

**AEE Board of Directors
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Name Committee/Meeting: AEE BOD Conference Call	Date: January 11, 2010
Chairperson/Facilitator: Laurie Frank	
Recorder: Jennifer Payne	
In attendance: Jeff Baierlein (JB), Laurie Frank (LF), Christian Itin (CI), Mike King (MK), Laura Levings (LL), Tom Lindblade (TL), Jennifer Payne (JP), Paul Shirilla (PS), MaryPat Sullivan (MPS), Paul Limoges – ex-officio (PL)	
Absent: Andrew Bobilya (AB), Drew Brennan (DB)	

Topic	Discussion/Outcome	Action/Follow up
CEO Update	<p>Ended the year with a furlough so everyone got a full week off for the holidays. Been working on creating an Advisory Council, including folks from REL, who can help with sponsorship and donors. Working with collaborative partners to promote regional conference; staff are using the same strategies they used for the Montreal conference. Attended a keynote in which Michael Bennet, CO Senator, was speaking on education reform; going to pursue Bennet as a potential keynote at one of our conferences. (PL)'s 2010 focus outreach and making connections with other organizations; beginning next week going to Outdoor Retailer show and has a schedule full of meetings. In February the staff will be participating in ACA's 100 year Anniversary conference in Denver, (PL) will also be attending the NAIS who are interested in AEE doing a workshop next year.</p>	
Monitoring		
EL-9	A lot of comments around (PL) being open, honest, and providing lots of information. Thank you (PL)!!	<i>(LF) made a motion that was seconded by (TL) / (MPS) accept the EL-9 monitoring report. The motion passed unanimously.</i>
EL-4	<p>Several issues were expressed:</p> <p>1st Issue: Should the 5% of the gross revenue requirement be changed?</p> <ul style="list-style-type: none"> • The 5% goal has been met and often times has not been met, as is the current situation. Should we redefine "success" / compliance? • Do we change the goal post at this point? Probably not, we just need 	<i>(TL) made a motion that was seconded by (MK) to accept the EL-4 monitoring report. The motion failed unanimously.</i>

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	<p>to get better at kicking the ball through the goal post.</p> <ul style="list-style-type: none"> • Do we have too many costs which will not enable us to ever get to the consistent 5% goal? • What is the long term trend? A good question but one that is hard to answer at this point because we do not have enough information. We would not necessarily know where to move the goal posts. • The lack of information is due to having so many CEOs over the last ten years. Many feel as though (PL) has made some great strides. He is working with reality and has created realistic budgets based on the economy and recent trends in the Association. • (PL) stated he was very conservative in creating the 2010 budget, he cut more expenses then 2009, and felt he was very realistic with his numbers. • (PL) also noted that some accounting practices may be changing. For examples comps were not included in the budget before (PL) and Michele Grainger arrived on the scene. Including camps is a best practice. Questions aroused around this practice and people were encouraged to learn more by researching GAAP (General Accepted Accounting Practices). EL-5 states we are to follow best practices. • Overall concern: revenue is still dependent on membership and conferences and has been for years with no new sources of revenue. Is changing the 5% gross revenue in this EL a shared issue? – NO <p>2nd Issue: Should the Board look into other revenue streams?</p> <ul style="list-style-type: none"> • Concern was expressed that the 2010 budget has no new revenue streams. How can the trends of decreasing membership and conference participation be reversed? • Should a future, or even current, AVP look at ways we as a Board could generate additional profits for the Association beyond current revenue streams. Overall the group felt the current AVP will provide focus and help qualify who we are; which would be the first step in identifying new revenue streams and sources of funding. 	

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	<p>The issue of the Board looking into other revenue streams was retracted.</p> <p>3rd Issue: Should the compliance plan for EL-4.4 be revised?</p> <ul style="list-style-type: none"> • Several people were concerned about the last two paragraphs of the compliance plan where suggestions were made the Board not have a face to face summer meeting and “raise more revenue to cover the expenses that are incurred from governance of AEE or cut expenses so that the Board can break even.” • Governance is essential to running an organization and it is tempting to see it as a luxury. Cutting the Board’s travel budget for a meeting is concerning. We know the importance of our face to face meetings and learned the hard way last year by cutting one; it really hurt us and the productivity of the Board. We need to continue to find the balance. • What would change next year, or in years to come, that would get us to the 5% gross revenue goal? Were the items in the compliance plan already in the budget or were they new ideas? • Individuals expressed an interest in more discussion around the pieces that will bring us to compliance. Looking for a deeper thoughtful analysis. • (PL) expressed concern about staff morale and the salary freeze for 2010, along with the reduction in health benefits. He is concerned the positions will not be competitive in the field if we loose staff we may not be able to attract quality people. Natalie Kurylko, Publications Director, hours are going to be reduced from 30 to 25. When we get back on a solid financial track his priority will be to create competitive salary and benefits packages for the staff. <p>Is requesting a revised compliance plan for E1-4 a shared issue? – YES*</p>	<p>*(PL) is going to revise the compliance plan for EL-4.4 and will have a new plan for the February meeting.</p>
Ends	<p>How do we proceed with Ends monitoring? We are in new territory as we have never had this much information about Ends, this is exciting but a lot of information for everyone to prepare and review.</p>	<p>(LF) will work with (PL) to create one or two goals for each End to provide a more focused monitoring template. Goals will be shared at the February meeting.</p>

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Direct Inspectors	EL-1 is to be monitored this month. EL-1.1 needs direct inspectors.	(JP) and (MPS) will due the direct inspection and use the direct inspection form that (LF) will post on the Wiki monitoring site.
EL-5 Policy and Wording Proposal	<p>The Financial Task Group is recommending some language and order change (see below) for EL-5. EL-5.1-4 sub-policies will be monitored quarterly and EL-5. 5-7 sub-policies will be monitored annually.*</p> <p>Further, without limiting the scope of the foregoing by the following, he or she shall not:</p> <ol style="list-style-type: none"> 1) Expend more funds than have been received in any fiscal quarter than can be repaid by certain unencumbered revenues in the next quarter. 2) Allow deficit spending to occur two fiscal quarters in a row. 3) Allow the actual quarterly net income to be less than 95% of the budgeted quarterly net income for each quarter during the fiscal year. 4) Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days. 5) Use any permanently or temporarily restricted net assets for purposes other than those specifically designated when the Net Asset fund is/was established. 6) Allow the annual grand total net income to be less than 5% of gross budgeted revenue in any financial year. 7) Allow the annual Reserve Ratio to fall below 30%. The Reserve Ratio is defined as expendable Net Assets divided by total budgeted annual expenses. Expendable Net Assets are defined as the total Unrestricted Net Assets minus the Net Investment in Fixed Assets plus the Temporarily Restricted Net Assets 	<p><i>(MK) made a motion that was seconded by (TL) to accept the language change as written for EL-5. The motion passed unanimously.</i></p> <p>* (JP) will make the changes in the Policy Register.</p>

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	available to meet a portion of the next year's expenses.	
Annual Vision Project	<p>The AVP Committee presented an outline of goals and objectives for the project as well a process timeline. Overall everyone felt the outline was clear and well organized. Concern was expressed regarding the last two steps in the process timeline. Some individuals felt these pieces were too operational; it is not the Board's decision as to who to collaborate with or not. Also there were no steps that included reviewing the Ends based upon the research gathered, something that is the Board's responsibility.</p>	<p>The Committee will revise Steps 8 and 9 to include a focus on reviewing the research and revisiting our Ends along with other relevant policies and procedures.</p> <p><i>(LF) made a motion that was seconded by (MK) to accept the modified Goals and Objectives and Process of the AVP. The motion passed unanimously.</i></p> <p>EVERYONE needs to begin work on Step #1 identifying 10-20 organization (focus on associations) that are in some way related to the philosophy or methods of experiential education (at least 5 outside the US). This list, which should include the organization name, url address and additional contact info, needs to be emailed to the AVP Committee by February 5.</p>
Upcoming Conference Calls and Meetings	<p>Winter Meeting – Feb 11-14</p> <ul style="list-style-type: none"> • (AB) and (MK) will be heading to the camp early, making a grocery run and getting things settled in. • The goal is to make one airport run with the 15 passenger van that (MK) has and (AB) will pick up any late arrivals.* • In order to do some meal planning and grocery shopping (MK) needs to know about dietary restrictions and preferences.* • The Girl Scout camp is called Camp Timber Ridge and is 30 minutes from the airport. 	<p>*(MK) will send everyone an email with specifics on the camp and what to bring and will ask everyone to reply with flight info and dietary info.</p>

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	<p>Conference Calls – SAVE THESE DATES AND TIMES</p> <ul style="list-style-type: none"> • Tuesday, March 30 – 9-11(pacific) / 12-2(eastern) • Monday, April 12 – 1-3(pacific) / 4-6(eastern) • Wednesday, May 19 – 11-1(pacific) / 2-4(eastern) <p>Summer Meeting - June 24-27 SAVE THESE DATES!!!! Possible locations: Denver/Boulder (access to staff), Las Vegas (possible free housing), Chicago (airline hub), Teleconference</p>	
By-Laws Revision	<p>The following By-Law revision was brought to the group.</p> <p>Article V: Section 8 – Compensation <u>Current</u> No Board Member shall be entitled to receive from the Association any compensation for his/her services as a Board Member other than approved expenses for Association business. <u>Proposed additional paragraph</u> Approved expenses constitute a cost of governance, which shall be borne by the general membership of the Association and not individually by members of the board of directors. Accordingly, approved expense reimbursement to board members will be governed by policy and procedure determined by the board of directors that is not applicable to other volunteers or staff; however in all cases a balance will be sought between cost control, prudent expenditures and Board participation in the cost of the governance.</p> <ul style="list-style-type: none"> • The goal of the proposal is to state that the cost of governance needs to be bore by the association; it is part of running this organization. • The membership of the organization needs to pay for the governance not the individual Board members. • With the recent implementation of the Volunteer Expense Reimbursement Policy there are many AEE leaders who may find 	<p>*This issue needs more time and conversation. We need to work on answering the following questions:</p> <ol style="list-style-type: none"> 1. To what extent are we volunteers? 2. What is the cost of governance? 3. Who bares cost of governance? (JP) will include on a future agenda.

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	<p>this policy very controversial. The Board is different from regional leaders. Regional Leaders are under the supervision of the CEO. The by-laws do supersede all other policies. The rationale write-up will be key in trying to explain all these points to the members, especially the AEE leaders who will find this a very sensitive issue. Doing the write in a Pros verse Cons format may easier for people to understand.</p> <ul style="list-style-type: none"> • There are several by-law changes that are being proposed to the membership. Many of them are related to our Policy Governance model instead of the past representational model and will provide a great opportunity to do some education on Policy Governance. • How do other organizations cover the cost of governance? A few Board members had collected data on smaller non-profit educational boards and learned there was no consistency in how the cost of governance was covered. • Until we get this settled we need to follow the AEE Volunteer Handbook policies and procedures. <p>We ran out of time, the conversation needs to continue.*</p>	