Board of Directors Meeting Minutes
September 17, 2020 - Virtual

Attended: Dan Arnold (Treasurer/Secretary), Nicole Boston (CEO), Mike Crowley (President), Jimmy Jonsson, Shaun Kelly, Amanda Kimball, Robert Libby, Brian Meacham (Immediate Past-President), Tony Militello, Jack Poole (President-Elect), Shamim Rashid-Sumar, and Beth Tubbs
Regrets: John Campbell, and Armelle Muller
Guests: Maxine D. Katz

Crowley called the meeting to order at 10:04 am Eastern Daylight Time.

1. **Motion was made and seconded to approve the consent agenda comprised of the following items. Motion passed unanimously.**
   - Ratification of emailed motions:
     - Approval of July Board Meeting Minutes
     - Approval of Bryan Hoskins as Chair of SCRI
     - Approval of 2021-2023 Strategic Plan
     - Approval for legal to negotiate cancelation cost with Marriot Waverly hotel
     - Approval to permit NC to reconvene with legal to review governance docs as it relates to 2020 Board slate

2. Crowley presented the President’s Report. Crowley explained the status on nominations and ballots for 2021 and that the membership has until October 1 to petition to be on the ballot before the ballot is sent in October. Crowley wants to ensure that future Nominating Committees have an easier process going forward and thus work must be done to clarify the requirements and criteria to serve as a board member. He also stressed the Board’s fiduciary responsibility is to the membership and asked all board members to look at their signed conflict of interest form.

3. Boston presented the CEO Report. Boston gave an update on the virtual annual conference and explained that SFPE has successfully found technology to deliver the conference and will be signing a contract soon with Slide Spiel (approximately $10-15K). MCI has sold $121K in exhibits and sponsorships and are working to convert those into virtual programs in hopes of having minimal refunds. Boston shared a draft of the conference program, registration fees that include one day rates, and led discussion on how best to capture donations for the Foundation. Boston gave an update on the European legal entity, explaining the paperwork has been submitted and she is working with Alfons to set up the bank account and the VAT. She presented an update on Berlin and stated that it is only 6 months away.

   **Motion was made and seconded to approve staff to engage with Berlin Marriott to move the conference to 2023. Motion passed unanimously.**
Boston presented an update on Vancouver and stated that selling exhibit space has become very difficult since Americans are not allowed in Canada right now due to the pandemic as such, Boston would like to move Vancouver from 2021 to 2025.

Motion was made and seconded to approve staff to engage with the Westin Vancouver to move the conference to 2025 and if unsuccessful to engage Hugh Webster like what he did with the Atlanta contract with desire to resolve the matter by October 5, 2020 and provide updates to the Board via email. Motion passed unanimously.

Boston presented the Board with on the restructuring of the committees after the passage of the strategic plan.

Motion was made and seconded to dissolve the COA Standing Committee. Motion passed unanimously.

Boston also presented on eliminating term limits for all committee chairs and members. The Board discussed this issue at length and decided to table the discussion until the October meeting.

Boston also presented changing the membership grace period from 90 days to 30 days.

Motion was made and seconded to change the grace period from 90 days to 30 days. Motion passed unanimously.

Last, Boston noted the letter from the CPQ committee that was included in the board materials and assured the board that NCEES is aware of errors in the supplied reference material provided by SFPE to NCEES and they have a process to correct them.

2. Kimball presented on the work of the subcommittee of Diversity, Equity, and Inclusion. The three major ideas that the committee has discussed are mentorship, guidance on diversity in recruiting to committees, and giving students a stronger voice in SFPE.

3. Arnold presented the Finance Committee Report, including the committee’s recommendations from the 2019 tabled items.

Motion was made and seconded to pull motion one (Board Members that actively participate in conferences after the BoD meetings will have the right (operational) to a discounted fee of 50% reduction from the lowest published fee (e.g. Member speaker fee-one day or full conference)) off the table for discussion. Motion passed unanimously.

Motion was made and seconded to amend the motion to approve a new policy whereby Board members who wish to participate in specialty conferences (European, PBD, and Symposiums) that occur following a Board of Directors meeting will have the conference registration fee waived. All board members are expected to attend and pay for Annual Conference. Motion passed unanimously.

Motion was made and seconded to bring the motion (Retirees and Life members should be allowed the following discounts on conferences; 40% reduction from lowest published fee e.g.
Member speaker fee) for qualified retirees, and 60% reduction for Life members (40 years of membership in SPFE)) off the table for discussion. Motion passed unanimously.

Motion was made and seconded to approve the motion that retirees and life members should be allowed the following discounts on conferences; 40% reduction from lowest published fee (e.g. member speaker fee) for qualified retirees, and 60% reduction for life members (40 years of membership in SPFE). Motion did not pass (7-4-0)

Crowley suggested the last tabled item (SFPE members from low-and middle-income countries, and high-income countries with GNI (World Bank Atlas Method) below $30,000, will be eligible for conference fee reductions at the same percentage discounts as membership fee discounts) be included at the October Board meeting.

Kimball presented the draft budget to the Board.

Action Item: All Board members must have their comments on the budget to Boston by September 30, 2020 for review by the Finance Committee prior to the October meeting where the budget will be voted on.

Motion was made and seconded to eliminate the management fee the Foundation pays to the Society. Motion passed unanimously.

4. Meacham provided a high-level overview of the Governance Committee Report due to time limitations and the board agreed discussion would be deferred until the next meeting.

5. Other Business - The Board would like to discuss future meeting planning at the October meeting.

Next meetings will take place on October 21 and October 28 from 9 -1 EDT.

6. Crowley adjourned the meeting at 12:20pm Eastern Daylight Time.