

**AEE Board of Directors
MINUTES**

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| Name Committee/Meeting: AEE Board of Directors conference call Chairperson/Facilitator: Christian Itin Recorder: Laura Levings | Date: December 4, 2009 |
| In attendance: Paul Shirilla (PS), Jeff Baierlein (JB), Mike King (MK), Laurie Frank (LF), Laura Levings (LL), Christian Itin (CI), Tom Lindblade (TL), Mary Pat Sullivan (MPS), Paul Limoges (PL) | |
| Absent: Andrew Bobilya (AB), Drew Brennan (DB), Jennifer Payne (JP) | |

| Topic | Discussion/Outcome | Action/Follow up |
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| 1. Kurt Hahn Selection Process Discussion | <ul style="list-style-type: none"> • Do we want to look at procedure (for diverse pool), if we want to change then now is the time to do it? • -Need to have a date that we take people off the list • -Should have a narrative so that future board members can know who these people are and who we have nominated in the past • -Don't want to have it be so much like an 'award type' thing. • -Problematic currently because of all the things you need to do for it • -Used to be everyone knew it each other now not so much since from all over • -Paragraph or two/nomination piece • -Need to be more rigorous | <ul style="list-style-type: none"> • (CI) and (LF) will draft a procedure about this and get back to everyone. • Put on future agenda. |
| 2. EL-4 monitoring report-Compliance Plan | <ul style="list-style-type: none"> • -This last year we have been more attentive to these type of ELs. We want to be aware of successes and struggles so that we can be more supportive • -Are we looking at this quarterly, monthly, year to date, difficult to understand compliance depending on different things-are we monitoring what we are supposed to monitor • -We are meeting the 5% but..... • -Last year it looked great but we ended up having a large deficit • -Recommended that we accept EL4 | <p>(MK) made a motion and (JB) seconded to accept EL-4 direct inspection report</p> <p>EL4 is accepted</p> |
| 3. EL5-Monitoring CEO performance | <ul style="list-style-type: none"> • Monitor through the accomplishments of ends and executive limitations • -Long term plans about advisory board are good, short | <p>(TL) made a motion and (PS) seconded to accept the EL-5 internal report</p> |

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| | term plan could possibly be looked at and changed (need something more robust) | *EL5 is accepted 6 – 1 (JB) voted not to accept. |
| 4. GP12-About Kurt Hahn Address | -Need to think about diversity, not only for this report but in the larger sense for the association (shared issue question) Shared issue question: Are we interested in having a discussion about the Kurt Hahn address? This led to possibly discussing all the awards for AEE. | Shared issue question withdrawn by (TL) as it was addressed in an earlier discussion Issue is shared and will be discussed further at the winter meeting. (TL) made a motion and (MPS) seconded to accept the GP-12 monitoring *GP12 is accepted *BE-5 is accepted |
| 4.5. BE-5 Monitoring | | |
| 5. EL-5: Policy modifications | Discussion of monitoring of reports quarterly vs. yearly EL5.1 through EL5.5 quarterly EL5.6 and EL5.7 yearly -As a board it was decided that compliance was not the immediate goal but balancing the budget was... The ultimate goal is compliance. As such: -We will monitor quarterly until we get closer to the 30% reserve | *Financial group will do some 'word smithing' and bring it back in January for a vote |
| 6. EL5.6: Financial conditions | Discussion around budget and revenue | |
| 7. Governance Budget | (MK) shared some numbers so that the board can reach its goal of (\$20,000) net. With the hospitality offered by the Girl Scouts (through MK) for our Winter meeting, adjustments in awards amounts, and other cost-saving strategies, we are at about (\$22,500) right now. Discussion around generating revenue to make up the difference: | |
| (PS) had to leave: no longer quorum | | |

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| | <p>-(TL) shared information about the possibility of an On line auction -\$600 to run an auction as a yearly fee/need to find items/more work required on the part of the board members</p> <p>Recommendation to the board to go ahead as a project for conference auction (for both auctions this year)-</p> | Put on future board agenda |
| 8. Future board meetings | Need to start thinking about future meetings, recheck your schedule for openings and think about where we can hold future conferences. | |
| 9. Sharing from (PL) | <ul style="list-style-type: none"> • Possible conference in China • Working on collaboration with North Face: Planet Explore • Putting energy into membership campaign: Ambassador program • Branding – making sure everything coming from AEE has a consistent look | |