AASHE Board of Directors Meeting
Teleconference

Friday, June 19, 2015
11:00 a.m. – 12:30 pm PST

DRAFT Meeting Minutes

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

**Board**

<table>
<thead>
<tr>
<th>A</th>
<th>Adam Steinman</th>
<th>R</th>
<th>Kyu Whang</th>
</tr>
</thead>
<tbody>
<tr>
<td>R</td>
<td>Charles Richardson</td>
<td>X</td>
<td>Richard Miller</td>
</tr>
<tr>
<td>X</td>
<td>Ciannat Howett</td>
<td>R</td>
<td>Ruth Johnston</td>
</tr>
<tr>
<td>X</td>
<td>Fahmida Ahmed (Chair)</td>
<td>X</td>
<td>Sally Grans Korsh</td>
</tr>
<tr>
<td>X</td>
<td>Jacqueline Johnson (Ex-Officio)</td>
<td>X</td>
<td>Stephen Mulkey (Vice Chair)</td>
</tr>
<tr>
<td>X</td>
<td>Jon Jensen (Treasurer)</td>
<td>X</td>
<td>Trina Innes (Secretary)</td>
</tr>
<tr>
<td>X</td>
<td>Kim Smith (joined at 12:55)</td>
<td></td>
<td></td>
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</tbody>
</table>

**Quorum:**

Executive Director and Staff

<table>
<thead>
<tr>
<th>R</th>
<th>Meghan Fay Zahniser (Executive Director)</th>
<th>A</th>
<th>Allison Jones</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>Julian Dautremont (proxy)</td>
<td>X</td>
<td>Jessica Chase</td>
</tr>
</tbody>
</table>

1. **Call to Order**
   - Welcome, Determination of Quorum

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

Moved by Ahmed. Seconded by Howett.  

*Motion carried unanimously*

2. **Consent Agenda**
   - May 2015 - Board Meeting Minutes (attachment)
   - June 2015 - Executive Committee Meeting Minutes (attachment)
   - Today's (June 19, 2015) Board Meeting Agenda (attachment) with adjusted sequence

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

Moved by Ahmed. Seconded by Howett.  

*Motion carried unanimously*
3. Ongoing Business with Decision items
   - Governance Committee – Request for Decision
     o Overview of three major items requiring board decision before procedures documents are finalized

   **MOTION:** Board procedures for Nomination and Election of AASHE Board Officers be changed to reflect that Board Members elected to an officer position that are terming out are automatically appointed to a second term.

   Moved by Innes. Seconded by Johnson.  
   Motion carried unanimously

   **MOTION:** Board procedures for Nomination and Election of AASHE Board Officers reflect that Directors that have termed out or resigned may be renominated to member after an absence of 1 year.

   Moved by Ahmed. Seconded by Howett  
   Motion carried unanimously

   **MOTION:** Board procedures for Nomination and Election of AASHE Board Members seek to achieve a board composition of no less than 30% and up to 50% member elected positions.

   Moved by Innes. Seconded by Grans Korsh. 
   Opposed: 1, Abstained: 0  
   Motion carried (8 of 9 members support)

   o Request for an amended motion was made as follows “Board procedures for Nomination and Election of AASHE Board Members seek to achieve a board composition of no less than 30% and up to 50% member elected positions. Within six years we would have a 50% member elected board.” Moved by Howett and not seconded by anyone so motion was not carried.

   o John asked Fahmida to work on language with Meghan and staff to honour that the board’s intention and the members needs.

   • Finance Committee update – Jon
     o At the end of this month we are ½ way through the fiscal year – July will be a mid-point review of year and will provide more detailed finance report in August.
     o AASHE met May budget

4. Chair’s Report
   - Executive Committee update
     - Executive Committee update, Board Calendar (attachment)
       o Updated to show what happened in first part of year and what will happen towards the end of the year.
     - ED Evaluation Process – discussion and motion for approval (attachment)
       o Good experience so far; Trina provided best practices tools, and then Meghan updated it.
       o Executive is recommending to the full board to endorse this evaluation process for the ED of AASHE informally mid-year and formally towards the end of the year.
       o EC recommends we approve this process as a board.
       o ED will fill it out herself. Board members will fill it out. The four directors of AASHE will also fill it out. Comprehensive 360 report.
       o Mid-year and year-end might change a little bit from year to year in terms of timeframe.
       o Mid-year could be Part A, and the full-year is all the parts of the Evaluation.
MOTION: Request approval of the ED Evaluation tool for annual performance review.
Moved by Ahmed. Seconded by: Jensen  
Motion carried unanimously

- Board Member Evaluation – discussion and revision (attachment)
  - Self-evaluation, overall Board effectiveness, and evaluation of Board Chair

MOTION: Request approval of the Board Evaluation process for AASHE Board of Directors
Moved by Ahmed. Seconded by: Howett & Jenson  
Motion carried unanimously

5. Executive Director Report (via Proxy)
   - Presented procedures for how a member elected positions will take place.
   - Will use SurveyMonkey to distribute ballot – one vote allowed per link supplied via email.
   - Provided highlights from staff retreat.
   - Board asked to review potential funders list and see if there are any relationships to existing board members or other recommendations to include on the list.
   - Kim can share an additional funding resource and asked if there might be interest/opportunities to collaborate on funding applications.

6. Adjourn
   - Adjourned 12:30 pm PT.
   - Note: No Board meeting in July. There will be email updates from ED and Chair.
## 2015 AASHE Board of Directors – Board Meeting Action Tracker

<table>
<thead>
<tr>
<th>No.</th>
<th>Responsibility</th>
<th>Action</th>
<th>Due Date</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.1</td>
<td>Meghan</td>
<td>Meghan to share dues structure / exhibitor information with board members.</td>
<td>ASAP</td>
<td>Done</td>
</tr>
<tr>
<td>2.2</td>
<td>Directors</td>
<td>Board members to connect with Meghan directly on potential prospects.</td>
<td>ASAP</td>
<td>Done</td>
</tr>
<tr>
<td>2.3</td>
<td>Directors</td>
<td>Board members to send information on what they would like to see in ED’s report in the future to both Ahmed and ED.</td>
<td>ASAP</td>
<td>Done</td>
</tr>
<tr>
<td>2.4</td>
<td>Meghan</td>
<td>Develop partnership criteria for partnerships for Board review.</td>
<td>April/May</td>
<td>Done</td>
</tr>
<tr>
<td>4.1</td>
<td>Jensen</td>
<td>Work with Ahmed to prepare a motion for the Board to approve the audit by April 24 via email vote.</td>
<td>Apr 24</td>
<td>Done</td>
</tr>
<tr>
<td>5.1</td>
<td>Innes</td>
<td>Package to be prepared by Innes for voting on at the next Board meeting.</td>
<td>June 19</td>
<td>Done</td>
</tr>
<tr>
<td>5.2</td>
<td>Jensen</td>
<td>Finance Committee to present plan for managing financial reserves at June meeting.</td>
<td>June 19</td>
<td>??</td>
</tr>
</tbody>
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