Board of Directors Meeting Minutes  
Thursday, December 2, 2021 - Virtual

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

Guests: Chris Butts, Julie Gordon, Chris Jelenewicz, Maxine Katz, Kevin Mlutkowski, Eva Przygodzki, Elizabeth Pennacchio, Michael Wojcik

Regrets: John Denhardt, Tony Militello, Armelle Muller,

1. Call to Order: Poole called the meeting to order at 8:03 am eastern time. Poole had each of the new members of the Board introduce themselves. The current Board members and the staff introduced themselves to the new Board members.

2. Consent Agenda: Poole requested that the October meeting minutes be pulled out of the consent agenda.

   A motion was made and seconded to approve the consent agenda as follows:
   - October Financial Statements
   - Taiwan Student Chapter
   - Finland Chapter
   - Nigeria Chapter

   The motion passed unanimously.

   A motion was made and seconded to accept the October Meeting Minutes with the change from Poole. Motion passed unanimously.

3. Chapter Structure: The Board discussed the chapter structure including the history and current challenges and opportunities.

   Action Item: Boston to develop a strategic plan for chapters that includes development documentation and monitoring of all chapters.

   Action Item: Request for all staff to use common signature line for all e-mails.

Jelenewicz and Webster joined the meeting.

4. Governance Report: The Board discussed the Ethics Committee and the role of the Board.
A motion was made and seconded to move the Professional Ethics and Standard of Conduct Subcommittee with Ken Dungan as the chair out from under CPQ and establish it as its own committee reporting to the Board. Motion passed unanimously.

Action: The board discussed the role of individuals representing SFPE and SFPE Europe with external groups and agreed to review this issue and associated Standing Rules in 2022.

Gordon and Przygodzki left the meeting.

Crowley and Webster presented the revised Standing Rules, including changes made to comply with government grant and contract mandates.

Motion was made and seconded to approve the revised Standing Rules. The motion was passed unanimously.

5. **Update on SFPE Europe Leadership Meeting:** Crowley gave an update on setting an in-person SFPE Europe Leadership meeting. Boston explained that SFPE Europe will have three General Assembly Meeting (GAM): March 3 virtually, May 16 in London, November 3 virtually (might be in person if the cultural and heritage symposium in Rome goes forward). The SFPE Europe board will meet four times in 2022.

Action Item: Boston, Tubbs and Jônsson will meet with representatives of SFPE Europe on May 16 in London.

Webster, Jelenewicz, and Simeoni left the meeting.

6. **President’s Report:** Poole reflected on the past year and the organization’s successes and thanked the Board for their support and participation this past year.

7. **CEO Report:** Boston explained that there will be an orientation package distributed to new Board members and a review at the first Board meeting in 2022. Boston shared that she has submitted the paperwork for forgiveness of the PPP loan that was used for payroll. She also gave an update on staffing and switch to zoom phones and multi-factor authentication (MFA).

8. **2022 Nominating Committee Appointments:** The board discussed the 2022 Nominating Committee appointments. The membership elected three members to the 2022 Nominating Committee:
   - Craig Vesely
   - Traci Bangor
   - Virginia Charter

The board discussed possible candidates for appointment to the 2022 Nominating Committee. These will be voted on in January by the new Board.

Action Item: Staff to provide contact info for the potential candidates so Poole can coordinate with them to explore their interest in serving on the Nominating Committee.

   Motion was made and seconded that SFPE write letter in support of bill HR 5781 to be approved by the Board of Directors. Motion passed unanimously.

   Action Item: Staff will draft a letter endorsing HR 5781.

10. **Past-President and Director Farewell Closing Remarks:** Poole thanked Arnold and Crowley for their many years of service on the Board of Directors as well as Muller and Militello who were not present.

11. **Any Other Business:** The board discussed the changing landscape of volunteering and how to balance work, home life, and volunteering. They discussed ways the board can improve participation of member volunteerism in SFPE.

12. **Adjournment:** A motion was made and seconded to adjourn the meeting at 11:23 am EDT. Passed unanimously.