

APCO International - Board of Directors Meeting

Web Conference

January 30, 2014

Call to Order

President Gigi Smith convened the Board of Directors meeting at 1:00 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	

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

**Due to travel logistics, First Vice President John Wright joined the call late and did not vote on the following agenda items: Consent Agenda, Old Business and the Creation of P33 Committee. Also due to travel logistics, Immediate Past President Terry Hall left the call early and did not vote on the following agenda items: NPSTW Naming Issue and the APCO 2015 Conference Host Committee Chair*

Consent Agenda: Approval of Minutes (Agenda item 1)

Approval of Board Minutes of 9/22 (Revised), 12/13 and 2013 General Business Session I (Revised) & II Minutes – Gulf Coast Regional Representative Matthew Stillwell *motioned* to approve the Board minutes from September 22, December 13 and 2013 General Business Session I & II minutes. East Coast Regional Representative James McFarland *seconded* the motion. Western Regional Representative Peggy Fouts and Gulf Coast Regional Representative Martha Carter offered minor points of clarification on the GenBusI minutes. A verbal vote was taken and the *motion passed with no opposition.*

Old Business (Agenda item 2)

Budget Amendment – New Lapel Pins for Senior and Life Members and Past Presidents – East Coast Regional Representative Richard Boettcher *motioned* to approve the style of new lapel pins for Senior and Life Members and Past Presidents. Western Regional Representative Kimberly Burdick *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition.* Executive Director Derek Poarch informed the Board that the line item for gift boxes was being omitted, as a result lowering the cost and reducing the budget amendment to \$6710.49. East Coast Regional Representative James McFarland *motioned* to amend the budget for purchase of new lapel pins for Senior and Life Members and Past Presidents. East Coast Regional Representative Richard Boettcher *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition.*

New Business (Agenda Item 3)

Creation of P33 Committee – Gulf Coast Regional Representative Matthew Stillwell *motioned* to table this agenda item until the May Board meeting. Western Regional Representative Kimberly Burdick *seconded* the motion. Executive Director Derek Poarch explained that he recommended the tabling of this issue to allow time for more discussion of the matter by the current P33 subcommittee and its parent body, the Communications Center Standards Committee. A verbal vote was taken and the *motion passed with no opposition*.

Board Handbook Revisions – Gulf Coast Regional Representative Martha Carter *motioned* to adopt the updated Board Handbook revisions. East Coast Regional Representative James McFarland *seconded* the motion. Western Regional Representative Peggy Fouts requested that the appendix document, “Organizations Associated with the Public Safety Communications Field,” be moved to the website and include descriptions of the relationships with the entities. Ms. Carter and Mr. McFarland accepted this as a friendly amendment. A verbal vote was taken and the *motion as amended passed with no opposition*.

PM 4.1 Amendment – Gulf Coast Regional Representative Matthew Stillwell *motioned* to approve the Policy Manual (PM) 4.1 amendment modifying the requirement that APCO’s membership application appear in the magazine. CAC Representative Richard Solie *seconded* the motion. Executive Director Poarch assured the Board that membership would continue to be promoted in the magazine, including a url to download the application. A verbal vote was taken and the *motion passed with no opposition*.

Bylaws Amendments – East Coast Regional Representative James McFarland *motioned* to approve the Bylaws amendments as recommended by counsel. East Coast Regional Representative Richard Boettcher *seconded* the motion. The Board discussed several of the recommended changes. Western Regional Representative Peggy Fouts raised a concern that the proposed omission of the business plan from the Bylaws would put it out of sync with PM 2.7 (Plans). CAC Representative Richard Solie suggested modifying the PM to define the components that comprise the business plan. Executive Director Poarch noted such planning includes an annual LRSP review and approval of the Budget by the Board. Additionally, he oversees the development of balance scorecard goals in collaboration with staff.

The Gulf Coast region requested clarification on the workflow of Bylaws amendments. Executive Director Derek Poarch explained that under PM 2.6 (Bylaws Change), it is optional for makers to take their amendments first to the Bylaws Committee. These changes by counsel made sense to preview with the Board, as it would be the logical maker and given the timing of its meeting. Any resolution going before the Membership Quorum must be submitted by April 1. Revisions can occur after this, and often do, prior to the final posting of the resolution on the web at least thirty days ahead of the General Business meeting. The Bylaws Committee will have the opportunity for input after this initial review by the Board. Western Regional Representative Peggy Fouts suggested the PM be aligned to conform with the amended practice.

The Western Region asked for clarification about subsidiaries. Mr. Poarch explained that with APCO’s transition to a 501(c)(3), counsel no longer envisioned an instance when APCO would need to create subsidiaries beyond the Public Safety Foundation of America. Under rare circumstances, APCO may wish to set up an LLC to operate some experimental project, but by definition, this would be a separate entity, not a subsidiary. The Western region also asked for clarification on how APCO is tracking committee classifications. President Gigi Smith informed the Board that the Bylaws Committee has been working diligently to re-classify committees, which will be available for review and approval at the May Board meeting. A verbal vote was taken and the *motion passed with no opposition*.

Capital Improvements Plan, 2014-2019 – Executive Director Derek Poarch provided an overview of the Capital Improvement Plan explaining it as a living five-year document to be expended out of APCO’s unrestricted cash reserves and updated each year. Mr. Poarch also explained that considerable work went into updating an inventory system. Laptops and docking stations will have a five-year life span with replacements funds no longer coming from the operational budget, but cash reserves. The HQ conference room expansion and related renovations will begin July of this year with a September completion ready in time for the Board’s orientation. There are also plans for a point to point video system for Brunch and Learns and Directors meetings to minimize travel cost and increase productivity. Mr. Poarch further explained staff contacted various vendors for the best cost; although estimates are not 100% guaranteed for each year, they are realistic and documented. Pricing for carpet replacement covers moving office furniture and laying the carpet. The Board congratulated Mr. Poarch and staff on presenting a well-constructed long term plan. East Coast Regional Representative James McFarland *motioned* to approve the Capital Improvements Plan for 2014-2019. East Coast Regional Representative Richard Boettcher *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Budget Reallocation to Fund Bonuses – Executive Director Derek Poarch requested the reallocation of \$50,000 of a one-time \$90,000 medical insurance windfall for merit bonuses. Mr. Poarch explained historically APCO has allocated bonus pool money, but not in the current budget. Bonuses will be given to select staff for exemplary work beyond their normal duties and outside of their goal attainment; the first \$25,000 will be given during the third quarter and the balance will be given in the fourth quarter if projections continue to show a positive year-end balance. Board members reinforced their support for the pay for performance plan, but questioned if base pay needed reviewed instead of issuing bonuses. Mr. Poarch said he could foresee a time when bonus pay is no longer necessary when APCO can fully build in assumptions for a robust pay for performance plan into a balanced budget scenario; this option was not available this past year. CAC Representative Richard Solie agreed with the bonus approach, noting that APCO does not have a linear budget like government; the non-profit and private sectors cannot reliably predict out into the future, so it is better to reward high performers with extra money when one can rather than build it into their base pay. Most Board members weighed in that they would prefer an expansion of wages over bonuses in the future. Gulf Coast Regional Representative Matthew Stillwell questioned if some staff are under paid. Mr. Poarch explained APCO has lower paid staff especially in processor posts and will do a market analysis of such positions this year. CAC Representative Richard Solie *motioned* to approve the budget reallocation to fund staff merit bonuses. Gulf Coast Regional Representative Martha Carter *seconded* the motion. A verbal vote was taken and the *motion passed with one vote in opposition*.

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

Leadership Development: Suggested 2VP Requirements – Western Regional Representative Peggy Fouts presented an overview of the suggested Second Vice President requirements from the Leadership Development Committee. The Board offered several edits that Ms. Fouts will review with the committee. CAC Representative Richard Solie suggested the Member Chapter Services Committee provide elected officials duties and time requirements for those interested in running for various positions. When the next draft is ready, President Gigi Smith will call a special meeting. The Board will need to take action prior to April 1 in order to bring these changes to the Membership Quorum in New Orleans.

Board Liaison Task Force: Restructuring – North Central Regional Representative Robin Tieman provided an update from the Board Liaison Task Force Subcommittee. The subcommittee suggests keeping Group Leaders in place with Directors assigned to sit on certain committees as observers only. This would largely be to further the professional development of Board members. The Board will discuss this item further to map out the committee observer roles. President Gigi Smith will ask Group Leader Chair Margie Moulin to supply a grid of committee call details and will request the Bylaws Committee to develop language on Group Leader duties.

Chapter Inquiry on Officer Eligibility – North Central Regional Representative Holly Wayt asked for clarification on the definition of Full vs. Commercial members given the changing landscape in which some jurisdictions are outsourcing their call taker and dispatch functions to private entities. CAC Representative Richard Solie agreed that such private sector individuals performing the exact same tasks as Full Members in other jurisdictions are a different breed than what one would regard as Commercial Members. Executive Director Derek Poarch will ask the Member Chapter Services Committee to re-examine the current definitions to determine if changes are needed to clarify member eligibility.

NPSTW Naming Issue – East Coast Regional Representative James McFarland *motioned* for APCO International to reemphasize “telecommunicators” vs “telecommunications” in all messaging related to National Public Safety Telecommunicators Week. CAC Representative Richard Solie *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Nomination of Bill Carrow for Conference Host Committee Chair – Gulf Coast Regional Representative Matthew Stillwell *motioned* to approve Bill Carrow of the Mid-Eastern chapter to serve as Conference Host Committee Chair for APCO 2015. East Coast Regional Representative Richard Boettcher *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

President’s Report (*Agenda Item 5*)

APCO President Gigi Smith provided the following highlights:

- APCO will host an international reception and forum during APCO 2014. President Smith and Brent Finster drafted a letter for international attendees informing them of international functions taking place at the conference.
- There will be a half day APPalooza prior to the ETF. Please contact the Government Relations Office (GRO) if you know of app developers who may be interested in attending.
- The Executive Committee reviewed information from the Management Committee related to the Executive Council (EC) meeting survey, which shows overwhelming support for a similar two-day format for the EC meeting in New Orleans.
- Working with NENA President Buster Brown on TERT action items.
- The May 9 Board meeting will be held at the Western Regional Conference in Litchfield Park, AZ. President Smith will give the keynote address at the Closing Luncheon.
- President Smith thanked Executive Director Poarch, Mr. Cannon and GRO for their support in preparing her to testify before the US Senate.

Executive Director’s Report (*Agenda Item 6*)

Executive Director Derek Poarch provided the following highlights:

- APCO’s database now has the ability to report a list of chapter members serving on committees.
- APCO Consulting Services (ACS) Update – Mr. Poarch held a series of meetings with various company CEOs to explain ACS; concerns surrounding its scope have been largely resolved.
- Selections have been made for all APCO 2014 entertainment and contracts are under negotiation.
- Personnel: New additions include Curriculum Developer Tim Scanlon and Events Manager Jessica Yelvington. Ethel Plummer of the Institute has retired, and Training Course Coordinator Frances Chaisson is leaving at the end of February.

Regional/CAC Reports (*Agenda Item 7*)

CAC – The mid-year meeting is February 6. The group is currently working on details for APCO 2014, such as food stations in the exhibit area. There is a subcommittee drafting rules for corporate group memberships.

Eastern Region – On behalf of its region, Mr. McFarland asked for clarification about the timing of the State of the Association report, which Mr. Poarch explained was presented during the Annual Conference.

Gulf Coast Region – The Gulf Coast region relayed some concerns related to the Executive Committee adhering to timely review of chair and committee selections. First Vice President John Wright explained he has started the process and will be ahead of schedule. The Board will discuss the F&B Chair selection during its May meeting.

North Central Region – An Executive Council representative from the region is interested in knowing the year HQ was established and whether there is enough space. Mr. Poarch explained the building dates back to 2000; after the planned re-configuration; space will be tighter (with just one walled office and a few cubicles sitting vacant); however, staff has not outgrown the space.

Western Region – A few members of a chapter in the region have concerns with no longer receiving printed membership cards on a yearly basis. Mr. Poarch will explore printing options for those members. Also, Executive Council representatives would like access to the Group Leader manual. President Smith will inform Group Leader Chair Margie Moulin of this request.

Future Planning (*Agenda Item 8*)

Future Meetings – May 9 (icw Western Regional Conference)
July 30 (icw Annual Conference)

Adjournment (*Agenda Item 9*)

The meeting was *adjourned* at 5:03 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.