



Society for Technical Communication

Board of Directors [Teleconference Call]
08 March 2011

Attendees

Board

- **Hillary Hart, President**
- **Cindy Currie-Clifford, Vice President**
- **Aiessa Moyna, Treasurer**
- **Rachel Houghton, Secretary**
- **Karen Baranich, Director**
- **Nicky Bleiel, Director**
- **Lori Corbett, Director**
- **Judith Herr, Director**
- **Rich Maggiani, Director**
- **Tricia Spayer, Director**
- **WC Wiese, Director**

Office

- **Kathryn Burton, CAE, CEO**
- **Greg Larsen, CFO**
- **Lloyd Tucker, Deputy Executive Director**

Guests

- **Jackie Henson, STC Attorney**
- **Steve Jong, Certification Chair**

Call to Order

Ms Hart called the meeting to order at 11:33 am EST (GMT-5). A quorum was established and the Board approved the amended agenda.

Certification Report

Ms. Henson reported that the STC certification commission was set up as a 501(c)(6) organization since certification programs are appropriate for that tax exempt status. By having the certification commission set up separately from STC, it reduces STC's exposure to risk, maintains the independence of the certification process, and insulates the commission from Society political interference. STC will provide administrative support, including handling the financial matters. The commission will start with a promissory note to repay STC (and the Norby fund) for the funds that STC has loaned the commission to get the program started. The commission will repay the funds as it is able.

The commission's bylaws make STC the only "member" of the commission. This means that STC has a great deal of influence on business matters while allowing the commission to be independent in terms of the certification process. STC's Executive Director is automatically a voting member of the commission's Board of Directors. Otherwise the commission selects its own board members.

Discussion:

There is no conflict between STC being incorporated in New York and the commission being incorporated in Virginia.

MOTION: Approve the Articles of Incorporation of STC Certification Commission, Inc. as explained by Jackie Henson and contained in the document seen today. Motion carries. Ms. Baranich recused herself from the vote.

Ms. Henson and Mr. Jong left the call.

President's Report

Ms. Hart advised the board that the Executive Committee will be meeting at least once a month. She reviewed the highlights from the Executive Committee meeting held on 1 March 2011. She indicated that she had asked Mary Wise to serve as the chair of the Fellows Committee and Linda Oestreich as chair of Associate Fellows Committee, pending board approval.

Ms. Wise will also be making recommendations to the board for the members of the Fellows Committee, as all members of the Fellows Committee resigned when the chair resigned.

Motion to approve Ms. Wise and Ms. Oestreich as committee chairs. Motion carries.

Ms. Hart reminded the Board that at the January board meeting, there was interest by the Board in seeing the Intercom schedule of topics. She asked the Board to review the topics so that if anyone had suggestions they may bring them to the next Board meeting in April.

Ms. Hart reviewed the rules regarding email voting and why Board members should not be abstaining routinely from voting.

Treasurer's Report

Ms. Moyna reported that STC's Merrill Lynch total portfolio balance was \$781,659 as of 2/28/2011. This is up 1.8% for the month and up 2.5% for the year. STC's Marion Norby Account balance was \$181,823 for the same period. The Norby account has provided the seed funds for the certification effort. Ms. Moyna noted that in 2010, STC withdrew \$80,000 from the Norby account to fund certification activities; however, we did not spend the full amount. STC therefore has about \$20,000 in restricted Norby funds sitting in STC's normal operating account, and we can spend this down against certification before we would need to withdraw additional funds from the Norby account.

STC's total portfolio allocation is presently 50% equities, 42% fixed income, and 8% cash, which is within the allocation guidelines stated in STC's Investment Policy.

Ms. Moyna stated that the Merrill Lynch account manager advises that the market currently is more solid than in 2010. Conservatively, he predicted growth to be in the high single digits or low double digits for 2011. He also noted that the market is subject to factors outside our control – for example, geopolitical events in the Middle East and resulting increases in gasoline prices – that may influence portfolio performance by year-end.

Motion to approve the December 2010 financial report. Motion carries.

Discussion:

The December 2010 financials are used to prepare for the 2010 audit. There may be minor variances between the December financials and the audited financial statements. A highlight was that STC only needed to borrow \$75K from the line of credit to meet cash flow but was able to repay the line of credit at the end of the same month when more income was received. STC did not need to dip into reserves/investment accounts. The financials reveal that STC is on more solid footing due to careful budgeting and control of expenses by the staff.

Membership, Education, and Conference Update

Mr. Tucker updated the Board on the renewal process. Currently the renewal rate is 51.7%, compared to 48.3% at this time last year. STC is more than halfway to the 2011 goal for 1800 new members as of the 1st week of March. Mr. Maggiani updated the Board about the Membership committee and advised that it should be restructured for next year. Mr. Tucker will post a new list on the Yahoo Group of members who have not been contacted about renewing.

Mr. Tucker advised that the sessions for the 2011 Technical Communication Summit have been scheduled, but have not yet been added to the online conference system. Days and times should be scheduled by the end of business day on 11 March 2011. The conference registration is approximately the same as last year, and the hotel reservations for the conference are actually ahead of the actual conference registration, which is usually a sign that more registrations should be on their way.

Ms. Herr updated the Board about the California chapters involved in supporting the conference, and working on transportation options should airfare go up for the smaller airports.

The Board members should all register by 31 March 2011 for the conference, if not sooner.

Community Affairs Committee

Ms. Herr updated the Board about the policy posted on the Yahoo Group. Would like Board to review and comment before policy is presented to the Board.

Recognitions

Ms. Bleiel discussed the particulars of the community achievement award process.

Motion to approve 2010-2011 community achievement awards. Motion carries.

Ms. Bleiel left the call at 12:48 p.m. EST.

Global Audit Task Force

Ms. Corbett discussed the findings of the GATF.

Ms. Bleiel returned to the call at 12:51 p.m. EST.

Ms. Corbett discussed the findings of the survey, with a 30% response rate. Ms. Corbett will have something more formal for the Board meeting on 12 April 2011.

Petition for Bylaw Amendment

The Board reviewed the bylaw amendment presented by STC member Bill Swallow to allow students to vote. The bylaws requirement that members need to receive a 30 day notice prior to the vote means that this bylaw amendment cannot be added to 2011 STC online voting process. Ms. Hart presented the options:

1. Hold a second online voting process after the current election ends.
2. Hold the vote at the Annual Business Meeting at the conference.
3. Delay the vote until the next election year's online voting process.

Discussion:

Discussion centered on the best option from the 3 options presented. It was determined that the vote should be held at the Annual Business Meeting. Ms. Hart, Ms. Houghton, and Ms. Burton will craft a message to Bill Swallow about this decision and send it to the Board for review before sending it to Ms. Swallow.

Communication to members

- Put item on agenda for April regarding Board position on bylaw amendment.
- Ms. Hart needs to blog about the "state of STC"
- Blog about Community Achievement Awards once recipients informed.
- Student member voting rights bylaws amendment blog post.
- Conference registration and membership renewal is going well.

Adjourn

The meeting was adjourned at 1:15 pm EST (GMT-5).