

## Board of Directors Meeting

(Via Web Conference)

APCO International Headquarters

December 1, 2011 3:00 p.m. EST

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### BOARD OF DIRECTORS WEB CONFERENCE MINUTES – DRAFT

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#### 1. Call to Order and Consent Agenda

President Gregg Riddle convened the Board of Directors Meeting at 3:05 p.m. and called the roll. In attendance:

Name	Title	Present	Absent
Gregory T. Riddle	President	X	
Terry Hall	First Vice President	X	
Gigi Smith	Second Vice President	X	
William D. Carrow	Immediate Past President	X	
Derek K. Poarch	Ex-Officio / Executive Director	X	
David W. Clemons	East Coast Regional Representative	X	
Jay Groce, III	East Coast Regional Representative	X	
Debbie L. Gailbreath	Gulf Coast Regional Representative	X	
Patricia A. Hall	Gulf Coast Regional Representative	X	
Lynne C. Feller	North Central Regional Representative	X	
Julie J. Righter	North Central Regional Representative	X	
Richard Granado	Western Regional Representative	X	
Peggy Fouts	Western Regional Representative	X	
Donald Whitney	Commercial Advisory Council	X	

The meeting agenda was adjusted to make the first item of business the swearing in of Peggy Fouts who cited the Oath of Office in the presence of her colleagues on-line and a work associate (Glennis Stamon, Deputy Director) as an in-person witness. Peggy was duly sworn in as a Western Regional Representative.

#### 2. Approval of Minutes from September 23, September 24, and October 4-5, 2011.

Western Regional Representative Dick Granado *motioned* to accept the consent agenda. Don Whitney *seconded* the motion. A verbal vote was taken with no opposition and the motion was *approved* with no opposition.

#### 3. Amendments to Policy Manual 6.5 and 8.2

Western Regional Representative Dick Granado *motioned* to approve the proposed amendments to Policy Manual 6.5. East Coast Regional Representative Jay Groce *seconded* the motion.

The Executive Committee had discussed the issue of nepotism with legal counsel, which signed off on the version in the proposed document. North Central Regional Representative Lynne Feller discussed a narrower definition of nepotism as advocated by some Executive Council members in her region.

The North Central Region also suggested that the language be clarified that electronic voting would be available to all members whether absent and or present at conference to vote. East Coast Regional Representative Jay Groce stated that Pennsylvania has always felt strongly about this issue and agrees with the proposed modification. North Central Regional Representative Julie Righter agreed as well. Commercial Advisory Council Don Whitney thought there was a 30-day electronic balloting process in effect. President Gregg Riddle offered a friendly amendment to specify a 30-day window for the electronic voting prior to the second General Business session and clarifying that all members of the Association will be able to access the electronic voting system.

A verbal vote was taken and the *amendment* was *approved* with no opposition. Regarding the main motion, a verbal vote was taken and the *motion as amended* was *approved* with no opposition.

Executive Director Derek Poarch proposed revisions to Policy Manual 8.2 (Office Staff) to clarify wording that seemed to currently limit the flexibility of the Executive Director to downgrade staff positions without prior approval of the Executive Committee. This seemed to be an unnecessary curb on his general power to hire and fire, and is seeking authority to make such changes to the approved organizational chart only in a manner that would be budget neutral or less costly in reclassifying some job titles and positions.

East Coast Regional Representative Dave Clemons *motioned* for approval of the amendments to Policy Manual 8.2. North Central Regional Representative Lynne Feller *seconded* the motion.

Western Regional Representative Richard Granado inquired if salary changes would also be included with the authority to change titles. Executive Director Derek Poarch underscored that such unilateral authority would be contingent on the changes being budget neutral or resulting in cost savings.

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

#### **4. Old Business**

##### **a. Texas Chapter Membership Revocation Issue**

Upon further investigation, the Executive Committee feels that a revocation of Clay Wheeler's membership would not meet the high threshold that APCO has set for taking such action. The Texas Chapter should continue to pursue the collection of the debt owed by the company, Unified Edge, for payment of funds due, but the delinquency was incurred by the company, not Mr. Wheeler.

Western Regional Representative Dick Granado *motioned* to rescind Clay Wheeler's membership suspension and bring him back to full membership status (contingent on receipt of his dues renewal for 2012). Commercial Advisory Council Don Whitney *seconded* the motion. A verbal vote was taken and the motion was *approved* with no opposition.

#### **b. Special Conference Task Force Update**

North Central Regional Representative Lynne Feller and chair of the Special Conference Task Force (SCTF) updated the Board on its activities and status. Under the Annual Conference Manual, new conference sites need to be approved five years in advance. Recent revisions call for the establishment of the Conference & Expositions Advisory Committee (CEAC) to oversee this process. However, there is insufficient time to get this new committee named and established while APCO must contend with 2016 bids, some of which has enticing offers that expire at the end of 2011. If the Board approves, the SCTF is poised to be the interim body that moves recommendations forward on 2016. Feller also raised for discussion the topic discussed by the Western Region of whether Council members appointed to the CEAC should be replaced on the CEAC when their terms expire on Executive Council.

President Gregg Riddle reminded the Board of actions it took in September in support of the SCTF's recommendations. To get the best results for 2016, he supports the SCTF members being empowered to oversee the site selection. He noted a limited time offer is on the table from one site that could yield a \$130,000 savings to the Association in 2016, but that the full review process needs to be respected. SCTF has been shepherding this and can continue to do so in the time allotted. Bids from five sites are currently under review. He also believes that future CEAC members should be left in their SCTF position regardless of whether they are still serving as Executive Council members so that they see the site selection process through to fruition. Western Regional Representative Peggy Fouts stated that this is a hot topic currently being addressed with the Management Committee and it may help if the policy language more clearly read that one needs to be a Council member in the beginning of their term but not necessarily in the end. East Coast Regional Representative Dave Clemons stated that some chapters in the region are displeased not so much with the manual revisions that were adopted, but with how authority over site selection was realigned under SGI. First Vice President Terry Hall commented that there may be no way to please everyone, but the new process actually has the potential to work better because several Executive Council members on the CEAC will be able to have in-depth input, but it avoids subjecting a major business decision to a popular vote that hasn't always been exercised on sound business grounds in the past. President Gregg Riddle stated that the Board of Directors should not let control of this process go back down the chain. This is the crux of why SGI empowered a representative Board to make critical business decisions for the organization.

Second Vice President Gigi Smith *motioned* to appoint the following as the interim CEAC in order to proceed with the 2016 annual site selection:

Lynne Feller as Chair,  
Bill Agee from the East Coast Region,  
Martha Carter from the Gulf Coast,  
Robin Tieman from the North Central Region,  
Jim Acosta from the Western Region,  
Michael Mangini from the Commercial Advisory Council, and  
Debbie Gailbreath as Member at Large.

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

#### **c. APCO Global Congress Update**

President Gregg Riddle shared that the Global Alliance partners are in favor of moving forward and hosting a second Global Congress in Dubai. The Executive Committee has deliberated for hours in advance of this web conference and remains undecided at this time on whether to pull back from the program that was approved for 2012. If this event is successful in its second year, APCO International is the only partner who stands to benefit in the region through the Institute and potentially AFC. President Gregg Riddle stated that if APCO doesn't grow internationally, APCO's services may very well stagnate with time. The US market is saturated, and only a few organizations like APCO have the capacity to branch out globally. Careful attention is being paid to reduce expenses wherever possible to hopefully achieve break-even status in year two. If APCO does not attempt this event in 2012, we will lose the momentum that has been created. First Vice President Terry Hall stated that as a business decision, the event does not make sense, but as a relationship builder it may be necessary to move ahead a second year. Western Regional Representative Dick Granado voiced support for continuing a second year, recognizing that often such international ventures take 3-5 years to pay strong dividends. APCO has the financial strength to sustain its investment.

#### **d. LRSP**

President Gregg Riddle discussed the current requirement to conduct an annual review of the Long Range Strategic Plan (LRSP). The group, as currently specified in Section 2.13 of the Policy Manual, is unwieldy with requiring more than 30 persons to potentially travel to be part of the review. The review needs to be representative, but such a review would be too costly in its current form. Some savings would be achieved by conducting the review at the Annual Conference, too. Executive Director Derek Poarch has reviewed the policy and has made a recommendation to pare back participation to the current Strategic Planning Committee (which includes the chairs of Executive Council committees), all Board members (not already on the Committee), the Executive Director, the Deputy Executive Director, and the Controller. North Central Regional Representative Lynne Feller cautioned that the LRSP was one area where SGI envisioned a role for the Executive Council so we should consider more participation by this body. The Board will be asked to consider modifications to Section 2.13 at its next meeting with the intent to convene the first review at the Annual Conference in Minneapolis.

## **5. President's Report**

### **a. Western Regional Representative Vacancy**

The nomination to fill the vacancy was approved by the Western Region and culminated in the swearing in of Peggy Fouts of the Washington Chapter at the top of the meeting.

### **b. International Executive Council Representative**

It is the Executive Committee's responsibility, in its capacity as the Board of the International Chapter, to fill this position every two years. Brent Finster has been selected to serve in this role beginning on January 1, 2012.

## **6. Executive Director's Report**

Executive Director Derek Poarch reported to the Board of Directors:

### **a. First 45 Days Plan**

- i. Meet individually with all FT employees and contract staff
- ii. Set up regular meeting schedule for direct reports and staff
- iii. Meet with APCO Corporate Partners
- iv. Meet and greets at FCC and Capitol Hill
- v. Resolve any pending personnel actions – none at this time
- vi. Post vacancy for Executive Assistant position in VA office
- vii. Review vacancies, placement of staff and take action as needed
- viii. Discuss hiring philosophy, expectations in terms of competency of staff with direct reports
- ix. Review telework issues for staff and make changes as needed
- x. Make sure APCO phones are answered during normal business hours
- xi. Revise APCO website to include names and phone numbers for contact with staff rather than an email so that persons contacting APCO will know who within the organization they are dealing with and there is greater customer service accountability.
- xii. Review APCO fiscal position, projects and cost centers
- xiii. Review and immerse to the extent needed conference planning for 2012.
- xiv. Lay the groundwork for improving internal communications.

### **b. Florida Office Schedule**

- i. Executive Director will work in the Daytona Beach office the second week of each month. A 'Brunch and Learn' will be conducted that week to be followed by a 'town hall' for open discussion with staff.

### **c. Virginia Office Refurbishment & Space Needs**

- i. Top floor of VA office is leased and current lease runs through 2013. Executive Director Poarch's intent is that APCO will occupy the entire

building in the future. Cosmetic upgrades will be made to the office. Western Regional Representative Peggy Fouts asked if more budget authority was needed; Executive Director Poarch replied that he should not have to exceed what is set aside for improvements and operations.

- d. Executive Assistant as Additional FTE
    - i. Executive Director Poarch will be presenting to the Executive Committee a request to expand the organization by one FTE to create the post of Executive Assistant in the Virginia Office.
  - e. 2012 Annual Conference Program
    - i. The Executive Committee approved the program for the 2012 Minneapolis Conference. Fees will not be raised, through a student discount will be provided and consideration will be given to a 'flash day' discount (a one day discount offered online). The Exhibit Hall will be opened Monday and Tuesday. The Attendee Welcome Reception on Sunday will be onsite. Coffee breaks for attendees will be provided. Lunch vouchers will be provided, not box lunches. The Global Alliance meeting will be held Thursday and Friday after the Conference.
- 7. Other Business (include any items generated from post-meeting calls)**
- a. East Coast Regional Representative Dave Clemons inquired if Second Vice President Gigi Smith has been replaced as Group Leader. President Gregg Riddle stated he wanted to leave Gigi Smith as Group Leader through the end of the first cycle of committee reporting in December, then he will move forward with recommending Gigi's replacement.
  - b. Two names have been submitted already for the office of Second Vice President for 2012. Due to the Martin Luther King holiday, the date for the receipt of nomination documents will be extended to January 17, 2012.
- 8. 2012 Board Meetings:**
- a. Wednesday, January 25, 2012 2:00 pm EST
  - b. May 16, 2012 2012 in conjunction with the Leaders Awards Dinner in DC
  - c. August 16, 2012 in conjunction with the Annual Conference in Minneapolis, MN
- 9. Adjournment:** East Coast Regional Dave Clemons *motioned* to adjourn the meeting. Western Regional Representative Richard Granado *seconded* the motion. A verbal vote was taken with no opposition, and the meeting was *adjourned* at 5:27 p.m.

**Respectfully submitted,**  
Derek K. Poarch  
Executive Director

The Board of Directors meeting minutes will be part and parcel of the formal record of the business of APCO International, Inc., and will be retained at APCO International Headquarters.