

APCO International - Board of Directors Meeting

Renaissance Hotel, Washington, DC

May 6, 2015

Call to Order

President John Wright convened the Board of Directors meeting at 8:30 am ET. 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	

*connected via webconference

Additional participants: CEAC Chair Jim Acosta*
Mark Cannon, Chief of Staff
Doreen Geary, Chief Financial Officer*
Kristin Vollin, Executive Assistant

Consent Agenda (Agenda item 1)

Approval of Minutes of 1/29/2015 (Revised)

Jack Daniel Award Nomination – Don Whitney

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:

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|-----------------------------|-----------------------------|
| i. Carol Adams, Virginia | vi. David Diamond, Atlantic |
| ii. Bill Agee, Virginia | vii. Ernest Gallo, CPRA |
| iii. Karen Allen, Arizona | viii. Bill Keller, Texas |
| iv. Angela Bowen, Georgia | ix. Joseph Parrino, CPRA |
| v. Stephen Devine, Missouri | x. Holly Wayt, Ohio |

Gulf Coast Regional Representative Matthew Stillwell *motioned* to accept the consent agenda. Western Regional Representative Kimberly Burdick *seconded* the motion. During discussion of the motion, the Board representatives pointed to additional edits to the January 29, 2015 minutes. North Central Regional Representative Holly Wayt stepped out of the room to recuse herself from the discussion and vote on consent items that included consideration of her life member nomination.

A verbal vote was taken and the *motion passed with no opposition*.

Old Business (Agenda item 2)

LRSP Update – First Vice President Brent Lee, Chair of the Strategic Planning Committee (SPC), presented the latest version of the draft Long Range Strategic Plan (LRSP). The Executive Council will review the LRSP during its meeting; and the SPC will meet, again, on August 19 at the Annual Conference. A final version will be submitted for the Board’s approval in September. A suggestion was made to associate letters and numbers to goals and strategies in the LRSP for easy reference. Western Regional Representative Peggy Fouts provided non-substantive edits.

International Chapter Update – First Vice President Brent Lee, as Secretary of the International Chapter, informed the Board of the selection of Thomas Reimann of Qatar will serve as the International Chapter’s Executive Council representative, pending confirmation of his acceptance of the position. The Gulf Coast Region has attempted outreach to the current president of the Caribbean Chapter and asked for suggestions on how to encourage the Chapter’s active participation. President John Wright explained the Executive Committee had discussed the situation, too, and will be making another attempt to resolve matters informally before escalating the matter to involve some formal action consistent with policy.

Committee Enhancement Initiative (CEI) Update – Second Vice President Cheryl Greathouse provided an overview of the CEI Phase 2 Final Report that included 42 recommendations related to APCO committee service to include eligibility, term and service limits for Group Leaders, Committee Chairs, Vice-Chairs and Members. North Central Regional Representative Holly Wayt asked for clarification on the duration of waivers. Ms. Greathouse explained the waiver request is effective for one year however there is no limit on how many times such waivers can be requested and granted. Due to the differences in timing of the LRSP, CEI and committee goal setting, Ms. Greathouse suggested some goals may have to be tweaked in order to align with the LRSP adopted in September. As a follow up from previous discussion First Vice President Brent Lee informed the group that the Executive Committee recommends CALEA function as a subcommittee under CCSC. Western Regional Representative Peggy Fouts *motioned* to accept the CEI Phase 2 Final Recommendations Report, including the proposed conforming changes to the Policy Manual, except the last page of the appendix that was apparently incorporated into the Report in error. East Coast Regional Representative James McFarland *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Commercial Group Membership Benefit Changes – CAC Representative Richard Solie and Executive Director Derek Poarch provided an overview of recommended benefit changes to the Commercial Group Member package. Changes include an opportunity to pay for the first three years in advance with the first year discounted for the level immediately below the next level. CAC Representative Richard Solie *motioned* to approve the recommended changes to Commercial Group Member benefits. Gulf Coast Regional Representative Matthew Stillwell *seconded* the motion. Western Regional Representative Peggy Fouts asked for clarification on access to the PSConnect group established for commercial groups. Mr. Poarch explained it will function as a closed group. A verbal vote was taken and the *motion passed with no opposition*.

Publishing Update – Executive Director Derek Poarch informed the group that the publishing contract has been executed following the Board’s approval at its recent special meeting. Mr. Poarch, along with Mark Cannon, Lisa Williams and Holly Treber will visit the new publisher’s offices on May 12 to meet the team assigned to APCO’s account. East Coast Regional Representative Richard Boettcher passed on a hope that the new publishing arrangement will still enable members to access up to 12 articles for CDE credits each year. Mr. Poarch assured the group this will continue and staff and the publisher are reviewing options on how best to accomplish this.

New Business (Agenda Item 3)

Proposed Governance Amendments:

Leadership Development Committee (LDC) – Western Regional Board Representative Peggy Fouts, chair of the LDC provided an overview of several governance amendments recommended by the LDC.

Bylaws Changes Requiring Action by the Membership Quorum

7.3 Selection by Region – East Coast Regional Representative James McFarland *motioned* to recommend to the Quorum amendment to Bylaws 7.3 that will expand Board of Directors eligibility to Executive Council members that have left the Council within the last two years. Western Regional Representative Kimberly Burdick *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

7.5 Vacancies – Western Regional Representative Kimberly Burdick *motioned* to recommend to the Quorum amendment to Bylaws 7.5 that any time served over 12 months in an unexpired seat will count against the Board representative's term. Gulf Coast Regional Representative Matthew Stillwell *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

8.5 Succession and Election – Western Regional Representative Peggy Fouts *motioned* to recommend to the Quorum amendment to Bylaws 8.5 that would automatically elect candidates running for First or Second Vice-President uncontested. East Coast Regional Representative James McFarland *seconded* the motion. During discussion of the motion it was pointed out that members really do not know what positions are uncontested until after the filing deadline has passed. A vote tally was taken with 7 yes, 5 no, and 1 abstention; the *motion passed*.

Policy Manual (PM) Changes Requiring Action by the Executive Council

6.8.1.2 Nomination Process – Gulf Coast Regional Representative Martha Carter *motioned* to recommend to the Executive Council changes to PM 6.8.1.2 as proposed expanding Board nominations to former Executive Council members that have left the Council within the last two years. East Coast Regional Representative James McFarland *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

6.8.1.6 Nomination Process – Gulf Coast Regional Representative Matthew Stillwell *motioned* to recommend to the Executive Council changes to PM 6.8.1.6 expanding Board eligibility to members who have left the Council in the last two years. Western Regional Representative Peggy Fouts *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

6.8.3 Vacancy - East Coast Regional Representative Richard Boettcher *motioned* to recommend to the Executive Council changes to PM 6.8.3 that will count 12 months or more time spent in an unexpired term towards the Board representative's term limit. North Central Regional Representative Holly Wayt *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

6.8 Expectation of Service – Gulf Coast Regional Representative Matthew Stillwell *motioned* to recommend to the Executive Council changes to PM 6.8 adding language to the expectation of service that would involve Regional Board Representatives assisting the Executive Committee at events within their regions or elsewhere as requested. Gulf Coast Regional Representative Martha Carter *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Requiring Action by the Board of Directors

Board Handbook: Responsibilities, Roles and Guiding Principles – East Coast Regional Representative James McFarland *motioned* to approve proposed changes to the Board Handbook adding language that will further encourage Regional Board Representative’s participation at chapter events in their region as a way to build and mentor current members in leadership positions. North Central Regional Representative Holly Wayt *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

PM 6.4 Declaring Candidacy Time Commitment – Gulf Coast Regional Representative Matthew Stillwell *motioned* to adopt proposed changes to PM 6.4 that will include the Board, Executive Council and APCO staff as needed to assist the Executive Committee at APCO events or elsewhere as requested. Western Regional Representative Peggy Fouts *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

PM 6.5 Section – Gulf Coast Regional Representative Matthew Stillwell *motioned* to table PM 6.5 Officer Election Procedures. Western Regional Representative Kimberly Burdick *seconded* the motion. A verbal vote was taken and the *motion passed with one vote in opposition*.

Recognizing his previous motion was too broad, Gulf Coast Regional Representative Matthew Stillwell *motioned* to remove from the table PM 6.5 Subsections 3.4.1 and 4.8. Gulf Coast Regional Representative Martha Carter *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*. For clarification, subsections 3.6 remains on the table.

PM 6.5 Subsections 3.5.1 and 4.8 – Western Regional Representative Peggy Fouts *motioned* to approve the elimination of PM 6.5 subsections 3.5.1 and 4.8 related to reporting the ballot count totals to the Membership Quorum. East Coast Regional Representative James McFarland *seconded* the motion. A vote tally was taken with 5 yes and 8 no; the *motion failed*.

Executive Committee Proposed Amendments – At the request of the Executive Committee, Chief of Staff Mark Cannon provided an overview of its proposed governance amendments.

Requiring Action by the Membership Quorum

Bylaws Section 4.2 Regions – The detailed listing of regions is moved to PM 3.3 with language added to clarify that the Executive Council has authority to make revisions to the regional line-up.

PM 2.15 Publications – This proposed amendment puts all policy related to publications under the oversight of the Board.

East Coast Regional Representative Richard Boettcher *motioned* to recommend to the Quorum proposed changes to Bylaws Section 4.2 and PM 2.15 as presented. CAC Representative Richard Solie *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Requiring Action by the Executive Council

PM 3.3 Chapter & Regions – East Coast Regional Representative James McFarland *motioned* to recommend to the Executive Council proposed changes to PM 3.3 moving the paragraph on regions from Bylaws 4.2 to PM 3.3. CAC Representative Richard Solie *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Requiring Action by the Board

PM 2.6 & 2.8, 4.3 & 4.4, 4.7, 4.10 – East Coast Regional Representative Richard Boettcher *motioned* to adopt PM changes as proposed. North Central Regional Representative Robin Tieman *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

Regional Conference Manual Revisions - CEAC Chair Jim Acosta provided background on the regional conference manual and clarified that it is intended as a guide for use as appropriate by regions. Ms. Fouts suggested several edits to the manual that she will forward to Mr. Acosta. The Board will review an updated version at its August meeting.

Proposed Budget, 2015-16 (*Agenda item 4*) – Executive Director Derek Poarch provided an overview of the 2015/16 budget and Chief Financial Officer Doreen Geary phoned into be available to answer questions. Gulf Coast Regional Representative Matthew Stillwell *motioned* to approve the 2015/16 budget. Gulf Coast Regional Representative Martha Carter *seconded* the motion. A verbal vote was taken and the *motion passed with no opposition*.

President's Report (*Agenda item 5*)

- A July 10 deadline approaches for Regional Board nominations.
- When seeking member expertise on appropriate FCC items involving frequency coordination and related matters, these will be posted to the radio and spectrum technology eGroup on PSConnect for discussion and feedback.
- The Executive Committee has created a 4.9 GHz Task Force that will be in effect for 90 days to write a white paper on uses for 4.9 and promotion of 4.9 to public safety.
- PSAP award nominees have been approved.
- Special thanks to the Committee Enhancement Initiative Task Force for their work and swift turn around on the report.
- Thanks as well to Strategic Planning Committee (SPC) for their work on the LRSP.
- The Executive Committee met with their NENA counterparts at IWCE and will attend their conference in Denver, CO in June.

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

- HVAC units were replaced at the Riddle Building in Alexandria, VA
- Headquarters Phase 2 remodeling will take place, June through August
- Personnel Changes:
 - AFC: Hired Guy Ball as Microwave Engineer;
 - Membership: Promoted Susan Stowell Corder to Director of Knowledge Management and Membership Services and Deb Moore to Senior Member Services Coordinator;
 - Government Relations: Promoted Jeff Cohen to Chief Counsel and Mark Reddish to Senior Counsel and Government Relations Manager effective June 1, 2015. In search of candidates for Government Relations Counsel and Government Relations Associate; and
 - Marketing: Promoted Meghan Architect to Director of Marketing Communications and Hollann Treber to Manager of Marketing Communications

Regional Reports (*Agenda item 7*)

East Coast – Chapter members expressed their concern that online group members have to pay the full non-member fee for conference. Ms. Burdick suggests articulating scholarship eligibility as a benefit for online group membership. Chief of Staff Mark Cannon explained this issue was previously forwarded to the Member & Chapter Services Committee (MCSC) in 2013 with suggested language to modify the

Policy Manual should this be its recommendation. Until such a change occurs, current policy limits online members to receiving only online benefits, such as discounts on webinars. Chapter members noticed that recent registrant and exhibitor statistics do not show comparisons year to year. Mr. Poarch advised against making a change to this practice. Members also asked if APCO intends to recognize the retirement of Bob Gurss. It was noted that Ms. Smith recognized Mr. Gurss with the Presidential Award for his 25th anniversary of service, and nothing further is planned. Mr. Poarch pointed out there continue to be funds in the budget to hire Mr. Gurss as a regulatory consultant on an as needed basis.

Gulf Coast – A chapter officer asked for suggestions on soliciting interest from rural agencies with 5 or less telecommunicators, such as a discount. Mr. Poarch explained the first tier (0 – 10) members is \$331 priced to reflect the 3 Full memberships in that tier. Mr. Cannon offered to share the explanatory documents the MCSC developed when the Membership Quorum adopted the Group Membership option in 2010.

North Central – Nothing additional to report that wasn't covered earlier in the meeting.

Western – A member of the region is concerned about Board members running for Executive Committee attending chapter events on behalf of APCO. The Executive Committee agrees and has deliberately not sent Martha and JJ to events other than their own chapter after nominations closed. Another member would like to know if there is an opportunity for APCO to recognize states that have adopted legislation or other initiatives favorable to the public safety communications profession. Mr. Poarch has asked for the proposal in writing to forward to the Awards Committee for its consideration. Ms. Burdick reminded staff to feature the new president on the cover of the post-conference edition of the PSC magazine. She also inquired whether Past Presidents could have a ribbon reflecting this on their PSConnect profiles.

CAC – Mr. Solie indicated the Florida APCO meeting was well attended with a great training program and full vendor area. Commercial Group Memberships are rising, currently at 11 groups. The CAC nominations process is currently open and six seats are up each year; elections are held at the meeting in August.

Adjournment

The meeting was *adjourned* at 2:48 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.