

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

Board of Directors Special Meeting
Friday, April 29, 2011
Via Teleconference

Attendees:

President Bill Carrow	East Coast Regional Representative Dave Clemons
First Vice President Gregg Riddle	East Coast Regional Representative Jay Groce
Second Vice President Terry Hall	Gulf Coast Regional Representative Pat Hall
Immediate Past President Dick Mirgon	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
Chief Operating Officer Barbara Smith	CAC Representative Don Whitney
Chief Administrative Officer Ricky Marshall	
Kevin Miller, FMG	

[Note: Gulf Coast Regional Representative Woody Glover was on vacation out of the country.]

President Bill Carrow *called* the meeting to order at **3:04 p.m.** EDT.

1. Branding Task Force Update

East Coast Regional Representative Dave Clemons, in his capacity as Chair of the Branding Task Force, presented an update with support from Kevin Miller of FMG. The update centered around several revised logo concepts with tag lines. After much discussion, Mr. Clemons asked that board members send him their top three logo and tag line recommendations. He will compile the results. Similar to the same period last year, Mr. Clemons offered to join all regional pre-calls to present an update and receive feedback from Executive Council members.

2. Life Member 4.4 Policy Manual Amendments

First Vice President Gregg Riddle presented recommended changes related to streamlining the approval process for those who gain Life Member status at the end of their presidential year

East Coast Regional Representative Dave Clemons *motioned to adopt* the following amendments to 4.4:

“3.1.1 Once the nomination for designation as a Life Member for the President of APCO-International has been approved by the Board of Directors, it shall be sent directly to the Membership Quorum for their consideration during the First General Business meeting held at the Annual Conference. Approval of the nomination shall require a majority affirmative vote.”

3.5.2 and 3.5.3 – Extending the Board ratification deadline to “May 31.”

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

3. Executive Transition

Deputy Executive Director Mark Cannon declared his intent to apply for the Executive Director position. He noted that while he does not covet the post as he is content to be a part of the senior management team going forward, he also feels that his prior experiences and his service to APCO have prepared him well for serving in the top post and would appreciate due consideration. Mr. Cannon felt it important to put his intentions on the record as he would, for conflict of interest reasons, need to remove himself from any and all interactions with the Board leadership and staff regarding the search process. Mr. Cannon then disengaged his line, requesting that his absence be duly noted for the record.

4. Executive Director Selection 8.4 Policy Manual Amendments

First Vice President Gregg Riddle presented recommended changes to the selection process. Discussion centered around 1) the line-up of the search committee and 2) if the existence of an internal candidate should prompt changes in the process. Some felt the employee panel may require a certain finesse.

Western Regional Representative Dick Granado ***motioned to adopt*** the following amendments to 8.4:

- 1.1 “Two (2)” Past Presidents of the Association one of whom shall be appointed chair the Search Committee.
- 1.2 Four (4) members of the “Board of Directors.”
 - 1.2.1 “The Board of Directors shall select these members based upon one (1) member from each Region as selected by the Executive Council representatives from that Region.”
4. The “Executive Committee” may authorize the engagement of an executive search firm to support the search process. “A contract with an executive search firm will define at a minimum exactly which steps of the process they are responsible to complete, the timeline for completion and the fee they will be paid for their services.”
 - 4.2 The “Executive Committee” shall establish a maximum compensation rate ...
 - 4.3 Replace shall with “may”. (Same change in 4.3.1.)
 - “4.7. If the current Deputy Executive Director submits an application they will be
 - 2.2 considered if they are an employee in good standing with the Association.”

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

5. 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 **4:27 p.m.** 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.