

**MARITIME AQUARIUM
BOARD & AUTHORITY
DECEMBER 14, 2011**

AUTHORITY: Donna King, Chair; Amy Bien; Kathleen Nagle; Andy Conroy; Anna Duleep; John Igneri; Elizabeth Gibbs.

TRUSTEES: Sanders Davies, Chair; Emil Albanese; Audrey Weil; Ann Gilmartin; Judy Hyers; Rob Manning; Michael Herde; Charles Hinnant; Bill Tommins; Kathleen Lundquist; Fred Lione; Rob Rohn; Ashraf Rizvi; Clay Fowler; David Levinson; Richard Hokin; Teresa Ressel; Jeff Erdmann; James Barker; Kathy Mitchell.

ADVISORS: Ed Musante; Lunsford Richardson; Elizabeth Gibbs; Bob Duff

STAFF: Jennifer Herring, President; Chris Loynd; Roy Dowdell; Judith Bacal; Jamie Alonzo.

The meeting was called to order at 5:40 p.m. by Mr. Davies, who expressed gratitude to Ms. Bien for bringing home-made cookies to the meeting.

APPROVAL OF MINUTES – WEDNESDAY, SEPTEMBER 21, 2011

TRUSTEE MOTION:

**** MRS. GILMARTIN MOVED TO APPROVE THE MINUTES AS SUBMITTED
** MR. RIZVI SECONDED
** MOTION PASSED UNANIMOUSLY**

AUTHORITY MOTION:

**** MS. BIEN MOVED TO APPROVE THE MINUTES AS SUBMITTED
** MOTION PASSED WITH ONE ABSTENTION (CONROY)**

Ms. King said that the new Authority members are Andy Conroy, Anna Duleep, John Igneri and David Watts.

COMMITTEE ON TRUSTEES REPORT

Mr. Fowler read the report as follows:

The Committee on Trustees met on November 15th. We nominated the slate you have before you, and as the first order of business at our Annual Meeting tonight,

I ask for a motion to elect the following nominees to the Trustee Class of 2014:

Mr. James A. Barker
Nr. John Castrucci
Mr. Michael Herde
Mr. Fred Lione
Ms. Katherine Bowler Mitchell
Mr. William Tommins

Teresa Ressel and Michael Sgoutas were previously elected to this class.

The Seaport Association has appointed Irene Dixon as its representative.

TRUSTEE MOTIONS:

- ** MR. ALBANESE MOVED TO ELECT THE TRUSTEE CLASS OF 2014**
- ** MR. RIZVI SECONDED**
- ** MOTION PASSED UNANIMOUSLY**

The Committee on Trustees presents to the Board of Trustees for action, the following slate of officers of The Maritime Aquarium at Norwalk, Inc. for 2012:

Chairman	Mr. Sanders Davies
Vice Chairman for Government Affairs	Mr. Michael L. Widland, Esquire
Vice Chairman for Philanthropic Affairs	Mr. Jeff Erdmann
Vice-Chairman and Chairman of the Executive Committee	Mr. Robert L. Rohn
Secretary	Mr. Frank N. Zullo, Esq.
Treasurer	Mr. Richard Hokin
President and CEO	Ms. Jennifer E. Herring, Staff
Assistant Treasurer	Mr. Roy Dowdell, Staff
Assistant Secretary	Ms. Donna B. Vinci, Staff

- ** MRS. WEIL MOVED TO ELECT THE ABOVE-LISTED SLATE OF OFFICERS FOR 2012**
- ** MR. LIONE SECONDED**
- ** MOTION PASSED UNANIMOUSLY**

Under the by-laws, the Executive Committee is designated by the Board of Trustees. The Executive Committee is composed of officers and the Chairs of each committee, as appointed by the Chairman of the Board of Trustees. The slate is included in the papers distributed before this meeting. The Committee on Trustees proposes the following Executive Committee for 2012:

- Mr. Robert L. Rohn, Vice Chairman and Chairman of the Executive Committee
- Ms. Kelly Considine, Co-Chairman of the Exhibits Committee
- Mr. Sanders Davies, Chairman of the Board
- Mr. John (Jeff) F. Erdmann III, Vice-Chairman for Philanthropic Affairs
- Mr. Douglas Grabe, Chairman of the Marketing Committee
- Ms. Jennifer E. Herring, President and CEO
- Mr. Charles A. Hinnant, Chairman of the Committee on Trustees
- Mr. Richard Hokin, Treasurer
- Mr. Frederick M. Lione, Jr., Chairman of the Building Committee
- Ms. Kathleen Lundquist, Chairman of the Education Committee
- Mr. Ashraf Rizvi, Co-Chairman of the Finance Committee
- Ms. Audrey Weil, Co-Chairman of the Exhibits Committee
- Mr. Michael L. Widland, Esq., Vice-Chairman for Government Affairs
- Mr. Frank N. Zullo, Esq., Secretary

The Committee on Trustees has a slate to propose for election to the Board of Advisors, as the class of 2014:

- Mr. Clay Fowler
- Ms. Judith Hyers

Mr. Joseph Mann

- ** MR. ROHN MOVED TO ELECT THE ABOVE-LISTED BOARD OF ADVISORS TO THE CLASS OF 2014
- ** MR. RIZVI SECONDED
- ** MOTION PASSED UNANIMOUSLY

CONFLICT OF INTEREST POLICY

In addition, Mr. Fowler said that the conflict waivers would be sent out by e-mail. Mr. Davies asked everyone to execute this as soon as it is received.

Mr. Fowler commented that this Board has grown and become stronger in the past few years; it is poised for growth.

FINANCE COMMITTEE REPORT

Mr. Rizvi reviewed the following report:

November Financials:

- On attendance, we are tracking about 4,500 visitors ahead of budget year to date. Revenue shortfalls from the summer have been partially made up. Expenses continue to be under budget, so the financial picture presents no concerns. We accessed our line of credit to deal with the usual cash flow issues of the fall, and expect to repay it in full in the spring.

FY 2011 Audit

- We received a clean audit report from our auditing firm Marcum LLP. Our State Single Audit, which is conducted under the higher government auditing standards, was also without any issues or problems.
- The audited statement is in your packet. As you will note, assets increased, expenses and revenues were balanced, there was a contribution to the Capital Reserve Account and there were no differences with management.
- Marcum has submitted the audit you have in your packet for approval. Roy Dowdell would be happy to answer any questions you might have before we vote to accept it. It becomes final with our vote.

TRUSTEE MOTION:

- ** MR. RIZVI MOVED TO ACCEPT THE 2011 AUDIT
- ** MR. ROHN SECONDED
- ** MOTION PASSED UNANIMOUSLY

Mr. Davies noted that this audit had been conducted under government standards.

EDUCATION COMMITTEE REPORT

INTRODUCTION OF JAMIE ALONZO, TMA DIRECTOR OF EDUCATION

Mrs. Lundquist read her report as follows:

The newly-formed Education Committee met on Monday. We were introduced to our new Director of Education, and I would like to introduce him to the Board now. Jamie Alonzo comes to us with ten years of informal STEM (Science, Technology, Engineering and Math) education experience at the Yale Peabody Museum of Natural History and UC Santa Cruz. He is a marine biologist by training. I hope at our next Board meeting, you all will be able to experience the cogent overview of the department's activities he gave to the committee, and learn about his passion and vision first-hand. Let's welcome him to the TMA family.

RESEARCH VESSEL REPORT

Mr. Barker read his report and showed pictures of the new vessel:

The creation of a new research vessel is moving forward. I am chairing a committee with Per Heidenreich which has brought together leaders from the maritime industry to oversee and raise funds for the design and construction of a new vessel. A total of \$526,000 has been raised to date toward the estimated \$2.5 million cost.

We are fortunate to have the pro bono services of Robert Kunkel of Ambach, who has managed the construction of many commercial vessels, as project manager. I am very involved as well.

We have decided to build a catamaran and have engaged InCat Crowther, the world's leading designer of catamarans, located in Australia. Design begins tomorrow. Cash flow from initial gifts will pay the approximately \$200,000 cost of design.

The vessel will be a model of green operation, and we are investigating the most efficient, green propulsion system available. The most likely will be a diesel electric engine that can run on a variety of fuels, from gas to biodiesel. We are looking at a small solar array to power the electronics.

These are some preliminary drawings of the vessel, which by the next Board meeting, should be almost fully designed. It will accommodate twice the number of students of our current vessel, and be a great venue for parties.

Mrs. Gilmartin asked how many this vessel would hold. Mr. Barker said he thinks it will hold 75 passengers. The cruising speed is 15 knots, maximum and it should take approximately six to nine months to build the vessel.

Mr. Erdmann said this was a really big deal to pull this off.

BUILDING COMMITTEE REPORT

Mr. Lione read the report:

We are on track to open Newman's Own Hall and the Hokin Family Sound Voyage on February 17th. Our tight timeframe could not accommodate fabrication for the custom shark and ray touch pool, so the Shark

and Ray gallery will open in early April, in time for the spring vacation week, giving us another new experience to market.

The company fabricating another custom tank within the Hokin Family Sound Voyage went out of business right after producing shop drawings, and we have bids from several other fabricators. This tank will also be ready after the February opening, but will not delay it.

In addition to 21 new exhibits, the project includes renovated bathrooms, a new roof for Falconer Hall, and truss repairs. To date, the project is on budget and all aspects other than tanks are on schedule.

We have hired TK Architects and are looking at hiring construction manager Edifice Inc. to design and manage the IMAX renovation. Both these firms have extensive experience in cinema design and renovation. Design is underway and construction will take place in September, our slowest month.

MARKETING COMMITTEE REPORT

Mr. Loynd reviewed “The FinTasticRefurbishment” which will take place in February.

EXHIBIT COMMITTEE REPORT

Mrs. Weil read the following report:

The Exhibit Committee met on November 10th. It was an exciting meeting, because we got a hard hat tour of the renovations. Even at that point, it was clear that the changes in the galleries and the changes in Falconer Hall and Maritime Hall are going to be transformational. I know we are going to get a hard-hat tour of the downstairs spaces tonight, so you will have a chance to see for yourself how the removal of the stairs and the opening up of walls and new circulation patterns is changing things. We are in a very exciting time, and this committee is right in the center of the action.

We are excited about the two-step opening plans, because we think it gives us a great chance to get two big PR hits, and to get people to come back during the inaugural year.

We have had some discussion of providing interpretation via smart-phone, in English and in Spanish. This will be the next thing on the agenda after we get all the new exhibits open.

PRESIDENT’S REPORT

Mrs. Herring the following report as well as the Volunteer report:

As you can see, we have an enormous number of projects underway. When they are finished, we will have a whole new aquarium.

Not only will we celebrate on February 27th, when we dedicate Newman’s Own Hall, but we will celebrate the real heroes on April 26th at the Red Apple. I am pleased and proud to announce that we plan to honor our very own Richard and Wendy Hokin and Sandy and Ann Davies, who have led us to this moment. Basil Mavroleon and Cindy Rinfret are heading up the event. To date, we have leadership commitments of \$130,000 and will start in January to actively seek table and auction commitments. The theme this year is Cirque de la Mer, the Rite of Spring, and Sam has some amazing new ideas. Last year’s party was sold out, so be sure and respond early.

‘Tis the season of giving, and we depend on your generosity for our financial health. For those of you who have already made your year-end commitments, our heartfelt thanks. I’m sure we will hear from the rest of you who give at this time of year before the end of December. Your support undergirds the momentum that is going on throughout the institution. It makes a huge difference.

Support from Trustees also plays a major role in our Resounding Wonder campaign. As of today, we stand at \$14,450,000 toward the goal of \$15,350,000 we adopted last December. Most Trustees have made campaign gifts. As we enter the final year, our focus will be on achieving 100% Trustee participation and meeting the \$10,000,000 Trustee goal.

Our Board representative from the volunteer program, Michael Sgoutas, could not be here tonight, but he

asked me to report that things are going very well in the volunteer department. The volunteers are manning the information station in the Central Harbor, directing guests to their favorite exhibits while we are under construction. They are very effective, since we have had few complaints. At their holiday party last week, I gave them the hard hat tour I'm about to give you, and their excitement about the FINtastic RefurbFISHment was palpable.

At tonight's party, we will be entertained by the 5th grade choir from Brookside Elementary School. They will be singing from 7:00 to 7:30. I hope you have brought your Christmas lists to take advantage of tonight's discount in the shop.

So with no further ado, let's go downstairs, pick up our hard hats and take a look at Newman's Own Hall and the new Shark and Ray exhibit.

OTHER BUSINESS

Regarding year-end giving, Mr. Hokin said it is possible, when taking distributions from retirement accounts, that a person can give up to a \$100,000 charitable donation to a place like the TMA without paying taxes. This provision of the tax law will expire on December 31st. For people who must take a mandatory retirement account distribution at the age of 70-1/2, this might be a good option.

Mr. Davies said he strongly hopes everyone will take the opportunity to think long and hard about making their gift to the Aquarium this year. We want to have 100% trustee support.

ADJOURNMENT

TRUSTEE MOTION:

**** MR. RIZVI MOVED TO ADJOURN
** MR. HOKIN SECONDED
** MOTION PASSED UNANIMOUSLY**

AUTHORITY MOTION:

**** MS. BIEN MOVED TO ADJOURN
** MOTION PASSED UNANIMOUSLY**

The meeting was adjourned at 6:30 p.m.

Respectfully submitted,

Cheryl Telesco
Telesco Secretarial Services