



Board of Directors Meeting

**November 22, 2019
2:00 – 3:30 PM ET**

Approved Meeting Minutes

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

Board

X	Ann Erhardt – Chair
X	Cindy Klein-Banai - Secretary
X	David Phillips - Treasurer
X	Jay Antle
R	Guilbert Brown
X	Monica Dean

A	Cathy Dove
X	Jenny Hirsch
X	Rich Miller
A	Charles Richardson
X	Meghna Tare
R	Kyujung Whang

Management & Guests

X	Meghan Fay Zahniser (Executive Director)
X	Allison Jones (Dir of Finance & Admin)

X	Margueritte Williams (Acct & Payroll Mgr)

1. Call to Order

- Determination of Quorum – Met at 2:05

2. Consent Agenda

- August Board Meeting Minutes
- October Board Meeting Minutes
- Today’s Board Meeting Agenda

MOTION: Motion to Approve August Board Meeting Minutes

Moved by: Rich
Seconded by: Jay

Motion Carried

MOTION: Motion to Approve October Board Meeting Minutes

Moved by: Ann
Seconded by: Jenny

Motion Carried

MOTION: Motion to Approve Today's Agenda

Moved by: Cindy
Seconded by: Meghna

Motion Carried

3. Executive Director Update

- Conference Review
 - Reviewing feedback, survey
- End of Year Projections
 - Ending with a bit of a surplus
- ACTS Partnership
 - Meghan just returned from going to New Zealand for ACTS
 - Second year of having STARS embedded in their organization
 - Really worth the time and effort to go, developing meaningful relationships
 - STARS cohort participants are renewing their subscriptions
- Human Resources
 - IT needs continue to grow, posting IT Director position as a start to address needs
 - Will re-post Conference & Events Manager position
- Conflicts of Interest Form
 - Being sent beginning of December, to be completed by end of year
- Questions
 - Next year's conference location?
 - Site visits still happening
 - Hopefully will decide time and location in December
 - Corporate roundtable
 - Meghan wanted to feel people it was a good use of their time and she got that feeling. She had follow-up with all but 2 participants. She is encouraged by it and thinking about what regular engagement looks like.

4. Ongoing Board Business

- Financials
 - Approval of 2020 Budget
 - Meghan explained reasoning for deficit budget
 - a. Investments in technology, marketing, and consulting
 - Allison said backup is on spreadsheet, talked about at October meeting
 - Round of Q&A
 - a. Allison added more detail in Financial Memo after question from Rich in October
 - b. David made comment about amount of deficit, how it is based on what estimate of what is needed is and not amount of what is in reserves that can be used
 - c. Meghan will come back to board if need more expenditures to be approved

- d. Meghan is looking at this as a shared risk. How can we collectively advance AASHE next year?
- e. Monica asked if Meghan is still working with fundraising consultant. - No, contract is over and not in 2020 budget. Will try to advance this internally. Have some proposals going out for grants next year.

MOTION: Motion to Approve 2020 Budget

Moved by: David
 Seconded by: Meghna

Motion Carried

- Allison thanks us all. A lot of effort went into this.
- Governance
 - Affirming Monica's Second Term
 - Not in bylaws but want to add later

MOTION: Motion to Affirm Monica's Second Term

Moved by: Ann
 Seconded by: Jay

Motion Carried

- New Board Members
 - Elected Position by Members
 - a. Ashwani Vasishth from Ramapo College of New Jersey
 - Appointment of Two New Board Members to Fill Outgoing Positions
 - a. Choose from list of those that were being elected?
 - b. Does board know others to consider?
 - c. Don't have to appoint anyone to fill empty slots
 - d. Schedule another meeting in December?
 - e. Need to look at demographics for what is needed.
 - f. Need a corporate / business person on the board?
 - g. Have someone from another country on the board?
 - h. Someone from a DEI office?
 - i. Deadline to get list together so can vote and be in position by January – by December 6
 - j. Nominee - Have them send resume, statement of interest, have them fill out application that was sent out for elected position. Allison and Meghan to figure out logistics and tell board on Basecamp.
 - k. October board packet has matrix of members.
 - l. Include runners-up from election

MOTION: Motion to Affirm New Elected Board Member

Moved by: David
 Seconded by: Rich

Motion Carried

5. Chair Update

- Reminder for Board Retreat 2020
 - Michigan State – April 5 – 7, 2020
 - Day and a half format similar to what has been done in the past
 - Don't have agenda yet
- Executive Director Performance Review
 - Meghan was on a contract before – expires at the end of this year
 - Job description has been made - Ann has reviewed the position description and contract. Shared with the board in October. She'll share it again. Meghan will sign before the end of the year.
 - Ann sending anonymous survey to board to provide feedback
 - Meghan's goals for 2020 to be drawn up
 - Compensation changes to be reviewed
 - We have a compensation philosophy. Meghan noted that 2020 budget contains about \$2,000 per person.

6. Closing Round

- Questions & Wrap Up – Any other comments?
 - Rich going to Madrid for Cop25 in December
 - Monica DEI consultant
 - Cindy had meeting with food service providers and trying to get more plastic free. What roll for AASHE to help that happen?
 - Happy Thanksgiving!
 - Meghan is grateful for board taking time, everything they do for AASHE.

MOTION: Motion to Adjourn – 3:22 PM
--

Moved by: Ann Seconded by: Jay

Motion Carried
