

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

Board of Directors Meeting  
Sunday, January 24, 2010  
1:04 pm – 3:54 pm EST  
*via Conference call*

**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 January 24, 2010 Board of Directors Meeting to order at **1:04 pm EST**.

**1. Consent Agenda Items**

First Vice President Gregg Riddle *moved* to approve the Consent Agenda. Second Vice President Terry Hall *seconded*. A verbal vote was taken and the *motion passed with no opposition*.

**2. Proposed APCO Conference Manual Revisions**

North Central Regional Representative Lynne Feller, in view of her longstanding service on the Professional Development Events Committee, had worked with staff to draft language intended to conform the document to changes made under SGI. The Board briefly discussed the proposed changes and decided to defer a vote on revisions to the Manual. The Board discussed doing a more extensive review in light of how the operation of the Annual Conference has evolved as the event has grown in size and complexity in recent years. The Board asked staff to draft language for consideration regarding the role of the Host Chapter Conference Committee and related provisions.

Gulf Coast Regional Representative Woody Glover suggested that certain notice provisions (Art I, Sec G.1 and Art II, Sec D.2.d) extend to the full Board of Directors, not just the Executive Committee.

**3. 2013 Annual Conference Site Selection**

Conference and Meeting Services Department Director Barbara Myers delivered a PowerPoint presentation on the top five (Anaheim, Los Angeles, San Diego, Denver, Phoenix) potential replacement sites for the 2013 Annual Conference & Exposition. She highlighted the following factors for each proposed site:

- potential date availability

- convention center costs
- hotel rates
- shuttle service needed
- chapter feedback
- pro/con analysis

Per the requirements in the Annual Conference Manual, staff recommended Anaheim, Los Angeles, and San Diego as the top three sites. After further deliberations, the Board narrowed the selections to Anaheim and Los Angeles because of the costs-savings presented in the two proposals. San Diego was eliminated primarily due to the city's expensive hotel and convention costs.

First Vice President Gregg Riddle *moved* to authorize the Conference Staff to negotiate further contract concessions with both Anaheim and Los Angeles for the 2013 Conference and bring back a final recommendation for Board approval in the next 30 days. East Coast Regional Representative Jay Groce *seconded*. A verbal vote was taken and the *motion passed with no opposition*.

The 2013 negotiations prompted more discussion about revising the Conference Manual. Certain cities, namely Los Angeles and Orlando, are willing to waive convention center rental fees (a \$120,000 value) in exchange for multi-year bookings. Board members are open to modifying the current site selection procedures to provide for more flexibility.

It was discussed that many shows that have reached the size of APCO's have resorted to more of a preferred cities rotation between a few sites that are regionally diverse, tourist friendly and economical. This would require revisions to the site selection process, including the revenue-sharing component with the host chapter.

Several Board members noted 1) how few chapters are now able to host the Annual Conference due to its current size, 2) that many previous hosting responsibilities are now being handled by staff and consultants with the host chapter serving in more of an advisory role, and 3) volunteers are being recruited from around the country in exchange for complimentary day passes. Board members stressed the need to continue to rotate the Annual Conference geographically, but several members spoke in favor of broadening the revenue share component to reward all chapters within the host region, not just the host chapter, perhaps based on some modest share of registration revenues received from members of each chapter. Even so, the host chapter would continue to receive close to \$20,000 in complementary registrations and hotel rooms, plus the proximity of the host chapter's members would put it in a strong position to benefit from a prorata share of registrations.

Staff were charged with developing such recommendations for consideration by the Board. The Board also discussed what would be a fair phase-in of the new requirements, noting that Memorandums of Understanding are executed with host chapters at least a year in advance.

#### **4. Caribbean Chapter Discussion**

There is mounting concern over the lack of communication and participation demonstrated by the APCO Caribbean Chapter. While APCO may have grounds to pursue cancellation of the chapter, which requires Executive Council action, the Board discussed other alternatives to boost engagement in the region and agreed more research and discussion was needed, including consultation with the International Chapter.

## 5. Proposed Policy Manual Changes

The Board of Directors reviewed the Proposed Policy Manual Changes Memo submitted by the Bylaws Committee and decided on the following changes:

- **Policy Manual Index**

North Central Regional Representative Lynne Feller made the *motion* to

- insert the following language at the top of the Policy Manual Index Page:

Changes to most sections of the Policy Manual require the approval by a two-thirds majority of the whole Board of Directors. Changes to certain sections require approval by the Executive Council or Quorum and these exceptions are noted in parenthetical clauses that appear after the title of the relevant sections of this index.

- strike references to “subject to” in the parenthetical phrases next to title of sections for which changes require Executive Council or Quorum approval.

The motion was *seconded by* Past President Chris Fischer. A verbal vote was taken and the *motion passed with no opposition.*

- **Inclusion of new language to Policy Manual Section 6.5**

First Vice President Gregg Riddle made the *motion* to include the following language:

- 5 Any Candidate who is a current member of the Executive Council shall vacate the Executive Council position upon installment or appointment to the Executive Committee of the Board of Directors.

in Policy Manual Section 6.5: Officer Election Procedures as a new paragraph 5. The motion was *seconded by* Gulf Coast Regional Representative Woody Glover. A verbal vote was taken and the *motion passed with no opposition.*

## 6. FY2010 Financial Update (Six Month Review) & FY2011 Budget Timeline

Regarding the FY2011 budget preparation and review timeline, it was noted that the Executive Committee will meeting with the Finance & Budget Chair on April 11, 2010 to discuss and refine the FY2011 budget proposal. This item, now listed as TBD, will be updated on the timeline.

Deputy Executive Director Mark Cannon reviewed the six month financials with the Board. It was noted that the organization’s revenues were down compared to the prior year, but the organization is still carrying a positive balance due to the curtailing of expenses by the departments. Overall, the revenue loss is -4.7% from what was budgeted, compared to expenses that are down nearly 6.2%, which results in positive net income of roughly 1.5% for the period. The Executive Staff is working with the Finance & Budget (F&B) Committee on re-forecasting the budget for the next six months. It is likely that the revenue situation could worsen such that APCO might face an operating deficit

by year-end. The F&B Committee, Executive Committee and Staff are monitoring the budget on a monthly basis and reviewing what modifications can be made if the budget continues toward a deficit. Deputy Executive Director Mark Cannon also emphasized that APCO does have 33% operating reserves to cover a deficit should it come to this.

The Executive Staff answered questions from Board members, including:

- **What is the general area that is absorbing the loss?**

Deputy Executive Director Mark Cannon reported that it is not one area, but several departments that are in flux. All of APCO's business lines are tracking better than the prior year, but certain revenue sources are flattening. The Institute is experiencing a major decline in course registrations; however, EMD training is doing far better than expected. Meanwhile, AFC recently had the best December performance in years, which could lead that department to exceed targeted revenues for the year if the trend continues.

- **Is APCO International looking for new grant funding for the PSFA?**

Executive Director George Rice reported that APCO International submitted three proposals for Round 1 of the BTOP Grant Funding; as of today, APCO is still awaiting confirmation of these grants. The organization is again in the process of applying for Round 2 of the BTOP grants. For this year, the PSFA is funding almost one million dollars in grants, scholarships, and other initiatives.

## 7. NEW and OLD Business

- **Awards and Recognition Task Force Update - Julie Righter, Chair**

The Task Force plans to submit its recommendations in the next few weeks.

- **Branding Tasks Force – Dave Clemons, Chair**

This Task Force is newly appointed and currently developing a timeline to accomplish its work.

- **Long Range Strategic Plan (LRSP) – Gregg Riddle, Chair**

The LRSP Committee convened its first meeting yesterday in Orlando. The Committee is comprised of the following individuals:

- Gregg Riddle – Committee Chair and First Vice President
- Peggy Fouts – Management Committee Representative
- Dave Saffel – Finance & Budget Committee Representative
- Don Whitney - Commercial Advisory Council Representative
- George Rice – Executive Director
- Gigi Smith – Governance Group Leader and Board Representative
- Ricky Rowell – Member-at-Large
- Chris Fischer – Past President

For its day-long session yesterday, the Committee was joined by all members of the Executive Committee, Group Leaders and select Board and staff. This first session was led by a consultant who helped facilitate a brainstorming session that identified fifteen critical issues facing the Association. Additional meetings are planned with the intent to pare back and prioritize the issues and to develop goals and objectives to shape the strategic work of the Association.

▪ **Group Membership Concept**

Deputy Executive Director Mark Cannon reviewed in concept a Group Membership proposal, which Board members received favorably. This proposal grew out of recommendations by a Membership Task Force and would be an option in addition to individual memberships. More details need to be worked out, including a firm pricing structure, and chapter input will be important to the effort,

East Coast Regional Representative Dave Clemons *made a motion* to direct staff to further develop the Group Membership proposal in time for presentation to the Quorum at the 2010 Business meeting. Commercial Advisory Council Representative Don Whitney *seconded*. A verbal vote was taken and the *motion passed with no opposition*.

▪ **APCO Organizational Chart**

Executive Director George Rice explained the following changes to the Organizational Chart:

- The Institute is actively interviewing for a new Training Course Instructor, which is currently a vacant post.
- The Conference Department has eliminated the position of the Tradeshow Manger whose duties will be largely outsourced to APCO's show management firm, Tradeshow Logistics. A new Position, Corporate Partnership Manager, will oversee the expo, and be responsible for growing the corporate partnership program. Lisa Williams is being promoted from a part-time consultant to full-time status in this new position, effective February 15.

▪ **East Coast Region Updates and Questions**

**Does APCO International Plan to increase Membership Dues for the 2011 Year?**

The Board briefly discussed this question and agreed an increase would not be prudent.

Past President Chris Fischer made a *motion* to hold dues at the current rate for the 2011 year. Western Regional Representative Richard Granado *seconded*. A verbal vote was taken and the *motion passed with no opposition*.

▪ **Gulf Coast Region Updates and Questions**

The Region voiced a concern that the process should be further opened up to APCO Members when committees and task forces are appointed outside the normal process and when requests are entertained by external parties, such as the FCC. Past President Chris Fischer felt that a call had been issued broadly for the recent CSRIC nominations. People are coming to her eager for

updates, however, the actual appointments are handled by the FCC. President Dick Mirgon said the Executive Committee of the Board is following policy and historical precedent in how it is naming people to special task forces. Often people with specialized knowledge are needed and time frames for the work are short, so the Executive Committee applies its best judgment in making such appointments. The Executive Committee will review its processes and consider ways to enhance the notifications provided about committee appointments.

### **What is the status of the Global Alliance Congress?**

First Vice President Gregg Riddle, as liaison to a Global Alliance effort to host a world expo, provided an update on a recent exploratory visit to Dubai. The effort grew out of a need for the Global Alliance to establish a distinct set of services and a funding stream for its activities. Additional information will be circulated in the upcoming Executive Council Communiqué.

- **North Central Region Updates and Questions**

Much of the Region's call centered around the examination of 2013 Conference replacement sites. It was noted that all questions were answered during the presentation and discussion.

- **Western Region Updates and Questions**

The Region had some concern around marketing for the Conference as it applies to the new 3-day schedule and they strongly encouraged Staff to highlight this date change. The Region also voiced concern regarding the time conflict between the First General Business Meeting and the Golf Tournament as the events are overlapping.

### **What is the status of the Heritage Foundation's collection management request?**

First Vice President Gregg Riddle has been in discussions with the Heritage Advisory Committee and the IL-APCO Board regarding the historian transition. The Advisory Committee has advanced a proposal for APCO to pay for a part-time custodian at Bradley University, where the collection is currently housed. This request may be ill-timed considering the current financial pressures. The IL-APCO Board plans to have more discussions over how it may be able to deploy a team of volunteers to provide support for the collection in the short-run until finances stabilize. An update will be provided at the May Board meeting

- **Commercial Advisory Committee Representative Don Whitney: How are the other organizations preserving/managing their historical collections?**

Deputy Executive Director Mark Cannon noted that most associations do not have the extensive collection of historical papers that APCO has amassed. Various university libraries have become noted for housing collections for specific issue areas, industries or sectors and seek exclusivity arrangements with relevant associations that mostly entail sending the host library complimentary copies of official journals and periodicals. The Board discussed that maybe Heritage could look into what other groups in the protective service occupations do with their collections.

- **Haiti Public Safety Communications Rebuilding**

President Dick Mirgon noted that APCO was approached by the Department of Homeland Security's division of National Communications Systems (NCS) to assist Haiti with the redirection of emergency calls. Further information will be circulated as the program evolves.

▪ **APCO Leadership Awards Dinner and Board of Directors Meeting**

The May meeting will take place at the Alexandria, VA office on Tuesday, May 18, 2010. This meeting will be largely devoted to review and approval of the FY2011 budget. Board members are strongly encouraged to participate in "APCO on the Hill" events on Monday, May 17, and will receive complimentary admission to the Leadership Awards Dinner on Tuesday evening.

**Adjournment**

Commercial Advisory Council Representative Don Whitney *motioned to adjourn* the meeting. A verbal vote was taken and the *motion passed with no opposition*. The meeting adjourned at **3:54 pm**.

**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.