

## APCO International - Board of Directors Meeting

Web Conference

January 29, 2013

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### Call to Order

President Terry Hall convened the Board of Directors Meeting at 5:00 p.m. EST.

In attendance:

Name	Title	Present	Absent
Terry Hall	President	X	
Gigi Smith	First Vice President	X	
John Wright	Second Vice President	X	
Gregg Riddle	Immediate Past President	X	
Derek K. Poarch	Ex-Officio / Executive Director	X	
David W. Clemons	East Coast Regional Representative	X	
James J. McFarland	East Coast Regional Representative	X	
Debbie L. Gailbreath	Gulf Coast Regional Representative	X	
Matthew J. Stillwell	Gulf Coast Regional Representative	X	
Julie J. Righter	North Central Regional Representative	X	
Robin Tieman	North Central Regional Representative	X	
Peggy Fouts	Western Regional Representative	X	
Kimberly Burdick	Western Regional Representative	X	
Donald Whitney	Commercial Advisory Council (CAC)	X	

Special Attendee: Brent Lee, Second Vice President Candidate

Additional staff present: Mark Cannon, Chief of Staff  
Kristin Vollin, Executive Assistant

### **1. Approval of Minutes**

- a. **Approval of Board Minutes of 9/16/2012** - East Coast Regional Representative David W. Clemons ***motioned*** to approve the Board minutes from September 16, 2012. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***
- b. **Approval of 2012 General Business Session I & II Minutes** - Western Regional Representative Peggy Fouts ***motioned*** to approve General Business Session I & II minutes. Gulf Coast Regional Representative Matthew J. Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

## 2. Old Business

- a. **Leadership Development Committee Report** – The Executive Committee will meet with the Chair of the Leadership Development Committee, Peggy Fouts, in March to discuss the report in further detail.
- b. **Board Performing APCO Work for Pay (e.g., Adjunct Instructor)** – Gulf Coast Regional Representative Matthew J. Stillwell suggested notifying Board candidates of this policy prior to running for the Board and to forego taking action now particularly since the decision has a negative impact on one or more members of the current Board. East Coast Regional Representative James J. McFarland also agreed with holding off on implementing the policy. North Central Regional Representative Robin Tieman noted that the changes to Policy Manual (PM) 6.8 require approval from the Executive Council. President Terry Hall reminded the group that the full Board took action on December 1, 2011 with an amendment to PM 6.5, which states “no member of the Board of Directors shall be a paid employee, consultant or contractor of the Association, except the Executive Director in an ex-officio role.” Gulf Coast Regional Representative Debbie Gailbreath noted that the Bylaws were not as direct in this regard, which is what she consulted before running for the Board. Immediate Past President Gregg Riddle explained that in many respects the Bylaws set the general policy at a 30,000 foot level with details and clarifications covered in the PM. President Hall acknowledged that until the Executive Council can meet and vote to clarify provisions of PM 6.8 that are under its purview, the Board Handbook is another vehicle to educate potential new Board nominees about the existing policy. Meanwhile, the Executive Committee is still required to carry out the policy. While it is not an easy decision, the advice of legal counsel is clear that the provision is appropriate and ought to be enforced. Recently, the Executive Committee had the opportunity to confer with the Past Presidents about this among other issues; President Hall shared that they saw the need for the policy. East Coast Regional Representative Dave Clemons agreed that the Board needs to demonstrate consistency by applying the policy to any existing situation as well as situations in the future. Western Regional Representative Peggy Fouts said members in her region support the policy. President Hall thanked everyone for the frank discussion.
- c. **Board Serving in Committee and Chapter Leadership Roles** - The consensus that emerged from much discussion was that Board members should have the opportunity to serve on committees, however, not as chairs or co-chairs. East Coast Regional Representative Dave Clemons suggested that service on such committees could continue for up to a year after joining the Board. Similarly, high profile chapter roles (e.g., president) ought to be avoided where possible. Gulf Coast Regional Representative Matt Stillwell and Western Regional Representative Peggy Fouts noted that ties to local issues should not be cut due to Board service. East Coast Regional Representative James J. McFarland brought up an example of how he recused himself from a discussion during a recent Historical Committee call because the matter might be something he may be asked to vote on as a Board member. The issue will continue to be discussed.

### **3. Policy Manual Amendments**

- a. **PM 4.2: Social Media Etiquette** - East Coast Regional Representative James J. McFarland ***motioned*** to approve adoption of amendments to PM 4.2 related to social media etiquette. Western Regional Representative Kimberly Burdick ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***
- b. **PM 6.8: Refrain from Paid Work with APCO** – withdrawn, pursuant to discussion under old business
- c. **PM 9.1: Meals Reimbursement, Strike Alcohol Restriction** - North Central Regional Representative Robin Tieman ***motioned*** to approve striking alcohol restrictions from PM 9.1. East Coast Regional Representative David W. Clemons ***seconded*** the motion. The ***motion passed*** on a 11-2 vote. Western Regional Representatives Peggy Fouts and Kimberly Burdick voted no as the Western region does not support reimbursement to APCO members or APCO elected officials for alcohol purchases.
- d. **PM 9.2: Partial International Flight Upgrades for ExecComm** - Immediate Past President Gregg Riddle ***motioned*** to approve the amendment to reimburse Executive Committee members for international flight upgrades in an amount not to exceed 25 percent of the economy coach class ticket price. North Central Regional Representative Julie J. Righter ***seconded*** the motion. East Coast Regional Representative David W. Clemons ***motioned*** to amend the motion and increase the reimbursement level to 50 percent. North Central Regional Representative Robin Tieman ***seconded*** the amendment. The ***motion passed*** on a 9-4 vote. Those voting no were Gulf Coast Regional Representatives Matthew J. Stillwell and Debbie Gailbreath and Western Regional Representatives Peggy Fouts and Kimberly Burdick. These representatives expressed discomfort voting for a higher percentage because they had not had the opportunity to preview the change with Executive Council members from their regions. This was followed by a vote on the main motion, as amended, which ***passed*** on the same 9-4 vote.
- e. **PM 9.3: Board Reimbursement Modifications**
  - i. **Extend Reimbursement to all Conference Days** - East Coast Regional Representative James J. McFarland ***motioned*** to approve amending PM 9.3 to extend Board member reimbursement to all conference days. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***
  - ii. **Permit Reimbursement of Alcohol Incidental to Meals** - A roll call vote was taken and the ***motion passed*** on a 11-2 vote with Western Regional Representatives Peggy Fouts and Kimberly Burdick casting no votes.

### **4. Board of Directors Handbook – Revisions**

Immediate Past President Gregg Riddle ***motioned*** to approve the Board of Directors Handbook revisions. Second Vice President John Wright ***seconded*** the motion. Gulf Coast Regional Representative Debbie Gailbreath noted that her region had run out of time on its call to discuss the revisions. A roll call vote was taken and the ***motion passed*** on a 9-3-1 vote. Casting no votes were Western Regional Representatives Peggy Fouts and Kimberly Burdick, Gulf Coast Regional Representative Matthew J. Stillwell. Gulf Coast Regional Representative Debbie Gailbreath abstained. The Western region specifically opposes the Handbook provisions on page 12 regarding reimbursement of alcohol.

## **5. Other Business**

Gulf Coast Regional Representative Matt Stilwell had requested time on the agenda for clarification about member revocation review procedures. He and a few Board members indicated being approached recently by Kevin Willett to request reconsideration of the revocation of his membership. Immediate Past President Gregg Riddle referred Board members to applicable provisions of PM 4.11. He also generally recounted the history associated with the lifetime ban of Kevin Willett since the matter surfaced during the start of his tenure as Second Vice President. President Terry Hall indicated that the current Executive Committee had thoroughly reviewed the file and also sought the perspective of other past presidents on a recent call with them because the matter had spanned several years. President Hall shared that the past presidents familiar with the issue urged holding firm and earlier controversies dating back to the 1990s also came to light on the call. As a result of its review, President Hall said the Executive Committee has no interest in reconsidering the lifetime ban from membership by Kevin Willett and all individuals associated with his companies. Board members are to direct Kevin Willett to President Hall if he continues to have questions.

Robin Tieman asked who members should contact when they have concerns about chapter board conduct. Executive Director Derek K. Poarch said he would like such reviews to be initiated through Chief of Staff Mark Cannon.

## **6. President's Report**

President Terry Hall provided the following highlights:

- The Public Safety Foundation of America dedicated the Alexandria, VA building in honor of Immediate Past President Gregg Riddle last week
- The P25 contract discussions with DHS are progressing
- The Executive Committee is working with vendors on i3
- President Hall will attend an FCC meeting the week of Feb 18 to discuss NG9-1-1 and cell jamming
- Working with Mexico and Asia to open APCO International chapters
- Emerging Technology Forum has nearly 300 registered; Michael Locatis had to cancel as a speaker due to his recent resignation
- President Hall and Second Vice President Gigi Smith will attend the Global Alliance meeting during the month of March in Australia

- Radiohead has been removed from APCO's magazine and will be replaced with a column featuring musings from Past Presidents and other longstanding members

## **7. Executive Director's Report**

Executive Director Derek Poarch provided the following highlights:

- APCO currently has four vacancies: Director of Comm Center & 9-1-1 Services (CC9S), CC9S Specialist, Corporate Outreach & International Development Manager, and Mail Room Assistant.
- Some of the faded bricks from the Hero Walk of Fame at APCO headquarters need to be replaced and are scheduled for replacement. Orders have been placed.
- The budget process for 2013-2014 has started. The Executive Committee will discuss it in mid-April and Board members will consider the budget during its meeting on May 15.
- 9-1-1 Lifeline – Research about the origins and current status of the group was discussed; staff will continue to monitor its activities.

## **8. Future Board Meetings: 5/15 (DC), 8/14 (CA)**

- **May 15** – Washington, DC (ICW Broadband Summit/Awards Dinner)
- **August 14** – Anaheim, CA (ICW Annual Conference)

## **9. Adjournment**

East Coast Regional Representative James J. McFarland ***motioned*** to adjourn the meeting. CAC Representative Don Whitney ***seconded*** the motion. The meeting was ***adjourned*** at 6:53pm EST.

**Respectfully submitted,**

Derek K. Poarch  
Executive Director

The Board of Directors meeting agenda will be part and parcel of the formal record of the business of APCO International, Inc., and will be retained at APCO International headquarters.