



**AASHE Board of Directors Meeting**  
 Teleconference

Friday, August 21, 2015  
 11:00 a.m. – 12:30 pm PST

**DRAFT Meeting Minutes**

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

**Board**

X	Adam Steinman
X	Charles Richardson
X	Ciannat Howett
X	Fahmida Ahmed (Chair)
X	Jacqueline Johnson (Ex-Officio) joined at 12:50 pm
X	Jon Jensen (Treasurer)
X	Kim Smith

X	Kyu Whang
X	Richard Miller
X	Ruth Johnston
X	Sally Grans Korsh
X	Stephen Mulkey (Vice Chair)
X	Trina Innes (Secretary)

**Quorum:** 12 of 13 during period where motions were passed

**Executive Director**

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

- Called at 11:03 PDT

**2. Consent Agenda**

- June 2015 - Board Meeting Minutes (attachment)
- August 2015 - Executive Committee Meeting Minutes (attachment)
- Today's (August 21, 2015) Board Meeting Agenda (attachment)

**MOTION:** Move to approve the consent agenda.

Moved by Howett. Seconded by Johnson.

*Motion carried unanimously*

**3. Ongoing Business with Decision items**

- Governance Committee – Bylaws Amendment
  - Several motions for bylaw amendments made as outlined below:

Motion: That the board adopt the changes to the bylaws as noted in draft bylaws dated August 21, 2015, in Article II, Section 2 b) regarding clarifying the number of member-elected positions, who is eligible to vote and the percentage of member votes required to have a valid election.

Moved by Innes Seconded by Miller.

*Motion carried by majority. Motion opposed by Howett and Whang.*

Motion: That the board adopt the changes to the bylaws as noted in draft bylaws dated August 21, 2015, in Article IV, Section 2 a) regarding assigning the responsibility to coordinate committee assignments to Executive Committee.

Moved by Innes. Seconded by Miller.

*Motion carried unanimously.*

Motion: That the board adopt the changes to the bylaws as noted in draft bylaws dated August 21, 2015, in Article IV, Section 3 a) regarding removal of special committees.

Moved by Innes. Seconded by Miller.

*Motion carried unanimously.*

Motion: That the board adopt the changes to the bylaws as noted in draft bylaws dated August 21, 2015, in Article III, Section 2 regarding decrease of notice period for voting to 15 days from 30 days.

Moved by Innes. Seconded by Grans Korsh.

*Motion carried unanimously.*

**Motion:**

That the Corporation's Articles of Organization are hereby amended by replacing Article III in its entirety with the following:

The Corporation shall have members with such classes of membership, duration of membership, and qualifications and rights (including voting rights) as are set forth in the Corporation's By-Laws.

and

The Executive Director is hereby authorized and directed to prepare and file Articles of Amendment, Restated Articles of Organization, and/or all other documents that may be required under the laws of the Commonwealth of Massachusetts to effectuate the amendments to the Articles of Incorporation reflected in the first Resolution set forth above.

*Moved by Innes. Seconded by Miller.*

*Motion carried by majority. Motion opposed by Whang*

Motion: That the board endorse the Chair-Elect always succeeding the Chair unless there is a circumstance where the Chair-Elect cannot serve at which time the Chair position is opened to a slate for nominations and elections.

Moved by Innes. Seconded by Whang.

*Motion carried unanimously.*

- Finance Committee – Mid-Year Check-In
  - Our total income for first half of the year was \$150k over our budget.
  - Expenses were below budget largely due to payroll savings from lower staffing levels.
  - Things looking good for the conference; below budget for membership.
  - Budget projections / assumptions changed for 2015 and next year. Anticipate a balanced budget.
  - We will review budget in October and approve at November Board call.
  - Adding an administrative support person would be too much of a pressure on the budget; will look at opportunities in 2016.
  - Have not had for many years a membership maintenance, retention and, recruitment position. Jessica Chase is working on this.
  - July membership income is higher because staff are trained to retain members.

#### **4. Executive Director Report**

##### **A. Strategic Plan**

- Highlights of strategic plan update provided including: membership plan – value proposition, fundraising, recruitment & retention, sponsorship), major partnership AASHE

##### **B. Updates**

- Resource Center
- Conference Engagement for Board (board schedule, what board can help with)
- Advisory Committee Reorg
- Chapters – new proposal on AASHE Affiliates
  
- General feedback from Board was quite positive, suggestions provided on wording and priorities.

#### **5. Chair's Report**

- Strategic plan will come forward for further engagement at a future board meeting.
- Chairs report will come out online.

#### **6. Adjourn**

- Adjourned 12:38 pm PT.



**Appendix 1 – Action Tracker**

<b>2015 AASHE Board of Directors – Board Meeting Action Tracker</b>				
<b>No.</b>	<b>Responsibility</b>	<b>Action</b>	<b>Due Date</b>	<b>Status</b>
2.1	Meghan	Meghan to share dues structure / exhibitor information with board members.	ASAP	Done
2.2	Directors	Board members to connect with Meghan directly on potential prospects.	ASAP	Done
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	Done
2.4	Meghan	Develop partnership criteria for partnerships for Board review.	April/May	Done
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	Done
5.1	Innes	Package to be prepared by Innes for voting on at the next Board meeting.	June 19	Done
5.2	Jensen	Finance Committee to present plan for managing financial reserves at June meeting.	June 19	??