

Thursday, September 26, 2019

Attendance

Board: Laurie Volk (Chair), Susan Henderson (Chair Elect), Lynn Richards (President & CEO), Frank Starkey (Secretary), Larry Gould (Chapter Representative), Matt Lambert (Treasurer), David Kim, Emily Talen (virtual)

Staff: Abigail Sheridan and Tracy Cooper

Laurie Volk, Board Chair, called the meeting to order at 11:56 PM EST. A quorum was present.

1. Declaration of Conflict of Interest — Presented by Laurie Volk (Chair)

No financial conflicts declared.

2. Chair's Report -- Presented by Laurie Volk (Chair)

3. President's Report — Presented by Lynn Richards (President & CEO)

4. Consent Agenda— Presented by Laurie Volk (Chair)

Motion To accept the consent agenda, noting the amendment below, by Lynn Richards.

Seconded by Matt Lambert.

Vote Unanimous, no abstentions.

Discussion Amend to Include 2018 Audit Report

5. Board Evaluation – Emily Talen & David Kim

Discussion Edited questions for relevance

Request Approval from the board on the revised evaluation

Suggest Move approval to Friday to give board time to review

Goal Edit & approve on Friday

6. Board Structure – Laurie Volk

Board discussed responsibilities, size, committees, meeting frequency, future nominations of Members and Fellows, and fundraising

Emily Talen exited the meeting at 12:46pm (to return at 2:30pm)

Break requested at 1:45pm

Meeting resumes at 2pm, Called to order by Laurie Volk

Motion to repeal the resolution passed in June 2019, that the board would not go more than 6 months with a smaller board - would have to repeal if the board decides to stay small, by Susan Henderson

Seconded by Laurie Volk

Discussion Suggestion made to extend, but not repeal, and to incorporate a resolution that the board intentionally reevaluate the size of the board (at least) annually to ensure board goals are being accomplished.

Motion withdrawn based on discussion.

Meeting adjourned 4:27pm

Friday, September 27, 2019

Attendance

Board: Laurie Volk (Chair), Susan Henderson (Chair Elect), Lynn Richards (President & CEO), Frank Starkey (Secretary), Larry Gould (Chapter Representative), Matt Lambert (Treasurer), David Kim, Emily Talen (virtual)

Staff: Abigail Sheridan and Tracy Cooper

Laurie Volk, Board Chair, called the meeting to order at 9:03 AM CST. A quorum was present.

Declaration of Conflict of Interest — Presented by Laurie Volk (Chair)

No financial conflicts declared

Remaining Business: Board Evaluation, will be done after regular agenda

1. Strategic Plan -- Lynn Richards Facilitates

Board reviewed the draft in real time.

Next Steps:

- Lynn to update and share new draft with peer group
- Lynn to share updated draft with board (November)
- Board to cast vote at January meeting

5 minute break taken at 10:31am. Meeting reconvene at 10:41am.

Two years ago the board moved from a bounded to an adaptive strategic plan. The draft plan is dated 2020, with no close date. It can be tweaked and adapted as needed (biannually) and be used in the CEO's annual review and board report card.

Meeting adjourned for Lunch at 11:55am. Meeting reconvene at 12:25pm-- by Laurie Volk

2. Board Evaluation

Motion to approve tool as redrafted by Frank Starkey

Seconded by Susan Henderson.

Vote No opposition, motion passes. (Abstentions Matt Lambert & Emily Talen)

Formal Meeting Adjourned at 1:21pm.