****

**Board of Directors Meeting Summary**

**Conference Call**

**18 July 5-6:30pm US EDT/ 19 July 7-8:30am AEST**

# Attendees

Board

* Alyssa Fox, President
* Jane Wilson, Vice President
* Kirsty Taylor, Secretary
* James Bousquet, Treasurer
* Adriane Hunt, Immediate Past President
* Alisa Bonsignore, Director
* Liz Herman, Director
* Jessie Mallory, Director
* Robert Perry, Director

Office

* Liz Pohland, STC CEO

Guests

* Saul Carliner, Intercom Editor RFP
* Ben Woelk, Scholarship committee chair

# Consent Agenda Items

* Approve 6 May meeting minutes and meeting summary.
* Approve 10 May meeting minutes and meeting summary.
* Approve 20 June meeting minutes and meeting summary.

# Agenda Items

* Call to order and approval of agenda. Approval of the consent agenda.
* RFP for Intercom Editor (15 min) – Saul Carliner
* Scholarship Update (15 min) – Ben Woelk
* President’s report (15 min) – Alyssa Fox
* CEO report (20 min) – Liz Pohland
* Treasurer’s report (15 min) – James Bousquet
* Nominating Committee report (15 min) – Adriane Hunt

The meeting started at 5:00pm. A quorum was established. The agenda was approved. The consent agenda was approved.

Dr Carliner joined the meeting at 4:58pm.

# RFP for Intercom Editor

Dr Carliner and Ms Pohland presented an update on the search for a new editor for Intercom. The RFP was posted online on 26 June; proposals are due 15 August. Looking at an outsourced, rather than staff, position, similar to the model with the journal editor. Dr Carliner is the chair of the Intercom Editorial Advisory Panel, so is chairing the search panel. Expect interviews to be in August-September, to make a recommendations in the early northern Autumn, so that the editor can start on content for the early 2018 issues. 2017 content is under control.

The history and mission of Intercom have been reviewed. The last mission was done in 1995, and implemented in 1996.

Many suggestions were made to the board about potential changes to Intercom, including:

* Revise the publication schedule
* Revise the mix of content
* Using archives

These were presented as ideas at this stage; further ideas will be gleaned during the hiring process.

Dr Carliner was thanked for joining the meeting at 5am local time in China.

Dr Carliner left the meeting at 5:13pm.

Mr Woelk joined the meeting at 5:12pm.

# Scholarship Update

Mr Woelk submitted a document on sample tuition, which is accessible to the board in the meeting folder. He also submitted a draft application process which uses a Google form application, for board members to try. The committee had reached a consensus not to attach SIG names to society-level scholarships. Various software had been explored for the application process, and a scholarship STC email address has been set up.

The Scholarship committee is ready to go, and suggests that applications open 1 November. Budgeting would be affected for 2018 (not 2017).

Restricting the applicants to North America was discussed (mainly due to international financial transaction complexity – hard to impossible to transfer funds to certain countries).

There was discussion around points, reflection on assessing awardees, consistency of awards, and the process of defending awards.

The next steps are to establish a ranking system, gain board approval, produce marketing materials. Aiming to award scholarships next northern Spring (2018).

Requirements: votes on funding and on the current material submitted.

Mr Woelk left the meeting at 5:25pm.

# President’s Report

Ms Fox reminded the board of their individual fiduciary duty to the society, and that all members must review the full financial report submitted by the Treasurer each month.

Board members were reminded to set up liaison calls with the committee chairs that they are paired with. You are expected to meet at least every couple of months. This process makes reporting to board at board meetings more efficient and productive. Board members are to use whatever technology solution works for them for their calls.

There are a number of charter reviews in progress, with almost all committees, taskforces, and communities updating their charters this year. Many are being presented for email discussion and vote, some will be on the consent agenda for the August meeting to speed up the progress, with the aim of being wrapped up by September.

Ms Fox is intending to spend the bulk of the September meeting discussing strategy, including looking at the society vision statement. Another focus is getting the Economic taskforce going with Ms Sarah O’Keefe.

Aiming to keep most committee chair terms to 1-2 years maximum. Others such as conference chair should be a one year term, with the program chair taking on the conference chair role the following year. Provides a fresh perspective and new ideas coming through the committees. May need to formalise this time limit. Ms Herman commented that she was working with the CAC in this way, and talking about her year as chair as a “program year”, as well as developing a succession plan for Ms Mallory taking on the chair role for her program year in 2018-2019.

A concern was raised about having sufficient volunteers for such enforced turnaround. Perhaps it should be an expectation, rather than a rule. Ideally, the society Vice President should be involved/aware of the person whom the chair is grooming as a successor, so that they align with their appointment intentions in their Presidential year.

The board discussed the motions that were presented at the annual business meeting in May.

*Move that the costs of additional tickets to the welcome reception be more in line with actual costs.*

Ms Pohland commented that the tickets were below cost; there are a number of overhead items, not just food cost – including staffing, security, AV/music, and other overheads. The food price at the Gaylord was also higher than recent Summit hotels. The current price of tickets is in-line with the food cost, but not the overall cost of the reception event.

The board decided not to vote on the scholarship committee suggestions until we have a 2018 budget presented for approval. We need to ensure there are funds for the potential scholarships. Current plans are that the budget will be ready before November.

# CEO report

Ms Pohland commented that the office lease ends in December 2018. The search is underway for a new premises and tenant agencies. The office currently has excess space. Ms O’Donnell is working on this process as well. Other properties and locations are being considered.

Work is underway on partnerships and relationships – different conferences, associations, certification, and so on. Work is underway with Ms Cindy Currie on the STC 65th Anniversary taskforce.

The audit is almost complete. Vacations are holding it up. Expect to present the audit findings for board vote at the August or September meeting. May financials were reviewed this week – the conference was a slight miss, with $60k less revenue than expected. Early bird pricing was very popular.

Working with the investment advisor on our investments and simplifying them. They have not been changed since we had a much larger amount to invest. The auditors believe the investment is more complicated than we require. Ms Pohland is working on the staff 401k plan. There are Department of Labor fiduciary rules that need to be met.

**Personnel**

Ms Pohland reported on personnel matters.

**Membership**

At 11 July, 4022 members. At 17 July, 4036 members. Down 700 members on last year. Continually losing members. About $100k decrease in revenue due to membership loss compared to last year. A detailed slide was presented, breaking down the membership changes by membership category. Gold membership is popular; Classic membership and renewals are a problem area. Student membership is strong. Really need more classic members.

**Certification**

148 Foundation exams have been registered for/taken, with 81 passes, 39 failures, 29 registered. APMG is focussing on promoting CPTC in academia. A number of schools are interested in becoming an Accredited Training Organisation (ATO).

Working on including certification and CEUs in iMIS. Met with individual trainers recently –there are upcoming course and email blasts. We are marketing the individual trainers. A new eBook has been launched recently for the exam. You can rent the text book for $30/month and rent it for say one month while you study. Reminder to the board that they can be certified. Need to pay the proctor fee to sit the exam.

An accounting update with APMG was presented. We currently need to make $21,709.52 to break even with APMG on development costs. As soon as we break even, we will share revenue on a 50/50 split.

**Education**

528 students so far this year to 8 July (601 on 17 July). $79,085 in revenue. Ms Krat is doing well on keeping courses going. Launched first asynchronous (self-paced) course, which is a new model to try. The course is on science writing, and costs $395.

# Treasurer’s Report

Mr Bousquet will let the board know when he posts the financial reports to our folders.

May financials have been received by the F&I committee, which will be reviewed at the August board meeting. Today we are reviewing to end April 2017.

Total liabilities and net assets $1,117,637. Increase on March 2017, but decrease on April 2016. Cash is $301,863. Down $152k on April 2016. Mainly due to lower membership and conference revenue. A lot of pre-paid expenses also hit the cash. Ms Pohland is keeping a close eye on the cash flow. The society needs to keep at least 250k in investments. Investments have increased on both March 2017 and April 2016.

Total deferred revenue - $1,030,986. Dues revenue is being realized on a monthly (1/12th) basis. Total liabilities $1,338,544.

So far this year, net assets have decreased by $66,864, compared to the corresponding YTD decrease of $184,709 in 2016.

On revenue, membership dues are $254k; which is $73k less than budget and down on 2016 by $50k. Conference id looking a little light, but doesn’t hit revenue properly until May.

Personnel is highest expense, followed by rent. Personnel is down. Rent is slightly above budget. Community dues funding is slightly better than budget. IT support is higher than budgeted by $10k. Outside services close to budget. Design is slightly higher than budget.

The financial report was halted while Mr Bousquet connection dropped out of the phone call.

# Nominating Committee

Ms Hunt reported on the progress and the status of the Nominating Committee. The board was asked if they had suggestions about or variations to the timeline.

It was clarified that the board does not need to approve the documents that are being used in the Nom Comm., unless there is something significant or that alters the overall process or election. Stipends for the Nominating Committee’s Summit attendance are being reviewed, as well as all document used during the process.

So far, five candidates have expressed interest in nominating for the election, and there’s currently a list of 23 further potential candidates to approach.

Ms Hunt outlined the next steps, and encouraged all board members to suggest potential candidate names for consideration for board positions and Nom Comm. Ms Hunt asked everyone on the call to submit names of people to approach about becoming a potential candidate by 28 July.

The petition process has not been smooth the last few times someone has petitioned to be on the slate. Suggestions have been received from Mr Steven Jong after reflecting on his petition process, and ways in which it could be made more formal or clear. These suggestions are outlined in the meeting slides. The Nominating Committee will discuss the suggestions and bring back to the board any suggested changes for vote/formalization.

# Treasurer’s Report, cont.

There is a YTD decrease in net assets; they are down by $46k. It’s a slight decrease on March, lower than budget. Better than April 2016 by $130k.

*Move that the board accept the financial statements for January to April 2017.*

The motion was seconded. The motion passed.

The meeting adjourned at 6:36 pm.

# Recent email votes

The following motions have been voted on by the board in email. All motions passed.

*Move that the board approves the updated DCSA committee charter.*

*Move that the board approve the proposed charter for the Associate Fellow committee.*

*Move that the board approves the proposed Fellows committee charter.*

*Move that the board approved the proposed charter and the guidelines for the Jay R Gould Award Nomination committee.*

*Move that the board approve the proposed Scholarship committee charter.*

*Move that the board approve the proposed Certification committee charter.*

*Move that the board approve the charter for the Business Value of Tech Comm task force.*