Attended: Dan Arnold, Nicole Boston, Mike Crowley, Jimmy Jonsson, Shaun Kelly, Amanda Kimball, Bob Libby, Brian Meacham, Tony Militello, Jack Poole, Shamim Rashid-Sumar, Beth Tubbs
Regrets: Armelle Muller, John Campbell
Guests: Jon Hockman, Debbie Deegan

1. Crowley called the meeting to order at 10:00 ET; welcomed everyone; introduced our two new board members, Shamim Rashid-Sumar and Shaun Kelly; and introduced our guest speaker, Jon Hockman.

2. Hockman provided an orientation on the general governance for the Society and roles and responsibilities for board members. He also provided an overview of the process he will be facilitating for our strategic planning over the next five months.

   Action: Boston to share Hockman's PPT with the board.
   Action: Boston to provide contact details of Board members to Hockman; Hockman to contact Board members for phone interviews.

3. A motion was made and seconded to approve the consent agenda, including ratification of emailed vote on creation of SFPE Egypt Chapter and the December meeting minutes. Motion passed unanimously.

4. Crowley reviewed the board committee appointments and assignments as follows.
   a. Executive – Crowley (chair), Poole, Arnold, Meacham, Boston
   b. Finance – Arnold (chair), Kelly, Kimball, Tubbs, Boston, Crowley
      i. Review the three items that carried over from 2019 and prepare recommendation for the board at May meeting.
   c. Strategic Planning – Poole (chair), Jonsson, Libby, Rashid-Sumar, Boston, Crowley
      i. Review the current strategic plan and identify which items need to be carried over into the new plan for the May meeting.
   d. Governance – Meacham (chair), Campbell, Militello, Muller, Boston, Crowley
      i. Once the new strategic plan is complete, look at impact of the plan and identify any governance changes or adjustments needed.
Crowley announced that the Intersociety Partnership Task Group would be sunset. The board will work with the COA’s Strategic Alliances subcommittee, led by Jerry Vuoso, to identify strategic partnerships and make recommendations for board approval. Boston will staff that committee.

5. Action on approving Foundation Board of Governor’s appointments was tabled until the March meeting.

6. Crowley discussed the need for the board to conduct a CEO compensation analysis. He and Boston did not feel a staff analysis was warranted at this time.

   A motion was made and seconded to proceed with a CEO compensation review subject to two additional proposals (total of three) and reference checks. Motion passed unanimously.

7. Crowley reviewed the strategic focuses areas for the next board meeting in Auckland, including discussion with the RTM chair, Greg Baker; meeting with SFPE Oceania Chapters to understand their challenges and opportunities for SFPE education, professional recognition, etc.; and strategic planning exercises assigned by Jon Hockman in preparation for our May strategic planning meeting.

8. Crowley recommended to the board that based on advice by SFPE attorney, Hugh Webster, that there be a review of the CEO employment contract every five years. He also confirmed that the contract was set up to be evergreen and should not require re-signing each year.

   A motion was made and seconded to approve proceeding with legal review of Boston’s employment contract. Motion passed unanimously.

9. Action: all board members should share with Crowley and Boston any questions or input that they want to have included in the member survey. It will be going out in early February, so we need input in the next couple weeks.

   It was requested that contingency planning and sustainability be included in the strategic planning process.

10. Crowley adjourned the meeting at 11:30 ET.