
Thursday, October 13, 2016

Attendees

Board: Lynn Richards (President & CEO), Marcy McInelly (Chair), Eliza Harris Juliano (Chair Elect), Dan Slone (Secretary), Scott Bernstein, Scott Polikov, Bob Chapman, Michael Pride, Laurie Volk, John Torti, and Russ Preston

Virtual Participation: Matt Lewis and Jennifer Hurley (Treasurer)

Staff: Abby Sheridan, Alex McKeag, and Kristen Dunphey

Absent: Lee Sobel, Jack Davis, and Sarah Lewis

Marcy McInelly, Board Chair called the meeting to order at 8:10 AM PT. A quorum was present.

1. Approve June 2016 Board Minutes — Presented by Marcy McInelly (Chair)

Motion: to approve by Russ Preston. Seconded by Laurie Volk

Discussion: Consent Agenda approved by default

Vote: Lee Sobel, Jack Davis, and Sarah Lewis absent from vote. All in favor, motion passed.

2. Declaration of Conflict of Interest — Presented by Marcy McInelly (Chair)

Discussion: There were no conflicts of interest to report.

3. Approve the 2017 Budget — Presented by Laurie Volk and Lynn Richards (President & CEO)

Motion: to approve by Michael Pride. Seconded by Scott Bernstein.

Discussion: CNU has shifted to a method of full-cost accounting whereby the organization accounts both for direct and indirect costs for all budgeted line items. Scott Bernstein recommended breaking down revenue into restricted and unrestricted, with a goal to increase unrestricted funds year over year.

Vote: Lee Sobel, Jack Davis, and Sarah Lewis absent from vote. All in favor, motion passed.

4. Approve Budget Policy – Presented by Jennifer Hurley

Proposal:

1. The CEO has full discretion to act within the bounds of the Board-approved budget, but not beyond this budget, except as set forth in this policy.
 - a. The CNU Board authorizes additional expenses not reflected in the Board-approved budget as long as:
 - i. revenues in addition to those in the then current budget that offset the additional expenses are assured,
 - ii. the expenses are for matters in alignment with the CNU strategic plan,
 - iii. the board is given not less than 5 business days notice of the intent to incur the expenses together with the explanation of offsetting revenues, and
 - iv. a revised budget is provided for a Board vote by the next Board meeting.
2. Monthly financial reports comparing past and projected costs and revenues will be reviewed by the Finance Committee and provided to the Executive Committee. Financial reports will be provided to the full Board at each regularly-scheduled Board meeting.

If revenues fall below expectations and program adjustments need to be made before the next regularly-scheduled Board meeting, the CEO and Executive Committee will discuss and prioritize expenditures.

Motion: to approve the proposed budget policy by Dan Slone. Seconded by Laurie Volk

Friendly Amendment: approve the motion and re-examine the policy in a year, by Marcy McInelly (Chair)

Vote: Lee Sobel, Jack Davis, and Sarah Lewis absent from vote. All in favor, motion passed with friendly ammendment.

5. Approve guidelines for future Board Meetings — Presented by Lynn Richards

Proposal:

- One day meeting, from 8am – 5pm, with a Board and staff dinner the night before and an hour for lunch
- Quarterly meetings: February/March, May/June (see below), October, December
 - Expand the Congress Board meeting (June) to a half day on Tuesday
- Meeting agenda would include 4 hours of CNU business and 4 hours for substantive conversation on one topic.
 - It may be necessary to modify this format for times when additional discussion is necessary, e.g., strategic planning, etc.
 - A briefing memo would be required for all agenda items.
- Possibly move one board meeting to videoconference and modify the structure of that board meeting to just CNU business and/or seek geographic efficiencies for some board members, e.g., gather in DC, NYC, or other cities where there are two or more board members.

Motion: to approve by Russ Preston. Seconded by Dan Slone.

Discussion: Marcy McInelly (Chair) struck down the motion and there was no vote. In accordance with CNU Board Policy, the Board Chair will work with CNU's President & CEO to adjust the Board Meeting guidelines and schedule.

6. Nominations Committee Report — Presented by Eliza Harris Juliano (Chair Elect)

No Motions were made and no votes were cast.

Discussion: The nominations committee is made up of four CNU Board Members— Eliza Harris Juliano (Committee Chair), John Torti, Michaele Pride, and Lynn Richards (President & CEO) and one CNU member at large, Tommy Pacello. The Nominations Committee is staffed by Abigail Sheridan.

To maintain 12 Board Members in June, the CNU Board of Directors will have openings for four appointed members and one elected Chapter Representative. In 2018, there will be 3 additional appointments. The Nominations Committee plans to reach these goals over the next 2 to 3 years.

The CNU Board of Directors will submit their comments and feedback regarding the slated criteria for Board nominees to Eliza Harris Julanio (Committee Chair) by the end of October 2016.

7. Review of CNU’s Statement on Climate Change — Presented by Lynn Richards (President & CEO)

Motion: to enter Executive Session by Eliza Harris Juliano (Chair Elect). Seconded by Laurie Volk

Vote: Lee Sobel, Jack Davis, and Sarah Lewis absent from vote. All in favor, motion Passed.

ENTER EXECUTIVE SESSION: 11:19 AM PT

EXIT EXECUTIVE SESSION: 3:30 PM ET

8. Approve Fellows Selection Process — Presented by Dan Slone

Proposal:

Although the Board has passed a specific policy with regard to the Fellows Program, in which the Board specifically retained the responsibility to identify the number of Fellows and to specify the process for choosing the Fellows. The Fellows Program was created as an “honor roll” for the CNU, but because of the way it was initiated, the founders of the CNU itself were not invited. The Board resolves:

- Not more than five CNU Fellows will be designated each year.
- A committee of 5 will identify each year’s class. The committee will include three appointees from the Board and two from the Fellows. A Board member, identified by the Board, will chair the committee.
- The committee will solicit nominations from the Board, the Fellows and all members. Nominations will be supported by appropriate materials to be defined by the committee.
- The committee will develop a description of the attributes of Fellows which will be posted on the CNU website and will guide future designations.
- The award will be given at each year’s Congress and any prior winners not in attendance at the time of their award will also be recognized.
- This process will apply for the next five years and then will be re-examined by the Board, which may or may not adjust it; provided, however, that the class of 2017 shall be the six founders and no others.

Motion: to approve the proposed fellow's selection process by Dan Slone. Seconded by John T.

Vote: Lee Sobel, Jack Davis, and Sarah Lewis absent. Motion and friendly amendment passed with 8 votes in favor and 2 abstentions.

ENTER EXECUTIVE SESSION: 4:00 PM PT

EXIT EXECUTIVE SESSION: 5:00 PM PT

Meeting adjourned at 5:02 PM PT

Friday, October 14, 2016

Attendees

Board: Lynn Richards (President & CEO), Marcy McInnelly (Chair), Eliza Harris Juliano (Chair Elect), Dan Slone (Secretary), Scott Bernstein, Scott Polikov, Bob Chapman, Michael Pride, Laurie Volk, John Torti, and Russ Preston

Virtual Participation: Matthew Lewis and Jennifer Hurley (Treasurer)

Staff: Abby Sheridan, Alex McKeag, and Kristen Dunphey

Absent: Lee Sobel, Jack Davis, and Sarah Lewis

Marcy McInnelly, Board Chair called the meeting to order at 8:34 AM PT. A quorum was present.

Scott P Joined at 8:55 AM PT

1. Diversity Discussion — Presented by Michael Pride

Discussion: During this session Board Members built upon previous diversity exercises with the goal of targeting areas where CNU can improve their diversity efforts in the context of their work, the Board, and the membership.

2. King County Equity and Social Justice Overview — Richard Gelb, King County

Discussion: Richard Gelb, Performance Measures Manager for King County, WA, shared the progress King County is making in its equity and social justice efforts. The purpose of this presentation was to share regional learning, explore mutual area of discovery and practice improvements, and consider opportunities for CNU 25.Seattle.

3. Where will CNU plant its next flag? — Presented by Lynn Richards (President & CNU)

Discussion: Board Members discussed possible areas of focus for the next strategic plan and a committee was appointed to further this discussion. The committee will include Lynn Richards (President & CEO), Eliza Harris Juliano (Chair-elect), and Russ Preston.

4. Strategic Partnerships — Presented by Scott Polikov

Motion: to create a standing strategic partnership committee by Scott Polikov. Seconded by Russ Peterson.

Friendly Amendment: The committee will be made up of CNU Board Members and non-Board Members on an ad-hoc basis and will meet for a period of one year after which it will be evaluated for efficacy. Members of this committee have no authority to commit the organization or the Board to any proposed partnership or project.

Vote: Jennifer Hurley (Treasurer), Matt Lewis, Lee Sobel, Jack Davs, and Sarah Lewis absent from vote. All in favor, motion passed.

Motion: to enter Executive Session by Scott Polikov. Seconded by Eliza Harris Juliano (Chair Elect)

Vote: Jennifer Hurley (Treasurer), Matt Lewis, Lee Sobel, Jack Davs, and Sarah Lewis absent from vote. All in favor, motion passed.

ENTER EXECUTIVE SESSION 4:00 PM PT

EXIT EXECUTIVE SESSION 5:05 PM PT

Meeting Adjourned 5:15 PM PT