

Approved February 1, 2013

Minutes
NCA Executive Committee Meeting
September 14, 2012
Teleconference

Participating in the meeting

Richard West, President (Presiding); Steven Beebe, First Vice President; Kathleen Turner, Second Vice President; Phil Backlund, Educational Policies Board Director; David Henry, Publications Board Director; Kristine Muñoz, Research Board Director; Ronald Shields, Finance Board Director; Kathleen Glenister Roberts, Finance Board Member (non-voting); Nancy Kidd, Executive Director (non-voting)

Absent: Lynn H. Turner, Immediate Past President

National Office Staff: Joseph Burak, Director of Membership; Mark Fernando, Chief of Staff; Brad Mello, Associate Director for Academic and Professional Affairs; Trevor Parry-Giles, Associate Director for Academic and Professional Affairs; Arlyn Riskind, Director of Public Affairs and Public Information; Rachel Shea, Director of Publications

Guests: Carole Blair, Second Vice President Elect; Thomas Hollihan, Chair of the Task Force on Constitution/Bylaws Revision (for part of the meeting)

1. Call to order

President West called the meeting to order at 12:00pm Eastern time on September 14, 2012.

2. Announcements, updates, and reports

President West provided deadlines for reports for upcoming meetings and announced the time when the EC will meet in November. He also provided an update on the activities of the Centennial Committee and the development of our Clarifying Conversations program. Kidd updated the EC regarding earlier discussions about a donation to the association, reported progress on the search for a new CFO, and gave details about the upcoming public programs on the presidential debates.

3. Consent Agenda

The consent agenda included the following items: approval of the June 8-9, 2012 EC meeting minutes; the July 24, 2012 EC online business minutes; the 3 year EC meeting calendar; new emeritus memberships; the EPB nominations for award selection committees (Joseph MacDoniels for the Ecroyd Award Selection Committee and Candice Thomas-Maddox for the Bacon Award Selection Committee); Golden Award Trustee Adrienne Christiansen; policies for distribution of interest group rosters, membership cancellation and dues refunds, and use of interest group listservs and microsites; and reconsideration of CRTNET transition plan.

There were some questions of clarification about the CRTNET transition plan and the membership policies.

A motion was made by Beebe to approve the consent agenda. Seconded by Turner. Motion carried unanimously.

4. FY11-12 Year-End Financial and Audit Report

Finance Board Director Ronald Shields presented the report of the Independent Auditor for FY11-12 to the EC. Shields reported that we received a clean, unqualified opinion and talked through the details of the statement of financial position and the statement of cash flows with the group.

The EC was asked to support Finance Board recommendations on three issues related to our finances. First, the EC was asked to undesignate the currently board-restricted funds called “EBSCO” and “other,” making these dollars unrestricted. Second, as per generally accepted accounting procedures pronouncement, we have restated our lifetime membership as deferred revenue rather than temporarily restricted revenue. As such, in correcting for past years, several hundreds of thousands of dollars were released into undesignated. The EC was asked to move that money into a new board-designated fund for programmatic initiatives. Third, the EC was asked to take those awards for which a specific amount is indicated for the prize and for which in most cases that amount exceeds the interest earned on the award and change the amount of the award to 85% of interest earned, consistent with the association’s financial policies and current practice for most awards. This can be done under the authority of UPMIFA.

A motion was made by Turner to support all three of the Finance Board recommendations regarding our funds. Seconded by Muñoz. Motion carried unanimously.

Shields then presented a line-by-line budget to actual report for the FY11-12 operating budget and reported that we ended the year with a surplus.

5. Strategic Discussion: Fundraising Initiative

In June the EC authorized the development of a fundraising campaign. The National Office provided the EC with an update on efforts in this regard, and the EC was asked to review a draft of the giving options and giving levels that will be used for the campaign. The giving options document reflects the choices we will offer donors in terms of how their money will be spent, and the giving societies document reflects the different levels of recognition we will offer to donors. There was brief discussion, and the EC expressed support for both the giving options and the giving levels with a few minor modifications to the language on the documents.

6. Executive Director Evaluation Procedures Revision

Our current Procedures for Evaluation of the Executive Director document indicates that the procedures should be reviewed as needed to ensure accuracy and consistency. Given some confusion about the procedures that has emerged in recent years, a revised document was proposed for EC consideration. There was only one material substantive change which expanded

the approval body for pay decisions and contract terms, and the rest of the revisions were for clarification and concision. There were some questions of clarification and brief discussion.

A motion was made by Shields to approve the revised procedures with the amendment that the majority of the approval body prevails in votes. Seconded by Beebe. Motion carried unanimously.

7. Constitution/Bylaws Revision

In June the EC met with Constitution/Bylaws Revision Task Force Chair Tom Hollihan to discuss the content of the group's proposal. Professor Hollihan brought the EC's feedback to the task force, and several revisions to the document were made as a result. The EC received a revised document as well as some materials the task force developed to explain the proposed changes to the LA and the broader membership, and Professor Hollihan joined the EC again for this discussion.

Several EC members said they were satisfied with the changes the task force made in response to the EC's comments in June, and several indicated that they thought the supporting documents were convincing. There was discussion about ensuring that the membership understands the inherent problem with the size of the LA, and the task force was asked to reiterate that point in its supporting documents. There was brief discussion of several other issues, and the task force was asked to amend the language in a few sections of the document in minor ways.

A motion was made by Beebe to endorse the process and work of the task force and recommend this document for the consideration of the Legislative Assembly. Seconded by Shields. Motion carried unanimously.

8. Adjournment

With no further business, the meeting was adjourned at 2:06pm Eastern time.

Respectfully submitted,

Nancy Kidd, Executive Director