



AASHE Board of Directors Meeting

Teleconference

Friday, April 17, 2015
 11:00 a.m. – 12:30 pm PST

Meeting Minutes

Attendance (X – present; R – regrets; A - absent):

Board

X	Adam Steinman
X	Charles Richardson
X	Ciannat Howett
X	Fahmida Ahmed (Chair)
X	Jaqueline Johnson (Ex-Officio)
X	Jon Jensen
X	Kim Smith

X	Kyu Whang
X	Richard Miller
X	Ruth Johnston
X	Sally Grans Korsh
X	Stephen Mulkey
X	Trina Innes

Executive Director and Staff

X	Meghan Fay Zahniser (Executive Director)
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X	Allison Jones
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1. Call to Order

- Welcome, Determination of Quorum

2. Consent Agenda

1. March 2015 - Board Meeting Minutes (from the Retreat)
2. April 2015 - Executive Committee Meeting Minutes
3. Today's (April 17, 2015) Board Meeting Agenda

- Concern raised by Grans Korsh about the extent to which the value proposition is appropriately referenced in the Board Retreat summary.

MOTION: Move to approve board retreat meeting notes from March 2015 with the addition of a note adding the opportunity for action for deeper exploration of the “return on investment” for programs like STARS, etc in the value proposition be increased.

Moved b y Grans Korsh. Seconded by Howett.

Motion carried unanimously

MOTION: Move to approve the consent consent agenda.

Moved by Johnston. Seconded by Smith.

Motion carried unanimously

3. Executive Director Report on the Organization

- Program Update
 - Seeing increases in STARS renewal rates. STARS discounts have created a lot of traction for renewals and new subscribers.
 - With new Marketing position we will look at new incentives and benefits of participating.
 - Conference revenues incoming – positive about exhibitors and other activities.
 - Exploring ways to increase member value at the conference.
 - Formally submitted letter of support for ISSP certification program. AASHE is supporting creation of the certification. We will reevaluate partnership in the fall to determine if AASHE wants to formally support the certification itself. Anticipate a lot of excitement from membership of AASHE surrounding this effort. Smith indicates ISSP could use support assessing and submitting questions. AASHE Advisory Council will be invited to weigh in on these efforts and to influence quality.
 - Regional conferences and conference calls provide a great opportunity to connect to membership and regional networks. Good to represent AASHE at these various levels.
- EAUC recap and priorities
 - It was also very important for AASHE to be there; not being there would have been a missed opportunity.
 - Optimistic about international collaboration, and we need to be mindful about the value to AASHE moving forward.
 - Renewed sense of collaboration.
- Advisory Council update
 - Partnerships - Second Nature and NCSE continue to dialogue. Meet with other groups to explore opportunities to work together.
 - Second Nature is shifting to a membership model – to what extent is this a competition with AASHE? Some concern identified with how this will unfold. This is incentive to increase the value of AASHE member benefits. Need to keep our lines of communication open – steering committee meeting for AUPCC is coming up where this may be discussed. Payment to participate in AUPCC is not currently mandatory – this may be changing.
 - Also met with Association for Climate Change Officers – they are creating a certification system specific to climate change officers.
 - Chrystal Simmons is now the point of contact for Advisory Council. New opportunities for AC to get involved will be released shortly.
 - ~15 people from AC provided advice on the Bulletin redesign.
 - We are reaching out to AC to get feedback on activities.
- Conference
 - Nearing final aspects of conference schedule. >700 abstracts received. Need to respond to feedback to select fewer options, but want to also create a meaningful program.
 - Seeking to launch within 2-4 weeks.
 - Keynote speaker not secured.
- Hiring
 - As of today we will have completed reference checks for Director of Memberships and Marketing – hope to send offer letter today. Very thorough investigation of the skills that we need.
 - Director of Programs finalizing second round of interviews.
- National Association of Scholars
 - Getting some publicity associated with their report.
 - Don't feel that AASHE needs to respond to the debate.
 - Want to equip sustainability officers on campus with the tools they need to support their positions.

- SEPN Update from Trina Innes
 - SEPN provides opportunity influence the research being done on K-12 and higher education sustainability policy in Canada.
 - Great opportunity for AASHE to participate in the knowledge mobilization component of this project.
 - AASHE management needs to determine how this work fits within their operational programs.
- ISSP Update from Fahmida Ahmed
 - Great opportunity for AASHE to enhance our products and services via a partner
- Advocacy work from Kim Smith
 - Met with Congressional staffers from Oregon State Department, regarding regional and national ESD work and Global Action Program on ESD.
 - There are Regional Centers of Expertise (RCE) on ESD in Vermont, Virginia, Michigan and Oregon and six RCEs in Canada. Wondering if there is potential for national/international collaboration.
 - Also met with Charles Hopkins, the UNESCO chair on ESD - they want to implement the Global Action Program. If anyone is interested in getting involved let Kim know. Kim nominated to the U.S. Commission for UNESCO.
 - World Resources Institute (former Mayor of Portland Sam Adams works there). There may be opportunity for universities to get involved in work associated with their climate change work. ED and Ahmed would like to be engaged in any ongoing dialogue.
 - James Madison University hosted a "Cultivating the Globally Sustainable Self" Summit for the social sciences and humanities to help address cultural change for sustainability.

4. Chair's Report

- Board tools and resources –board annual planning calendar
 - Please refer to that calendar. This system allows us to be more proactive versus reactive in terms of our planning. Please ensure any committee work requiring annual Board approval makes its way onto the calendar.
- Board Chair continues to hold 1x1 meetings with ED weekly.
- ED Evaluation Process
 - Want to make this process permanent.
 - Qualitative assessment of the ED.
 - In beginning of July will do an internal assessment of how the first six months have gone. Seek to give more feedback on how ED can be more successful.
 - Executive Committee's responsibility is to fine-tune this process and make the model more robust.
- Vice Chair/Chair Elect nomination and election
 - Stephen Mulkey – College duties very demanding. Unable to serve out role as Vice Chair and Chair of the Governance Committee currently or into late 2016. May be potential to consider role in 2017 if the Board is still interested.
 - Motion to hold a call for nominations to fill Vice-Chair role was passed by Executive Committee. One nomination for Vice-Chair received from Trina Innes.
 - Members raised questions about our need to act on the call for nomination and the nomination received.
 - Varying options and ideas presented about how to move forward.
 - Concerns about people's abilities to manage loads.
 - Questions about whether we should keep the Vice Chair vacant.
 - Some members raised concern about changing bylaws to address a specific situation. This may also be considered a sign that our organization is not stable.
 - Number of issues to address:
 - Who will be Chair in 2016?

- To what extent is it appropriate to seek a chair with the title of Chancellor/President or hold the role for those from high profile institutions?
- Who will chair governance committee now?
- To what extent do we want to elect as Vice Chair now?
- Do we want to change the bylaws?
- Do we want to extend the role of Chair?
- Point of order raised to share what our bylaws allow
 - Directed can be elected to serve the unexpired term of his/her predecessor.
 - Normally, after one year of service the Vice Chair/Chair elect assumes the role of Chair.
 - Any Director may hold two or more offices.
 - 30 days notice is to be provided for a vote on a slate of nominees.
- Term “normally” does give us an opportunity to not change the bylaws.
- Governance committee could elect its own chair separate from the Vice-Chair.
- Given the change in management over the last four years, to what extent will maintaining board consistency help address concerns of instability?
- Ahmed willing and able to finish her term this year and to extend by a year should the board be interested in that.
- Bylaws should not be changed just because a situation emerged. We need to not make changes regularly.

MOTION: Move to withdraw and cancel the call for nominations process.

Moved by Ahmed. Seconded by Richardson.

Motion carried.

Opposed: Innes, Whang

MOTION: Board to take more time to explore options for filling officer positions before moving forward.

Moved by Ahmed. Seconded by Jensen.

Motion carried

Opposed: Innes, Whang

- Ahmed will explore options for moving forward with Governance Committee.

5. Ongoing Business with Decision Items

Finance Committee

- First quarter financials presented. Slight net income in first quarter.
- Audit – received letters during this Board meeting. Earlier audit information was shared yesterday.
 - Clean audit with one small adjustment.
 - Given the time materials have come in, it’s probably not prudent to approve the audit today.

Action 4.1. Jensen will work with Ahmed to prepare a motion for the Board to approve the audit by April 24 via email vote.

Governance Committee

- Update to be provided at next meeting as there was insufficient time in this meeting.

Adjourn

- Adjourned 12:32 pm PT.

Appendix 1 – Action Tracker

2015 AASHE Board of Directors – Board Meeting Action Tracker				
No.	Responsibility	Action	Due Date	Status
2.1	Meghan	Meghan to share dues structure / exhibitor information with board members.	ASAP	
2.2	Directors	Board members to connect with Meghan directly on potential prospects.	ASAP	
2.3	Directors	Board members to send information on what they would like to see in ED's report in the future to both Ahmed and ED.	ASAP	
2.4	Meghan	Develop partnership criteria for partnerships for Board review.	April/May	
4.1	Jensen	Work with Ahmed to prepare a motion for the Board to approve the audit by April 24 via email vote.	Apr. 24, 2015	

Appendix 2 - AASHE Annual Planning Calendar

2015 AASHE Board of Directors Planning Calendar (last updated April 17, 2015)				
Timeframe	Responsibility	Purpose	Action	Status
Jan	Exec	Decision	Appoint directors to committees	Done
	Finance/Mngt	Info	Financial update report	Done
Feb	Finance/Mngt	Info	Financial update report	Done
	Mngt.	Discuss	Partnership opportunity	
Mar	Exec	ALL	Face-to-Face Board Retreat	Done
	Finance/Mngt	Info	Financial update report	Done
	Governance	Decision	Board Member Election Process	Done
	Governance	Decision	Board Committee Selection Process	Done
	Governance	Discuss	Review of ED evaluation approach	
Apr	Finance/Mngt	Info	Financial update report	Done
	Audit	Decision	Approval of Audit report	Electronic Vote Planned
	ED	Discuss	EAUC recap and strategic priorities	Done
May	Finance/Mngt	Info	Financial update report	
	Governance	Info	ED mid-year review – Process review	
	ED	Discuss	Staff proposal to Board: Partnership discussion to enhance products and services	
Jun	Exec	Discuss	Mid-Year Performance Review of Executive Director	
	ED	Discuss	Staff proposal to Board - Board Election Process – June	
	ED	Discuss	Staff proposal to Board - Conference theme and activities – June	
	ED	Discuss	Staff proposal to Board: Revised Strategic Plan	
	ED	Discuss	Staff proposal to Board: Professional Development Program	
	ED	Discuss	Staff proposal to board: AASHE Value proposition-case study-evidence – April/May	
Jul	Finance/Mngt	Info	Financial update report	
	Governance	Decision	Mid-year ED evaluation result	

2015 AASHE Board of Directors Planning Calendar (last updated April 17, 2015)

Timeframe	Responsibility	Purpose	Action	Status
	ED	Discuss	Membership review (Management to develop an evaluation framework/strategy/model to assess our impact on our membership community).	
Aug	Finance/Mngt	Info	Financial update report	
	ED	Discuss	Staff proposal to Board – Major partnership and contracts review	
	ED	Discuss	Staff proposal to board: Conference Engagement for Board	
Sep	Finance/Mngt	Info	Financial update report	
	ALL	Discuss	Review summary of processes	
Oct	Exec	Varied	Face-to-Face Board Meeting (@Conference)	
	ALL	Varied	AASHE Conference	
	Finance/Mngt	Info	Review draft 2016 Budget	
Nov	Gov	Discuss	Present director nominations	
	Mngt	Discuss	AASHE Business Plan for 2016	
	Finance/Mngt	Info	Financial update report	
	Governance		Board self-assessment	
Dec	Gov	Decision	Elect new directors	
	Gov	Discuss	Solicit interest in committee roles	
	Finance	Decision	Approve Board Plan of Work for 2016	
	Exec	Discuss	CEO Year-End Performance Review	
To be determined	Mngt	Discuss	Strategic Plan Update	
	Gov	Discuss	Bylaw Amendments	
	Gov	Discuss	Chapter Bylaws	
	Finance	Discuss	Quarterly Financial Updates	
	Audit	Decision	Present Audit to Board	