

**AEE Board of Directors  
MINUTES**

<b>Name Committee/Meeting:</b> Fall Board Meeting <b>Chairperson/Facilitator:</b> Laurie Frank <b>Recorder:</b> Jennifer Payne	<b>Date:</b> October 27-28, 2009
<b>In attendance:</b> Jeff Baierlein (JB), Andrew Bobilya (AB), Drew Brennan (DB), Christian Itin (CI), Laurie Frank (LF), Mike King (MK), Tom Lindblade (TL), Rob Rubendall (RR), Bob Stremba (BS), MaryPat Sullivan (MPS), Paul Limoges (PL) - ex-officio	
<b>Absent:</b>	

Topic	Discussion/Outcome	Action/Follow up
<b>Welcome</b>	(BS) shared a reading, (JB) led an activity, (MPS) reviewed our operating agreements*, (LF) presented the agenda and its flow over the two days	*A new operating agreement around technology was added – #12 Be present in mind, body, and spirit. Use of personal technology/tools should be for meeting related business. (JP) will add to the Procedures Manual.
<b>Consent Agenda</b>	Minutes <ul style="list-style-type: none"> <li>• October 12, 2009</li> </ul> Monitoring Reports <ul style="list-style-type: none"> <li>• EL-8</li> <li>• EL-4 August Direct Inspection</li> <li>• EL-5</li> </ul> Policy Changes <ul style="list-style-type: none"> <li>• GP-6.3 – minor wording revision for BOD activity documentation</li> <li>• 2010 Governance for \$29,00 supporting 3 meetings</li> <li>• Public Policy Annual Agenda Top Recommendation passed to (PL) and staff</li> </ul>	(RR) made a motion that was seconded by (AB).  (JP) reviewed the procedures around minutes. Minutes are distributed to the board after meetings for review and editing purposes. Sometimes (JP) will yellow highlight areas as a call for feedback. Any minor edits are made. For major edits (JP) will send the minutes out again. The Secretary is entrusted to make the call between a major and minor edit. Official minutes are posted on the website after they have been approved through the Consent Agenda.

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<p><b>Board Education</b> From the organizational audit the Board did last spring: Public Information (AB) Board (RR)</p>	<p>Board members reviewed the 8 sections and shared highlights:  Pubic Info: Need to clarify definitions around certain terms like Community Board: Overall most agreement, some pieces showed a need for better training around operations pieces* and the need for reviewing existing documents**. Concerns were raised around the word diversity and defining it.</p>	<p>Public Info: Annual Agenda idea - defining community Board: *New Board member training, and ongoing Board training, should include a piece that focuses on the operations done by (PL) and/or the staff. **(LF) will prepare an education piece that will be distributed to new members highlighting some of the information Board members should know and where they can find it as they come on the Board.</p>
<p>Planning and Evaluation (JB)</p>	<p>Planning and Evaluation: Everything was fine; overall everyone was agreeing and saying all was true. No further recommendations.</p>	<p>An Organizational Audit Edit Group was created - (LF), (DB), and (AB) – to look at the organizational audit and edit it to make it Policy Governance friendly.</p>
<p>Budgeting and Financing (MK)</p>	<p>Budget and Finance: Lots of inconsistency in many of the responses. This audit was completed before our June meeting when we had the financial auditor come to the meeting and do a lot of education.</p>	<p>Budget and Finance: (MK) will provide feedback for the Org. Audit Edit Group, as well as bullets for the education piece (LF) is creating.</p>
<p>Mgmt. and Operations (DB)</p>	<p>Mgmt. and Operations: One item that was clear no one knew about was the existence around Crisis Resolution Exists. Great educational piece for the CEO to share some of this information with the Board.</p>	<p>Mgmt. and Operations: Org. Audit Edit Group will look at defining Crisis Resolution. The Financial Task Group will include a direct inspection in the EL-6 for insurance declarations.</p>
<p>Fundraising (TL)</p>	<p>Fundraising: Confusion around fundraising. Get a report on overall fundraising from (PL)*. A lot of the confusion should be cleared up with this afternoon’s discussion.</p>	
	<p>Personnel and Staff: A lot of the “don’t knows” should be knows</p>	



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	<p>~Creating and implementing a process for a SMART* AVP.            ~Holding necessary conference calls and/or meetings to analyze information for board discussion.            ~Keep adequate records of the process to pass on to future AVP committees            ~Prepare an annual report to be given to the Secretary for the fall meeting.            ~Recommending ways to communicate results to the membership.</p> <p>5. Extension of an AVP will be approved by the board.</p> <p style="text-align: right;">*Specific, measureable, achievable, realistic, time bound</p>	
<p><b>Nominations Committee Update</b></p>	<p>The committee has been formed and will include (LF), (MPS), (JP) and Lara Mendel. Unfortunately it has taken a while to get the committee formed due to communications. The committee will be reaching out to AEE networking groups at the conference with a focus on.</p>	
<p><b>Board Presence Throughout Conference</b></p>	<p>The conference schedule was reviewed to make sure Board members will be in attendance at all events.</p>	<p>Celebration Dinner is a Board event but what are we celebrating – future agenda item.</p>
<p><b>Financial Task Group Report</b></p>	<p>The group (MK, RR, CI, and PL, soon Paul Shirilla) was charged with looking at EL-4,5,6 to review our policies. At this point the group did not have any recommendations for changes in El-4 but EL-5.1 and EL-5.4 are being looked at being combined. The group is looking at adding another sub-policy in EL-6.5 around contractual activities.</p>	<p>The group will continue to work on the review and when a concrete proposal is ready will share it with the whole board. The group needs to find where real estate purchase is included in the policies. (JP) will include on the agenda for the next conference call.</p>
<p><b>Financial Shared Issues</b></p> <ul style="list-style-type: none"> <li>• Financial Support</li> </ul>	<p>Discussion focused on how to create a sustainable level of a governance board in regards to finances.</p> <ul style="list-style-type: none"> <li>• We need quality face time, aka three meetings a year. This past</li> </ul>	<p>Bike Rack - Renaming GLC and CRC positions to At-Large            Touch the Future – what is it and what</p>

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<p>for Board Members</p> <ul style="list-style-type: none"> <li>Fundraising Expectations of the Board</li> </ul>	<p>year we learned meetings are crucial for working effectively in Policy Governance.</p> <ul style="list-style-type: none"> <li>Need to make sure Board work stays on the Board.</li> <li>There is a cost of governance and we will probably always run in the deficit, so we need to figure out how we can lessen the deficit. We can do this by cutting costs, raising revenues, or both.*</li> <li>Historically AEE has not always paid travel for Board members but in the 90s there was a commitment to creating diversity on the Board and thus funding was needed to support that commitment. (PL) checked in with a couple of other organizations to see what kind of financial support they provide for travel and found that it was unusual for an organization to offer this kind of support.</li> <li>We are a professional membership related organization verses a program related organization. As a professional membership organization the fundraising expectations are different and often more challenging because there is not that service learning program for urban kids or the outdoor adventure kids with cancer.</li> <li>Do not want to see the cost of governance shift to individual Board members.</li> <li>Need to make sure we keep track of actual expenses.</li> </ul>	<p>does it mean, what is its purpose</p> <p>Goals of the Board Budget</p> <ul style="list-style-type: none"> <li>Cost of Governance is \$37,000 for 2010 with \$29,000 net</li> <li>Bring Board net to \$20,000 for 2010</li> <li>Three meetings</li> </ul> <p>*Cutting Expenses</p> <ul style="list-style-type: none"> <li>Find places to host 2 meetings (mix it up geographically)</li> <li>Cap on amount AEE covers (rest picked up by the Board members)</li> <li>Comp organizational members a membership (or offering advertising for them) for hosting a Board meeting</li> <li>Reduce amounts for award</li> <li>Share frequent flyer miles – set up on website for frequent flyer mile donations for AEE</li> </ul> <p>*Raising Revenue</p> <ul style="list-style-type: none"> <li>2010 budget for the auction: \$8,000</li> <li>Leverage Board skill sets to do workshops to raise \$\$</li> <li>Board pledges – pledge card due by _____</li> <li>Spring auction</li> <li>Airline donation of vouchers</li> </ul>

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		<ul style="list-style-type: none"> <li>• Auction trainings online – auction tickets for Las Vegas, weddings, etc.</li> <li>• Arrive a day early for Board meeting to do training – We get the income from the training, they get lodging meals/lodging for the Board meeting (with CEUs)</li> <li>• Donations to a scholarship fund</li> <li>• Donations attributed to the Governance Budget</li> </ul>
<p><b>Reduction in Awards Expenses</b></p>	<p>The Awards are a major expense of the Governance Budget; some of the costs needed to be cut. Each award was reviewed and decisions were made based on the history, purpose, and role of each award. Hopefully in a few years when the Association is doing well financially the award benefits can be revisited and reinstated.</p> <p><u>Michael Stratton Practitioners Award</u>: \$250 (or interest from the Permanently Restricted Fund in the past fiscal year, whichever is greater) cash award, complimentary Early Bird conference registration, two nights lodging at the host hotel, one year paid membership in AEE, plaque.</p> <p><u>Outstanding Experiential Teacher of the Year Award</u>: Successories framed quote</p> <p><u>Karl Rohnke Creativity Award</u>: Successories framed quote.</p> <p><u>Servant Leader Awards</u> (up to three awards given per year): AEE logo clothing,</p>	<p>(JP) will update these changes in the Procedures Manual.</p>

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	<p><u>Organizational Member of the Year Award</u>: , Acknowledgement on AEE website, Successories framed</p> <p><u>Kurt Hahn Address</u>: \$1,000 honorarium, 5 year membership in AEE, complimentary Early Bird conference registration, up to three nights lodging at the host hotel.</p> <p><u>Awards Committee</u>: Complimentary Early Bird conference registration for one committee chair. No compensation for regular committee members.</p> <p>CI - I thought we also agreed that perhaps these did not need to be done by “successories”</p>	
<b>Selecting an Auditor</b>	<p>At our June meeting, the auditor suggested we should consider having a new auditor since he had been doing our audit for the past 5-6 years. Seems this is a professional practice to have a new set of eyes look at the books.</p> <p>Overall the group was impressed with the auditor and felt comfortable with him. (PL) also mentioned he would like to work with him again for continuity in his second year.*</p> <p>The group would like to prepare for a possible new auditor for 2010. So we will spend the year doing some research on other auditors and their costs, look for an auditor whose focus in non-profits is on association professional organizations rather than on program organizations. The group also liked the idea of keeping with the same company, finding someone who is professional organization focused.</p>	<p><i>*(TL) made a motion that (BS) seconded to retain the same auditor this year.</i></p> <p><i>The motion passed, there was one opposed.</i></p>
<b>Monitoring: GP-11</b>	<p>There were a wide variety of responses and comments throughout the summary, as well as some motions. Concern was expressed that the Board should not be considered volunteers which are operational focused verses a governing body that is Ends focused. There is a</p>	<p><i>*(LF) and (CI) will look into this issue</i></p> <p><i>(TL) made a motion that (RR) seconded to accept the monitoring</i></p>

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	different level of responsibility as Board member, volunteers verses other AEE leader volunteers. AEE volunteers have the Volunteer Handbook, Staff have the Staff Manual – where does the Board fit in?*	<i>summary.</i> <i>The motion passed unanimously.</i>
<b>Second Day Start</b>	(RR) shared a reading.	Everyone guessed the registration number for the 2010 conference in Las Vegas. The guesses will be opened at next year’s Board meeting. (JP) will make sure it gets on the agenda.
<b>Annual Vision Project Process</b>	<p>(TL) offered a standardized process that could be used in the future, based on what we have done in the past, when deciding what the Annual Agenda will be. The process begins with questions answered in small groups. (We divided into 2 groups.)</p> <p><b>Question #1</b> Do the current Ends adequately describe what we think the world would be like if it were not necessary for AEE to exist? If after discussion, a majority of your small group feels that the answer to the question is “yes”, move on to question #2. If a majority of your small group answers “no” then the group must prepare a rationale for using this years annual vision project for a complete revision.</p> <p>(Both groups felt the current Ends adequately describe what we think the world would be like if AEE did not exist.)</p> <p><b>Question #2</b> Is there a need either for a change in wording or the addition of a new sub End(s)? If a majority of the committee feels the answer is “yes” the small group must prepare the appropriate wording, and present it in the form of a motion to the whole group.</p> <p>(There was one group that spent some time discussing sub-End 2 but</p>	*AVP Committee (CI), (TL) and (DB) will take these ideas and work to create an objective. From the objective a research question will be formed. (JP) will include on the next agenda.

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	<p>decided to move forward. Both groups did not feel a need for changing any wording.)</p> <p><b>Question #3</b> What aspect(s) of the ends are the most unrealized? If a majority of the small group votes in favor of one aspect it is brought back to the whole group for possible selection as the subject for this years AVP. The majority suggestion from each group is then discussed and voted on by the whole group, If complete revision is chosen the whole group then formulates the steps necessary to redo the Ends.</p> <p>If an unrealized aspect has received majority support the whole group then formulates the objective to be pursued as the Annual Vision Project and formulates those steps necessary to reach that objective.</p> <p>(Both groups zeroed in on collaborations with other EE communities, especially international.*)</p> <p><b>(TL) also shared a proposed Phases of an Annual Vision Project</b></p> <p>Phase #1 Board Member Education. (Approximately four months to completion)</p> <ul style="list-style-type: none"> <li>a. What do we already know about this AVP?</li> <li>b. Are there consultants who can help us? What are the questions we need to have them answer?</li> </ul> <p>Phase #2 Board Member Research. (Approximately four months to completion)What are the questions we must find the answers to?</p> <ul style="list-style-type: none"> <li>a. Research questions assigned to small groups</li> <li>b. Various research techniques including conducting surveys, focus groups, literature surveys readings, etc. are undertaken</li> </ul> <p>Phase #3 Final Report Issued (Approximately four months to completion) Can be issued in any format.</p>	

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<p><b>Proposed By-Law Changes</b></p>	<p>There are several proposals for By-Law changes and the discussion began with Article II regarding the Vision and Mission Statements. The conversation was a rollercoaster of agreements, disagreements, suggestions, ideas, and wording changes. The struggle for many was the Board decision made in January 2008 to remove and do away with the Vision and Mission statements. That particular Board spent over a year interviewing and researching to align the Ends with the values and needs of the owners and members. New Ends were created and unveiled in the Fall of 2008 but the last piece of work to remove the Vision and Mission was not completed. With a new group of Board members the feelings were different.** A variety of ideas were suggested to remove both statements from the By-Laws and use, keep one or the other, remove both from the By-Laws but still use, use the Ends as a Mission statement, keep both the statements in the By-Laws and also add a new section on the Ends* (see proposed section below). Concern was expressed that keeping a vision and mission statement may confuse people, and does not help keep the focus on the Ends.</p> <p><b>ARTICLE II: PURPOSE</b>  <b>Section 1.0 Vision Statement</b>  The vision of the Association for Experiential Education is to contribute to making a more just and compassionate world by transforming education.</p> <p><b>Section 2.0 Mission Statement</b>  The mission of the Association for Experiential Education is to develop and promote experiential education. The Association is committed to support professional development, theoretical advancement, and evaluation of experiential education worldwide.</p> <p><b>Section 3.0 Ends (motion failed)**</b>  The Association for Experiential Education is guided by Ends Policies. The Ends define the effects the Association seeks to have on the world; the organization's results, recipients, and costs. The Ends, under the Carver Policy Governance model, provide the direction of the organization, and are amended by the Board of Directors.</p>	<p><i>*(RR) made a motion that was seconded by (TL) approving the wording for a proposed Article II, Section 3.0 Ends wording statement. The motion passed unanimously.</i></p> <p><i>** (LF) made a motion that was seconded by (MPS) to reconsider the vote made by the previous Board in January 2008 to take out the Mission and Vision statement. The motion passed, three opposed.</i></p> <p>Once the reconsideration vote (see above) was agreed upon, a new vote was taken for the motion made 2 years ago to eliminate the Mission and Vision.</p> <p><i>(TL) made a motion that was seconded by (RR) to eliminate the Mission and Vision Statements. The motion did not pass, 5 were for and 5 were opposed. The President (LF) then broke the tie by voting in opposition, stating she felt the group was not ready.</i></p> <p><i>*** (MK) made a motion that was seconded by (MPS) to include a Section 3.0 Ends section in Article II of the By-Laws as was written. The motion failed, 5 were for, 4 were</i></p>

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	<p>Next – numerous proposals for Article V were reviewed, discussed and approved. Creating a Secretary-Elect and Past Secretary position on the Board created discussion around Board size. Everyone agreed there was a need for this position but wanted to keep the Board the same size or make it smaller in an attempt to keep expenses down. There was discussion to do away with the designated CRC and GLC Sponsored positions because these groups no longer have the finances to sponsor these positions and the hope of developing Board nominations through these groups has not been happening. The following proposal (see below) was made.****</p> <p><b>Section 3.0            Number and Term of Office</b>  Members of the Board of Directors shall <del>serve in one of three</del><del>four</del> categories: <del>Three - five (3-5) general, two (2) Regional, two (2) Professional, two (2) General Members</del><del>five-three (35) Officers, and three (3) past/elect Officers .</del></p> <p><del>General</del> Board members shall serve three ( 3) year terms, <del>and Officers shall serve four (4) year terms, starting at the end of the AGM at the Annual Conference in the year of their election.</del></p> <p>The Chief Executive Officer of the Association shall serve as a non-voting member of the Board of Directors throughout his or her term of employment.</p> <p>The Board of Directors shall establish and publish suggested criteria for each Board position.</p> <p><b>Section 4.0            Officers, Powers and Duties</b>  The <del>five</del> Officers of the Association shall be a President (two year role), a President Elect or Past President (1 year in each role), a Treasurer (two year role), a Treasurer Elect or Past Treasurer (1 year in each role), <del>and a</del> Secretary (<del>two</del><del>4</del> year term), <u>and a Secretary Elect or Past Secretary (1 year in each role).</u></p> <p>Officers of the Association shall be elected by the membership, with <del>at least two of the officers</del> being elected in alternate years. Officers for the following year will take office at the end of the Annual General Meeting at the Annual</p>	<p><i>opposed, I abstained.</i></p> <p><i>****Amendments for Article V and beyond  (CI) made a motion that was seconded by (RR) to accept the proposed changes in Article V, Sections 3, 4, 5, and 7 as articulated.  The motion passed unanimously.</i></p>

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	<p>Conference in the year in which they were elected.</p> <p>Article V, Sections 5 and 7 contain reference to the Professional Groups but not the Affiliation Groups regarding seeking nominations for and filling vacancies on the Board. A proposal was made to include Affiliation Groups wherever Professional Groups were mentioned.***</p> <p>Article V, Section 11: Since the Board size may change the quorum size needed to be re-evaluated and the following statement was proposed.***  <b>Quorum shall constitute two-thirds of board members_for the transaction of business</b></p>	
<p><b>Regional Conference Expectation</b></p>	<p>Due to finances, both Association and personal, the group decided to encourage Board members to attend regional conferences rather than expect it this year. The group reviewed who was planning on attending regional conferences.</p> <p>Board members already planning to attend regional conferences</p> <ul style="list-style-type: none"> <li>• Northwest (MPS), maybe Laura Levings</li> <li>• Midsouth (LF)</li> <li>• Southeast (AB)</li> <li>• Northeast (JP)</li> </ul> <p>The following are probably attending:</p> <ul style="list-style-type: none"> <li>• West (CI)</li> <li>• MidAtlantic (JB)</li> <li>• Heartland - maybe Paul Shrilla</li> <li>• Rocky Mountain (rep-BS)</li> </ul> <p>In the case when a regional conference is not being attended by a Board member, Board members should reach out to those regions and</p>	<p>The Board will not be doing a workshop at regional conferences but will prepare talking points for everyone to have.</p>

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	say we would love to attend - is there some way we could make it financially possible for both sides, like serving as presenter or speaker, etc.	
<b>Awards Committee Update</b>	<p>Last year the committee tried something new by handing out short forms to collect names. This effort was successful, the committee collected 40 names but when they followed up they only received 3 nominations from that process. As the year progressed more nominations came in and all the awards are being given. The committee is going to continue the outreach effort this year with a more complete form for nominations and encourage people to complete it here at the conference including writing the narrative. The form will also be available online so the committee can follow up with people after the conference.</p> <p>There were questions around the review process. After the committee screens the nominations they are passed on to the review committee that is headed by Lee Gillis, who creates a review committee.</p> <p>(DB) will serve as the new chair, (TL) and (RR) will continue on the committee as well as Elaine Hatala, Birdie High will hopefully be joining the committee.</p>	(TL) will be sending the committee's annual report to the (JP).
<b>Bike Rack Review</b>	The Bike Rack was reviewed and many items were able to be deleted – YAHOO!!	
<b>AGM Agenda Review</b>	<p>The agenda for the AGM meeting was reviewed. A lot of discussion focused on how to best present the finances, numbers, versus pie charts or graphs, the change in the fiscal year, etc. Want to highlight many of the resources on the AEE website like the audit, donate “button”, the minutes, etc.</p> <p>Need to work on the education piece of regions/pgs and their finances, budgets, cash flow, etc. There is a big disconnect with many of the</p>	Bike Rack – Working collaboratively within AEE with leadership groups, educating them on finances and roles.

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	cost centers in the association understanding where revenue goes and who makes those decisions.	
<b>Upcoming Board Conference Calls and Meetings</b>	<p>(CI) will send Doodle to schedule a conference call the week before Thanksgiving and another one in the second week in December.</p> <p>Orientation for new Board members will be the second week in December (14<sup>th</sup>) or the first week in January (4<sup>th</sup>).</p> <p>There was discussion about changing the meeting schedule to meet every four months - in February/March, again in June/July, and then in November.</p> <p>Currently the proposed date for the winter meeting is:  Thursday, February 11 – Travel Day  Friday/Saturday, February 12, February 13 – Meeting Days  Sunday, February 14 – Travel Day  With an additional half day on Thursday or Sunday for meeting time depending on if we are on the west or east coast.</p>	<p>EVERYONE needs to price out airfares to</p> <ul style="list-style-type: none"> <li>• BWI or the DC’s airport (Regan or Dulles)</li> <li>• Seattle</li> <li>• Atlanta</li> </ul> <p>And get these airfares to (MK)</p> <p>(MPS), (JB) and (MK) will be looking into costs of lodging and food at venues where they have connections.</p> <p>(CI) will send a Doodle for June/July meeting dates.</p>
<b>Signing Conflict of Interest and Volunteer Forms</b>	According to the GP-10 policy we annually disclosure organizations and associations we work with that may be in conflict with AEE and AEE work.	
<b>Saying Goodbye</b>	Closure was brought to the meeting as we shared our appreciation, thank yous, and memories of serving with off-going Board Members (RR) and (BS).	