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**Board of Directors Meeting Minutes**

**December 10, 2020 – Virtual**

**Attended:** Daniel Arnold (Secretary-Treasurer), Nicole Boston (CEO), John Campbell, Michael Crowley (President), Jimmy Jonsson, Shaun Kelly, Amanda Kimball, Robert (Bob) Libby, Brain Meacham (Immediate Past-President), Tony Militello, Armelle Muller, Jack Poole (President-Elect), Shamim Rashid-Sumar, Beth Tubbs

**Guests:**  Maxine Katz and Albert Simeoni

Crowley called the meeting to order at 10:03am Eastern Standard Time.

1. Request was made to pull the item to approve the proposed SFPE Policy on Promoting Chapter Events and Programs out the consent agenda.

A motion was made and seconded to approve consent agenda as below. Motion passed unanimously.

A motion was made and seconded to table the SFPE policy on promotion chapter events. Motion passed unanimously.

Action Item: Boston to work with staff to clarify the definition of promotion and present to 2021 Board.

1. Crowley presented the President’s Report and thanked all the board and staff for the great advances made this year.
2. Boston presented the CEO’s Report and shared that an offer of employment was rescinded for the Education Assistant position and offer to another candidate is pending. She also presented and reviewed the Model Staffing Chart for a Mature Non-Profit Organization to illustrate the crossover in job responsibilities and areas needing more resources.

Boston gave a summary of the Annual Conference results and evaluations.

1. Arnold presented the Finance Report and presented the revised Investment Policy. He summarized the major changes to the policy and pointed out that the policy will now be reviewed by the Finance Committee by May 1 of each year with recommendation for changes or reconfirmation to the Board of Directions by June 1. Kelly explained that the revised policy reflects the Society’s current investment practices.

A motion was made and seconded to table the recommendation to approve the Investment Policy to give the Board more time to review it and will include in the first meeting of 2021. Motion passed unanimously.

1. Crowley explained that per the Bylaws, the Board has 60 days from the Annual Business Meeting to nominate its three members to the nominating committee, which was held November 9.

A motion was made and seconded to table the appointment of Nominating Committee appointments until the January 7 meeting. Motion passed unanimously.

Action Item: Boston will share list of suggested nominees via google docs.

1. Crowley reviewed the seven outstanding Governance items from the last meeting and explained the need for final discussion and resolution of these items.

* Clarification needed in Standing Rules to state that only one board member may be employed from any company, organization, or subsidiary at any time, with the exception that a sitting Board member may remain if their employment changes or their company, organization, or subsidiary is merged or acquired by another while they are in office.

A motion was made and seconded to have Boston work with legal to draft language in SR that reflects the above. Motion passed unanimously.

Action Item: Boston will work with legal to draft policy for board approval.

* + Clarification needed in Standing Rules to state that any person seeking nomination on the ballot to serve as a Director or President-elect shall have 3 years of available service time available, if so elected, within their maximum 10-year limit.

A motion was made and seconded to have Boston work with legal to draft language in SR that reflects the above. Motion passed 6 to 5 with Arnold abstaining.

Action Item: Boston will work with legal to draft policy for board approval.

Due to the time limitations, the Board decided to take up the remaining governance topics in 2021.

1. Poole shared the 2021 Board meeting schedule which will consist of 7 meetings one of which is planned to be face-to-face in Vancouver as part of the Annual Conference.
2. Crowley thanked Meacham, Arnold, and Militello for their service to the Board of Directors and SFPE and shared that Meacham would be receiving a gift from the board in the mail with his past president pin and plaque. Arnold and Militello will also receive plaques.

The Board went into Executive Session excusing Meacham, Arnold and Militello from the session.

1. The Board discussed the two board vacancies for Tubbs’s and Kimball’s seats.

Motion was made and seconded to appoint Dan Arnold and Tony Militello to fill these vacancies for 1-year term per current rules. If rules change in 2021 to allow for longer appointments, the board desires Arnold to serve the 2-year term and Militello to serve the 1-year term. Motion passed unanimously.

Action Item: Boston to send doodle poll to the Board to schedule meeting for CEO evaluation

Meeting adjourned at 12:28pm Eastern Standard Time.