



Society for
Technical
Communication

Board of Directors Meeting Minutes

20 December 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
Timothy Shaw, STC Executive Director

Guests

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

Agenda Items

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| • Call to order | Esposito |
| • Consent agenda item | Esposito |
| • Executive Director report | Shaw |
| • F&I Committee report | Werner |
| • Governance Committee report | Herman |
| • CAC report | Sagan |
| • Unfinished business | |
| • New business | |
| ◦ Annual Business Meeting date | Esposito |
| • Closing remarks/reminders | Esposito |
| • Adjourn | Esposito |

Consent Agenda Items

- Approval of agenda
- Approve Board Meeting Minutes – 29 November 2023
- Approve 2023-2024 committee membership
- Committee liaison reports
- Confirm receipt of November 2023 financial statement

Call to Order

The meeting was called to order at 5:02pm ET. Ms. Goode was recognized as the meeting timekeeper. Quorum was declared and the meeting proceeded.

Agendas

The agenda was adopted. The consent agenda was adopted.

Executive Director's Report

Mr. Shaw shared with the Board the activities he's worked on since the November 2023 Board of Directors meeting.

General

- Mr. Shaw sought the Board's approval to renew a contract with Dr. Miriam Williams, the editor of the *Technical Communication* journal.

Motion

Move that the Board approve contract negotiations to renew the Technical Communication journal editor's contract for 2 years at the stated amount.

Mr. Esposito brought the motion. The motion was seconded. The motion passed.

- Mr. Shaw notified the Board that the Governance Committee plans to propose disconnecting the Board of Directors office term-end from the date of the Annual Business Meeting.

Summit 2024

- Mr. Shaw shared with the Board the finalized conference location and dates. He also shared the hotel rate, conference rates, and projected break-even analysis.
- Mr. Shaw sought the Board's approval to proceed with entering a contract with the venue.

Motion

Move that the Board approve contract negotiations with the designated Summit 2024 venue for the stated amount.

Mr. Esposito brought the motion. The motion was seconded. The motion passed.

F&I Committee's Report

The Finance and Investment (F&I) Committee shared with the Board some of the committee activities.

November 2023 Financial Report

Ms. Werner, STC Treasurer and chair of the F&I Committee, presented the November 2023 financial report. She noted that, moving forward, the monthly financial reports now come from the F&I Committee rather than from the STC Treasurer.

- **Assets:** \$424,820, against \$624,884 in the same month in 2022.
- **Liabilities:** \$1,092,789 against \$1,092,789 in the same month in 2022.
- **Total Net Assets:** (\$667,969) compared with (\$667,969) in the same month in 2022.
- **Revenue:** \$1,089,088 against \$1,123,766 in the same month in 2022.
 - Total Projected Membership Revenue: \$517,296
 - YTD (year to date) realized revenue: \$443,781
 - YTD deferred revenue: \$158,866
- **Expenses:** \$1,031,364, against \$1,424,699 in the same month in 2022.
- **Total Change in Net Assets:** \$57,724 against (\$300,933) in the same month in 2022.

Motion

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

Ms. Werner made the motion. The motion passed.

Accrued Vacation Payout

Ms. Gallalee left the meeting at 5:47pm ET.

Ms. Werner sought the Board's approval to pay out Ms. Gallalee for accrued vacation time.

During this transition year and last, demands on STC office staff have been such that Ms. Gallalee was unable to take significant time off. This resulted in accrued time off that she will lose if it's unused by the end of 2023.

Motion

Move that the Board approve payout of accrued 2023 vacation to Erin Gallalee in December 2023 for the stated amount.

Ms. Werner made the motion. The motion passed.

Ms. Gallalee returned to the meeting at 5:51pm ET.

2024 STC Budget

Mr. Shaw summarized the draft budget that the F&I Committee submitted to the Board earlier in the week. The aim was to share the proposed budget with the Board in anticipation of a vote rather than seeking input on line items for consideration.

Motion

Move that the Board approve the 2024 Budget.

Ms. Werner made the motion. The motion passed.

In anticipation of going over the scheduled ending time for this meeting, Mr. Esposito asked if Board members were available to stay an extra 15 minutes. Meeting extended.

Community Budget Review Committee Report

Ms. Werner, Community Budget Review Committee chair, shared with the Board the following:

Submissions and review update

- 22 budgets submitted
- 16 budgets reviewed
 - 3 approved
 - 13 to be revised and resubmitted

No 2024 budget submission

Ms. Werner shared with the Board which communities have not yet submitted a 2024 budget, but who typically submit a budget every year.

No budget submissions or financial reports, multiple years

Ms. Werner shared with the Board which communities have not yet submitted a 2024 budget or proof of their IRS 990 filing, and haven't done so for multiple years.

The committee plans to meet again on 5 January 2024.

Motion

Move that the Board authorize the Executive Director and President and/or Treasurer to share the following in a letter to all unresponsive communities:

- *Clear statement that the community has violated STC reporting requirements.*
- *Risks to the community and the Society caused by non-compliance with reporting requirements.*
- *Actions required to re-establish compliance with reporting requirements and good standing with the Society.*
- *Consequences of not responding promptly with reports and other requested information.*

Ms. Werner made the motion. The motion passed.

Governance Committee Report

Dr. Herman, Governance Committee chair, updated the Board on committee activities and upcoming plans.

- The committee drafted communication to the members regarding the approved bylaws changes, and plans to send this out at the start of 2024.
- The committee plans to bring more proposed bylaw changes before the Board in 2024.

CAC Report

Ms. Sagan updated the Board on CAC activities and event planning:

Community Updates

- Chapters planning to transfer funds to STC and use a reimbursement model similar to SIGs:
 - Rochester, which hopes to complete the transfer before the end of 2023.
- Chapters that transferred funds to STC since last Board meeting and will now use this model:
 - Huntsville/N. Alabama (HNA): Transferred funds 11 Dec.

CAC Committee Updates

- Newsletter:
 - The December issue was published on 30 November.
 - The January issue will be published in the first week of January, due to Christmas holidays..
- December CAC Town Hall occurred on 8 December.
- Upcoming Events
 - 2024 Town Halls
 - The CAC Committee plans to continue holding Town Halls on the second Friday of each month at 1pm ET.
 - The next Town Hall is scheduled for January 12.
 - Other 2024 CAC webinars: The CAC Committee is working on scheduling some leadership webinars.
 - CAC Buddy, an initiative that pairs STC communities with CAC committee members.
 - The CAC Committee is working on the program's goals and expectations and will roll this out soon.

Unfinished Business

None.

New Business

Annual Business Meeting Date

Mr. Esposito and Mr. Shaw shared with the Board changes related to the annual business meeting date, as well as changes to the Board officers' term dates.

- Mr. Shaw notified the Board that the Annual Business Meeting is now recoupled with Summit, because the online annual business meetings did not garner enough participation to constitute a quorum.
- Board of Director terms always started and ended at the Annual Business Meeting. But, starting with this current term, April will be the last meeting for current Boards and May will be the start of the new term year.
- The new Secretary will be the performing Secretary duties at the Annual Business Meeting.

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.
- Shared a link to the IdeaBoardz space that the Board will use for its January brainstorming session. He asked the Board members to review the IdeaBoard before the next Board meeting, voting on the ideas they like and adding more ideas.

Mr. Esposito, on behalf of the Board, thanked STC staff members Mr. Shaw and Ms. Gallalee for their dedication and hard work. As a token of appreciation, the Board members had personally contributed funds towards a gift. Ms. Rathbun shared with everyone what that gift was.

Next Meeting

31 January 2024, at 5:00pm ET, for the Monthly Board Meeting.

Adjournment

The meeting adjourned at 6:29pm ET.