



AASHE Board of Directors Meeting
 Teleconference

Friday, February 20, 2015
 11:00 am – 12:30 pm PST

Meeting Minutes

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

Board

A	Adam Steinman
R	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
R	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

- Explanation of board package provided.
- Introduction to consent agenda approach and the items included

2. Consent Agenda

- December 2014 - Board Meeting Minutes
- January 2015 - Board Meeting Minutes
- February 2015 - Executive Committee Meeting Minutes
- Board Planning Calendar (comments can be sent to Trina)
- February 20th 2015 Board Meeting Agenda

MOTION: Approve consent agenda. Johnson moved. Howett seconded.

Approved unanimously.

3. Executive Director Report on the Organization

- Board report provided in board package.
- Critical hires moving forward.
 - Focus on staffing plan – Membership and Marketing are under way. Need to ensure they take time to get the right person.
 - IT staffing recruitment less productive – may need to look at contract position.
- References and background checks are done on all potential hires.

- Results of staff satisfaction survey will be presented at Board retreat.
- Moving forward on compensation analysis – working to finalize in the next several weeks.
- Staff Council sent email to Chair earlier this week acknowledging receipt of the letter and staff seem to be satisfied with where things are right now. No sense of urgency – but want opportunities for staff engagement. ED’s style may provide what staff need.
- 12 staff on board right now, but budget has 18 staff planned.
- Conference site visit and tour of the local site completed. Anticipate 2 sponsors – seeking to have them become members.
- Anticipate financial development conversation at Board retreat to explore prospects.
- Interviewing board members about their visions for future, advice etc.
- Potential partnerships: Second Nature, USGBC, NCSC, International Society for Sustainability Professionals.
- Princeton Review pays for access to STARS data and we provide them with support – potentially this payment is undervalued. May be opportunity to increase fees for this service.

ACTION 2.1: Meghan to share dues structure / exhibitor information with board members.

ACTION 2.2: Board members to connect with Meghan directly on potential prospects.

ACTION 2.3: Board members to send information on what they would like to see in ED’s report in the future to both Ahmed and ED.

ACTION 2.4. ED to develop partnership criteria for partnerships for Board review.

- Would like to see partnership criteria developed to help guide our decisions related to partnerships. In April and May we could focus on this effort.

4. Chair’s Report on Board Activities

- Committee assignments are now completed and presented. Conference and Awards committee has changed – but likely to have one call this year along with electronic engagement.
- ED spoke to the Advisory Council – first meeting was held yesterday with about 32 people. Used Go To Webinar and incorporated polls. First call was well received.
- Seeking one more volunteer for the Audit Committee.
- Conference theme explored – “Transforming Sustainability Education”
 - May benefit from adding a tagline
- In addition to AASHE's 10-year anniversary, it may be beneficial to connect with UNESCO's new [Global Action Programme for Education for Sustainable Development](#). May be opportunities for us to align with this international, national, and regional effort, with countries (US is a signatory), organizations, and Regional Centers of Expertise on ESD asked to help implement the GAP. Kim will provide more information, including the UNESCO World Conference on ESD report submitted to the Dept of State and Dept of Education.
- Board resources. Innes has developed a board annual planning calendar. Please work through Board Chairs to get action items on the agenda. Innes also developed a Request for Decision document to help improve our decision-making activities and to improve our organizational memory. We need to turn materials into a motion in order for us to make decisions – this provides background to help with those things.

5. Ongoing Business with Decision Items

Finance Committee

a) Finance Committee/Treasurer's Report

- No meetings held to date.
- Financial Housekeeping

MOTION: The following signers be removed from all AASHE bank accounts. Jacquie Johnson, Stephanie Herrera and Burt Klein. Moved by Jon Jenson. Second by Ruth Johnston.

Approved unanimously.

MOTION: Add the following signers to the AASHE bank accounts: Meghan Fay Zahniser and Jon Jensen. Moved by John Jenson. Seconded by Ruth Johnston.

Approved unanimously.

MOTION: Open an additional bank account for managing of funds and to ensure we don't exceed insured limits. Moved by John Jenson. Seconded by Ruth Johnston.

Approved unanimously.

b) Update on January 2015 Financials

- Board members invited to provide feedback on what financial information is shared and how presented.
- Current financial situation shows indicators of organization in transition.
- Finances prepared in a cash basis – we are still moving to an accrual basis for the future.
- We are about \$80k off our budget – need to be vigilant. We are over budget on payroll and understaffed – this is due to one-time payouts associated with separation agreements. Contracted services are over budget because we needed additional legal support.
- Revenue – under budget, but this may be due to timing and absence of membership & marketing director.
- Need to watch February closely – additional one-time expenses may come.
- Cash reserves are strong. We keep \$500k in cash reserves.
- Sponsor and exhibitor revenue for fall conference is already in hand. We appear to be ahead of where we were this time last year.
- Full financials will not be ready for March retreat. Will look at membership and payroll at that time.
- May come back in the spring with a revised budget for board approval.

c) Next Steps

- Contacting levels that require board approval were reviewed.
- Contracts between \$10k-25k require approval of board, but generally these are handled by Executive Committee. Comments invited.

Governance Committee

- Committee has met – updates on what have been covered are in the consent agenda.

Retreat

- LEED Platinum building on Stanford campus.

- Agenda reviewed.
- Seeking a speaker to look through a discovery workshop related to diversifying and stabilizing funding.

6. Adjourn

- Adjourned 12:30 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	

Appendix 2 - AASHE Annual Planning Calendar

2015 AASHE Board of Directors Annual Planning Calendar				
Timeframe	Responsibility	Purpose	Action	Status
Jan	Exec	Decision	Appoint directors to committees	
	Finance/Mngt	Info	Financial update report	
Feb	Finance/Mngt	Info	Financial update report	
Mar	Exec		Face-to-Face Board Meeting (Stanford University)	
	Finance/Mngt	Info	Financial update report	
Apr	Finance/Mngt	Info	Financial update report	
May	Finance/Mngt	Info	Financial update report	
Jun	Exec	Discuss	Mid-Year Performance Review of Executive Director	
Jul	Finance/Mngt	Info	Financial update report	
Aug	Finance/Mngt	Info	Financial update report	
Sep	Finance/Mngt	Info	Financial update report	
Oct	Exec	Varied	Face-to-Face Board Meeting (@Conference)	
	ALL	Varied	AASHE Conference	
Nov	Gov	Discuss	Present director nominations	
	Mngt	Discuss	AASHE Business Plan for 2016	
	Finance/Mngt	Info	Financial update report	
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	