

APCO International - Board of Directors Meeting

APCO HQ, Daytona Beach, FL

September 27, 2014

Call to Order

President John Wright convened the Board of Directors meeting at 9:06 am EDT.

In attendance:

Name	Title	Present	Absent
John Wright	President	X	
Brent Lee	First Vice President	X	
Cheryl Greathouse	Second Vice President	X	
Gigi Smith	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

Approval of Minutes (*Agenda item 1*)

East Coast Regional Representative James McFarland ***motioned*** to approve July 30, 2014 minutes. Western Regional Representative Peggy Fouts ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Old Business (*Agenda item 2*)

PM Amendments

6.4 Officer Eligibility Criteria, including KSAs – The Board was being asked to affirm changes to the policy and candidacy documents that reflected the adoption of a point system at its May meeting. This prompted a wide-ranging discussion about developing new leaders of the association at all levels. Board members raised questions about whether making Executive Council service be a prerequisite for Board service was too limiting, if current rules were too permissive about extending the tenure of someone filling a Board vacancy and that more scrutiny should be applied to limit the terms at all levels of the organization. The consensus was that the Association should open up more opportunities for new leaders and the potentially fresh ideas and perspectives they bring to the table. Currently candidates for Second Vice President have the opportunity to shadow the Executive Committee; the Board suggested this same practice may be beneficial to Board candidates. Western Regional Representative Peggy Fouts, who chairs the Leadership Development Committee, noted that several of these ideas were in its 2012 report and agreed to revisit them and take back to the Committee the other suggestions from the Board's discussions.

Gulf Coast Regional Representative Martha Carter ***motioned*** to limit Executive Committee officers' service to a full tenure with conforming changes to all candidacy documents. North Central Regional Representative Robin Tieman ***seconded*** the motion. A tallied vote was taken and the ***motion passed with no opposition.***

Western Regional Representative Peggy Fouts ***motioned*** to adopt 6.4 of the Policy Manual as amended. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

7.3, 7.5 Authorizing Language – Western Regional Representative Peggy Fouts ***motioned*** to approve changes recommended by the Bylaws Committee to 7.3 and 7.5 that realigns the authorization language to conform to the Bylaws changes adopted by the Quorum. Additionally, language in 7.5 clarifies that the president may appoint any member of the Finance & Budget Committee as chair as recommended by the Executive Council. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

2.7 Clean Up of Annual Plan Language – Western Regional Representative Peggy Fouts ***motioned*** to adopt changes as presented on 2.7 annual plan language in order to reflect the actual practices related to annual goal setting. East Coast Regional Representative James McFarland ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

2.9 and 8.2 Clean Up of Board Authority – Gulf Coast Regional Representative Martha Carter ***motioned*** to amend 8.2 to reflect the same authority as outlined in 2.9 to give the full Board authority over the engagement of corporate counsel as it currently does for regulatory counsel. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A tallied vote was taken and the ***motion passed with no opposition.***

North Central Regional Representative Robin Tieman ***motioned*** to amend 1.4.1 to clarify that the Executive Committee will notify the Board of hiring or termination of counsel or the controller. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Gulf Coast Regional Representative Martha Carter ***motioned*** to go into executive session at 10:40 am EDT to discuss personnel issues. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

First Vice President Brent Lee ***motioned*** to come out of executive session at 11:25 am EDT. 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 terminate APCO International's existing legal counsel and for Executive Director Derek Poarch to provide recommendations for a replacement to the Board. Western Regional Representative Peggy Fouts ***seconded*** the motion. A tallied vote was taken and the ***motion passed with one abstention.***

Western Regional Representative Peggy Fouts ***motioned*** for the Bylaws committee to review the Policy Manual and provide suggested edits for clarifying language between the full Board of Directors and Executive Committee authority. North Central Regional Representative Holly Wayt ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Bylaws Committee and Sequencing of its Review – In follow up to requests by the Gulf Coast region, the Board reviewed a spreadsheet showing the pathway of amendments from conception to action. President John Wright reported that he called Bylaws Committee Chair Charlene Fisk and asked her to share any concerns the Committee had with the process. She reports that the Committee has no issue with the Board being originators of some amendments and making changes on the spot or tasking the editing to staff when needed; it's just that

whenever possible they would like advance notice about amendments and the opportunity to comment on proposed language when time allows for this. Mr. Poarch indicated the Policy Manual currently in .pdf will be transferred to a word document by December 31, 2014 in order to assist the Committee with expediting and efficiency of their changes.

New Business (*Agenda Item 3*)

Monthly Reflections Article – Board members will author a reflections article for the PSC magazine. The group selected their assigned months. President John Wright thanked Western Regional Representative Peggy Fouts for being the first to submit such an article.

LRSP/SPC Appointments – The Strategic Planning Committee (SPC), to be chaired by First Vice President Brent Lee, will meet December 10-11 at the FL offices of APCO. President Wright previewed with the Board his selection of SPC members and will notify them of their SPC appointments.

Executive Committee & Board Activities e.g. Training – Second Vice President Brent Lee asked for the group's perspective on Board members conducting training and speaking to third party groups and whether such activities might be regarded as a conflicts of interest. The Board agreed it would be useful to notify candidates running for the Executive Committee and Board that such activities need to be pre-screened for potential conflicts. Staff will draft language for inclusion in the Board handbook.

Commercial Interest of Full Members, define 'Significant Portion' – The Gulf Coast raised a question that originated with the Georgia Chapter about a policy provision that full members "may not have a conflicting commercial interest which provides a significant portion of their income." Board members agreed that "significant portion" needs to be more clearly defined and the consensus that emerged during the discussion was that someone could appear to be influenced if they received earnings from a commercial entity at a level where it amounted to a third of one's income. Gulf Coast Regional Representative Matthew Stillwell *motioned* to define significant portion at a minimum of 33 percent of income and that this clarification be added to the conflict of interest policy. CAC Representative Richard Solie *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Executive Council Orientation Meal – The Board requested that the appropriate Group Leaders be directed to work with the Management Committee to make sure that at budget time an appropriate amount be allocated for a meal for new Executive Council members following their day of orientation. President Wright will inform Group Leader Chair Margie Moulin of the Board's recommendation.

Chapter Membership List – Several Executive Council members had requested access to the chapter membership list. Executive Director Derek Poarch explained that access is typically granted to the president and secretary. Others have been added at the request of a chapter on a case by case basis. When chapter officers initially download such reports, they are flashed messages about appropriate uses of the list. Board members discussed the need to continue to control access, especially with issues of spamming and identity theft on the rise in this digital age. Western Regional Representative Peggy Fouts *motioned* for staff to enhance the usage disclaimer notice with a signatory line or some other means for officers to signify agreement with the terms of use and for each chapter to designate up to two members of their leadership to access the membership list. North Central Regional Representative Holly Wayt *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Posting dates/times/locations of Governance Meetings at Conference – The Board requested that information about the meetings of the Board and Executive Council at the Annual Conference be posted online.

Annual Edition of President on Cover of PSC Magazine – Western Regional Representative Kimberly Burdick reiterated a prior request that APCO resume a tradition of featuring the newly elected president on the cover of the PSC Magazine.

APCO 2015 Timeline – Executive Director Poarch presented a revised timeline for governance meetings at the 2015 Annual Conference based on requests he received to maximize efficiency and minimize people's time away from the office and family obligations. The full Board will travel in on Wednesday, August 12. Executive Committee and Board workshops will take place Thursday, August 13, in the morning to be followed by a full Board meeting in the afternoon. The orientation for new Executive Council members will also occur Thursday afternoon. The Executive Council meeting will begin on Friday, August 14, from 8:00 am to 5:30 pm and conclude with a half day on Saturday from 8:00 am to 11:30 am. This will be followed by the Committee Leadership Summit at noon. East Coast Regional Representative James McFarland ***motioned*** to accept the schedule as presented. Gulf Coast Regional Representative Matthew Stillwell ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

President's Report (*Agenda Item 4*)

- Department of Labor classifies telecommunicators as administrative clerical; APCO will work on changing the classification to protective services.
- PSFA approved \$20,000 to replace the aging and leaky roof on the VA building.
- Sessions at Chapter Conferences – APCO will offer chapters the option to host a national, regional and local update at their conferences. For chapters selecting this option, the session will be co-facilitated by an Executive Committee member, a regional Board representative and one Executive Council (EC) member. Ms. Fouts appreciates the change as it provides the EC reps an opportunity to be involved. Mr. McFarland commented that the North Carolina chapter appreciated their attendance.

Executive Director's Report (*Agenda Item 5*)

- As of September 1, membership is 21,637, up 1,500 from the previous year.
- The Executive Committee requested that the Executive Offices/GRO serve as the primary contact to allied associations, Mr. Poarch has begun to meet with his DC counterparts.
- In cooperation with First Vice President Brent Lee, the committee chair appointment process has been revamped so appointments can be publicly announced by the first week of May each year.
- The PDEC tracks for APCO 2015 were unveiled; the call for proposals begins October 1. Some courses will be repeated during APCO 2015 to accommodate requests for the repetition of more popular courses at conference.
- Water damage to certain VA offices will require a budget amendment of up to \$16,000 for necessary repairs. East Coast Regional Representative James McFarland ***motioned*** to approve a budget amendment of up to \$16,000 to make repairs to the Riddle Building. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Regional/CAC Reports (*Agenda Item 6*)

Western Region: Western Regional representatives will attend the Colorado chapter conference next week. Senior Member Designations were discussed on the previous regional call, although Senior Members receive a certificate upon induction it is not listed in the Policy Manual. Western Regional Representative Peggy Fouts ***motioned*** to add reference to a certificate under PM 4.3, subsection 4.4. North Central Regional Representative Robin Tieman ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.*** Ms. Fouts mentioned a failed motion from the 2014 General Business Session to not announce the vote count after officer elections; although the motion was not approved she wanted to know from the group if this should be further discussed. Board members suggested the Leadership Development Committee consider the matter.

Gulf Coast Region: Mr. Stillwell inquired about the committee term limits document. Mr. Wright will forward the draft he received from the Group Leaders to Board members for their feedback. Board members discussed extending their current “observer” assignments so they could gain more insights from exposure to committee work.

East Coast Region: A CEAC member expressed concern that they are not receiving IMN reports from staff. Executive Council members would like to be copied on legislative liaison call emails. The East Coast would like to host their regional conference during the fall rather than spring as noted in the CEAC manual. It was noted this request should go through the CEAC chair.

North Central Region: Has no additional comments.

CAC: In preparation for APCO 2015, CAC members would like to see more technical presentations. Mr. Solie received clarification that there are a range of price points for DC-area hotels in the APCO block. Mr. Solie said he also shared that options outside the immediate vicinity could be accessed via the metro subway system. CAC is helping APCO staff beta test software changes related to the Commercial Group membership option. He noted the possibility of the CAC receiving another \$50,000 gift for scholarships.

Ms. Smith requested to go on record welcoming Ms. Greathouse to the Executive Committee and Board.

Future Planning (*Agenda Item 7*)

Future Meetings – Jan 29 (via web) 1 pm ET
May 6 (icw Broadband Summit, DC)
Monthly Board briefing calls – fourth Thursday of the month

Adjournment (*Agenda Item 8*)

Gulf Coast Regional Representative Matthew Stillwell ***motioned*** to adjourn the meeting. Western Regional Representative Kimberly Burdick ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition***. The meeting was ***adjourned*** at 4:18 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.