and/or freshwater setting.

Who Applies?:

- High school rising juniors, seniors, and graduated seniors
- We accept applicants from all 50 states, Puerto Rico, Canada, and Mexico
- A diverse range of students with a passion for fisheries, biology, and environmental science

Program Details:

- Students receive a \$3,000 stipend, provided by AFS
- Flexible internship start and end dates
- Students typically work 40 hours a week
- Student liability is covered by AFS

Questions? Email Ashley Berniche, Education Program Coordinator, at aberniche@fisheries.org
301-897-8616, Ext 204



Apply Online for Summer 2023 at <http://hutton.fisheries.org>
Application Deadline: March 1st, 2023

Do you want to inspire young high school students?
Do you desire to share your passion for fisheries?
Do you want to participate in promoting diversity and inclusion in fisheries?

APPLY TO BE A HUTTON MENTOR TODAY!





The **Hutton Junior Fisheries Biology Program** is a paid summer internship and mentoring program for high school students in the classes of 2023-2025, sponsored by the American Fisheries Society (AFS). Our mission is to stimulate interest in careers in fisheries science and management among diverse communities traditionally underrepresented in the fisheries professions today.

Selected students, known as Hutton Scholars, are matched and mentored by a fisheries professional for an **8-week paid internship**. Students can expect a hands-on fisheries science experience in a marine and/or freshwater setting conducting research both in a laboratory and field setting.

Hutton Scholars:

- Learn about the importance of healthy aquatic systems
- Participate in resource conservation and management projects
- Gain hands-on work experience
- Learn about career opportunities in the field and receive resources on course study

Questions? Email Ashley Berniche, Education Program Coordinator, at aberniche@fisheries.org



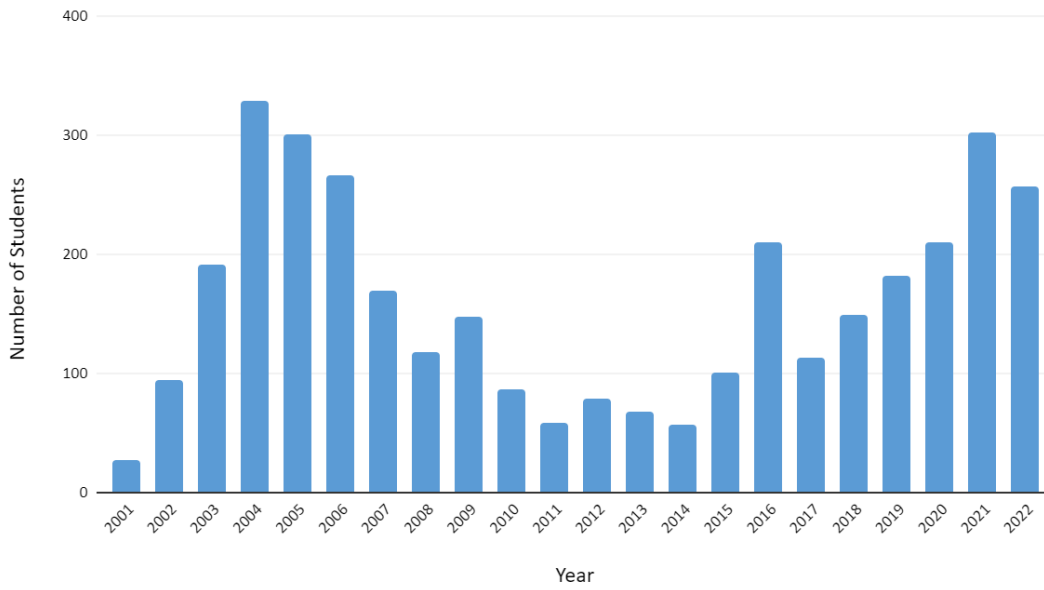
Check out our website at <http://hutton.fisheries.org>
Online applications for the 2023 Hutton Program are open
December 12th- February 14th

Do you love being outdoors?
Are you interested in science?
Especially fisheries or aquatic science?
Want a paid summer adventure?

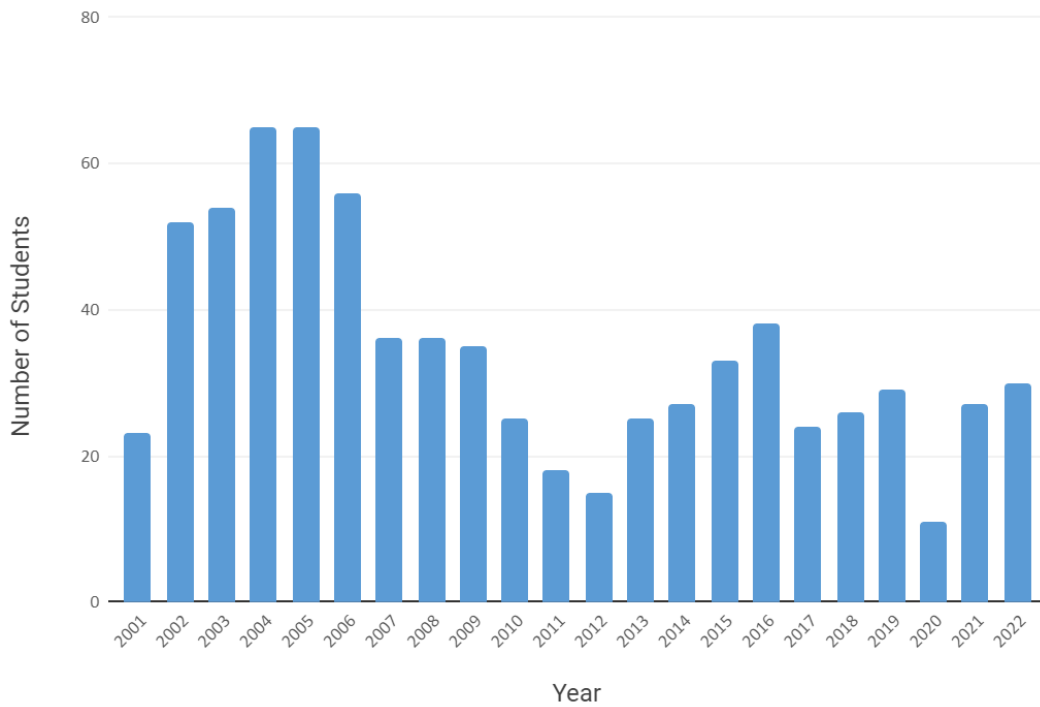
APPLY TO BE A HUTTON SCHOLAR TODAY!



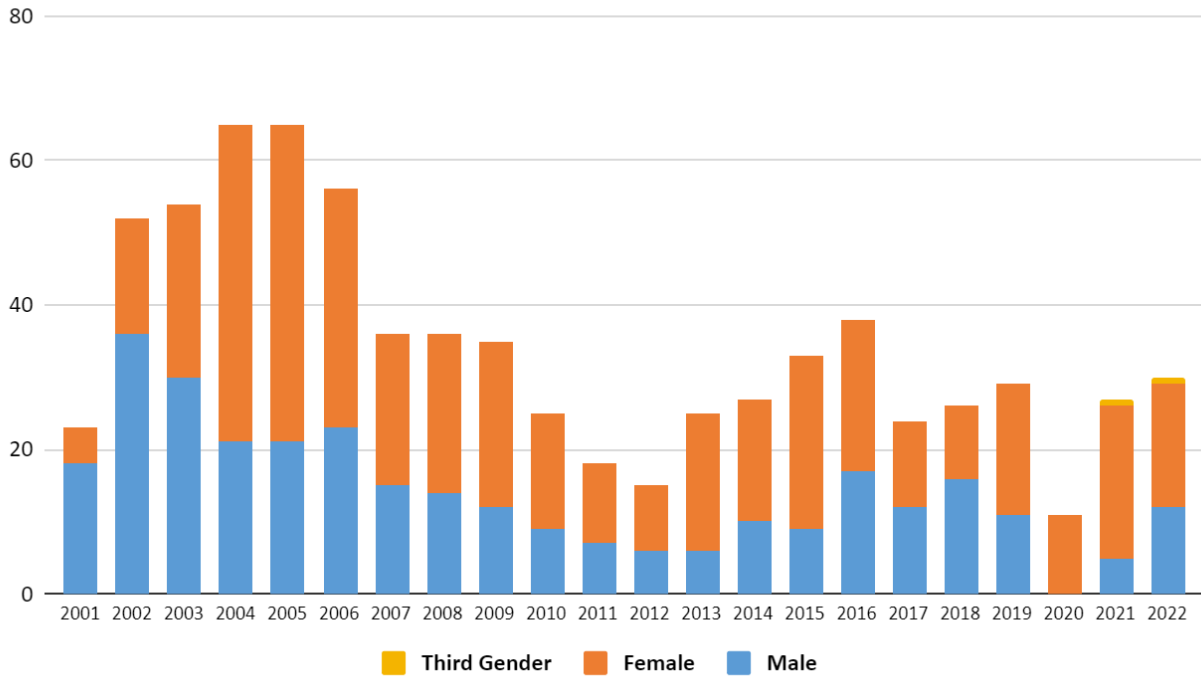
Number of Hutton Student Applications 2001-2022



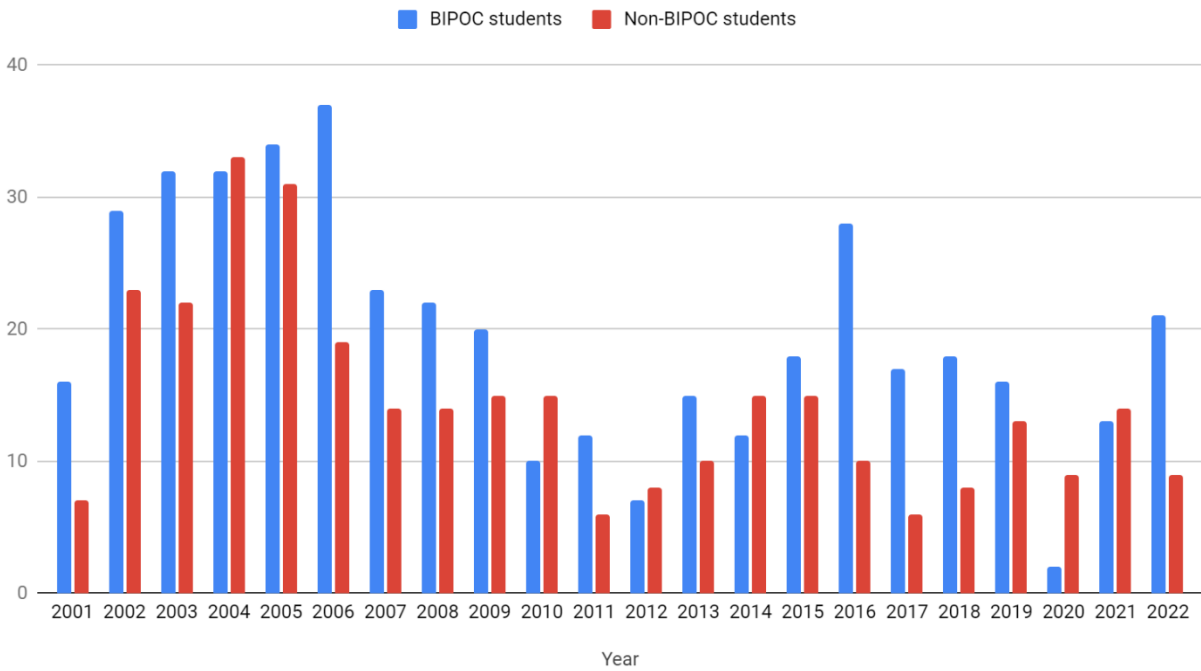
Total Hutton Scholars Funded 2001-2022



Gender Information from 2001-2022



Diversity in the Hutton Program



Attachment C – Committee responsibilities of Divisions

Division Representatives on AFS Committees

1. Awards Committees:
 - a. Outstanding Chapter Awards Committee is comprised of the four past presidents of the divisions.
2. Board of Appeals – Each Division President is a member
3. Board of Professional Certification – Each of the three subcommittees must have one member from each Division but these are appointed by the Board chair:
 - a. Education Subcommittee
 - b. Experience Subcommittee
 - c. Professional Development Subcommittee
4. Communications Committee – One representative from each Division
5. Professional Development Committee - Recommended membership includes a representative from each of the AFS Divisions.
6. Electronic Services Advisory Board – “each AFS Division President shall appoint a single representative”
7. Financial Planning and Procedures Committee – Each Division is to appoint one of their unit treasurers to this committee
8. Membership Committee – shall include “Chairs of Division Membership Committees”.
9. Nominating Committee – One person from each Division is appointed at each year’s Incoming Governing Board breakfast meeting.
10. Professional Development Committee – Divisional representation needed
11. Annual Meeting
 - a. Program Committee
 - b. Sponsorship (Fundraising) Committee
 - c. Student Activities Committee
 - d. Continuing Education Committee – Linked to the Division representatives from PDC

Attachment D – Financial Report



AFS Financial Update

Management Committee

October 19, 2022

August 2022 Financial Position

| | 2022 | 2021 | Change |
|---------------------|--------------------|--------------------|--------------------|
| Total Assets | \$6,082,000 | \$6,207,000 | (\$125,000) |

Notes:

- Cash balance \$887,000
 - Flush with JASM+Spokane Meeting cash
- Before Spokane expense payouts
- \$384,000 pending JASM partner payouts
- Investment account declines \$750,000 (Account 22% 2022 YTD)

Cash Position Oct 2022

- Is positive, hovering above \$0 for a change this year
- Will access Bank Credit Line this month until Wiley quarterly royalty payment (\$227,000) is received
- Prime rate is 6.25% and credit line interest is Prime + 1%
- Borrowing costs will continue to rise this year as Federal Reserve adjusts rates higher

August Operating Results

| | <u>Aug 2022</u> | <u>Aug 2021</u> |
|-----------------------------|-------------------|--------------------|
| Total Net change | (\$56,000) | \$789,000 |
| Less: | | |
| JASM Partner Payouts | (\$338,000) | \$0 |
| Investment Loss | <u>\$888,000</u> | <u>(\$486,000)</u> |
| Operating net income | \$494,000 | \$303,000 |

2022 Meeting Results

- JASM
 - AFS netted \$250,000+ from mgmt fee plus \$59,000 income share less contractor and related meeting exp.
- Spokane
 - Net Revenue \$467,000
 - Less staff costs \$150,000
 - Unit 20% profit share \$ 63,000
 - Adj. net revenue \$254,000

2023 Budget Preparation

- Goal to have budget proposal for December MC meeting
- Conducting department goal setting meetings
- Begin program budget development in Nov 2023
- Review budget considerations with Officers at December retreat
- 2023 Considerations
 - Economy and inflation
 - LA Congress and GR results
 - Impact of AFS dues increase, if any