



Management Committee Meeting Notes

Friday, March 11, 2022

Participants:

Management Committee Members:

In-person: Leanne Roulson, April Croxton, Patrick Shirey, Mark Fincel, Brian Nerbonne, Marybeth Brey, Melissa Wuellner, Laurie Earley, Lian Guo, Jason Olive, Randy Schultz (Constitutional Consultant, non-voting), Doug Austen (Executive Director, non-voting)

Emerging Leaders: Christina Murphy, Brian Gallagher

AFS Staff: Dan Cassidy, Kelly Kotche, Beth Beard, Lauren Maza, Drue Winters, Katrina Dunn

Meeting Notes:

1. **Welcome/Determination of Quorum** (need 7) - Quorum established by Randy Schultz and meeting called to order by April Croxton at 3:04 p.m. ET
2. **Approval of Agenda**- Approved by unanimous consent.
3. **Review of February 11, 2022 Management Committee minutes** - Approved by unanimous consent.
4. **Review of GB and MC meeting date/time** –
 - a. Next MC call is scheduled for 3:00 p.m. EDT on Friday, April 8
 - b. Spring GB meeting set for 1-4 p.m. EDT on Wednesday, April 13
 - i. April Croxton will present her draft Presidential Plan of Work.
 - ii. Communications Committee will present final branding guidelines for the new AFS logo to the Governing Board for review, discussion, and adoption.
 - c. Spokane planning – MC meeting (in-person) from 1:00 – 5:00 p.m. (PDT) on Friday, August 19. Full Governing Board on Saturday, August 20.
5. **Procedures Manual Update** – Leanne Roulson reviewed the process being undertaken to fully review the AFS Procedures Manual (PM). This 189 page document has not been effectively kept up-to-date and has been in need of a full, complete review for many years. Previous Constitutional Consultants have engaged in sporadic attempts to ensure that key items passed by the MC and GB are incorporated, but a full review has not been done in at least a decade. The Officers, led by Leanne Roulson and April Croxton, working with Constitutional Consultant Randy Schultz, have been working with AFS staff to implement a full review and update of the PM. Key actions have included:
 - a. Complete review and revision of pages 1-18 that focus primarily on officer, GB and MC roles. This was completed and approved at the MC meeting on November 4, 2021 (Baltimore) with final grammatical editing being completed by April Croxton.
 - b. Review of all MC and GB actions since December 2019 to ensure that PM and AFS Rules are fully updated to reflect all official actions.
 - c. Development of a spreadsheet listing all PM sections with assignment for review by AFS leadership, staff and committee or other lead reviewers.

- d. Complete rewriting of PM section on Financial Management by the Financial Planning and Procedures Committee. These were approved by the MC at their meeting on February 11, 2022.
 - e. Charge given to all AFS committees to review their PM section and provide updates to Randy Schultz.
6. **Report on AFS vote on modifications to the AFS Rules (Attachment A)**
- a. Establishment of the Financial Planning and Procedures Committee (FPPC) as a standing committee in the AFS Rules. Passed with 624 Yes votes and 7 No votes.
 - b. Modifications to the Officer election process. Passed with 608 Yes votes and 28 No votes.
 - c. These two changes to the AFS Rules will be incorporated into the Rules by AFS Constitutional Consultant Randy Schultz.
7. **New AFS logo** – Discussion on branding guidance (Attachment B) and working with units (Julie DeFilippi Simpson, Chair, AFS Communications Committee).
- a. Draft proposed guidance to all AFS units is being finalized by the Communications Committee. This will be presented for final adoption at the spring Governing Board meeting.
 - b. Incorporation of the new AFS logo will allow for a transitional period. A variety of options will be presented for units to incorporate the new logo into existing unit logos. Appropriate ways and examples will be provided as well as examples of unacceptable designs.
8. **2nd VP Vote Process and Timeline** - The vote for 2nd Vice President will be open on March 28 and close on April 29, 2022
9. **Constitutional Consultant Report** - (Randy Schultz) – No actions submitted.
- 10. President/Officers activities report**
- A. Leanne Roulson, President – Planning for the Spokane meeting and the site visit, in conjunction with the North American Wildlife and Natural Resources Congress, have been and will be taking considerable time. Considerable work is being completed on the design and implementation of indigenous peoples outreach events and DEI activities at the Spokane meeting.
 - B. April Croxton, President Elect – Continue work on DEI efforts at JASM and the Spokane meeting. April will be participating in the NSF LEAPS workshop at JASM and in the planning meetings leading up to that workshop. Participated virtually in the Oregon chapter meeting and will be attending in-person at the Michigan chapter.
- 11. Executive Director and AFS staff reports**
- a. Policy update and key activities (Drue Winters)
 - i. RAWA – currently 166 co-sponsors in the House with a goal of 200. Senate has 32 co-sponsors. Drue will be working to implement a major outreach effort to AFS membership in the coming weeks as the RAWA legislation enters key final passages phases. AFS is also working with TWS on an outreach effort to AFS student units.
 - ii. WOTUS amicus brief – being developed with Royal C. Gardner, Professor of Law and Director, Institute for Biodiversity Law and Policy, Stetson University College of Law. This will directly impact the definition of jurisdictional waters under the Clean Water Act and is being done in conjunction with CASS.
 - iii. TRCP invasive species working group – Drue is the AFS representative on this body and has developed a strong advisory body from AFS and CASS members.

- b. Financial Report – (Attachment C; Dan Cassidy)
 - i. The second Paycheck Protection Loan to AFS was “forgiven”. This finalized the forgiveness of both PPP loans to AFS as part of the pandemic program of the federal government.
 - ii. Please review the full report in Attachment C for additional details on AFS finances.

12. Additional Upcoming Meetings:

- a. Joint Aquatic Sciences Meeting (JASM2022; <https://jasm2022.aquaticsocieties.org/>) – Brief review by Austen and encouragement to attend and participate in this unique event.
- b. Latin American and Caribbean Fisheries Congress (<https://lacfc.fisheries.org/>) – The planning team for this event is moving into the creation of working committees on Program, Sponsorship and Communications. Anyone interested in participating in the planning should contact Doug Austen or Miguel Garcia Bermudez.

13. Additional Topics

- a. Continuation of the general discussion of moving MC and GB membership to two or more years to build more continuous knowledge (corporate memory) and consistency in decision-making. This will be presented for further discussion at the spring Governing Board meeting. It was noted that one-year terms on the MC and GB do not allow sufficient time for members to fully understand issues and be actively engaged in discussions.

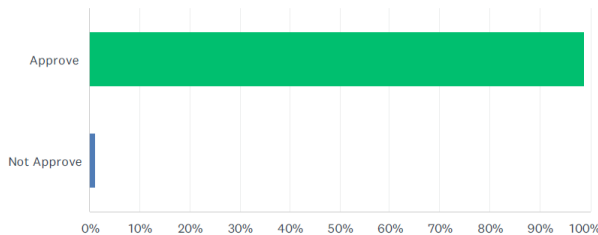
14. Adjourn – at 4:03 p.m. EDT

Attachment A – Results of vote to change AFS Rules

2022 AFS Membership Vote

Q1 Establishment of the Financial Planning and Procedures Committee (FPPC) as an AFS Standing Committee
 The short story on the FPPC: In response to antiquated guidance for managing AFS finances, several AFS Presidents have expanded the role of the existing AFS Investment Committee to look more holistically at AFS finances through establishment of a “Special Committee on Financial Planning and Procedures”. This special committee has been working very effectively for several years with the AFS Management Committee, Governing Board, and staff to modernize AFS financial management and ensure our financial health. AFS special committees are meant to be temporary entities and then either dissolve when the task is complete or transition into a full permanent Standing Committee due to a continuing need for their work. The FPPC was clearly seen to have a valuable role as a permanent part of AFS governance and management oversight. The Governing Board has approved this change and asks for your approval to establish the FPPC as a full AFS standing committee in the AFS Rules. Please vote below to: Approve OR Not Approve
 The following language will replace the existing description in the AFS Rules for the Investment Committee and establish the Financial Planning and Procedures Committee as an AFS Standing Committee:
FINANCIAL PLANNING & PROCEDURES COMMITTEE:
 Reviews AFS financial trends and provides recommendations to the Management Committee with the overall goal of ensuring financial sustainability.

Answered: 631 Skipped: 6



2022 AFS Membership Vote

ANSWER CHOICES	RESPONSES	
Approve	98.89%	624
Not Approve	1.11%	7
TOTAL		631

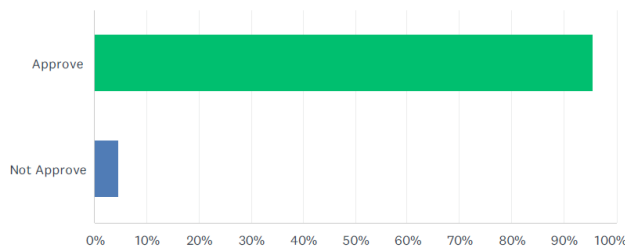
Q2 AFS Officer Election Process Improvements
 The short story: The AFS Officers represent the Society and have a critical role in managing AFS business and setting a direction for the Society. Each year the AFS Nominating Committee selects two candidates and the membership elects a new Second Vice President, who then follows the pathway to First Vice President, President-Elect, President, and then Past President.

Unfortunately, antiquated guidance in the AFS Rules and Procedures make the election difficult to manage, and we routinely get votes from only 20% of the membership. The proposed changes to the AFS Rules, in conjunction with previously approved changes to the AFS Procedures (done by the AFS Management Committee), will make the elections easier to manage and allow for more effective communications to the membership. These changes were recommended by the Nominating Committee and approved by the AFS Governing Board. Please vote below to: Approve OR Not Approve

The following changes to the AFS Rules:
AFS Rules Section 3.b.b. Nomination and election of officers.
 i. On or about April 1st of each year, but at least 90 days before an annual Society meeting, the Executive Director shall provide all Active Members a printed or electronic ballot bearing nominations for President-Elect, First Vice President, and Second Vice President. There must be at least two nominees for Second Vice President. Members will be allowed at least 30 days from the distribution date to return their printed or electronic ballots to the Vote Auditor.
 ii. Nominations for elective Society officers may be received and processed in two ways.
 iii. i. The Nominating Committee is obliged to present an annual slate of candidates. This slate must be announced to the membership in the February issue of Fisheries at least 60 days before ballots are distributed. (See Article III(3) and Procedures)
 a. Eligible candidates may be nominated in a written petition signed by at least 100 Active Members and presented to the Executive Director by 30 days after the distribution of the February issue of Fisheries, and at least 30 days before ballots are distributed. (See Article III(3) and Procedures)
 iii. The nominee receiving the largest number of votes for each office is elected. If a tie occurs, the Governing Board makes the selection by a majority vote.

Answered: 636 Skipped: 1

2022 AFS Membership Vote



ANSWER CHOICES	RESPONSES	
Approve	95.60%	608
Not Approve	4.40%	28
TOTAL		636

Attachment B - AFS Unit Branding Guidance



AFS Unit Branding Guide

Management Committee Meeting

11 March 2022

Julie DeFilippi Simpson, Communications Committee Chair

Small Group



Members

- Zoe Almeida (Publications Overview)
- Kerry Flaherty-Walia (Membership)
- Ron Essig (Northeastern Division)
- Julie DeFilippi Simpson (Chair, FITS)

Pre-meeting work

- Reviewed existing unit logos
- Researched branding guidelines from other organizations

Key Points – Preserve AFS logo

NO



YES



Key Points



- Use AFS colors and complimentary colors
- No approval process if all guidelines are followed
- Creative exceptions can be submitted for approval
- Historical logos can be kept next to AFS logo for a period of time
- Social media icons are going to be difficult
- This isn't a process that is expected to happen overnight

Resources



- Guidance on creating a good logo
- Funding for 99designs or other graphic services?
- Examples



Right now



- Outreach to unit leaders on what is happening



Next steps



- AFS brand guide is being drafted by Julie for review by the small group
- Small group will present document to full committee for approval
- Beta testing with a small group of units – May 2022
- Updates made and final document distributed to all units



Questions

julie.simpson@accsp.org



703-842-0787



Attachment C - Financial Report



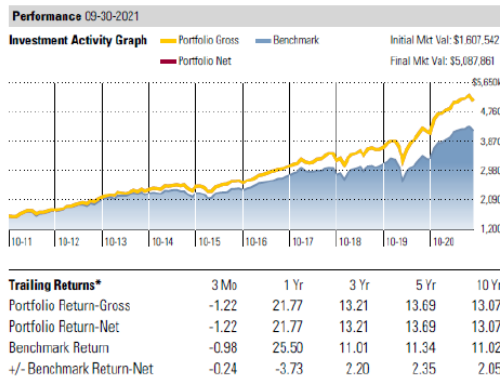
425 Barlow Place, Suite 110 * Bethesda, Maryland 20814-2199
 301-897-8616 * FAX 301-897-8096 * E-Mail: main@fisheries.org, www.fisheries.org

November 2021 Financial Update – 2/22/22

Summary. The Society’s financial position remains solid again this month on the ongoing strength of the investment portfolio, Baltimore meeting income and low expenses.

Notable Financial Position Items:

- Assets total \$6,148,000 and fell by \$37,000 (or less than 1%) this month from a slight investment decline though partially offset by higher meetings receipts and Wiley’s quarterly royalty payment.
- The month of November shows a \$142,000 operating shortfall mainly from annual meeting expenses posting before our meeting registration provider CVENT releases collected receipts (which are remitted two-weeks in arrears).
- In total, operating activities returned a \$125,000 YTD loss versus a \$350,000 loss last year, after removing investment gains/losses and the PPP Loan #1 forgiveness gain.
- Financial markets have risen steadily this year yet the S+P fell less than 1% in November and falling slightly to a 22% year to date increase. The investment account is allocated about 70% to equities and through September 2021, and is tracking ahead of its benchmark over the longer monitoring periods as noted in the chart below.



- The cash position is stable after being challenging much of the year stemming from a later annual meeting, lower publication sales and a slow start to membership renewals, on a slight increase in expenses for meetings, grants, and Hutton (covered by offsetting expenses). AFS presently has \$95,000 open on its bank credit line and intends to pay it off in early 2022.
- PPP Loan Summary
 - PPP Loan #2 application for loan forgiveness was approved in February 2022
 - AFS received confirmation the \$381,000 PPP loan issued in May 2020 has been forgiven
 - AFS received \$303,000 from PPP Loan 2 on March 9, 2021 and is seeking forgiveness
 - These loans are recognized as unrestricted income in the respective year.

Notable Operating Statement Items:

* Note: keep in mind the impact covid had on 2020 operating results when comparing 2021 to last year

Revenue:

- Revenue totals \$3,400,000 and stands \$973,000 higher this year than last, with the increase attributed to investment gains, PPP loan forgiveness and marginally higher program revenues (except for Books).

- Investment account appreciation is \$417,000 to date.
- Hutton/Grants income higher from more project activity this year
- Meetings income now tracking well ahead of the entire 2020 Virtual Meeting.
- Total Membership dues ended 2021 about even with last year, although all individual member categories are lower, with Strategic Partner organization members making up the difference.
- Jobs income is ahead of last year, though on higher costs.
- Books sales are the notable laggard with many older titles remaining in inventory and no institutional ebook subscription sales to date. AFS anticipates writing down inventory for older titles.
- AFS will meet its revenue budget, but not as it had planned through higher annual meeting and publications sales but rather from investment and PPP gains.

Expenses:

- Expenses total \$2,728,000 and not surprisingly are slightly higher than the \$2,627,000 last year with this year's in-person annual meeting.
- Overall there are no expense surprises and generally higher activity in smaller programs of Grants, Hutton, Jobs slightly are partially offset in other areas
- Awards difference is because the Berekley award is reported in another program area and needs to be reclassified.
- Hutton variance reflects more student participation this year
- Membership variance reflects later unit dues and rebate remittances plus higher database support costs (related to CVENT – iMIS integration).

Other Updates (as of February 2022):

- AFS continues to work with CVENT on closing out the Baltimore meeting. In December, AFS negotiated release from its Year 2 term and a \$23,000 refund for half the year one contract fees with the balance available for AFS chapter meeting use as a financial credit in 2022.
- The office building condo board (on which AFS holds a seat) approved pursuing rezoning the building property for potential sale to all interested parties, whereas currently the property is zoned for use by 501(c) 3 nonprofit organizations only. The net sales price for the condo could exceed \$1M and disposing the physical office would save AFS \$75,000+ in administrative and utility costs.
- AFS is working with its accounts payable vendor to finish processing 2020-unit dues and rebates remittances electronically, as system integration and process issues have made this project challenging.

Submitted by,

Daniel Cassidy
Deputy Directly

American Fisheries Society
Statement of Financial Position
As of 11/30/2021

	2021	2020	Variance
ASSETS			
Checking	\$228,648	\$87,127	\$141,521
Accounts Receivable	83,065	19,909	63,156
Allowance of doubtful accounts	(5,149)	(14,170)	9,021
Inventory	212,312	247,249	(34,937)
Prepaid Expenses	75,775	12,676	63,099
Current Assets	<u>594,651</u>	<u>352,791</u>	<u>241,860</u>
Property and Equipment	1,211,915	1,204,663	7,252
Accumulated Depreciation	(860,379)	(820,492)	(39,887)
Net Property and Equipment	<u>351,536</u>	<u>384,171</u>	<u>(32,635)</u>
Long-Term Investments	5,194,522	4,589,984	604,538
Other Assets	7,300	7,300	0
Total Long Term Assets	<u>5,201,822</u>	<u>4,597,284</u>	<u>604,538</u>
TOTAL ASSETS	<u><u>6,148,009</u></u>	<u><u>5,334,246</u></u>	<u><u>813,763</u></u>
LIABILITIES AND NET ASSETS			
Current Liabilities			
Accounts Payable and Accruals	361,637	136,876	224,761
Payroll Salary and Taxes	(3,500)	(368)	(3,132)
Loan Payable	428,617	381,012	47,605
Deferred Royalty Revenue	396,429	525,000	(128,571)
Deferred Revenue	1,065	5,390	(4,325)
Other Current Liabilities	1	2	(1)
Subunits Dues Payable	72,861	94,675	(21,814)
Subunits Books Payable	12,855	(8,703)	21,558
Deferred Membership Dues	43,554	109,596	(66,042)
Deferred Revenue - Other	91,375	85,832	5,543
Total Current Liabilities	<u>1,404,894</u>	<u>1,329,312</u>	<u>75,582</u>
Total Other Liabilities	312,719	282,093	30,626
TOTAL LIABILITIES	<u>1,717,613</u>	<u>1,611,405</u>	<u>106,208</u>
Net Assets - Unrestricted	1,595,904	1,736,512	(140,608)
Net Assets - Temporarily Restricted	2,156,849	2,154,720	2,129
Change in Unrestricted Net Assets - Curr Year	677,643	(168,391)	846,034
Total Net Assets - End. Balance	<u>4,430,396</u>	<u>3,722,841</u>	<u>707,555</u>
TOTAL LIABILITIES AND NET ASSETS	<u><u>\$6,148,009</u></u>	<u><u>\$5,334,246</u></u>	<u><u>\$813,763</u></u>

American Fisheries Society
Summary of All Units
For the Eleven Months Ending 11/30/2021

	November - Actual			Year to Date - Actual			Budget		2020 Annual
	2021	2020	Var \$	2021	2020	Var \$	2021 BUDGET	vs YTD Actual	Actual
Revenue									
Administration	(\$135,026)	\$406,825	(\$541,851)	\$422,886	\$226,395	\$196,491	\$45,000	\$377,886	\$357,921
Web	0	0	0	7,810	4,560	3,250	5,000	2,810	4,560
Continuing Education	0	0	0	2,400	9,075	(6,675)	12,000	(9,600)	9,275
Certification	50	0	50	3,120	4,450	(1,330)	5,000	(1,880)	4,944
Other Education	0	0	0	0	0	0	8,000	(8,000)	0
Hutton	5,000	0	5,000	134,310	37,750	96,560	125,000	9,310	37,750
USFS	0	0	0	12,000	0	12,000	0	12,000	0
Multi State Grants	0	0	0	33,904	38,800	(4,896)	163,000	(129,096)	62,961
Grey Literature	0	0	0	26,734	0	26,734	0	26,734	0
Standard Sampling-Multi-State (Phase 2)	0	0	0	43,177	0	43,177	0	43,177	0
Blue Book	0	0	0	15,435	0	15,435	0	15,435	0
Web Tool	0	0	0	27,750	9,250	18,500	0	27,750	9,250
Web Agenda	0	0	0	19,736	0	19,736	0	19,736	0
Other Grants & Contracts	0	0	0	381,012	0	381,012	198,000	183,012	0
Annual Meeting	119,720	8,097	111,623	470,064	266,000	204,064	966,000	(495,936)	292,950
Membership	0	0	0	522,497	523,946	(1,449)	532,000	(9,503)	523,946
Awards	0	15	(15)	1,351	3,687	(2,337)	3,000	(1,650)	4,096
Mem Other	6,122	466	5,657	13,244	12,900	344	15,000	(1,756)	16,504
Jobs	4,112	3,500	612	28,124	24,250	3,874	55,000	(26,876)	28,250
Policy	0	0	0	750	250	500	0	750	250
Advocacy	0	0	0	13,857	0	13,857	0	13,857	0
Books	6,423	6,913	(490)	70,435	146,883	(76,448)	160,000	(89,565)	113,979
Journals	230,171	10,800	219,371	1,149,406	1,118,944	30,463	1,141,000	8,406	1,129,658
Fisheries	0	0	0	20	50	(30)	0	20	50
Total Revenue	236,572	436,616	(200,044)	3,400,022	2,427,190	972,832	3,433,000	(32,978)	2,596,344

Expenses									
	2021	2020	Var \$	2021	2020	Var \$	2021 BUDGET	vs YTD Actual	Actual
Administration	28,870	15,285	(13,585)	271,286	291,213	19,927	319,000	47,714	300,140
Staff Costs	161,748	158,488	(3,259)	1,783,138	1,784,885	1,747	1,793,000	9,862	1,947,319
Technology	2,378	3,426	1,048	41,763	39,669	(2,095)	45,000	3,237	43,267
Communication	0	130	130	1,812	2,204	392	7,500	5,688	2,503
Web	2,194	120	(2,074)	19,295	27,758	8,463	34,500	15,205	32,093
Development	0	0	0	0	0	0	3,500	3,500	0
Continuing Education	11,790	0	(11,790)	11,792	2,052	(9,740)	9,000	(2,792)	2,052
Certification	0	0	0	381	133	(248)	500	119	171
Other Education	0	0	0	0	0	0	3,000	3,000	0
Board	1,813	42	(1,771)	10,410	23,698	13,288	31,000	20,590	23,698
Hutton	750	2,114	1,364	103,716	53,906	(49,810)	101,000	(2,716)	35,562
NOAA	15,000	0	(15,000)	27,000	0	(27,000)	0	(27,000)	0
Multi State Grants	0	9,250	9,250	45,366	80,300	34,934	0	(45,366)	80,300
Grey Literature	0	274	274	20,198	10,894	(9,304)	0	(20,198)	11,585
Blue Book	0	0	0	12,685	0	(12,685)	0	(12,685)	0
Web Tool	0	0	0	0	9,250	9,250	0	0	9,250
Web Agenda	12,205	0	(12,205)	17,905	0	(17,905)	0	(17,905)	0

American Fisheries Society
Summary of All Units
For the Eleven Months Ending 11/30/2021

	November - Actual			Year to Date - Actual			Budget		2020 Annual
	2021	2020	Var \$	2021	2020	Var \$	2021 BUDGET	vs YTD Actual	Actual
Cornell	0	0	0	0	(1,307)	(1,307)	0	0	(1,307)
Other Grants & Contracts	0	244	244	0	244	244	0	0	244
Annual Meeting	124,393	0	(124,393)	156,943	58,709	(98,233)	743,000	586,057	74,989
WCF World Council of Fisheries	0	0	0	1,033	1,464	431	0	(1,033)	1,464
Membership	2,633	4,635	2,003	64,872	112,726	47,854	94,000	29,128	90,027
Awards	0	278	278	1,382	17,622	16,240	4,000	2,618	21,153
Mem Other	3	26	23	807	654	(153)	1,000	193	708
Jobs	4,535	(1,499)	(6,034)	20,710	9,779	(10,931)	12,000	(8,710)	14,479
Units	0	0	0	0	69	69	0	0	69
Policy	0	0	0	2,735	3,058	323	7,000	4,265	3,058
Books	2,446	137	(2,310)	15,870	20,094	4,224	55,000	39,130	33,618
Journals	8,293	4,158	(4,135)	78,011	65,973	(12,037)	133,000	54,989	83,062
Fisheries	0	0	0	11,889	11,568	(321)	10,000	(1,889)	15,383
Other Publications	0	0	0	6,662	0	(6,662)	0	(6,662)	0
Total Expenses	379,051	197,108	(181,942)	2,727,661	2,626,615	(101,045)	3,406,000	678,341	2,824,887
Net Change from Operations	(142,479)	239,508	(381,986)	672,361	(199,425)	871,787	27,000	645,363	(228,543)
Non Operating (shown on a net basis)									
Restricted contributions	864	310	554	4,795	31,033	(26,238)	0	4,795	91,108
Total Non Operating	864	310	554	4,795	31,033	(26,238)	0	4,795	91,108
TOTAL NET CHANGE	(141,615)	239,818	(381,432)	677,156	(168,392)	845,549	27,000	650,158	(137,435)