

APCO International - Board of Directors Meeting

Wigwam Hotel – Litchfield Park, AZ

May 9, 2014

Call to Order

President Gigi Smith convened the Board of Directors meeting at 8:30 am MST. 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	

Guest: Stephanie Fritts, Executive Council Member, Washington Chapter
Cheryl Greathouse, Second Vice President Candidate
Mike Jeffres, Second Vice President Candidate

Additional staff present: Mark Cannon, Chief of Staff
Doreen Geary, Chief Financial Officer*
Kristin Vollin, Executive Assistant

**Teleconference*

Due to travel logistics Second Vice President Brent Lee and Gulf Coast Regional Representative Matthew Stillwell left the meeting early at 3:40 pm MST.

Consent Agenda: Approval of Minutes (Agenda item 1)

Approval of Board Minutes of 1/30 (Revised) – East Coast Regional Representative James McFarland ***motioned*** to approve the Board minutes as revised from January 30, 2014. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

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. Jim Acosta, CPRA | v. Margie Moulin, Oregon |
| ii. Kimberly Burdick, Montana | vi. Rich Rybicki, Michigan |
| iii. Martha Carter, Louisiana | vii. Joe Yurman, Atlantic |
| iv. Peggy Fouts, Washington | |

President Gigi Smith took the nominations off the Consent Agenda to be voted upon separately as three of the nominees are Board members -- Kimberly Burdick, Martha Carter and Peggy Fouts. Each, in turn, stepped out of the room to recuse themselves from voting during the consideration of their nomination.

East Coast Regional Representative James McFarland ***motioned*** to recommend Jim Acosta for life membership. Western Regional Representative Peggy Fouts ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

North Central Regional Representative Robin Tieman ***motioned*** to recommend Kimberly Burdick for life membership. Western Regional Representative Peggy Fouts ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

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

North Central Regional Representative Robin Tieman ***motioned*** to recommend Peggy Fouts for life membership. East Coast Regional Representative Richard Boettcher ***seconded*** the motion. A verbal vote was taken and ***the motion passed with no opposition.***

Gulf Coast Regional Representative Matthew Stillwell ***motioned*** to recommend Margie Moulin for life membership. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

East Coast Regional Representative Richard Boettcher ***motioned*** to recommend Richard Rybicki for life membership. Western Regional Representative Kimberly Burdick ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Western Regional Representative Peggy Fouts ***motioned*** to recommend Joe Yurman for life membership. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Old Business (Agenda item 2)

Leadership Development Committee: 1VP/2VP Qualifications – Western Regional Representative Peggy Fouts and North Central Regional Representative Holly Wayt reviewed edits the Leadership Development Committee made based on the Board’s recommendations. The group discussed points awarded for industry specific ENP and RPL courses in relation to other industry designations. Ms. Fouts explained the ENP and RPL courses are at management level while some of the higher point programs provide an executive level leadership course. Executive Director Derek Poarch expressed that he and the Executive Committee are in the early stages of a partnership with the University of Melbourne to offer executive leadership courses. The Board agreed to modifications related to listing 3 point executive level development courses under its own heading and adding professional degrees (law and medicine) to educational achievements. Also, it should be clarified that points awarded for educational achievement are based on the highest level achieved. North Central Regional Representative Robin Tieman ***motioned*** to approve the 1VP/2VP qualifications with additional modifications from the Board of Directors. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Bylaws Amendments – Refinement –East Coast Regional Representative James McFarland ***motioned*** to move the Bylaws amendments to the Quorum. Refinements include an edit of 7.6 (d) changing from “a

project” to “projects” and 8.6 (d) to add “other criteria as established by policy.” North Central Regional Representative Robin Tieman *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Creation of P33 Committee – The Board expressed their concern in appointments of the chair and the overall makeup of the committee. Second Vice President Brent Lee assured the Board that the Executive Committee is aware of the criticality of the committee and will take into consideration their comments and recommendations. Transitional recommendations from the Comm Centers Standard Committee will be up for review during the January Board meeting. Western Regional Representative Peggy Fouts *motioned* to accept P33 as a standing committee effective for the 2015-2016 year. Western Regional Representative Kimberly Burdick *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Policy Manual (PM) Amendments

1.2 Administrative Changes to Appendices – Western Regional Representative Peggy Fouts *motioned* to approve the PM amendment 1.2 allowing administrative changes to appendices. North Central Regional Representative Robin Tieman *seconded* motion. A verbal vote was taken and the *motion passed with no opposition*.

4.3 Group Leader as a Contribution under Senior Member – Gulf Coast Regional Representative Matthew Stillwell *motioned* to approve the PM amendment 4.3 to conform Senior Member to the Life Member in recognizing Group Leaders service. East Coast Regional Representative James McFarland *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*. North Central Regional Representative Robin Tieman pointed out at this time the PM does not define Group Leader and the Bylaws Committee has deferred this matter back to the Board for clarification.

6.4 Officer Candidacy Declaration Period – East Coast Regional Representative James McFarland *motioned* to approve the PM amendment 6.4 to change the officer candidacy declaration start date from September 15 to October 15 in order to create a distance between campaign cycles. Western Regional Representative Peggy Fouts *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*. Executive Director Derek Poarch explained the change provides an opportunity for new Board members to get acclimated to their new role through orientation and their first official Board meeting prior to officer candidates observing Board meetings.

7.1, 7.2, 7.3, 7.5 Committee Revisions – At the request of regional representatives, Chief of Staff Mark Cannon provided an overview of amendments to PM Sections 7.1, 7.2, 7.3, and 7.5 designations. The Board offered several recommendations related to the number of committees a person is serving on, length of service, and appointment of RPLs for President Gigi Smith to review with Group Leader Chair Margie Moulin. Several Board members urged term limits for chairs and members. For members that apply to multiple committees, it was suggested that their top preference be considered, then in most cases look to fill the remaining seats with new members unless there are more vacancies than applicants for some committees or there is a compelling reason to also honor a member’s second or third preference, such as their subject matter expertise or institutional knowledge is specifically needed. The Board also discussed that members certified as RPL are expected to serve on committees to maintain that certification. North Central Regional Representative Robin Tieman *motioned* to approve the committee revisions with the following edits: move Comm Center Standards to PM 7.2, describe Board members as observers rather than liaisons, move Broadband to PM 7.5, and create an appendix for PM 7.5. Gulf Coast Regional Representative Matthew Stillwell *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Legislative Liaison or Leader Calls – The Gulf Coast does not wish to disband legislative calls as they see it as a pipeline for communication to keep legislative liaisons informed. The North Central region would like more interaction with state by state issues versus federal. They suggest shifting to quarterly calls with specific calls to action as needed. Ms. Fouts suggested the scope needs to be different from Member & Chapter Services quarterly calls. APCO Government Relations office (GRO) would provide information related to national topics on each call as appropriate. The regional representatives agreed to lead such quarterly calls on a rotational basis, and focus their quarterly call on issues geared to their region. The regional representatives were asked to identify a representative from each state to participate on the calls and to forward that information to the Executive Offices.

New Business (*Agenda Item 3*)

Commercial Group Membership – CAC Representative Richard Solie provided an overview of plans to establish corporate group membership. The Board expressed their concerns with this process having an effect on tier and local chapter revenue. Executive Director Derek Poarch assured the group that local chapter revenue will continue to flow on a proportional basis and that there have not been different tiers for commercial members (only Full). Gulf Coast Regional Representative Martha Carter ***motioned*** to take the commercial group membership proposal to the Quorum for voting. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Annual Conference Manual Edits – Gulf Coast Regional Representative Martha Carter ***motioned*** to accept edits as written. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Caribbean Chapter Expansion – In an effort to revitalize international outreach near U.S. shores, the Executive Committee suggested expanding boundaries of the Caribbean Islands. East Coast Regional Representative James McFarland ***motioned*** to send to the Executive Council for amendment PM 3.3 language to establish a process for expansion of geographic boundaries of chapters and to recommend to the Executive Council that the Caribbean Chapter boundaries be expanded. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Executive Session

North Central Regional Representative Robin Tieman ***motioned*** to go into Executive Session at 2:08 pm MST to discuss personnel and contract matters. East Coast Regional Representative Richard Boettcher ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

East Coast Regional Representative Richard Boettcher ***motioned*** to reconvene to regular session at 3:30 pm MST. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Future Conference Cities – East Coast Regional Representative James McFarland ***motioned*** for Executive Director Derek Poarch to pursue the five “destination” cities through 2022 as discussed. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Proposed Budget, 2014-15 (*Agenda Item 4*) – Executive Director Derek Poarch and Chief Financial Officer Doreen Geary provided an overview of APCO financials. East Coast Regional Representative Richard Boettcher asked if events at conference would cost less this year. Ms. Geary explained

entertainment is less. Western Regional Representative Peggy Fouts pointed out that the Executive Committee should adhere to its travel budget or request a larger authorization. Immediate Past President Terry Hall suggested the Board do a mid-year review of their travel and budget. Gulf Coast Regional Representative Matthew Stillwell ***motioned*** to approve the FY 2014/2015 budget. Western Regional Representative Peggy Fouts ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***.

President's Report (*Agenda Item 5*)

- President Smith thanked East Coast Regional Representative James McFarland and Gulf Coast Regional Representative Matthew Stillwell for attending conferences on the Executive Committee's behalf.
- The Executive Committee is in early stages of working with American Petroleum Institute (API) and the Association of Oil Pipe Lines (AOPL). President Smith will connect the Board with API and AOPL then the Board will reach out to the chapters.
- The Broadband Summit was highly successful with the highest number of attendance thus far closing at 301 attendees. APCO honored four individuals at the Leadership Dinner with 176 people in attendance.
- The next Emerging Technology Forum will be held during the month of November in the San Francisco area.
- First Vice President John Wright and Immediate Past President Terry Hall will collaborate with academics at the Idaho National Lab Symposium.

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

- Directors continue to track their goals and measures using the balance scorecard with most being on target. New goals will be provided in the August Board meeting packet.
- \$24,800 in bonus money was used for employees on the lower end pay scale. Mr. Poarch will review the other \$25k while in Daytona in May.
- 339 of 468 non-renewal memberships fell into three categories - group members that left their agency or retired, a small percentage did not have time to participate or had no reason for not renewing.
- APCO currently has four vacancies; Technical Services Specialist, Engineering/Coordination Specialist, Training Course Coordinator (temp) and Agency Course Coordinator (temp).

Board Roundtable (*Agenda Item 7*)

East Coast Region – Chapter members asked what the net income was at APCO 2013; Mr. Poarch replied \$1.2 million.

Gulf Coast Region – One of the chapters had customer service complaints about the rollout of EMD program changes. Mr. Poarch will reach out to those members and take corrective action with the Institute department as needed. In relation to National Public Safety Telecommunicators Week the region wanted to make the Board aware of the intentions of changing telecommunicators week to telecommunications was to include managers, technicians and the like. Mr. McFarland reiterated that the change back to telecommunicators was consistent with the original resolution adopted by Congress. A few Executive Council members are not receiving messages through PSConnect. Mr. Poarch will have staff sort out the issue.

North Central Region – There was a suggestion to inform members signing up for committees that they will be notified in June of decisions (Mr. Poarch subsequently verified that such acknowledgments had

been issued during the sign up process). Commercial members participating in chapter conferences would like some form of incentive. Mr. Solie will have CAC take a look at incentive options. Executive Council representatives from the region would like to see the three committee limit enforced as there are many members serving on more than three.

Western Region – A member of the region is concerned that CEAC asked her to present at conference however she is not receiving complimentary registration as the presentation is not a part of a track; Ms. Wayt (a PDEC member) confirmed this is standard practice relative to “presentation theater” sessions in the exhibit hall. The Western Regional conference will be in Sacramento next year during April; Mr. Poarch will look into whether staff are giving proper direction to chapter hosts about how to petition for a date change. A Montana agency has experienced issues with the EMD program similar to the previous discussion. Mr. Poarch requested the individual give him a call directly. A Chapter member expressed appreciation that the P33 software is much improved.

CAC – Will meet Thursday evening to discuss the group membership program.

Future Planning (*Agenda Item 8*)

Next Board Meeting - July 30 New Orleans, LA

Adjournment (*Agenda Item 9*)

North Central Regional Representative Robin Tieman ***motioned*** to adjourn the meeting. Western Regional Representative Kimberly Burdick ***seconded*** the motion. The meeting was ***adjourned*** at 4:15 pm MST.

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.