Board of Directors Meeting Minutes  
October 16 – 17, 2021  
*Baltimore Marriott Waterfront | Essex Room, 4th Floor*

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

**Regrets:** Mark Fessenden, David Grossmann, Tony Militello, Armelle Muller

**Guests:** Mike Atkinson (virtual), Greg Baker (virtual), Bayard Brewin (virtual), Doug Fisher, Julie Gordon, Louis Guerrazzi, Chris Jelenewicz, Maxine Katz, James Landmesser, Ron and Matt Paprocki, Peter Senez, Vicky Valentine

Poole called the meeting to order at 9:10 am Eastern Standard Time on Saturday, October 16, 2021.

1. A motion was made and seconded to approve the consent agenda as follows:
   - September Board Meeting Minutes
   - August Financials
   - RTM Report
   - CPQ Report
   - CPD Report

Motion passed unanimously.

2. Poole gave an update on his travels including an overview of the presentation given at AFSA Conference in San Antonio, TX and at the SFPE Wiconson Chapter Symposium on the SFPE 2020-1 Position Statement.

3. Boston gave an update on the the annual conference and explained that the post-conference seminars were canceled due to lack of participation. Boston also explained the various issues with the hotel due to staffing issues.

   Boston explained that Gordon is here to explain the reason for changing PBD to virtual. Boston also explained that it is a $250,000 contract and if we decide to cancel this weekend, SFPE can walk away from the contract without paying a penalty. There is also an issue with international travel due to the pandemic. The PBD conference would take place in Copenhagen in 2024. Boston and staff believe that doing the event virtually would bring in more attendees than in person.

   **A motion was made and seconded to move PBD 2022 to virtual and hold PBD 2024 in Copenhagen. Motion passed unanimously.**
Boston presented the staffing changes due to the growing needs of the membership. She explained that based on staff feedback she is working with HR to modify some of the benefits that the Society offers. The board discussed the changing workforce culture and the possible impacts as SFPE staff work remotely.

4. Paprocki gave an overview of the Q3 investment report.

5. Kimball presented the budget that reflected the PBD conference going virtual.

   A motion was made and seconded to approve the 2022 budget as submitted by the Finance committee. Motion passed unanimously.

   Jonsson left the meeting at 10:50 am.

6. Crowley presented the Standing Rules and explained that the Society must make updates to comply with grantmakers requirements. This will require working with legal. Boston explained that the Foundation is working on their policies, and SFPE Europe is creating their policies as well but is encouraging each to refer to SFPE Standing Rules rather than create separate policies.

   Action Item: Board members to review the Board Manual to see if there are any additions needed. Members of the Board are asked to send comments to Crowley.

   Action Item: Boston will work with legal on the Board Manual.

   It was suggested adding information about chapters that are creating foundations. Boston explained that she is working to create a chapter manual.

   The Board discussed the commitments of the chapters and the need to ensure that they are not competing with SFPE. The Board also wants to have chapters comply with their charters and create consequences for those who do not comply.

   Gordon discussed branding challenges for the Society explaining that SFPE does not have a clear identity in the global marketplace. If there is a change it should be a comprehensive change due to the costs associated with being registered in many places.

   Gordon shared that the SFPE membership is down 3.5% from 2018 and that student members have increased by 37% since 2018. The new hire, Hana Herron, will be tasked with creating virtual learning for the different international regions.

7. Landmesser presented the CPD work and the operations plan for the next three years, including taking the Handbook and creating modules for virtual learning.

   Landmesser also presented on the PE exam and explained that the new setup is better and more engaging for students with the addition of office hours with instructors.

8. Fisher presented the CPQ report. He explained that the committee thinks the Ethics Committee should be moved under the Board of Directors. The board discussed the position statement for professional licensure.
Action: Fisher will bring the licensure statement back to the subcommittee to work on the language.

Sage presented the publications and communications overview. They presented different benchmarks compared to similar societies.

Fisher gave an update on the credentialing work that Rops is working on for phase 2 which is the global market research.

9. Baker presented the RTM report. Baker covered various activities of the committee and the different task groups.

Jelenewicz explained more in-depth the changes that will be made to the Sixth Edition of the SFPE Handbook. He also explained the new SFPE Series contracted through Springer.

10. The board then went into an executive session, excusing all guests. Executive Session was to discuss the CEO evaluation process and the year end review, including compensation, and had a 45 minute period for discussion.

Poole Adjourned the meeting at 5:15 pm eastern time.

Poole reconvened the meeting at 8:59 am eastern time on Sunday, October 17, 2021.

11. Senez presented the Foundation report.

12. Boston gave an update on SFPE Europe. She gave background about the support SFPE is giving to SFPE Europe. Boston explained that SFPE create SFPE Europe to allow a means for European members to participate in local and regional standards, codes, and policy. SFPE pays about $15,000 for Kellen annually to manage and administer the legal entity. SFPE has also budgeted money for participation on four CEN committees for 2022.

The board discussed various ideas to help with funding and suggested creating a document that lays out the structure for SFPE Europe. We need a structured arrangement and the governance system needs to reinforce the structure that is put in place.

Action: SFPE Europe to create a Strategic Plan that is aligned with SFPE.

Action Item: Crowley will create an agenda for an in-person meeting with SFPE Europe in Europe that includes past, current, and future leaders.

13. The board discussed the electronic voting procedure policy.

Action Item: Boston will work with legal to check on the two weeks’ notice and the unanimous electronic vote.

14. The Board went back into executive session, excusing guests and Boston. Executive Session was to continue discussions on the CEO evaluation process and the year end review, including compensation, and had a 30 minute period for discussion.
15. Following the executive the Board of Directors resumed the board meeting.

   A motion was made and seconded to approve the CEO compensation package. Motion passed unanimously.

16. The next meeting will take place on Thursday, December 2, 2021, virtually at 8 am eastern standard time.

   The meeting was adjourned at noon.