

Proxies? No

Quorum? Yes

Votes: 03/23/20 and 4/15/20 meeting minutes

Changes or additions to this agenda: No

Minutes from March 23, 2020 and April 15, 2020 conference calls posted for review: Motion for Approval by Christian, Walt seconded, Approved by vote.

CURRENT:

1. Welcome Jim Stevens to Board

Congratulations to Jim on becoming a new board member.

A good friend talked Jim into teaching about 5 years ago upon retirement. Jim started skiing in 7th grade. He spent 39 years in Houston and Dallas for work life for 39 years.

We are happy to have an additional Pomerelle representative join the Board.

a. Thank Paul Blaylock as outgoing director

Thank you! Let the record reflect thanks and appreciation to Paul and his commitment to the Board.

Key Point: Welcome Jim and thank you Paul for your service.

2. Tender Letter of Resignation of Officers:

One year ago we worked through Policy Governance that split operations from the Board. Executive Chair is Tom and he takes care of the operational side of business. The Board is looking at the strategic plan and tasked with enabling the board to view the division as such that we can administer a strategic plan to keep the division going. We have been evolving over the last few years and defining what criteria is needed to be a best fit for officers to do the job. We took a look at people that can fill these positions. We had an executive session and as a team made a decision to look at the strategic plan and big picture...the means and ends. These officer changes will help us be more effective. The resignation letter is meant to basically show the Board that our intent and focus is to become better as a division by aligning us with individuals that can effectively get us to the next level. As such, we are tendering our letter of resignation. If no objection, we are tendering this now to be in effect at the end of this call. No objection.

The Secretary will post the letter on Base Camp under Board File.

Key Point: As we have separated operations and strategic planning, we have a view to look ahead to sustain this division. Through changes we have decided to shuffle individuals best suited to the officer positions to carry us into the future. The letter of resignation is tendered to create the officer openings so the new officers can be installed that will take us to a next level of excellence.

Action: Letter of resignation is posted.

3. BOD Officer's Team

a. Proposal—New BOD Officer's Team

The new officer team proposed by the tendered resignation is as follows: Christian Luening as President, Colleen Morishita as Vice President, Deann Miller as Secretary and Fernando Veloz as Treasurer.

Any questions or discussions? Has everyone had a chance to review the recommended officers?

Mason moves to elect the above officers as recommended. Cortney seconds. Motion accepted and approved. These terms are effective through April 2021.

Key Point: New officer team recommended to be in effect at the end of the conference call. Elected and accepted by the Board.

4. BOD Committees

a. Proposal—Committee Principles

The Board has had a chance to review the Committee Principles. Are there any questions, clarifying needs or points of discussion? No...pretty straight ahead.

Christian moves to accept to the proposal of the committee principles. Colleen seconds. We vote yes. Committee principles have been established and accepted by the board.

Key Point: Committee Principles accepted.

b. Proposal—Committee Structure

- i. **Finance (Audit and Investment)** Composition Treasurer as Chair, Walt & Mason working with Chief Administrator
- ii. **Governance & Leadership Development** Composition Vice President as Chair, Secretary and one additional member of the board working with Chief Administrator.
- iii. **Executive Compensation** Composition Board President as Chair, two board members and Treasurer.

- iv. **Membership Linkage** Composition Board President as Chair, Treasurer and two board members with Chief Administrator. We need to align with membership schools and stress importance of PSIA-AASI. We need to engage both school, members and future membership. Time commitment will be quarterly conference calls.

Key Point: Board goal of committee is to make sure members know what the Board is working on and how we function.

- v. **Awards & Recognition** Composition Three board members (a chair person plus two additional members) and approximately four PSIA-AASI NI members in good standing.
- vi. **Education Foundation Advisory** Composition Treasurer, two to six additional at large members

Mason moves to accept the Board Committee structure and Jim seconds. No opposes or abstentions. Committee structure is accepted.

Key Point: Board Committee structure accepted. The Board needs to work to fill these committees by the next conference call on May 23. Christian will reach out to individual Board members regarding filling committees. Think about if you as a Board member have a preference and feel free to reach out to us to serve on the committees.

5. Executive Administration—Job Description Discussion

Job description and folder on base camp. Under that is Executive Director job description. Tom has looked at it and it is extensive and thorough. He is excited to see who fills this position.

The question would be if there is no other discussion or changes to the document, do we want to go ahead and entertain a motion to accept the Executive Director job position now?

Will Tom intend to continue in this role as we develop all things? Tom feels he will definitely continue to fill this position this season and will be curious about the compensation. To be continued in a conversation between Christian and Tom.

Key Point: We will continue this discussion in May. We have a working job description but not a completed compensation component.

Action/Followup: Christian and Tom will continue to talk through job description and compensation.

6. May Meeting—Discussion or Doodle Poll?

a. Call/Zoom? Zoom

May 23, 2020 seems to work best. All members should make sure their technology is capable of video conferencing. The executive officers should have a conversation to upgrade Zoom so we are not limited by time constraints in the call.

b. Preview of May Agenda

i. Administration—Executive Job Description

ii. NI Policy Manual

The proposed policy manual will be presented to the Board before the May call and members should spend time looking at the proposed policy manual more closely and in detail. No questions at this point.

OTHER BUSINESS

Summer Event in the works to give members a CEU opportunity and in lieu of Symposium that was worked hard on but sadly had to be cancelled. Tamarack will be host. Weylin and Jake working on the details. All is pending governor opening state. Thinking we will have indoor and outdoor continuing ed, annual member meeting, awards banquet, something at that July date. Tom has emailed all the schools for award nominations. We have a Top of the Course candidate packet being submitted by Ben & Weylin.

RESOLVED ITEMS

Meeting minutes approved for 3/23/20 & 4/15/20

VOTING: Meeting minutes from 3/23/20 and 4/15/20 approved. New Officer Team accepted, Board Committee Principles accepted and adopted, Board Committee Structure accepted and adopted

7. Next Meeting Board Conference Call May 23, 2020..time tba

8. Adjorn: 7:10pm

NEEDS TO BE DONE/ONGOING PROJECTS:

Approve Policy Governance Ends.

Budget

Identify social media school contacts/member outreach

Complete Executive Director job description and compensation package

Secretary of State filing by 30th of April. Not using the board time for that. Resolved tomorrow morning.

Tom to check with discipline chairs for availability for Pomerelle 2021 Symposium. He will get date to Jim asap.

Refining system for vetting new Board members

Plan/committee to pursue possible corporate sponsorship

Board select committee to serve on and get positions filled by next conference call 5/23