Board of Directors Meeting Minutes

July 22, 2016

Board of Directors: Vern Butler, Director; Joe Crocco, Director; Don Greene, Director; Steve Hull, Director; Norm Johnson, Director; Andy Merriwether, Director; Bonnie Potter, Director; Laurel Shouvlin, Director; Mike Vigus, Director

Executive Director: Darby Vannier

Corporate Counsel: Sheri Visani

Meeting: Annual Face-to-Face Board Meeting—Arlington, Virginia
July 22, 2016, 9:00 a.m. EDT

Visani joined the call at 9:10 a.m. EDT.

1.0 Meeting Opening: Meeting opened at 9:05 p.m. EDT.

1.1 Introductions: The Board welcomed the new members Crocco and Butler. All board members introduced themselves by providing a little personal background.

2.0 Duties & Responsibilities of an AOA Board Member: AOA Attorney Visani introduced herself, provided background about her history with ARI and AOA, reviewed the duties and responsibilities of Board Members, and answered questions.

3.0 Election of Officers: Executive Director Vannier ran the initial part of the meeting until the 2016–2017 president was elected. Each person nominated to serve in a specific position was asked to provide their qualifying experiences, and explain how those experiences would allow them to succeed in their new post. Following each candidate's explanation, fellow Board Members were able to offer comments and ask questions. Vannier reviewed the procedure for the election of the President.

3.1 Election of President: Hull nominated Potter who accepted and Greene nominated Johnson who accepted. Johnson was elected President 5–4. (For Johnson: Vigus, Johnson, Greene, Butler, Crocco. For Potter: Merriwether, Hull, Shouvlin, Potter.)

3.2 Election of Vice President: Hull nominated Potter who declined. Vigus nominated Greene who accepted. Potter nominated Hull who accepted. Greene was elected Vice President 6–3. (For Greene: Vigus, Johnson, Greene, Butler, Crocco, Hull. For Hull: Potter, Merriwether, Shouvlin.)

3.3 Election of Secretary: Johnson nominated Shouvlin who declined. Greene nominated Hull who declined. Vigus nominated Crocco who declined. Merriwether nominated Butler who accepted, Butler was elected Secretary by unanimous vote 9–0.

3.4 Election of Treasurer: Johnson nominated Crocco who accepted, Crocco was elected Treasurer by unanimous vote 9–0.

4.0 Board Procedures:

4.1 Email Expectations, Board Agenda Items, and Other Items: Vannier reviewed the expectations and procedures for board email, meeting agendas, meeting minutes. Vannier suggested that directors should review the communication policy. Visani discussed transparency vs. confidentiality, Butler asked about policy, Vannier said a policy exists. Visani stated that it is directors' duty to do what is best for the organization and membership.

5.0 Committee Liaisons & Other:

5.1 Selection of Show Rules Committee (SRC) Liaison: Vigus agreed to serve as liaison.

5.2 Selection of Judge Training and Certification Committee (JTCC) Liaison: Hull agreed to serve as liaison.

5.3 Selection of Judges Advisory Committee (JAC) Liaison: Vigus agreed to serve as liaison.

5.4 Selection of Government and Industry Relations Committee (GIRCom) Liaison: Potter agreed to serve as liaison.

5.5 Selection of Fiber and Fiber Products Committee Liaison: Johnson agreed to serve as liaison.

5.6 Selection of Alternative Products Committee Liaison: Butler agreed to serve as liaison.

5.7 Selection of Registry Petitions & Appeals Committee Representatives (3 board members): Potter, Merriwether, and Johnson agreed to serve as members.

5.8 Vote: Merriwether moved we approve the above slate of committee liaisons, Hull seconded, motion passed by unanimous vote 9–0.

6.0 Old Business:

6.1 Revenue Task Force Continuation & Liaison: The board agreed that there is no longer a need to continue this task force. There are 3 remaining suggestions that will be considered in a future board meeting.

6.2 Executive Director Search: Vannier is working on a transition plan, Shouvlin created and prioritized a list of candidate desired characteristics from board suggestions. This discussion resulted in the proposal to create an Executive Director Search Committee made up of Johnson, Greene, and Butler. Hull moved we approve the committee, Vigus seconded, the motion passed by unanimous vote 9–0.

6.3 Strategic Plan Update: Reviewed current status, bring plan items back to the meeting agenda to review the status in greater detail. These items will be part of the meeting that occurs on the second Monday of each month.

7.0 New Business:

7.1 Face-to-Face in Lincoln: The discussion resulted in a proposal to combine a face-to-face board meeting with new director orientation. Merriwether moved to combine face-to-face with orientation, Hull seconded, the motion passed by unanimous vote 9–0.

7.2 New Board Member Orientation: The new board member orientation will be combined with the face-to-face meeting. Vannier will work with directors to define the best dates and arrange for travel.

8.0 Financial Report:

8.1 Financials: Financial report was reviewed by the board.

8.2 Investments: The investments account was reviewed by the board.

9.0 Meeting Wrap:

9.1 Review Weekend Schedule: Potter and Vannier reviewed events and speaking schedule for the weekend.

9.2 Contact the Board Update: Potter reviewed the most recent contacts. Potter and Johnson stated that these items will be followed up on.

9.3 Next Meeting (select usual meeting time): Next meeting will be August 8th at 6:00 p.m. EDT. Meetings times will stay as they are for now.

9.4 Adjournment: Hull moved to adjourn, Vigus seconded, the motion passed by unanimous vote 9–0.