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**Board of Directors Meeting Minutes**

**October 21 and 28, 2020 – Virtual**

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

**Guests:** Greg Baker, Kees Both, Mark Fessenden, Doug Fisher, Julie Gordon, David Grossmann, Louis Guerrazzi, Chris Jelenewicz, Maxine Katz, William Koffel, Ryan Tunkel, Victoria Valentine, Hugh Webster

**Regrets:** Armelle Muller

Crowley called the meeting to order at 9:05am eastern standard time.

1. A motion was made and seconded to approve the consent agenda comprised of the following items. Motion passed unanimously. Ratification of emailed motions:
   * Ratification of email vote to approve the September Meeting Minutes
   * Q3 Investment Performance
   * September Financial Statement Review
   * Insurance Coverage Summery
   * RTM Report
   * CPQ Report
   * CPD Report
   * CMC Report
   * SFPE Europe Report
   * SFPE Foundation Report
2. Crowley presented the President’s report and explained his goals for this meeting and the second meeting that will be taking place on October 28.
3. Boston presented the CEO report. She gave an update on the annual conference and that we currently have 165 registrants. Boston explained that the sales team has not had to issue refunds to any of our exhibitors and they have been able to successfully transition exhibitors to other products such as webinars or to the 2021 annual conference.

Boston also gave an update on the Berlin Conference. The Marriott Berlin has agreed at no cost or penalty to move the event to 2023 and will apply SFPE’s deposit to 2023. The conference will take place the week of March 27 for two days. We will host a virtual European conference in March of 2021.

Boston also gave an update on the 2021 Annual Conference in Vancouver. The Vancouver hotel stated that a year out was too early to be talking about changing the dates of the conference. The Vancouver hotel has agreed to move the increase of SFPE cancellation fee until February of 2021 and we will review then. SFPE is planning this event as a hybrid event for the time being.

Boston presented the ETEX proposal from the Kees Both.

A motion was made and seconded to not approve the ETEX proposal due to the potential commercialization. The motion passed unanimously.

Action Item: Create a broader policy on SFPE support of member and chapter proposals.

1. Arnold presented the financial report. The motion below was untabled from previous meeting. The finance committee did not support the motion as presented.

A motion was made and seconded to allow SFPE members from low-and-middle income countries, and high-income countries with GNI (World Bank Atlas Method) below US$30,000, will be eligible for conference fee reduction at the same percentage discounts as membership fee discounts. The motion did not pass with 3 for (Jonsson, Meacham, Militello), 9 against (Arnold, Campbell, Crowley, Kelly, Kimball, Libby, Poole, Rashid-Sumar, Tubbs).

Kimball presented the 2021 budget including responses to the questions that the board had when the budget was first presented in September.

A motion was made and seconded to approve the 2021 budget with two additional staff (Chapter Manager and Foundation position) with the requirement that the Foundation would pay 50% of the Foundation position’s compensation in 2022 and the full compensation by 2023. Motion passed unanimously.

Kimball presented the three proposals for the operating reserve and special projects reserve.   
  
A motion was made and seconded to approve funding for all three of the proposals listed below. Motion passed unanimously.

* $100,000 to hire a PR/marketing consultant to help staff and CPQ develop an advocacy strategy, increase brand awareness, engagement and conversions (Operating Reserve).
* $40,000 to hire a professional development support F/T position to be hired mid-2021 (Special Projects Reserve).
* $50,000 to hire a credentialing/qualifications consultant to develop strategy and plan to develop a credentialing program (Special Projects Reserve).

Kimball noted that the Finance Committee would come back to the Board mid-year to review the financial position of the Society and potentially make additional investments at that time.

Boston explained that SFPE has contracts for annual conferences through 2024, the PBD conference in Copenhagen for 2022, and the European Conference in Berlin in 2021 (moving to 2023). There are no plans to contract more until the global economy stabilizes and business resumes to normal and we know we can successfully proceed with face-to-face events.

1. Hugh Webster joined the meeting. Meacham reviewed the Governance Committee report and list of open items, for which Board input was sought.

Action: Meacham will send out the draft of the rescoping of the Strategic Planning Committee which will be discussed at the meeting on October 28.

Meacham and Crowley presented the key issues and challenges with the current nominating process. The Board discussed these issues and were asked to think about them the coming week so continue conversation and decision-making on the issues at the next meeting on the 28th.

1. The Board went into Executive Session to discuss the CEO performance appraisal process. Boston and guests were asked to leave. After discussion, the Board agreed to follow a similar process to that used in 2019 for the CEO performance appraisal.

The meeting adjourned for the day.

Crowley reconvened the meeting to order and resumed at 9:00 am EDT on October 28.

1. Rashid-Sumar requested a discussion on the board’s style and manner of engagement during the pandemic. She noted that the board has moved away from some of Robert’s Rules of Order particularly around electronic voting, perhaps due to having all meetings now in a virtual setting. It was explained that the Constitution & Bylaws require a two-week notice to call a board meeting, which precludes getting the board together more quickly on an ad hoc basis when time-sensitive issues arise. She suggested this rule be changed and reduced. Libby asked that all Board members keep the chat feature open to encourage and participate in discussion and also have their cameras on so that the President and others know when someone would like to speak.

Action: Boston will contact the attorney to see what the MA law states and if changes can be made to Bylaws on meeting notices.

Action Item: Meacham and Governance Committee will review the [(12th Edition 2020)](https://robertsrules.com/books/)) of Robert’s Rules of Order and rules around electronic voting and online/virtual meetings.

1. Both and Grossmann presented for SFPE Europe, noting that the new legal entity is official and that SFPE Europe now has its own Board that includes the two of them, Armelle Muller and Nicole Boston. Both shared that the Europeans are very confident of growth in the chapters and members with the establishment of the European entity. Both also explained the change to the European Conference being virtual and that at this time they only feel they need administrative support through SFPE HQ, not a director or fire safety engineer professional. Grossmann gave an update on ETH and the two-year program and course development for Fire Protection Engineering.
2. Fisher presented the CPQ report. Fisher discussed the PE exam and the pass rates. He also presented the white paper the committee updated and explained that they are waiting for NCEES to make their revisions and give their approval at their Board meeting on November 6, 2020.

A motion was made and seconded to approve “The Engineer and the Engineering Technician Designing Fire Protection Systems” position statement. Motion passed unanimously.

Fisher also discussed the challenge the committee and staff are having in getting an affirmative response from NFPA to provide their standards to be used for the annual PE Exam administered by NCEES. Fisher explained that this issue needs to be resolved by Q4 2021 at the latest to ensure there are a sufficient pool of questions for the exam in 2022.

Action: Boston and Crowley will reach out to Jim Pauley officially, if needed once Fisher and Valentine reach out to Chris Dubay.

1. Fessenden presented the CPD report. Fessenden explained that the PE exam course growth of 50% was the largest class size the Society has had to date. This was the first time that the course was completely 100% SFPE content. The committee was also able to convert 7 in-person courses to a virtual format and was able to present 8 with FDS being offered twice. Guerrazzi also highlighted the success of the new premium webinar series and strong engagement working with committee members to create content for SFPE technical documents.

1. Koffel presented the CMC report. The CMC committee has not met under the new structure, but the subcommittees have met more in the last six months than in past years. Koffel expressed concerns over sustaining and growing Corporate 100 and individual memberships due to COVID-19. Gordon gave an update on the database, website, and online community and explained that they all will be launching in December. The new Learning Management System will launch shortly after that. Koffel highlighted that there were 49 nominees for the 5 Under 35 award.

A motion was made and seconded to approve the SFPE policy to not promote chapter events or products. The board decided to table this and discuss it at the December meeting once the staff have revised it.

1. Senez presented that the Foundation is working on fundraising and has plans for growth next year. Due to COVID-19, corporate sponsorship has slowed down. Senez explained that the Foundation is working to update its governance documents (Bylaws, policies, and strategic plan). He also shared that a Governor resigned in May and that the position will be filled once the Board of Governors completes it revisions of the governance documents. The board shared the decision to fund in 2021 a F/T position for the Foundation with the expectation that the Foundation would cover 50% of those costs in 2022 and all the costs by 2023. Senez agreed and thanked the board for the investment in the Foundation.
2. Hugh Webster joined the meeting. Crowley reviewed the outstanding governance issues pertaining to the nominating process and the board discussed.

Action: Staff to prepare a google doc with all the topics and share with the board to get everyone’s input by November 15. Crowley and Boston will work with Webster to finalize a proposed response to Governance for consideration at December meeting.

1. Baker presented the RTM report. The committee published the Peer Review Guide in the middle of 2020, and it is free to download from the SFPE website. There have been 1700 downloads so far compared with a couple hundred of the last version. The committee is working on the Very Tall Building Guide which went out for public comment and we received over 200 public comments, many from out the US. This is no longer a joint document between the ICC and SFPE – it is now solely SFPE’s. The Fire Risk Assessment task group finished the first draft, and it is currently out for public comment, which will close on November 23, 2020. This publication should be finalized in December and published in early 2021. There is a new task group forming for Assessment of Existing Building Fire Safety and RTM is seeking committee members and a chair. Baker also highlighted other documents that will be published in 2021 and 2022 as well as announced that Brian Hoskins was appointed as chair to the subcommittee for Research and Innovation (SCRI).
2. Next Meeting will be held on December 10, 2020 from 10am-12pm eastern standard time.
3. Crowley adjourned the meeting at 1:02pm eastern standard time on October 28th.