



Society for
Technical
Communication

Board of Directors Meeting Minutes

31 January 2024, 5:00pm ET
(2 hour meeting)

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
Timothy Shaw, STC Executive Director

Guests

- Erin Gallalee, STC Director of Operations, Membership, and Community Relations

Agenda Items

- | | |
|-------------------------------|----------|
| • Call to order | Esposito |
| • Consent agenda item | Esposito |
| • Executive Director report | Shaw |
| ◦ Voila contract extension | |
| • F&I Committee report | Werner |
| • Governance Committee report | Herman |
| • Audit Committee report | Herman |
| • Nominating Committee report | Moyna |
| • CAC report | Sagan |

- Unfinished business
 - Brainstorming & overarching goals Goode
- New business
 - Board and Summit Esposito
- Closing remarks/reminders Esposito
- Adjourn Esposito

Consent Agenda Items

- Approval of agenda
- Approve Board Meeting Minutes – 20 December 2023
- Approve 2023-2024 committee membership
- Committee liaison reports
- Community Budget Review Committee report
- Confirm receipt of December 2023 financial statement

Call to Order

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

Agendas

The agenda was adopted. The consent agenda was adopted.

Executive Director's Report

Mr. Shaw updated the Board regarding the Summit's extended deadline for requests to participate as speakers, and on the positive response rate so far. He also sought the Board's guidance and approval for the following.

Voila contract extension

Mr. Shaw brought to the Board a request from Voila! to extend from 1 year to 3 years its current contract as STC's Summit planner.

The Board expressed willingness to consider a multi-year contract, but after it assesses the success of this first Summit conference for which Voila! served as the sole event planner during the entire process.

MemberClicks contract for membership management software

Mr. Shaw sought the Board's approval to begin an immediate contract with MemberClicks even while STC is still in contract for another year with iMIS. So that STC can:

- Use the MemberClicks database and conference app during Summit 2024
- Start the transition off iMIS and be ready to launch on MemberClicks in September/October 2024. In line with when STC membership renewal season starts.

Motion

Move that the Board approve an immediate contract with MemberClicks for the discussed modules at the stated amount.

Ms. Rathbun brought the motion. The motion was seconded. Motion passed.

F&I Committee's Report

Ms. Werner, STC Treasurer and chair of the Finance and Investment (F&I) Committee, presented the December 2023 financial report. She noted that she had sent some questions to MFO and was still awaiting answers, so the reports reflect the information she currently has.

December 2023 Financial Report

- **Assets:** \$138,305, against \$599,554 in the same month in 2022.
- **Liabilities:** \$852,199 against \$1,325,247 in the same month in 2022.
- **Total Net Assets:** (\$713,894) compared with (\$725,693) in the same month in 2022.
- **Revenue:** \$1,143,502 against \$1,182,677 in the same month in 2022.
 - Total Projected Membership Revenue: \$517,296
 - YTD (year to date) realized revenue: \$486,471
 - YTD deferred revenue: \$204,078
 - 2024 Deferred Revenue:
 - September: \$16,250
 - October: \$31,605
 - November: \$37,496
 - December: \$87,902
- **Expenses:** \$1,131,702, against \$1,558,689 in the same month in 2022.
- **Total Change in Net Assets:** \$11,800 against (\$376,012) in the same month in 2022.

Motion

Move that the Board accept the F&I Committee's report for the month December 2023.

Ms. Werner made the motion. The motion passed.

Governance Committee Report

Dr. Herman, chair of the Governance Committee, updated the Board on committee activities and upcoming plans. She also brought forward one of the proposed bylaw updates, starting the required 30-day Board discussion period before a vote.

General

- The committee plans to notify STC members soon about the approved bylaws changes.
- The committee continues reviewing bylaws for potential changes.
 - The next focus is on Article VI–Committees

Proposed Bylaws Change

Dr. Herman, on behalf of the Committee, introduced a proposed bylaw change and asked that the Board vote on the change at its next Board meeting. Because the next Board meeting falls 2 days short of the required 30-day discussion period, this needed the Board to approve an exception.

Motion

Move that the Board vote on the proposed bylaws change at its next Board meeting even though the February 28 meeting is within the 30-day discussion period.

Ms. Esposito made the motion. The motion passed.

Audit Committee Report

Dr. Herman, chair of the Audit Committee, updated the Board on committee activities and sought the Board's approval for the type of audit to be performed for fiscal years 2023 and 2024.

Motion

Move that the Board adopt a compilation audit for fiscal year 2023 and a comprehensive audit for fiscal year 2024.

Ms. Herman made the motion on behalf of the Committee. The motion passed.

Nominating Committee Report

Ms. Moyna, chair of the Nominating Committee, shared the Committee's timeline for the 2024 elections. She also asked for feedback by end of the week (by Friday, 2 February) on the nomination application and on guidelines changes that align the guidelines with previously-approved bylaws changes.

CAC Report

Ms. Sagan, chair of the Community Affairs Committee (CAC), updated the Board on CAC activities and event planning:

Community Updates

- Budget review process is underway for all STC communities—chapters and SIGs.

CAC Committee Updates

- Newsletter:
 - The January 2024 issue was published on 26 January.
 - For the February issue, copy is due 13 February and will be published on 22 February.
- CAC Town Hall
 - The January Town Hall occurred on 12 January and had the highest attendance yet (21 attendees).
 - Next Town Hall is scheduled for 9 February.
- CAC Buddy Program
 - Renamed “CAC Liaison Program”
 - The program launches the week of 28 January.

Unfinished Business

Brainstorming & Overarching Goals

Mr. Esposito invited the Board to consider the aim—the Big Picture—of why STC exists, who it serves, how it adds value to its members and profession, and how it can increase in profitability. With those big goals in mind, he turned the meeting over to Ms. Jennifer Goode to lead a brainstorming session.

New Business

Board at Summit

Mr. Esposito and Mr. Shaw shared with the Board the general dates and expected participation of outgoing Board members during Summit 2024. They also described the Board discounts/compensation in relation to Summit registration, travel, and lodging.

Ms. Gallalee left the meeting at 6:59pm

Closing Remarks/Reminders

Mr. Esposito Reminded the Board of the date for the next monthly Board meeting, and he thanked the Board members for attending this month's meeting.

Next Meeting

28 February 2024, at 5:00pm ET, for the Monthly Board Meeting.

Adjournment

The meeting adjourned at 7:02pm ET.