

**Aleutian Islands Waterways Safety Committee**  
**Managing Board**  
**Meeting Minutes**  
**October 16, 2017**  
**8:30 AM**  
**ADEC 1<sup>st</sup> Floor Conference Room**  
**555 Cordova Street**  
**Anchorage, AK**

**Attendees**

**Board**

Mayor Joe Bereskin  
Captain Buddy Custard  
Mayor Frank Kelty  
Shirley Marquardt  
Peggy McLaughlin

**Other**

LT Bart Beusseler, Office of Coast Survey, National Oceanic and Atmospheric Administration (NOAA)  
CDR Justin W. Jacobs, U.S. Coast Guard, Sector Anchorage (USCG)  
Geoff Merrell, Alaska Department of Environmental Conservation (ADEC)  
LT David Parker, U.S. Coast Guard, Sector Anchorage (USCG)  
Aaron Poe, Aleutian and Bering Sea Island Landscape Conservation Cooperative (ABSI LCC)  
Tim Robertson, Nuka Research and Planning Group  
Kristine Schmidt, Molloy Schmidt LLC, Attorneys at Law  
Sierra Fletcher, Nuka Research and Planning Group  
Sara Nichols, Nuka Research and Planning Group

The first meeting of the Aleutian Islands Waterways Safety Committee (AIWSC) Managing Board Meeting was held at the ADEC 1<sup>st</sup> Floor Conference Room, Anchorage, and came to order at 8:37AM on October 16, 2017.

Mr. Robertson requested to add an agenda item regarding the upcoming West Coast Harbor Safety Committee Forum by Aaron Poe. No objection

**Convening Workgroup Meeting Summary of September 18, 2017**

The AIWSC Convening Workgroup did not have a quorum present and was unable to approve the Meeting Summary. Nuka will get the members to approve the summary via email.

Aaron Poe announced that the USFWS is sponsoring his travel to the West Coast Harbor Safety Committee Forum in Long Beach the week of October 25. He has 15 minutes on the agenda and can present on behalf of the AIWSC Board. An agenda will be forwarded to the Board through Nuka. Board will discuss.

Mr. Robertson stated he wants the Board to know how instrumental Mr. Poe has been in moving this project forward.

### **Dissolution of Convening Workgroup**

The AIWSC Convening Workgroup drafted the Charter as presented, selected this Board of Directors, and approved the initial Bylaws for the Board to finish constructing. This was done with five teleconference meetings over the course of the Spring and Summer, 2017. The Convening Workgroup is dissolved as of today's meeting, and the Board of Directors will take up the continued work of forming the AIWSC.

### **Founding Documents and Bylaws**

Ms. Schmidt referred to this first meeting of the AIWSC Board as the Organizational Meeting, in which the group establishes the structure of the Board and lays the groundwork for forming a 501(c)3 Corporation. Mr. Robertson and Ms. Schmidt gave an overview of the Bylaws as initially drafted.

The role of the AIWSC Managing Board is to maintain the non-profit, select committee members, and create a funding process to sustain the organization in the future.

The WSC is the policy making body, the Managing Board oversees the WSC to ensure they are operating within the Charter. In the interest of transparency in the process and confidentiality, meetings of the WSC will be public and open; meetings of the Board and Workgroups will be private with Ex Officio members at the table. After approval by each body, the meeting summaries will be made public.

At each annual meeting, the Board will elect officers, review the financial state of the organization, and set the budget. The Board can set the policy for electing officers, a basic guideline is initially laid out in Resolution 2017-02.

### **Motion Custard, Kelty to approve the Bylaws of the Aleutian Islands Waterways Safety Committee.**

Discussion of the number of Directors on the Board. The Convening Workgroup felt that a large number would be logistically difficult for the organization to fund given the region covered.

**Motion Marquardt, Kelty to amend Article IV, Section 3 - Number of Directors to read "The number of directors of this corporation shall be no less than three (3) and no more than seven (7). Voice Vote, Unanimous**

Discussion of the terms of office and establishing term limits for board members.

**Motion Marquardt, Custard to amend Article IV, Section 4 - Term of Office, replacing "and shall serve until a successor is qualified and elected" with "and shall serve no more than two (2) consecutive terms with a minimum of 1 year break before re-election to a board position" Voice Vote, Unanimous**

**Voice vote on Main Motion, Unanimous**

\*Resolution 2017-01 postponed until the Committee Charter agenda item.

**Motion McLaughlin, Marquardt to approve Resolution 2017-02 Appointing the Initial Board**

**Motion Kelty, Marquardt to strike the use of titles with board member's names as listed in the resolution. Voice Vote, Unanimous**

The seat expirations are staggered to ensure that all seats are not up at the same time. The selection of the board members starting with 2-year terms was made alphabetically.

Discussion of no need for a nominating committee and of the Board being heavily weighted with Unalaska representation. The Board will make it known that they want participation from the broader region going forward.

**Voice vote on Main Motion, Unanimous**

\*Resolution 2017-03 postponed until the Election of Board Officers agenda item.

**Motion Kelty, McLaughlin to approve Resolution 2017-04 Accounts.**

These documents are necessary for IRS filing required for a 501(c)3 Corporation. If the organization's annual funding stays below \$50k, the filing can be easily taken care of with an ePostcard each year. The other requirement is to file with the State, the Biennial Report, and a Change of Officers report. In the long-term, the group will become self-sustaining financially, but in the short-term the corporate office will be the offices of Molloy Schmidt, LLC and Nuka Research and Planning Group will be the administrative staff.

**Voice Vote, Unanimous**

10:30 – 10:40 Break

**Committee Charter**

Mr. Robertson gave an overview of the Charter as presented by the Convening Workgroup process.

Discussion of Section 4.5 Workgroups: The Workgroups are for discussion and development of WSC policies. The WSC will approve the policy recommendations forwarded from the workgroups. More workgroups can be added as the organization progresses. Best way forward is to stand up the committee first, then task the Chair with filling the workgroups. Concern was voiced about the number of seats to be filled considering the Committee and the workgroups. Mr. Robertson and Mr. Merrell clarified that the WSC Members can be members of the workgroups and members of the public can be on the workgroups if approved by the Board.

**The group specified that the Chair of the WSC will appoint the Workgroup Chairs, and asked that a sentence be added to the first paragraph of Section 4.5 to summarize this decision.**

Discussion of Section 5.1 Voting Membership: The Organization needs the continuity between Board and Committee so there should be a voting seat for a Board member on the Committee, not necessarily the Chair, but a vote.

**The group decided to strike the sentence “With the exception of the Chair of the WSC, members of the Board of Directors are not members of the WSC.”**

**Strike the sentence “The Board of Directors appoints the Chair and Vice Chair of the WSC from the voting membership.”**

**Change item s) to AIWSC Managing Board Director.**

**Change sub-paragraph iii. to read “Has or currently holds a position in a company that operates or an association that represents operators of commercial marine vessels operating in the Aleutian Islands**

Discussion of Section 6.1 Waterways Safety Committee Meetings: The challenges of logistics and conducting webinar/teleconferences within the region are critical to address. Nuka will work with entities in Unalaska to address past issues with webinar and teleconference providers. It is also important to only hold a meeting when there is a full day’s worth of agenda items due to the cost of travel.

Discussion of Section 7 Governance: The Chair should vote because they represent a constituency.

**All agreed to strike the sentence “The Chair will not vote except in the event of a tie vote, in which case the Chair will cast the deciding vote.”**

**All agreed to change the last sentence of the second paragraph to read “A quorum of the Aleutian Islands WSC shall be considered to be a majority of the non-vacant voting seats of the WSC.”**

**Motion Kelty, McLaughlin to approve Resolution 2017-01 Committee Charter as amended. Voice Vote, Unanimous**

Lunch 12:15 – 12:40

### **Committee Membership Solicitation**

Nuka will send their public distribution list associated with the Aleutian Islands projects to the Board for review. The Board will respond with additions/changes. This will be the starting point for public dissemination of AIWSC information and seat solicitation. Trade publications will also be included. It was suggested that the News Release be sent directly to tribal organizations instead of individuals alone to ensure the information passed on accordingly. Nuka will draft a solicitation and circulate it to the Board for review. This will be a 30-day process and solicitations will close no later than November 30.

### **NFWF Grant Scope of Work and Budget**

Mr. Robertson gave an overview of the three Phases of the Work Plan and the grant budget parameters that Nuka Research and Planning Group must satisfy. It is important that the AIWSC develop a funding plan to become self-sustaining by the end of 2018. Nuka is flexible and willing to continue working with the AIWSC should the funding extend past 2018.

The first Committee meeting should be within the Feb-March time-frame to keep the momentum going.

### **AIWSC Website and Logo**

Nuka gave a presentation of the initial AIWSC website, and its future development as the organization is formed. Sara will be contacting the individual Board Members for a short Bio write up and head shots for the website, and encourages everyone to submit any news or information they want disseminated to Nuka to help keep the website fresh.

The group selected a simple logo designed by Nuka Research, asking that the looping swirl be changed to reflect an anchor chain and to strengthen the capital letters of the small title line to better match the acronym WSC.

### **Election of Board Officers**

**Motion Marquardt, McLaughlin to nominate Frank Kelty as President of the AIWSC Managing Board of Directors. Voice vote, Unanimous**

**Motion Kelty, Bereskin to nominate Shirley Marquardt as Vice-President of the AIWSC Managing Board of Directors. Voice Vote, Unanimous**

**Motion Marquardt, Mclaughlin to nominate Buddy Custard as Secretary-Treasurer of the AIWSC Managing Board of Directors. Voice Vote, Unanimous**

**Motion Marquardt, Custard to nominate Peggy McLaughlin as the representative of the AIWSC Managing Board Directors. Voice Vote, Unanimous**

**Motion Marquardt, Custard to approve Resolution 2017-03 Officers – Annual Meeting – Regular Meetings.**

President – Frank Kelty

Vice-President – Shirley Marquardt

Secretary/Treasurer – Buddy Custard

WSC Representative – Peggy McLaughlin

Annual Meeting to be held at the end of March each year

**Voice Vote, Unanimous**

### **Review Action Items**

Nuka will circulate a draft stakeholder solicitation for the Board to review. The solicitation will be released next week and will close no later than November 30. Nuka will compile the responses and distribute them to the Board to review at their next meeting.

**Next Meeting** December 4, 2017

**Meeting adjourned at 1:35 PM.**