Board of Directors Meeting Minutes
January 7, 2021 – Virtual

Attendees: Daniel Arnold, Nicole Boston (CEO), John Campbell, Mike Crowley (Immediate Past-President), Jimmy Jonsson, Shaun Kelly, Amanda Kimball (Secretary-Treasurer), Bob Libby, Tony Militello, Jack Poole (President), Albert Simeoni, Shamim Rashid-Sumar, Beth Tubbs (President-Elect)

Regrets: Armelle Muller

Guests: Julie Gordon, Austin Guerrazzi, Louis Guerrazzi, Maxine Katz, Matt Paprocki

Poole called the meeting to order at 8:05am Eastern Standard Time.

1. Motion was made and seconded to approve the consent agenda comprised of the revised December Board Meeting Minutes. Motion passed unanimously.

2. Boston presented the board orientation and the revised board manual and conflict of interest form.

Action Item: Boston to include staff contact information and short description of key areas for each staff member in the contact list in the Manual as well as add link to Robert’s Rules of Order to the Manual.

Action Item: All Board members are required to read, sign and return a copy of the Conflict-of-Interest form at their earliest convenience.

3. Poole announced the board committee appointments and assignments as follows:
   - Executive Committee: Poole (Chair), Boston, Tubbs, Kimball, and Crowley
   - Finance Committee: Kimball (Chair), Campbell, Jonsson, Kelly
   - Governance Committee: Crowley (Chair), Arnold, Libby, Militello, Rashid-Sumar
   - SFPE Europe Liaison: Muller
   - WUI Symposium Co-Chair: Albert Simeoni
   - Foundation Liaison: Tubbs

Action: Poole will discuss with Tubbs to have someone serve with her as the liaison to the Foundation to provide some training for that position.

4. The Board discussed the Nominating committee candidates.

Motion was made and seconded to appoint the following candidates to Nominating Committee:
   - Karl Wallasch
   - Virginia Charter
- Susan Lamont – Alternate in case one of the above declines
- Tracy Vecchiarelli – Alternate in case one of the above declines

Motion passed unanimously.

Action Item: Crowley will reach out to the above candidates to seek their acceptance to serve on the 2021 Nominating Committee.

5. Poole presented the President’s report. Poole thanked Crowley for the great leadership last year. Poole also laid out his plan for the year. Poole also explained that Boston invited him to the staff meeting that took place earlier in the week and relayed the questions that the staff had for the Board and the answers he provided.

6. Boston presented the CEO report. She explained that SFPE has hired Jenna Bender as the Education Assistant and Steven Dunn as a student intern who will working under Jelenwicz. She also explained that we still have two positions that will be posted later this month which are the Foundation Manager, and the Chapter Manager positions.

    Boston also gave an update on the European Conference which will be a Virtual Conference and will take place on March 24th and 25th and be hosted on the same platform as the annual conference. Registration will open January 25th, early bird registration will close February 19. Registration prices will range from $225 to $300. SFPE will also offer student discounted rates of $60-$75. Boston also explained that the program committee is being chaired by Wojciech Wegrzynski and Karl Wallasch. Currently, the Society has secured 7 sponsors which are:
    - AGF
    - Johnson Controls
    - Protectowire
    - Reliable
    - Lubrizol
    - Victaulic
    - Keltron

    Boston also gave an update on the Annual Conference in Vancouver reminding the board that the hotel was not willing to discuss renegotiation of the contract until February. Boston is in the process of setting up the meeting with the hotel for February. The position is still the same that the Society would like to move the Vancouver conference to 2025, which is the next open year, due to the issues surrounding travel and the pandemic. If the travel restrictions ease, Boston would consider securing a hotel in a city on the Eastern seaboard and host the conference from that venue which would ensure a more successful event (and less/no travel for more attendees).

    Action Item: Boston will update the Board once she meets with the hotel.

    Matt Paprocki joined the Board meeting. Paprocki provided an overview of the Q4 investments. He did not recommend making any changes to the portfolio currently. Kimball also presented the revised Investment Policy.

    Motion was made and seconded to accept and approve the revised Investment policy. Motion passed unanimously.
Kimball presented the Finance Report. She reviewed the 2021 budget and how the Society uses money from the investment accounts to provide additional funds for special projects. Kimball also reviewed the November Financial report.

7. Boston presented the Strategic Operating Plan which highlighted the major new initiatives that the staff and committees were planning on picking up to drive the new Strategic Plan in 2021. Boston suggested creating a dashboard that would align with the Strategic Plan which could be reported on quarterly to track how the Society is doing with the Strategic Plan and or any other metrics or data points that the Board would be interested in benchmarking.

   **Action Item:** Board members should provide Boston with specific metrics and benchmarks they would like to have incorporated into a quarterly report.

8. Poole presented on the CEO’s 2021 goals. He explained that he has put together a BOD Task Group to create the CEO goals, with input from Boston. The mission is to establish Boston’s goals, consider compensation benchmarking, put together an evaluation process, and implement that process at the end of year.

9. Poole explained that with the help of Crowley and Hugh Webster (lawyer for the society) Boston has signed the revised CEO contract (which is an evergreen type of contract). Crowley explained that the CEO contract does not have to be signed every year and should not need to be reviewed again for another 5 years.

10. Crowley presented the Governance Committee report, following up on the discussion items from the last meeting. Crowley explained that there were two items that were voted on in December, but the governance committee has not moved forward with a draft that will need to be looked over by Webster.

   **Action Item:** Crowley will reach out to Governance committee members to set up a meeting and will also get the two items that were voted on in December drafted and to Webster.

11. Boston and Louis Guerrazzi presented on the SFPE Policy on Marketing Chapter Activities. Guerrazzi gave a brief overview of the conversation he had with Webster and the suggestions Webster made for changes in language. The Board proposed and agreed to one editorial revision.

   **Motion was made and seconded to approve the SFPE Policy on Marketing Chapter Activities as edited. Motion passed unanimously.**

12. Gordon and Austin Guerrazzi presented and walked the Board through the new website and online community.

13. Poole shared that all future board meetings are posted in the online community as well as should be in everyone’s Outlook calendars.

14. In AOB, Arnold presented the idea of establishing a Strategic Initiative Working Group, or similar whose role would be idea generation and innovation beyond the 3-year Strategic plan. In summary, there is currently no structure for focus on identifying, assessing and capturing
future challenges, opportunities and ‘awesome’ ideas beyond what the Society is currently planning in its Strategic Plan. The Board agreed to add this topic for future discussion and consideration.

15. Next meeting will take place on Thursday April 1, 2021 at 8am Eastern time standard time.

Meeting was adjourned at 12pm eastern standard time.