

APCO International - Board of Directors Meeting

APCO HQ, Daytona Beach, FL

September 22, 2013

Call to Order

President Gigi Smith convened the Board of Directors meeting at 2:10 pm EDT.

In attendance:

Name	Title	Present	Absent
Gigi Smith	President	X	
John Wright	First Vice President	X	
Brent Lee	Second Vice President	X	
Terry Hall	Immediate Past President	X	
Derek K. Poarch	Ex-Officio / Executive Director	X	
Richard Boettcher	East Coast Regional Representative	X	
James J. McFarland	East Coast Regional Representative	X	
Martha Carter	Gulf Coast Regional Representative	X	
Matthew J. Stillwell	Gulf Coast Regional Representative	X	
Holly Wayt	North Central Regional Representative	X	
Robin Tieman	North Central Regional Representative	X	
Peggy Fouts	Western Regional Representative	X	
Kimberly Burdick	Western Regional Representative	X	
Richard Solie	Commercial Advisory Council (CAC)	X	

Teleconference: Angela Bowen, Georgia Chapter
Special Attendees: Cheryl Greathouse, Georgia Chapter
Additional staff present: Mark Cannon, Chief of Staff
Kristin Vollin, Executive Assistant

Approval of Minutes (Agenda item 1)

Approval of Board Minutes of 8/14 – Gulf Coast Regional Representative Matthew Stillwell ***motioned*** to approve the Board minutes from August 14, 2013. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with one abstention*** being East Coast Regional Representative Richard Boettcher.

Approval of Board Minutes of 8/17 – North Central Regional Representative Robin Tieman ***motioned*** to approve the Board minutes from August 17, 2013. Western Regional Representative Kimberly Burdick ***seconded*** the motion. Executive Director Derek Poarch pointed out page 6 executive session start time should read 10:10 am rather than 9:48 am. Western Regional Representative Peggy Fouts ***motioned*** to approve minutes as amended. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motioned passed with no opposition.***

Approval of Board Minutes of 8/18 – Western Regional Representative Peggy Fouts ***motioned*** to approve the minutes from August 18, 2013. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motioned passed with no opposition.***

Old Business (*Agenda item 2*)

Conference Manual Revisions – The Board reviewed conference manual revisions with CEAC Chair Angela Bowen who was connected telephonically. The following sections were discussed:

Section 3 - 3.4, 3.4.1; Section 6 - 6.1.2, 6.2.1, 6.2.3.2, 6.4.2, 6.4.3, 6.4.5, 6.6.2, 6.8;

Section 9 – 9.1; Section 11 - 11.2.2.4, 11.2.2.5

Upon completion and approval of the conference manual, Ms. Bowen plans to transition CEAC to serve more in an advisory capacity meeting on a quarterly basis. Ms. Bowen has the support of the Board to meet as she deems necessary. North Central Regional Representative Holly Wayt encourages Ms. Bowen to stay engaged with the PDEC Chair.

A few Executive Council members expressed interest in being informed of recommended cities that the CEAC has under consideration for 2018 and beyond. In particular, Michigan would like to know the status of Detroit. The Board discussed the history of site selection and how several different reform measures have been implemented over the years to ensure that decisions are insulated from chapter politics and made on the merits of what would be in the best economic interest of APCO International. The Board affirmed that the CEAC is not obligated to share its spec list, and supports Ms. Bowen having one on one conversations with members who have raised questions about the current process.

North Central Regional Representative Robin Tieman ***motioned*** to pass the conference manual revisions with amendments discussed today. CAC Representative Richard Solie ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

PM Amendments to strike 2.3 and modify 8.2, 10.1, 10.2

PM Amendment to strike Section 2.3 – Western Regional Representative Peggy Fouts ***motioned*** to strike PM section 2.3 as recommended by legal counsel. East Coast Regional Representative James McFarland ***seconded*** the motion. Gulf Coast Regional Representative Matthew Stillwell inquired if there is language elsewhere that puts the association as a whole on record about equal opportunity. Chief of staff Mark Cannon pointed to PM section 4.2, subsection 2.1.8. A verbal vote was taken and the ***motion passed with no opposition.***

PM Amendments to modify 8.2 – Gulf Coast Regional Representative Matt Stillwell ***motioned*** to approve PM amendments to 8.2 as recommended by legal counsel. North Central Regional Representative Holly Wayt ***seconded*** the motion. Gulf Coast Regional Representative Martha Carter confirmed with Executive Director Derek Poarch as being in agreement with the modification. He explained that many of the provisions being struck in PM 8.2 are already covered in the employment manual and additional modifications are being made to it as appropriate. A verbal vote was taken and the ***motion passed with no opposition..***

PM Amendments to modify 10.1 – East Coast Regional Representative James McFarland ***motioned*** to approve PM amendments to 10.1 related to early termination and renewal clauses as recommended by legal counsel. North Central Regional Representative Holly Wayt ***seconded*** the motion. When asked for clarification about the change, Executive Director Derek Poarch explained these purchasing sections were too restrictive as currently written. A verbal vote was taken and the ***motion passed with no opposition.***

PM Amendments to modify 10.2 – Western Regional Representative Peggy Fouts ***motioned*** to approve PM amendments to 10.2 related early termination clauses of contracts for APCO products and services as recommended by legal counsel. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

PM Amendment to 6.1 – Expand Executive Session Language – The Western region requested clarification on who decides what is confidential. Executive Director Derek Poarch noted that recommended language explains that an executive session required majority consent of the body. The Board discussed that a definition of confidential could become unwieldy. All agreed that executive sessions should be convened sparingly during the course of quarterly board meetings. The monthly briefing teleconferences would continue to be run informally as workshops, as would the annual orientation session; however, the expectation is that when the Board meets quarterly, it would largely forego any workshop period and would hold a meeting on the record from start to finish.

CAC Representative Richard Solie ***motioned*** to approve PM 6.1, subsection 5.1.1 as amended with language recommended by legal counsel. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

PM Amendments 7.1, 7.2 and 7.3:

Update the list of Advisory, Standing and Special Committees – North Central Regional Representative Robin Tieman ***motioned*** to refer 7.1, 7.2 and 7.3 to the Bylaws committee for review and to provide recommendations related to potential conflicting language between the Authority and Policy of the sections that pose a possible conflict between Board vs. Executive Committee authority over the creation of committees. Gulf Coast Regional Representative Martha Carter ***seconded*** the motion. Board members will email Executive Director Derek Poarch items they would like reviewed by the Bylaws committee. A verbal vote was taken and the ***motion passed with no opposition.***

North Central Regional Representative Robin Tieman ***motioned*** to update the list of Advisory, Standing, and Special Committees. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Clarify process for appointing chairs to CEAC, F&B, and Management – Western Regional Representative Kimberly Burdick ***motioned*** to approve amendments clarifying the process for appointing chairs to the Conference & Exposition Advisory Committee (CEAC), Finance & Budget (F&B) Committee and the Management Committee. North Central Regional Representative Holly Wayt ***seconded*** the motion. North Central Regional Representative Robin Tieman requested that the Bylaws Committee clarify if these can still be regarded as “Executive Council” committees since the membership on two of them is broader than the Executive Council. A verbal vote was taken and the ***motion passed with no opposition.***

Reinstate the language on Board Liaisons (subsection 1.6) – East Coast Regional Representative James McFarland ***motioned*** to approve reinstating the language on Board liaisons. North Central Regional Representative Holly Wayt ***seconded*** the motion. Board members questioned the use of “shall” versus “may” in this subsection with “shall” seeming to require a liaison be appointed in every case. Gulf Coast Regional Representative Martha Carter referred to discussions during a previous Board meeting stating new Chairs and Board liaisons will be selected during the next rotation of committee appointments unless there is a vacancy. With this clarification, a verbal vote was taken and the ***motion passed with no opposition.***

Board Liaison Task Force – North Central Regional Representative Robin Tieman ***motioned*** to create a Task Force of Board of Directors to bring forth recommendations related to Board members serving as liaisons on standing committees and consider whether the role of Group Leaders should be repurposed. Immediate Past President Terry Hall ***seconded*** the motion. Gulf Coast Regional Representative Martha Carter questioned whether there is a need for both Board Liaisons and Group Leaders. A verbal vote was taken and the ***motion passed with no opposition.***

President Gigi Smith selected North Central Regional Representative Robin Tieman, East Coast Regional Representative James McFarland, Gulf Coast Regional Representative Matthew Stillwell and Western Regional Representative Kimberly Burdick to serve on the Task Force. President Smith said she would invite the lead person for the Group Leaders to attend these Task Force meetings as well.

New Business (*Agenda Item 3*)

LRSP Goals and Strategies Amendments – Gulf Coast Regional Representative Martha Carter ***motioned*** to approve the LRSP goals and strategies amendments as recommended during the annual LRSP review. Western Regional Representative Kimberly Burdick ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***.

PM Amendment 2.5 – First Vice President John Wright ***motioned*** to amend language of PM section 2.5 policy to clarify that “the most recently published edition” of Robert’s Rule of Order shall be used by the Association. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***.

Other Business and Discussion Items (*Agenda Item 4*)

Governance Reform Task Force – Role of Board Liaison – North Central Regional Representative Robin Tieman ***motioned*** for the Governance Reform Task Force to make its report to the full Board. Immediate Past President Terry Hall ***seconded*** the motion. Ms. Tieman, who was previously appointed Board liaison to the Task Force, said she would be content to not perform the liaison role if she could be assured that the Task Force was no longer reporting back to the Executive Committee, but to the full Board. A verbal vote was taken and the ***motion passed with no opposition***.

Recognition of Executive Council Members – Executive Director Derek Poarch provided costs for nametags, shirts, and lapel pins for the Executive Council. Immediate Past President Terry Hall ***motioned*** to approve a yearly \$3,000 budget amendment to purchase nameplates, shirts and lapel pins for the Executive Council. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***.

Life Member/Past President Pins – Gulf Coast Regional Representative Matthew Stillwell recommended providing higher quality lapel pins for Life Members and Past Presidents. Staff will research the costs for gold and silver pins similar to the old-style pins in use prior to the re-branding initiative. Similarly, Western Regional Representative Kimberly Burdick suggested providing APCO EMD pins upon completion of the EMD course.

TACT Update – Executive Director Derek Poarch provided a brief history of TACT from 2009 to 2011, as requested by Western Regional Representative Kimberly Burdick. This project was initially conceived to answer a need for certification tracking in COML. The concept later grew to develop a comprehensive system that could do Training And Certification Tracking (TACT) for all types of training nationwide. When initial findings from the third-party research were presented to the Board in September of 2010, it was clear there was not a ready marketplace for it. Those polled showed moderate interest in using the service, but very little willingness to pay anything for it. The Institute has been enhancing the means for agency training coordinators to track course completions and certifications through the Institute, but the broader initiative has been abandoned as too costly for too little tangible benefit.

Budget Authorization for Presidential Ring – Western Regional Representative Peggy Fouts said her region had budgetary questions stemming from the presidential ring ceremony in Anaheim, CA. It was explained that expense is reported under the “other” line item in the Executive Committee budget. The rings were \$1,450 a piece (approximately \$400 per ring less due to a bulk purchase of three), plus a \$2,500 one-time set up charge. Policy does not require a budget item or budget amendment for this purchase. East Coast Regional Representative Richard Boettcher ***motioned*** to approve purchase of presidential rings for future years. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***.

Gulf Coast Regional Representative Matthew Stillwell ***motioned*** to include language in the Board Handbook in the area that discusses presidential gifts to provide details regarding the purchase of presidential rings. Immediate Past President Terry Hall ***seconded*** the motion. A verbal vote was taken and the ***motion passed with eleven in favor and two in opposition*** from North Central Regional Representatives Robin Tieman and Holly Wayt.

Roles of Executive Committee and Board – Discussed previously during orientation.

Timing of Governance Task Force Liaison Appointment – Discussed previously during orientation.

Side Meetings held by Executive Committee at Annual Conference – Discussed previously during orientation.

PM Amendment 2.10 Reporting Budget Variances and Amendments – Gulf Coast Regional Representative Martha Carter ***motioned*** to amend PM 2.10 to specifically include the reporting of variances as anything over 100 percent of budget and exceeding \$5,000. Immediate Past President Terry Hall ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***.

Board F&B Liaison Appointments – East Coast Regional Representative James McFarland recommended President Gigi Smith appoint F&B liaisons during the Board meeting. President Smith appointed East Coast Regional Representative Richard Boettcher, Gulf Coast Regional Representative Martha Carter, North Central Regional Representative Holly Wayt, and Western Regional Representative Peggy Fouts.

Regional/CAC Reports (*Agenda Item 5*)

Western Region:

- The Western region recommends Duck Dynasty as entertainment at APCO 2014.
- The Nevada chapter is facing the challenge of getting commercial members interested in participating in its chapter. East Coast Regional Representative Richard Boettcher suggested Ms. Burdick contact the chair of the Member Chapter Services Committee for assistance.
- The Western region recommends APCO invite Executive Council members to attend the new attendee orientation at conference to meet new members.

Gulf Coast Region:

- Gulf Coast Regional Representative Matthew Stillwell thanked CAC Representative Richard Solie for participating on the Gulf Coast regional call.
- After registering for conference, various members were bombarded with emails from vendors pre and post conference. Mr. Stillwell turned over a list of offending companies that the Texas Executive Council member had generated. CAC Representative Richard Solie explained that going forward there is consideration to changing to “opt in” rather than an “opt out” option during

the registration process. The CAC is also leaning towards having a list broker distribute emails to members from vendors only to individuals that have opted in and to limit the frequency of emails to a couple times pre- and one post-conference.

East Coast Region:

- The East Coast region would like to receive a list of chapter members on committees. Executive Director Derek Poarch will research this task.
- The new APCO Consultancy Service (ACS) was discussed on its regional call. Several Board members who have served as MAAP volunteers in the past, spoke in favor of ACS and believe it is needed more now than previously to help agencies make sense of their restructuring options.
- In response to a question about the site selection for APCO 2017, Executive Director Derek Poarch said the Board's recent choice of Denver, CO will be announced in the next communique.

North Central Region:

- All issues were covered during the meeting.

CAC:

- CAC is taking aggressive steps to have a more active role on committees.
- Currently in the process of surveying new exhibitors.
- Starting to generate more depth of interest in serving on the CAC.

Future Planning (*Agenda Item 6*)

Monthly Briefing Calls – last Thursday of every month from 1 pm – 2 pm EDT

Future Meetings – January 30, 2013 (via web) 1 pm – 5 pm EDT

May 7, 2013, following the Broadband Summit

Adjournment (*Agenda Item 7*)

East Coast Regional Representative James McFarland ***motioned*** to adjourn the meeting. Immediate Past President Terry Hall ***seconded*** the motion. President Gigi Smith welcomed new Board members; CAC Representative Richard Solie, North Central Representative Holly Wayt, East Coast Regional Representative Richard Boettcher, and re-elected Gulf Coast Regional Representative Martha Carter and Western Regional Representative Peggy Fouts. A verbal vote was taken and the ***motion passed with no opposition***. The meeting was ***adjourned*** at 5:55 pm EDT.

Respectfully submitted,

Derek K. Poarch
Executive Director

The Board of Directors 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.