

APCO International - Board of Directors Meeting

Washington Court Hotel, Washington, DC

May 15, 2013

Call to Order

President Terry Hall convened the Board of Directors Meeting at 1:56 p.m. EDT.

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	
Martha K. Carter	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	

* Via Teleconference

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 1/29/2013** – Gulf Coast Regional Representative Matt Stillwell *motioned* to approve the Board minutes from January 29, 2013 as amended during the Board workshop. CAC Representative Don Whitney *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

- b. **Approval of Board Minutes of 2/15/2013** – Western Regional Representative Peggy Fouts *motioned* to approve the Board minutes from February 15, 2013. North Central Regional Representative Robin Tieman *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

- c. **Life Member Nominations** - The Credentials Committee requests the Board of Directors recommend to the Membership Quorum the approval of the following nominees as Life Members:
- i. Dave Clemons, Atlantic
 - ii. Natalie Duran, FL
 - iii. Debbie Gailbreath, FL
 - iv. Wray Hall, GA
 - v. Gigi Smith, UT
 - vi. Robin Tieman, MO
 - vii. Jeff Vannais, Atlantic
 - viii. Barry Woodward, GA

CAC Representative Don Whitney *motioned* to pull three names out of the recommended life member nominations list to be voted upon separately since they are part of the Board and would need to recuse themselves from voting on their own nominations: Dave Clemons, Gigi Smith, and Robin Tieman. Gulf Coast Regional Representative Martha Carter *seconded* the motion. After being made aware that Mr. Clemons had not been able to be on the line due to an agency meeting conflict, Mr. Whitney amended the motion, and Ms. Carter seconded, to remove only two names; Gigi Smith and Robin Tieman from the original consent agenda list. A verbal vote was taken and Dave Clemons, Natalie Duran, Debbie Gailbreath, Wray Hall, Jeff Vannais and Barry Woodward were recommended for Life membership. The *motion to approve passed with no opposition*.

Western Regional Representative Peggy Fouts *motioned* to recommend Robin Tieman for life membership. First Vice President Gigi Smith *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Eastern Regional Representative James J. McFarland *motioned* to recommend Gigi Smith for life membership. Gulf Coast Regional Representative Matthew J. Stillwell *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

2. Policy Manual 7.2 Amendments from the Management Committee

Second Vice President John Wright *motioned* to amend the Policy Manual section 7.2 as recommended by the Management Committee. CAC Representative Don Whitney *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

3. Recess

Gulf Coast Regional Representative Matthew J. Stillwell *motioned* to recess at 2:05pm. James J. McFarland *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Call to Order

President Terry Hall re-convened the Board of Directors Meeting at 2:45 p.m. EDT.

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	
Martha K. Carter	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	

* Via Teleconference

Special Attendee: Brent Lee, Second Vice President Candidate
Additional staff present: Mark Cannon, Chief of Staff
Kristin Vollin, Executive Assistant

4. Proposed FY2014 Budget

Gulf Coast Regional Representative Matthew J. Stillwell *motioned* to adopt the proposed FY 2014 budget as modified during the Board Workshop and reflecting a projected net budget shortfall of \$256,829. James J. McFarland *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

During the Board Workshop, the Board of Directors discussed a proposed suspension of APCO International's "pay for performance" plan for fiscal 2014 and voted whether to retain the plan versus all employees receiving a net bonus of \$750.00. The bonus option would result in a \$36,352 savings. The tally resulted in nine votes to retain the "pay for performance" plan and four in favor of the employee bonus.

5. Other Business

Gulf Coast Regional Representative Martha Carter pointed out that the Regional/CAC representatives had recently discussed a proposed tie breaker rule drafted by East Coast Regional Representative Dave Clemons and asked if President Hall had received the modified language and is the Executive Committee prepared to discuss it? President Terry Hall indicated that he did not receive the document.

President Terry Hall requests the next Board Meeting be recorded and have separate agendas for the Board Meeting and Board Workshop.

6. Future Board Meeting

- **August 14** – Anaheim, CA (Annual Conference)

7. Adjournment

East Coast Regional Representative James J. McFarland *motioned* to adjourn the meeting. Gulf Coast Regional Representative Matthew Stillwell *seconded* the motion. The meeting was *adjourned* at 3:03pm EDT.

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.