

## Board of Trustees Meeting

July 23, 2018

### Minutes

#### **Welcome and call to order**

Ross Braun

The meeting was called to order at 4:31pm MT.

Present: Susan Becklenberg, Kim Berggren, Ross Braun, Julie Broadway, Scott Carver, Moira Corcoran, Patti Coyle, Michael Kaufmann, Lili Kellogg, Ed Milford, Brandan Montminy

Staff: Kathy Alm, Kandis Branum

#### **Minutes**

Ross Braun

B-1 Minutes of May 18-20, 2018

Motion to approve: Julie Broadway

Second: Ed Milford

Minutes approved

#### **President's Comments**

Ross Braun

Pledge forms

Conference schedule update – required events

Advisory Board connections

Ross Braun reported that the majority of pledges have been made by the deadline of July 25, with thanks.

New trustee orientation has been scheduled for 9:00-10:30am ET on Friday, October 26, after the regional networking breakfast and prior to the board meeting. Without saying the word “mandatory,” he strongly encouraged all trustees to attend.

Mr. Braun also encouraged trustees to reach out to Advisory Council members to update them on PATH Intl. initiatives and news. Phone numbers and email addresses will be provided. Kathy Alm will send talking points and her quarterly CEO update will be out in early September.

#### **Strategic Planning**

Julie Broadway

Julie Broadway reported that ten RFPs were sent, six responded, four interviews are scheduled with possibly one more, depending on fee negotiation. Once the consulting firm is on board, a specific timeline and process will be established. The May 2019 trustees retreat is the goal for refinement and final draft.

#### **Board Job Description Update**

Patti Coyle

C-1 Board-job-description-expectations update 2018

Added: Adherence to the PATH Intl. Trustee Limitations Policy; changed “compliment” to “complement,” changed “two terms” to “two consecutive terms.”

Motion to approve as amended: Julie Broadway

Second: Michael Kaufmann

Board job description and expectations approved as amended.

#### **Bylaws Amendments**

Brandan Montminy

D-1 Bylaws

The primary changes requested by members at the 2017 annual meeting were to increase quorum numbers in Article X, Section 3 and Article XIV, Section 2.

The bylaws committee, Patti Coyle, Michael Kaufmann, Brandan Montminy and Kathy Alm determined proposed quorum numbers for meetings of voting members and bylaws amendments by researching numbers of past voters in each type of vote as well as typical quorum numbers at other associations. The committee took the opportunity to review the entire document and make changes for the sake of consistency and clarity, as well as updating language to allow for future meetings to be held outside the USA.

Next steps include communication to membership with proposed bylaws amendments and the first electronic vote, including possible live webinar and development of a Frequently Asked Questions page for the web site. Possible timeline for voting would be; voting open two weeks before conference, at conference and for a week following the conference.

Motion to forward to membership for voting: Kim Berggren

Second: Susan Becklenberg

Motion approved.

### **CEO Report**

Kathy Alm

E-1 Strategic Plan Dashboard

E-2 CEO Report

Kathy Alm clarified that the strategic plan dashboard numbers regarding the international conference shifted to 2018-19 while the regional conference numbers reflect 2017-18.

### **Finance**

Sue Becklenberg

F-1 Q4 2017-18 Projection Narrative 05.31.2018

F-2 Q4 2017-18 Consolidated Projection 05.31.2018

F-3 Consolidated Financial Statement 05.31.2018

Susan Becklenberg reminded the trustees that the 2017-18 audit will be presented to the finance committee in September and subsequently the full board. Kathy Alm reported that preliminary numbers for fiscal year-end look good, partially because some of the new database expenses have been deferred to September.

### **Governance**

Patti Coyle/Michael Kaufmann

G-1 Trustee Nominations slate for ballot

G-2 Adam Daurio resume & application

G-3 KC Henry resume & application

G-4 Robin Krueger resume & application

Motion to approve slate of nominees for ballot inclusion: Patti Coyle

Second: Kim Berggren

Motion approved.

### **Mentor Reminder**

Patti Coyle/Michael Kaufmann

It was asked that trustees keep the mentor-mentee relationship active, especially mentors of those trustees in their first year. The objective discussed was to further enhance communication between board members to ensure questions and concerns are being addressed and skills and expertise is being utilized as anticipated. This is related to the upcoming new trustee orientation as new mentor-mentee relationships will be formed.

**Consent Agenda**

Ross Braun

H-1 Minutes April 16 Exec. Committee meeting  
H-2 Minutes April 26 Finance Committee meeting  
H-3 Minutes May 10 Governance Committee meeting  
Motion to approve: Susan Becklenberg  
Second: Lili Kellogg  
Consent agenda approved.

**Annual Trustee Goal Tracker**

Julie Broadway I-1

Trustee Goal Tracker  
Kim Berggren for Julie Broadway reminded the trustees to update the goal tracker. Ross Braun reminded everyone that the executive assistant will update for them as long as complete information is provided for updates.

**Other Business**

Ross Braun

None

**Executive Session**

Ross Braun

CEO Evaluation  
The meeting went into executive session at 5:44pm. Kathy Alm and Kandis Branum left the meeting.

**Next meeting:**

September 24, 2018

**Adjournment**

Motion to adjourn: Kim Berggren  
The meeting was adjourned at 5:57pm MT