

**AEE Board of Directors
May 13 MINUTES**

Name Committee/Meeting: AEE Board of Directors Video Conference Call Chairperson/Facilitator: Laurie Frank Recorder: Jennifer Payne	Date: May 13, 2009
In attendance: Jeff Baierlein (JB), Drew Brennan (DB)-the second hour, Laurie Frank (LF), Christian Itin (CI)-the second hour, Tom Lindblade (TL), Jennifer Payne (JP), Rob Rubendall (RR), Bob Stremba (BS), Paul Limoges – ex-officio (PL)	
Absent: Andrew Bobilya (AB), Mike King (MK), MaryPat Sullivan (MPS)	

Topic	Discussion/Outcome	Action/Follow up
ANNOUNCEMENTS	<p style="text-align: center;">ANNOUNCEMENTS</p> <p>(PL) shared the following:</p> <ul style="list-style-type: none"> • AEE is now on Twitter and usually updated once a day. Facebook is updated once or twice a week. • Staffing updates: A few job titles have been changed based on performance evaluations and to better reflect job responsibilities <ul style="list-style-type: none"> ▪ Anaya Drew is now the Program and Administrative Assistant (formerly the Administrative Assistant) ▪ Michele Grainger is now the Finance and Operations Director (formerly the Finance Manager) • (PL) and Michele have had conference calls with Regional Chairs and Treasurers. (PL) and Evan will be having conference calls with Regional Chairs and 2009 Conveners. The focus of these calls is budget development, conference expenses, equity reserves (conception verses reality), and the need to focus on building reserves for the organization as a whole (thus the reality of not having regional reserves) so that each region is contributing 5% annually. As of June 1 there will no longer be regional bank accounts. Two biggest reasons: liability and insurance coverage and expenses of \$1,000 annually because most regions could not maintain the minimum \$4,000 balance. Regional Treasurers will have same role but checks will be signed in the office by Michele. According to the last audit some regional expenses are way out 	<p style="text-align: center;">ANNOUNCEMENTS</p> <p>(DB), (MPS), (JB), (BS), (MK), and (CI) need to get Board Meeting travel information to (PL) and Anaya ASAP.</p> <p>EVERYONE: As Board members we are expected to give a monetary contribution to the Association. It is important for there to be 100% Board giving. Cash flow is low this month, so this would be the ideal time to give.</p>

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	of line so policies and communications are happening around these issues.	
BOARD BUSINESS	BOARD BUSINESS	BOARD BUSINESS
Monitoring		
EL Monitoring		
EL-2: Treatment of Consumers	Overall everyone agreed that we were on track with this policy and everything was in compliance.	Recommend to accept.
EL-6: Asset Protection	Many comments and kudos to (PL) for the interpretations and the data that was provided on the monitoring report.	Recommend to accept. EVERYONE: A process reminder - If you have a point you want to make/share/discuss you need to need to write up on the monitoring report and when we discussion the report/summary it will be determined if it is a shared issue.
BE Monitoring		
BE-1: Global Board-Management Connection	Over the years the strict boundary between the Board and operations has been relaxed due to reminders from governance consultants that does not need to be a wall. It was noted there are times when Board members work in other capacities for the Association and the lines may get blurred but people do their best to define these roles and lines when working in these capacities. Overall the Board would like to have a fence between staff and the board for better communication rather than a wall.	Recommend to accept.
BE-2: Unity of Control	Overall everyone agreed we were in compliance but there was concern expressed regarding the formation of the Financial Policy Task Group. This was uncharted territory the Board felt strongly about entering with the current fiscal situation; it may blur the lines and thus why we need to revisit in a year to see if the recommendation the group put in place still need to exist.*	Recommend to accept. *(JP) will add to a 2010 agenda.
BE-3: Accountability of the	Overall everyone felt we were in compliance.	Recommend to accept

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CEO		
BE-4: Delegation to the CEO	Overall everyone agreed we were in compliance but want to be conscious of all the financial information we are receiving and need to revisit and re-evaluate these practices/policies next year; e.g. quarterly direct inspection for EL-4.	<i>(CI) made a motion that was seconded by (TL) to accept the EL-2, EL-6, BE-1, BE-2, BE-3, and BE-4 monitoring reports. The motion passed unanimously.</i>
Ends	(LF) shared a Carolyn Oliver tool that may be helpful to guide and help us monitor the interpretation of the Ends. Carolyn's document encourages CEO's to define words/phrase in the Ends. These definitions should then be used by the Board to monitor the Ends.	(LF) will be emailing this document to everyone.
POLICIES AND PROCEDURES DEVELOPMENT	POLICIES AND PROCEDURES DEVELOPMENT	POLICIES AND PROCEDURES DEVELOPMENT
BE-5.3	The group reviewed the proposed changes to the policy but realized it still needed some more editing.*	* (CI) and (MPS) will clean up the revision and bring a final proposal to the group in June.
Proposed By-Laws Changes	Reviewed changes that had been proposed to the group and discussed on the February conference call. Questions and discussion focused on what information, why, the Treasurer presents/shares at the AGM.	<i>(CI) made a motion that was seconded by (RR) for the changes below in the By-Laws.</i> <ul style="list-style-type: none"> • <i>Article V: Board of Directors - Section 4.0 The Officers, Powers, and Duties – The first sentence in the sixth paragraph will read: The Treasurer shall present the state of finances at Association meetings and at other times as appropriate.</i> • <i>Article V: Board of Directors – Section 5.0 Election Procedures – The first sentence in the third paragraph will read: Voting for the Board of Directors shall take place by mail, or by such other long-distance medium, such as a secured website, as the Board of Directors may approve.</i> <i>The motion passed unanimously.</i>

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		(JP) will make sure this item is on the AGM agenda in November for membership approval.
OTHER BOARD BUSINESS	OTHER BOARD BUSINESS	OTHER BOARD BUSINESS
Self-Monitoring Tool	<p>A few months ago (LF) created a self-monitoring/evaluation tool for all Board members to participate in. The tool was circulated via survey monkey and (LF) shared the results.</p> <ul style="list-style-type: none"> • For the most part we agreed on having balanced participation, although some people talk more then others. • 50% felt we are prepared for meetings. • Overwhelming people feel as though we are not completing our monitoring reports on time.* • Meetings times need to be scheduled differently fro better participation, seems video conference has decreased attendance.** Perhaps weekend times may be better. Also need to look at expectations of attendance and participation and better define or bring it up when we see someone slipping. • People feel good about us considering all sides of the issue as well as working towards consensus. Members speak to add value to the discussion. • Board members feel they can be honest with each other • Board members feel good about board work focusing on board work and not staff/operational work. <p>Overall we should focus on better completions of monitoring reports, finding meeting times to accommodate better participation, and how to get people to be accountable.</p>	<p>*(LF) will follow up with folks that have not been completing monitoring reports. *(CI) will work to get more monitoring reports on Yahoo groups. *Maybe we could use Survey Monkey for Monitoring reports. (PL) will ask Anaya if we can set up surveys and use and then use again in the future.</p> <p>**In June we will try to schedule the next few conference calls</p> <p>If you have any suggestions on this self-evaluation please pass ideas on to Laurie so we can tweak and use in the future.</p> <p>(JP) will include the tool in the Procedure Manual.</p>
Organizational Audit	<p>Last fall the BOD and staff took a survey as part of an organizational audit. There was 100% participation on the staff's behalf but very little on the Board's behalf even with this lopsided participation there were some very revealing pieces. The survey was broken into 8 organizational areas (Board, Committees,</p>	

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	<p>Personnel and Staffing, Budgeting and Financing, Fundraising, Management and Operations, Public Information, Planning and Evaluation) with 5-22 statements in each area asking the individual to rate each item on the following scale:</p> <ol style="list-style-type: none"> 1. Not or never true 2. Rarely true 3. True 50% of the time 4. Usually true 5. Always or absolutely true 6. Do not know 7. Does not apply <p>There were only 8 items out of a total 96 that did not receive a not or never rating or do not know rating. For the most part the Board was unaware of what the staff was doing, and the staff was unaware of what the Board was doing. The recommendation by Mr. Frank, who administered the survey/audit, was to go through each item and address it. This has been a guide for (PL) to get policies in place including better updating the board. Since there was low participation by the Board and there are several new members we are going to do again and use a discussion tool and evaluation throughout the upcoming year.*</p>	<p>*(LF) will circulate the organizational audit survey tool for EVERYONE to complete – we need 100% participation.</p>
CEO Evaluation Task Group	<p>The group of (LF), (CI), (AB), (TL), (PL) have had a few calls with (PL) that have focused on ELs. The group is collecting more feedback from AEE leaders through a survey that is being circulated. Will have a report for the Board in June.</p>	
Reports from Last Two Regional Conferences	<p>West had 60-70 participants which was a great turnout but they are waiting to see how they did on the bottom line. The NE was strong with over 300 participants and a good bottom line. (RR) and (PL) reported they were able to do their presentation for the entire group just before a keynote speaker. (PL) reported there were more attendees at regional conferences compared to last year.</p>	
Annual Agenda Update	<p>(BS) 's group did complete their conference call. As we bring this Annual Agenda to a close we want to be careful not to cross into</p>	

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	CEO boundaries/operations. We need to focus on the interests (boarder value questions) verses the issues (policies, legislation that affects the interests).	
AEE Leadership Connection (Summit)	<p>All the leadership groups have been contacted except the Accreditation Council.*</p> <p>The group discussed the importance of having an agenda when we speak with the leadership groups, especially since none of the groups are coming up with any agenda items.*</p> <p>Rough agenda</p> <ul style="list-style-type: none"> • Any agenda items they have for us • Talk about the Annual Agenda (Annual Agenda group should create questions**) • Talk about the Ends (how are they meeting the Ends operationally) 	<p>*(MK) still needs to setup and schedule the call with the Accreditation Council.</p> <p>*(LF) and (PL) will come with questions around the ENDS.</p> <p>** (TL) and (BS) will come with questions around the Annual Agenda.</p> <p>These questions will be circulated to the groups before our calls with them in June</p>