

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

Executive Committee of the Board of Directors Meeting  
Wednesday, April 27, 2011, 11:55 am EDT  
Philadelphia Marriott Downtown, Room 411

**Attendees:**

President Bill Carrow	Immediate Past President Dick Mirgon
First Vice President Gregg Riddle	Executive Director George Rice
Second Vice President Terry Hall	Deputy Executive Director Mark Cannon

**1. Call to Order**

President Bill Carrow *called* the Executive Committee of the Board of Directors Meeting to order at **11:55 am** EDT.

**2. Independent Contractor Agreement**

First Vice President Gregg Riddle *moved acceptance* of the contract amount of \$120,000 per annum for Kirkendall Enterprises, LLC. Immediate Past President Dick Mirgon *seconded* the motion.

First Vice President Gregg Riddle noted that the motion is in keeping with the purchase policy (PM10.1, section 4.4: “Purchases for which the total value is \$100,000 or more in a single fiscal year shall require a resolution of the Executive Committee of the Board of Directors for approval.”) Second Vice President Terry Hall requested clarification about counsel review. Deputy Executive Director Mark Cannon explained the final negotiated contract builds on a pre-established template from CobbCole that was used and has been in force with Cardinal Point, Sean Kirkendall’s previous employer.

Second Vice President Terry Hall said he did not object to the contract amount, but proposed that general counsel review the final contract. No amendment to the motion was offered.

The **motion passed** on a 3-1 vote. Second Vice President Terry Hall requested that his dissenting vote be registered as an objection that no legal review was directed.

**3. Life Member Policy 4.4 Amendments**

First Vice President Gregg Riddle made a *motion to recommend* to the Board of Directors the attached amendments to Policy Manual 4.4 related to streamlining the approval process for those who gain Life Member status at the end of their presidential year. Immediate Past President Dick Mirgon *seconded* the motion.

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

#### **4. Executive Transition Issues**

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 continue 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 during the search. 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 left the meeting room, requesting that his absence be duly noted for the record.

#### **5. Executive Director Selection 8.4 Policy Amendments**

Immediate Past President Dick Mirgon made a ***motion to recommend*** to the Board of Directors the attached amendments to Policy Manual 8.4 related to the executive search process. Second Vice President Terry Hall ***seconded*** the motion.

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

#### **6. Interim Executive Director Compensation**

Immediate Past President Dick Mirgon ***moved adoption*** of a ten percent increase in compensation for Mark Cannon effective June 15 as he transitions to full-time assumption of Executive Director responsibilities on an interim basis. Second Vice President Terry Hall ***seconded*** the motion.

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

#### **7. Adjournment**

Second Vice President Terry Hall ***motioned to adjourn*** the meeting. A verbal vote was taken and the ***motion passed with no opposition.*** The meeting adjourned at **12:19 pm** EDT.

Respectfully submitted,  
George S. Rice, Jr.  
Executive Director

The agenda will be part and parcel of the formal record of the Executive Committee of the Board of Directors meeting, and will be retained at Headquarters.