

APCO–International, Inc. [Not For Distribution Beyond APCO Governing Bodies]

Board of Directors Meeting
Tuesday, May 18, 2010
8:50 am – 3:30 pm Eastern

Attendees:

President Dick Mirgon	East Coast Regional Representative Dave Clemons
President-Elect Bill Carrow	East Coast Regional Representative Jay Groce
First Vice President Gregg Riddle	Gulf Regional Representative Woody Glover
Second Vice President Terry Hall	Gulf Regional Representative Pat Hall
Immediate Past President Chris Fischer	North Central Regional Representative Lynne Feller
Executive Director George Rice	North Central Regional Representative Julie Righter
	Western Regional Representative Dick Granado
Deputy Executive Director Mark Cannon	Western Regional Representative Gigi Smith
Governance Coord. Chandra Champion	CAC Representative Don Whitney

President Dick Mirgon *called* the May 18, 2010 Board of Directors Meeting to order at **8:50 am** EDT.

1. Consent Agenda Items

First Vice President Gregg Riddle motioned to accept the Consent Agenda, minus the Executive Committee minutes. East Coast Regional Representative Dave Clemons seconded the motion. A verbal vote was taken and the ***motion passed with no opposition.***

First Vice President Gregg Riddle noted that the Executive Committee minutes in the packet should be approved at the next Executive Committee meeting and then posted for the Board of Directors to review.

2. Changes to the Agenda

The following changes were suggested to the order of the agenda:

- Commercial Advisory Council (CAC) Representative Don Whitney requested the addition of an update on the Pre-Consolidation Advisory program be added under New Business
- East Coast Regional Representative Dave Clemons requested moving the SGI Update to item 4 on the agenda.

Without objection, the Board agreed to make the noted changes to the agenda.

3. Branding Update

East Coast Regional Representative Dave Clemons briefed the Board on the work of the Branding Task Force, with assistance from Kevin Miller (Frost Miller Group). He reviewed the timeline and the Board agreed that next steps should include 1) a report from Mr. Clemons on the post-meeting Board calls, 2) further review of samples by the Board of Directors and 3) presentation to the Executive Council at the Annual Conference.

4. SGI Update

President Dick Mirgon opened up discussion regarding an update filed by the SGI Task Force (Willis Carter, Steve Proctor, Steve Souder and Michael Mangini). This followed a set of calls that the Task Force had with every Board member, including Executive Director George Rice and Deputy Executive Director Mark Cannon. The update highlighted input that centered around:

- Communications
- Roles and Responsibility
- Development of Proficient Leadership, Active Participation and Engagement

Board members felt that much progress has been made throughout this first year, and especially since the calls with the SGI Task Force. The Board agreed to convene a day-long workshop in September to do further reflection on roles and expectations among the Executive Committee, Regional and CAC Representatives of the Board, and the Executive Council.

5. Finance Report

Deputy Executive Director Mark Cannon reviewed the financials for the tenth months ending on April 30. He noted that April results continue a positive trend with AFC having a strong month and the Institute maintaining a good pace. Revenues continue to be down from original projections, but expenses are down by a healthier percentage. Overall, APCO had a stronger net income performance by this same time a year ago, but the Association continues to do marginally better than the planned year to date (YTD).

The re-forecast puts APCO in "technical" balance for the year. Under the GAAP-compliant reporting this year, APCO has incurred approximately \$140,000 thus far in expenses for which the offsetting revenues were recorded in prior years (e.g., the designated grant funds set up for Project 41, RETAINS, 911 Public Education and the Leadership Certificate program). This amount exceeds the re-forecast of a deficit of nearly \$99,657; thus the Association is in technical balance. Mr. Cannon explained that this means that general cash reserves would not suffer any, but that the designated grant funds in the cash balance are being depleted little by little in ongoing service to those purposes for which such grants were established and funded in prior years.

6. FY2011 Budget Overview

Executive Director George Rice reviewed the FY2011 proposed budget, highlighting the proposed changes in the Table of Organization related to Knowledge Management, Membership, Events and Corporate Outreach, and MarComm. He fielded questions from the Board.

East Coast Regional Representative Dave Clemons motioned to accept the FY2011 Budget as submitted. Western Regional Representative Dick Granado seconded the motion. A verbal vote was taken and the *motion passed with no opposition.*

7. Quorum Resolution #1 – Membership Task Force Recommendations

The Board discussed Quorum Resolution #1 relating to the Group Membership proposal. There was substantial discussion about modifying the gradation of levels and whether staffing size would be a more predictable measure of agency capacity than population of the service area.

The Board had questions about the benefits of the proposed Limited Member component of the Group Membership proposal and several discussed whether the category should be renamed perhaps to eMember or Online Member.

The Board requested of staff to develop an alternative structure for the Group Membership proposal with levels based on staffing size. Members agreed to defer formal action to recommend the Resolution until their next meeting.

8. Quorum Resolution #2 – Awards & Recognition Task Force Recommendations

North Central Regional Representative Julie Righter presented the recommendations in her capacity as Task Force chair. Deputy Executive Director Mark Cannon presented some clarifying language under Policy Manual 4.4. The Board was agreeable to the minor changes.

Mr. Cannon also circulated summary data about the number of Life Members (living and deceased) and the pattern of growth in which nearly 70 percent of those currently living with the designation were selected within the past 15 years. His data included projections about the potential increase in awards should current growth trends continue. He said that he intended the data to be merely thought provoking and spark some discussion over whether the increasing number of awardees would be of potential concern going forward in terms of either the foregone revenue or the loss of distinctiveness of the honor. Board members acknowledged that the charge of the current Task Force was primarily to clarify the selection and review process and clear up some ambiguity around some of the eligibility criteria. Efforts to tighten eligibility were regarded as outside the current scope and would not be viewed favorably at the present time.

Gulf Coast Regional Representative Woody Glover **motioned** to recommend Resolution #2 as amended. East Coast Regional Representative Dave Clemons **seconded** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

9. Life Member Nominations

Immediate Past President Chris Fischer in her capacity as chair of the Credentials Committee discussed in detail some procedural irregularities that accompanied Executive Committee action on the Life Member nominations this spring. President Dick Mirgon and other Executive Committee members weighed in that they wanted to be disclosing of these missed deadlines, but felt that none were grounds for denying otherwise qualified candidates on mere procedural technicalities.

As a nominee, the President Dick Mirgon recused himself from the deliberation and vote by stepping out of the room. President-elect Bill Carrow presided over consideration of the following motions:

Gulf Coast Regional Representative Woody Glover made a **motion** to suspend the rules under Policy Manual 4.4 to allow the Life Member nominations to proceed to the Membership Quorum notwithstanding that the full Board did not initiate the nomination for the president and that the nominations were not forwarded to the Board by May 1. CAC Representative Don Whitney seconded the motion. A verbal vote was taken and the ***motion passed with no opposition.***

Immediate Past President Chris Fischer ***made a motion to ratify*** the following 2010 Life Member Nominees for voting by the Membership Quorum at the 2010 First General Business Session:

- Tennessee Chapter Member John Johnson,
- APCO 2009 - 2010 President Richard Mirgon, and
- Oklahoma Chapter Member Matthew Stillwell.

Western Regional Representative Dick Granado ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

10. Named Awards

Immediate Past President Chris Fisher discussed procedural missteps that plagued this nominations process, too. This included missing the requirement to have the nominations confirmed by the Credentials Committee by May 1. In the absence of the confirmation, the Executive Committee opted not to disclose the names of its nominees so as not to potentially bias the Board.

Gulf Coast Regional Representative Pat Hall made a motion to suspend the rules under Policy Manual 13.11 and 13.12 to waive the deadlines to allow nominations to proceed to the Credentials Committee with Board ratification to occur no later than July 1. CAC Representative Don Whitney seconded the motion. A verbal vote was taken and the ***motion passed with no opposition.***

11. Long Range Strategic Plan (LRSP)

First Vice President Gregg Riddle briefed the Board on the design of the LRSP and entertained questions and comments. He urged the Regional and CAC Representatives to share the draft goals and strategies on the post-Meeting calls. He explained that the LRSP Committee is working with the Management Committee to organize break-outs discussion groups by goal during the Executive Council meeting.

12. Old Business

• APCO World Congress

Executive Director George Rice reported on a recent meeting of the Global Alliance that was convened in Daytona Beach (in light of non-British members having been unable due to the volcanic ash problem, to attend the meeting originally scheduled to coincide with the BAPCO conference). The Global Alliance has made the official decision to host a conference in Dubai. APCO Australasia will not be participating in the first APCO World Congress. The group is crafting marketing materials and has already begun to reach out to commercial sponsors.

- **Caribbean Chapter Status**

President Dick Mirgon noted that this review was still pending and there were no updates to report since the last Board meeting.

13. NEW Business

- **Regional Conferences**

Board members had extensive discussion about the uneven success that regions were experiencing with regional conferences, especially given the depressed state of the current economy. The Board asked staff to bring forward suggestions for a task force to be comprised of a CAC member and one member from each region to review and revise the Regional Conference Manual. The Board agreed to take up the matter following the Annual Conference in Houston.

- **2010 Conference Update**

Deputy Executive Director Mark Cannon provided an update on registrations and sponsor and exhibitor activity for the Annual Conference in Houston. He shared that all indicators are keeping pace with the prior year in Vegas with the busiest months of June and July still to come in terms of registrations.

The Executive Committee reiterated how fiscal prudence played into its decisions to support a condensed three-day schedule and the switch to gourmet buffet stations for the Blue & White Gala. The buffet will actually mean an expanded number of dining choices, which will be pursued very tastefully. The Executive Committee noted that it would join the ranks of most other attendees and opt to wear business, not formal, attire.

- **Executive Council Agenda**

The Board reviewed a draft of the Executive Council agenda that was developed by the Management Committee. The Committee is making minor refinements in preparation for the agenda's release in early June. A couple of Board members reiterated the interest expressed to them by Executive Council colleagues in having an opportunity to ask questions of directors following the report by the Executive Director. Mr. Rice confirmed that such was the plan.

- **PSAP Pre-Consolidation Program**

Executive Director George Rice discussed revisions to descriptions of this new program that were released prematurely. He thanked CAC Representative Don Whitney for convening a group of interested CAC members that helped to allay most questions and concerns. Mr. Whitney conveyed some lingering concerns among CAC members that APCO staff may not have the capacity to undertake this program and do it well. Mr. Rice reiterated that APCO's work in this area will be driven by the peer-to-peer approach and it will revolve around preliminary consultative services. Mr. Rice explained that he has put in writing what some CAC members requested to underscore the narrow scope of the program and APCO's expressed desire to not create competition for CAC members. Mr. Rice said it is far more likely that

APCO will be increasing the rate of referrals to commercial consultants. APCO is trying to be responsive to the growing desire by agencies to be informed of the pro/cons of consolidation. The Program begins with the new fiscal year.

- **Roundtable Discussion**

Each member, in turn, updated the Board on discussions at the regional level.

Adjournment

East Coast Regional Representative Dave Clemons ***motioned to adjourn*** the meeting. A verbal vote was taken and the ***motion passed with no opposition***. The meeting adjourned at **3:30 pm** EDT.

Respectfully submitted,

George S. Rice, Jr.
Executive Director

The Board Agenda will be part and parcel of the formal record of the Board of Directors meeting and will be retained at Headquarters.