

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

Board of Directors Meeting  
Saturday, September 24, 2011  
Crowne Plaza – Alexandria, VA

**Attendees:**

President Gregg Riddle	East Coast Regional Representative Dave Clemons
First Vice President Terry Hall	East Coast Regional Representative Jay Groce
Immediate Past President Bill Carrow	Gulf Coast Regional Representative Debbie Gailbreath
Interim Second Vice President Dick Mirgon	Gulf Coast Regional Representative Pat Hall
Interim Executive Director Mark Cannon	North Central Regional Representative Lynne Feller
Chief Operations Officer Barbara Myers	North Central Regional Representative Julie Righter
	Western Regional Representative Dick Granado
	Western Regional Representative Gigi Smith
	CAC Representative Don Whitney

President Gregg Riddle *called* the meeting to order at 11:57 am EDT.

**1. Approval of Minutes**

East Coast Regional Representative Dave Clemons *motioned to accept* the minutes of the August 17 meeting. Western Regional Representative Gigi Smith *seconded* the motion.

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

**2. Special Conference Task Force Report**

North Central Regional Representative Lynne Feller *motioned* to create a Conference & Expositions Advisory Committee (CEAC) and to insert the appropriate language into the Policy Manual Section 7.2. Immediate Past President Bill Carrow *seconded* the motion.

East Coast Regional Representatives Dave Clemons and Jay Groce shared concerns that their region took a vote to bring forward. Their region would like the Executive Council to have more input into the site selection directly, as used to be the case, not through the new CEAC. This sparked considerable discussion about the intended role of the CEAC with a scope that would transcend yearly support provided now by the host committee. The longer tenure of CEAC members would allow them to develop an expertise about the events “business” that would make them more effective overseers of site selection, event scheduling and related strategic matters.

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

North Central Regional Representative Lynne Feller *motioned* to accept the modification of the Annual Conference Manual, Section 1, as presented in the Board of Directors packet effective for selection of the 2016 conference. Interim Second Vice President Dick Mirgon seconded the motion.

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

North Central Regional Representative Lynne Feller ***motioned*** to accept modification of the Annual Conference Manual, Section 2, related to Conference and Exposition Management as presented in the Board of Directors packet effective the 2012-2013 committee year. CAC Representative Don Whitney ***seconded*** the motion

It was clarified that delegation of the authority to the Executive Director was for legal and fiscal matters related to the Annual Conference as opposed to all of the authority and carves out a role on strategy development and events scheduling for the CEAC in conjunction with staff. The CEAC and staff will make such recommendations to the Board for approval.

Western Regional Representative Dick Granado ***motioned*** to amend the language by striking out specific reference to “conference staff” and replacing it with “Executive Director.” First Vice President Terry Hall ***seconded*** the amendment.

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

North Central Regional Representative Lynne Feller ***motioned*** to accept the modification of the Annual Conference Manual, Section 4, A-D, to refine the structure of the Annual Host Conference Committee effective no later than the 2015 Annual Conference. Interim Second Vice President Dick Mirgon ***seconded*** the motion.

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

North Central Regional Representative Lynne Feller ***motioned*** to modify section 5, A and B, of the Annual Conference Manual to include the revised language regarding financial awards to chapters effective no later than 2015 conference. CAC Representative Don Whitney ***seconded*** the motion.

President Gregg Riddle clarified that the new commissions and awards would go into effect for sure by 2015, as the Task Force proposed, where Washington, DC would be a perfect venue to incentivize regional collaboration (MidEast, VA, PA and WV). He explained that he reached out to the host chapters for the 2013 and 2014 conferences to ask their consideration. He said that the Louisiana chapter was considering implementing the new financial award structure and noted that New Orleans could attract regional cooperation (FL and TX, and possibly MS and AL to a degree). He shared that the CPRA chapter discussed the change and has declined to implement the new financial award structure for Anaheim, but would not be opposed to implementing the change in the host committee role by 2013.

Western Regional Representative Dick Granado expressed a concern that the new language limits the chapter where the conference is located to receiving about \$8,500 in incentives, which he finds to be insufficient.

North Central Regional Representative Lynne Feller said it was the opinion of the Special Conference Task Force that it was not necessary to have the expenses add up to the current \$40,000, though budget outlays are still expected to be around \$35,000 to support both the AdComm and host committee. She noted that the current commission structure dates back to a time when the host chapter was doing most of the work with very little staff support. The situation is now largely reversed. She said when factoring in the volunteer hours devoted year round and on-site this roughly comes to \$33/hour based on the host chapter's current scope of support. If APCO were to hire the labor to replace the work of all the volunteers, it would cost the association considerably less than \$40,000. The host committee would also continue to benefit from a considerable number of on-site perks, including a complimentary conference suite, hotel sleeping room nights, full registrations, day passes and event tickets that total close to an additional \$20,000 of in-kind support. It was noted that only 17 chapters have any hope of ever hosting the conference within their borders based on current square footage requirements and other factors, but under the new incentive structure, nearby chapters could share in some of the incentive awards.

A verbal vote was taken and the *motion passed with one vote in opposition.*

### **3. Election Balloting Amendments**

President Gregg Riddle opened discussion to review the balloting processing to determine if APCO's policies need to be clarified.

After considerable discussion, the consensus reached by the Board was that the electronic balloting should be used even in the case of a single candidate. While the association would incur some costs, this would get members in the habit of expecting to cast a written ballot every year regardless of the number of candidates.

Some expressed concern that the actual tabulated results be released. First Vice President Terry Hall felt that the specific vote tally should not be released as it could be a source of embarrassment and a disincentive for people to seek office. Interim Second Vice President Dick Mirgon noted that this transparency is how elections are conducted in the USA and, besides, a past Membership Quorum in 2006 resolved that such vote tabulations would be made public. President Gregg Riddle recalled this as well and that it was simply never codified in the Policy Manual.

The Board also discussed adding a "nepotism" clause, which would cause any immediate family member who happened to be a paid staff person or consultant of the association to have to withdraw from such an employment relationship upon a related candidate's swearing in. Most acknowledged that such restrictions existed in their agencies and should carry over to the association.

President Gregg Riddle said he would take all views into consideration in drafting amendments to Policy Manual Section 6.5 that he asked that the Regional and CAC representatives share on their post-meeting calls for comment.

East Coast Regional Representative Dave Clemons commented that there has been a lot of discussion about process, but perhaps more attention should be paid to reforming the nomination and qualification processes. Several board members expressed similar views.

Interim Second Vice President Dick Mirgon ***motioned*** to create a task force to review the qualifications for Executive Committee candidates. The Task force is to be comprised of 3 Credential Committee Members, 2 Executive Council members, and 2 Board of Directors to be appointed by the President. One of the Board representatives would also be asked to chair the task force. Western Regional Representative Dick Granado ***seconded*** the motion.

A verbal vote was taken and the ***motion passed without opposition.***

**4. Old Business** (actually discussed under the Association Priorities segment of the Board workshop but summarized here for the general education of the reader)

a) Branding

East Coast Regional Representative Dave Clemons circulated the *Logo Standards and Style Guide* and said the Branding Task Force would be meeting shortly to develop advice for implementation of the brand at the chapter level and would be working to come up with a plan and strategy to do so.

b) Public Safety Alliance

Interim Second Vice President Dick Mirgon briefed the Board on the status of the D Block legislation that may include mark up in the relevant House subcommittee in early October.

c) ProCHRT Update

Immediate Past President Bill Carrow updated the group on the status of ProCHRT, noting that they are continuing to move forward with development of the toolbox.

d) P25 Update

First Vice President Terry Hall discussed a restructuring proposal for Project 25 that was being discussed with OIC representatives at the Department of Homeland Security for potential funding. Two difference sources of grant support had expired for both coordination of P25 and travel by public safety representatives; OIC was interested in the restructuring concepts, which some view as a precursor to kicking in new funding for P25.

(e) 2VP Vacancy Update

President Gregg Riddle shared that five nominations were submitted ahead of the deadline to fill the vacant post of Second Vice President. These submissions are being reviewed by the Credentials Committee, which will forward those that comply to the President for consideration.

In accordance with the Bylaws, the President's selection requires concurrence from the Executive Committee and ratification by the Board of Directors.

## **5. New Business**

### **a) Membership Revocation Request by TX Chapter**

The Board discussed a request from the Texas Chapter requesting revocation of a membership as the result of that individual's repeated failure to pay the chapter for an exhibit booth.

President Gregg Riddle noted that a revocation proceeding involves several steps as outlined in Policy Manual Section 4.11, subsection 8. If invoked, this would require the Board to put the member on notice and review any countervailing facts the member wishes to provide before ultimately ruling on revocation after at least a 30-day review period.

CAC Representative Don Whitney ***motioned*** to begin revocation proceedings and for APCO to send a certified letter to inform Mr. Clay Wheeler of his membership's suspension, pending his response to the facts as outlined by the Texas Chapter. Gulf Coast Regional Representative Pat Hall ***seconded*** the motion.

A verbal vote was taken and the ***motion passed without opposition.***

### **b) Terms of Office – EC Advisory Committees**

Western Regional Representative Gigi Smith advised that the Management Committee would like to change its appointment cycle to a September – August cycle, citing the need for continuity with the orientation of new Executive Council (EC) members and other support it provides the EC in conjunction with the Annual Conference.

Interim Executive Director Mark Cannon acknowledged that this works for the Finance & Budget Committee because year-end financials are not ready for review until the end of July; then it resumes its work with monthly reviews after the completion of the first quarter.

During the discussion, there was general support voiced for this new cycle among Board members who also agreed that two-year, staggered committee appointments would better assure continuity. It was also agreed that a formal nominations process should be devised so that all EC members from a region are given equal opportunity to pursue service on these committees.

President Gregg Riddle requested that Western Regional Representative Gigi Smith, as the Group Leader overseeing the Management Committee, convey the Board's support and ask that the Management Committee develop proposals for the Board's formal consideration.

### **c) Executive Director Search Process – Debrief on the Process**

East Coast Regional Representative Dave Clemons suggested that the Board discuss any suggested refinements to the search process while it is still fresh in everyone's minds.

Several Board members suggested that the employee panel took staff input a step too far. Such broad input is important in building the profile of the ideal executive director, but input into the search itself should be limited to the one senior staff representative who serves on the Search Committee. The search firm was not comfortable with the role of the employee panel and had not experienced this level of staff engagement in the many searches it has conducted.

CAC Representative Don Whitney provided some historical perspective, noting such an employee panel was used probably three times previously as well. When asked for her observations, Chief Operations Officer Barbara Myers said she felt this created an awkward dynamic, but the employees selected performed their role with appropriate care and diligence.

Interim Executive Director Mark Cannon suggested that Chief Administrative Officer Ricky Marshall also be asked to provide input into any re-drafting of the Policy Manual section 8.4 based on his observations as an HR professional and staff liaison to the Search Committee.

## **6. Next Board Meeting**

The Board discussed holding a web conference the week of January 23, or perhaps February 6 should the ExecComm be together for the NENA TDC/ODC meeting that week.

## **7. Adjournment**

First Vice President Terry Hall ***motioned*** to adjourn the meeting. East Coast Representative Jay Groce ***seconded*** the motion. A verbal vote was taken and the ***motion passed with no opposition.***

The meeting adjourned at 1:15 pm.

Respectfully submitted,  
Mark Cannon  
Interim 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.