



Society for  
Technical  
Communication

# Board of Directors Monthly Meeting Minutes

19 July 2023, 5:00pm ET

## Attendees

### Board

- Timothy Esposito, President
- Elizabeth Herman, Vice President
- Li-At Rathbun, Secretary
- Roberta Werner, Treasurer
- Aiessa Moyna, Immediate Past President
- Jennifer Goode, Director
- Lori Meyer, Director
- Jamye Sagan, Director
- Danielle Villegas, Director

### Guests

- Timothy Shaw, STC Interim Executive Director
- Erin Gallalee, STC Director of Operations, Membership, and Community Relations

## Agenda Items

- Call to order Esposito
- Consent agenda items Esposito
- CAC update (5 min) Sagan
- Treasurer's report (10 min) Werner
  - o Treasurer's update
  - o Community Budget Review Committee
- Interim Executive Director (IED) report (30 min) Shaw
  - o Proposed governance changes
  - o Proposed budget
- Old business (15 min) Shaw
  - o Membership/dues options
  - o Voila! conference agreement
- New business (10 min)
  - o Potential Board meeting date changes Rathbun
- Closing remarks/reminders (5 min) Esposito
- Executive session (10 min) Esposito
- Adjourn Esposito

## Consent Agenda

- Approval of agenda
- Approve Board Meeting Minutes and Summary – 14 June 2023
- Approve 2023-2024 committee membership

## Call to Order

The meeting was called to order at 5:02 pm ET. Quorum was declared and the meeting proceeded.

## Agendas

The agenda was adopted. The consent agenda was adopted.

## CAC Update

Ms. Sagan shared that she's completed recruiting CAC Committee members and will submit the proposed names for approval. She also updated the Board on the council status for the Los Angeles STC and San Diego STC chapters.

# Treasurer's Report

Ms. Werner shared her anticipated cadence for STC's financial reports and budgeting. She deferred the financial update to Mr. Shaw's part of today's meeting.

## Treasurer's Update

- Finance & Investment (F&I) Committee met on 7/7/23
- Transition of financials to Mission First Operations (MFO) is still in progress; no financials delivered yet this month.
- Mr. Shaw was directed to explore an earlier delivery date from MFO, to accommodate the revised Board schedule.
- It is anticipated that the August financials will reflect the most recently completed period (July). This will be the case moving forward, except when a Board meeting occurs on or before the 15th of the month.
- Draft 2023 budget: The 2023 budget is still in process.
- During his report, Mr. Shaw will report on financials compiled this week.

## Community Budget Review Committee

Ms. Werner reported on the budget review process. There was discussion to develop a process to review communities who have not responded to requests for information.

## Interim Executive Director (IED) Report

Mr. Shaw updated the Board on staff activities. He presented an abbreviated financial report, including current accounts-payable items. In addition, he presented a roadmap for proposed organization changes, including governance, committee and community changes, and membership value. He proposed action items toward those goals.

## Financial Updates (as of 7/17/23)

Mr. Shaw presented a financial snapshot, which can be found in the attached IED report.

### Motion

*Move that the Board authorize Mr. Shaw to begin to pay the Summit 2023 Hyatt bill.*

Ms. Villegas made the motion. The motion was seconded. The motion passed.

## Proposed Governance Changes

Mr. Shaw presented a "roadmap to change," encompassing proposed changes (and timelines) related to various aspects of STC.

Mr. Shaw requested that the Board entertain a motion on governance policies via email for documents he will submit after today's meeting ends.

Ms. Gallalee left the meeting at 6:00pm ET.

## Proposed Budget

As Ms. Werner informed the Board during her Treasurer's report, the 2023 budget is delayed.

## Old Business

### Membership/dues options

As part of his proposed "roadmap to change," Mr. Shaw presented some initial ideas for simplifying the STC membership structure and modifying the dues structure.

### Voila! Contract Agreement

Mr. Shaw sought and received the will of the Board to accept the event management agreement that he previously shared with the Board.

### Motion

*Move to accept the agreement and authorize Mr. Shaw to pay a deposit and engage Voila! to organize Summit 2024.*

Ms. Villegas made the motion. The motion was seconded. The motion passed.

## Potential Board Meeting Date Changes

Ms. Rathbun shared an amended board-meeting schedule for the rest of the term, showing adjusted dates for days when the regular cadence conflicts with holidays or known personal commitments. There was discussion and general consensus to adopt the dates as presented.

NOTE: Current officer terms end with the Annual Meeting. This also applies to current directors whose term ends in 2024.

## Closing Remarks

Mr. Esposito thanked the Board members for attending, and then called the Board into an Executive Session. Mr. Esposito invited Mr. Shaw to stay for the executive session.

## Executive Session

The Board entered Executive Session at 6:57pm ET, and Mr. Esposito adjourned the session at 7:00pm ET.

## Next Meeting

30 August 2023, at 5:00pm ET for the Monthly Board Meeting

## Adjournment

The meeting adjourned at 7:00pm ET.