Board of Directors Meeting #11

December 9-12, 1999

Board Members in Attendance:
Paul Anderson, Tom Bilger, Bill Haid, Johnny Johnson, Louise Lonabocker, Valerie Mead, Gene Schuster, Heather Smith, Paul Taylor

Guests in Attendance (December 9, 1999):
Gloria Nathanson, Beverly Lewis, Anita Cotter, Nancy Sprotte

Staff Members in Attendance:
Janie Barnett, Jim Caputo, Barmak Nassirian, Jerry Sullivan, Dana Walker

1. **Call to order and approval of agenda**

   Bill Haid, President, called the meeting to order and outlined the meeting agenda. Minor revisions to the agenda were made.

2. **Approval of Previous Meeting Minutes**

a) The minutes from the September 2, 1999 Board of Directors Conference Call Meeting 9 were approved and adopted.

   1999.11.1 M/S/P [Mead/Smith. 9/0]

b) The minutes from the October 15-18 Board of Directors Meeting 10 were approved and adopted with revision.

   1999.11.2 M/S/P [Bilger/Lonabocker. 9/0]

   It was agreed that in late December a letter would be sent to members that clarified the incorporation process in an attempt to assure every member understands the implications of the Board's action to incorporate the association and adopt new Bylaws.

1. **N&E Report**

   Beverly Lewis, chair of the N&E committee, presented the slate of nominees for 2000-2001. She reported that the committee focused on getting a diverse (ethnic, gender, institutional, etc.) candidate pool. The nominee for president-elect is Gene Schuster, the current VP for Finance. This nomination creates a unique circumstance involving procedures to replace officers. VP Schuster submitted his resignation as VP for Finance conditioned on his election as President-elect. With the advice of Lewis the

Board decided the following:

a) The Board accepted the conditional resignation of VP Schuster and requested N&E to identify a replacement for the position of VP for Finance should the members accept N&E's nomination. The association would operate under the procedure specified in the new Bylaws with respect to filling an officer vacancy, Article III, Sec. 9, with the N&E Committee's involvement in designating a candidate replacement.

b) If the membership supports N&E's nominee, the "next" annual meeting opportunity to elect a replacement in this case occurs at the same annual meeting as the vacancy. The Business Meeting agenda will be ordered so that an election can conducted for the vacancy, should it occur, rather than have the Board appoint a person following the meeting.

c) The N&E Committee plans involve soliciting nominations for the anticipated vacancy. Nominations for VP for Finance will be accepted by N&E until February 1, 2000. The nominee will be announced to the membership as soon as possible thereafter. That nominee will be placed before the members at the annual meeting for election, if necessary, and, as usual, nominations from the floor will be accepted prior to voting.

d) The person elected will serve the remainder of VP Schuster's term as VP for Finance, through June 30, 2001, and is eligible to be re-nominated and re-elected to a full term for that position.

It was agreed that information on the N&E process would be included in the Letter to Members sent in late December.

1. **Incorporation**

a) *Amendments to the Articles of Incorporation*

The Incorporation Task Force proposed two amendments to the Articles of Incorporation. The first brings the language of the scope and purpose of AACRAO in line with the current mission statement of AACRAO. The second amends the non-discrimination policy section so it complies with DC regulations, and becomes the working non-discrimination policy for AACRAO (see question below).

Amendment 1:

That sections 1-5 of Article Third for the Articles of Incorporation be deleted and Section 1 be rewritten to read: "The mission of the American Association of Collegiate Registrars and Admissions Officers (hereafter referred to as the Association) is to provide professional development, guidelines and voluntary standards to be used by higher education officials regarding the best practices in records management, admissions, enrollment management, administrative information technology and student services. It also provides a forum for discussion regarding policy initiation and development, interpretation and implementation at the institutional level and in the global educational community."

And those sections 6-10 are renumbered accordingly.

1999.11.3 M/S/P [Schuster/Smith. 9/0]

Amendment 2:

That Section 5 of Article Seventh of the Articles of Incorporation be amended to read: "The corporation shall not adopt any practice, policy, or procedures which would result in discrimination based upon age, color, handicap or disability, ethnic or national origin, race, religion, religious creed, gender (including discrimination taking the form of sexual harassment), marital, parental or veteran status, or sexual orientation." And that this non-discrimination statement become the non-discrimination statement for the association.

1999.11.4 M/S/P [Johnson/Mead. 9/0]

b) *Resolution on the Adoption of AACRAO Bylaws*

Whereas, the American Association of Collegiate Registrars and Admissions Officers (AACRAO), founded in 1910, was an unincorporated entity; and

Whereas, the Board of Directors of AACRAO, acting on its fiduciary obligations to protect the Association and its members from financial liabilities inherent in the unincorporated status of AACRAO, successfully incorporated the Association on June 29, 1999; and

Whereas, the laws of the District of Columbia require the Bylaws of the incorporated Association to conform with certain requirements of the District of Columbia Nonprofit Corporation Act; and

Whereas the Board of Directors of AACRAO, seeking to ensure that any and all revisions to the Association's Bylaws conform to the wishes of the membership; requested the President to form an Incorporation Task Force to review and recommend changes to the AACRAO Bylaws; and

Whereas, an Incorporation Task Force was formed for the purpose of reviewing and recommending revisions to the AACRAO Bylaws; and

Whereas, the Incorporation Task Force, operating on the basis of consensus defined as unanimous agreement, successfully drafted new Bylaws in conformity with the provisions of the District of Columbia Nonprofit Corporation Act and recommended them for adoption by the Board of Directors of AACRAO;

Be it therefore resolved, That the Board of Directors of AACRAO adopt the following Bylaws with changes, until now referred to as Final Revision 5 (11/99), and hereafter to be referred to as Bylaws adopted by the AACRAO Board of Directors (12/99), as the new Bylaws of the Association.

Be it further resolved, That this resolution be transmitted to the membership of AACRAO for their approval at the Association's Annual Meeting in April 2000.

1999.11.5 M/S/P [Taylor/Smith. 9/0]

It was agreed to post these Bylaws on the AACRAO web site as well as issues raised in reference to the Bylaws and the Task Force response. It was also suggested to show the tracking between the old and new Bylaws and give narrative explanation on the major changes as soon as it can be prepared and posted on the site. A list serve will also be set up to facilitate member discussion about Incorporation.

c) Voting Membership and Fee Structure

It was recommended by the Task Force that the section on what defines an institutional member and the basis for voting membership not be placed in the Bylaws but be submitted as a Member Resolution. Thus it would become an Association Policy, if adopted by the membership at the Annual Meeting, and could be changed by the membership.

Voting Membership and Fees (Proposed Member Resolution – MR1)

a) The institutional members, college or university system offices, shall pay fees based on their total enrollment for the preceding fall, as reported to the U.S. Department of Education's National Center of Educational Statistics or based on valid criteria for institutions outside the United States, which shall entitle them to designate a specified number of voting members, as follows:

1. enrollment under 1,000, or college or university system offices, 2 voting members;
2. enrollment 1,000 to 2,499, 3 voting members;
3. enrollment 2,500 to 4,999, 4 voting members;
4. enrollment 5,000 to 9,999, 5 voting members;
5. enrollment 10,000 to 19,999, 6 voting members;
6. enrollment 20,000 and over, 7 voting members.

b) Institutions not reporting to the U.S. Department of Education will have voting members and fees determined by the Board of Directors utilizing substantially similar approach.

c) Additional voting members may be designated by institutional members by paying an additional annual per voting-member fee, for each voting member desired.

d) A complex institution, with independent divisions, shall pay fees separately for each division.

M/S/P [Bilger/Anderson. 9/0]

a) *Nonvoting Membership and Fee Structure*

It was recommended by the Task Force that the section on what defines a non-voting member and fees be taken out of the Bylaws and submitted as Member Resolutions. Additionally, the Task Force recommended that resolution specifies only categories of non-voting membership for non-eligible institutions, retired members, student members, and honorary members. The Board of Directors should define other nonvoting members and their fees within specified limits.

Nonvoting Membership and Fees (Proposed Member Resolution - MR2)

There shall be additional classes of nonvoting members as shall be established by the Board of Directors. The fees for nonvoting members, with the exception of retired, student and honorary, shall be not lower than the fees charged per voting member

M/S/P [Schuster/Lonabocker. 9/0]

a) *Nonvoting Membership Categories (Proposed Member Resolution – MR3)*

1. Educational institutions that are ineligible for regular voting institutional membership shall pay annual fees in such amount and for such number of individual members as those paid by voting institutional members.
2. Retired and student members shall pay an annual per member fee equivalent to one-half of the voting member fee.

1. Honorary members shall be excused from all AACRAO annual membership and Annual Meeting registration fees.

2. All other non-voting members shall pay annual membership fees as determined by the Board of Directors. Such members may include but are not limited to the following:

    - corporate entities;
    - state higher education coordinating boards;
    - other higher education associations;
    - international ministries of education; or
    - other individuals

M/S/P [Anderson/Bilger. 9/0]

1. **Administrative Committee** (Chair: Bill Haid)

Site Visit Report - AACRAO 2005 Annual Meeting

Haid and Sullivan visited four potential venues in three East Coast cities (Orlando, Miami, New York) as possible sites for the AACRAO 2005 Annual Meeting. Proposals for these sites include changes in meeting dates and pattern. Haid and Sullivan report that the meeting start would have to be moved to Monday after Easter and shifted by one day to create an East Coast venue opportunity with positive results (hotel guaranteed reasonable rates). Board members were concerned about having the meeting start the day after the Easter holiday and were also concerned about having it too close to April 1 (admission notification deadline and quarter calendar term start). No action was taken on the 2005 Annual Meeting. The Board requested the administrative committee and the AACRAO office to gather additional information and member feedback regarding the meeting date and location. The Board would like a member survey conducted regarding member preference on the Annual Meeting date, location and price.

2. **Operations Committee** (Chair: Heather Smith)

The committee proposed the following policies be adopted by the Board.

a) *Member Contracting Policy*

The American Association of Collegiate Registrars and Admissions Officers (AACRAO) relies on volunteers from within its membership to take on projects for the benefit of the Association. Such volunteerism is the critical factor in AACRAO's ability to contribute to the profession, and members are generally expected to serve in various capacities on an unpaid basis.

AACRAO does, however, occasionally retain the services of experts from within its membership on a fee-for-service basis. Paid positions are typically those that, for a variety of reasons, could not be filled by volunteers. They tend to be more demanding on members' time than could reasonably be expected of volunteers, and they represent specific performance-based activities that the Association would normally need to pay an expert to undertake.

Payments to members, who are more often expected to volunteer their time to the Association, shall be subject to selection requirements that exceed AACRAO transactions with non-members. In its dealings with non-members, AACRAO generally strives for lowering costs and increasing benefits to the Association. In dealing with payments to members, AACRAO must, in addition to these criteria, ensure an open process through which all qualified members are given the opportunity to participate.

In awarding fee-for-service contracts to members in excess of $1,000, the Executive Director shall adhere to the following policies:

1. The Executive Director shall generally publicize the nature of services needed and solicit expressions of interest from the membership.

2. The Executive Director, upon review and assessment of the various applications, shall select the member with whom AACRAO intends to contract.

3. AACRAO and the member shall enter into a written Memorandum of Understanding, which shall include all of the terms and conditions relating to the services rendered and payments received.

4. The Executive Director shall provide a report to the Board of Directors at the meeting subsequent to any contracts with members.

M/S/P [Schuster/Bilger. 9/0]

President Haid requested the Executive Director and Operations Committee to continue these efforts by reviewing AACRAO's honoraria policy and considering if a policy for publication royalties was needed.

1. *AACRAO Partnership Policy*

In furtherance of its mission, AACRAO may enter into partnerships with nonprofit or for-profit entities.

Definition of Partnership

For purposes of this policy, a partnership refers to any contractual agreement between AACRAO and another entity under which AACRAO and one or more partners share financial profits and losses of a mutual undertaking. Exempted from this definition are collaborative activities with other organizations in connection with legislative and public policy concerns, as well as co-publication of single titles of interest to AACRAO members.

Identification of Partnership Opportunities

It shall be the responsibility of the Executive Director to identify partnership opportunities for AACRAO that will assist the Association in accomplishing its mission more efficiently or effectively. The Executive Director shall report to the Board of Directors from time to time on his/her efforts to identify partnership opportunities.

Evaluation of Partnership Opportunities

AACRAO shall enter into a partnership only if the partnership relates directly to the interest of the membership, advances the professions represented by the Association, or furthers the organization's mission in a way that the Association could not accomplish on its own.

Authority of Approve Partnerships

The AACRAO Board of Directors shall have final authority to approve all partnership agreements.

Mandatory Terms in Partnership Agreements

AACRAO will enter into a partnership only if the binding partnership documents:

- Permit use of AACRAO's name and logo only by parties to the agreement and only in connection with the specific activities of the partnership.
- Indemnify the association for losses arising out of actions by the partner organization.
- Contain explicit termination clauses.
- Indicate the degree to which the partnership is an exclusive agreement.

M/S/P [Anderson/Lonabocker. 9/0]

1. **Membership Committee** (Chair: Louise Lonabocker)

a. Nonvoting membership
A draft proposal on nonvoting membership fee structure, including corporate members, was presented. Additional information will be researched and a second draft will be presented to the Board.

1. **Finance Committee** (Chair: Gene Schuster)

a. Board Scholarship

The Finance committee presented the recommendation to discontinue the practice of providing a scholarship donation to an officer's institution upon completion of the officer's term.

M/S/P [Schuster/Taylor. 7/1/1 (Smith/Johnson)]

b.EDI Conference

Final figures from the EDI conference will be forthcoming, but the Board instructed the office to become more involved with the EDI conference.

The Board agreed to instruct the AACRAO office to improve support with the SPEEDE committee on the EDI conference.

c. FY 2001 Budget

The Finance committee presented a very preliminary budget to the Board and will continue to work on that budget in the next month, for presentation at the February Board meeting, or by conference call.

The Board instructed the Finance committee to add contingencies to the FY01 budget.

1. **Honorary Members and Distinguished Service Awards**

Past-President Anderson presented proposals for Honorary Membership to the Board

2. **Executive Director Report**

A formal written report was provided in the meeting book.

a) Federal Relations Update has been a huge hit, the high point for members (as indicated by the member survey).

b) The web site has seen a dramatic increase in hits over the last few months.

c) OIES - we continue to market the program and will continue to have members come in for training sessions.

1. **Officer Reports**

Detailed reports were provided in the meeting book.

a) *President's Report (Haid)*
Haid reported that he was preparing a Letter to Members on incorporation that would be sent out in late December.

b) *Past President (Anderson)*
Committee appointments were made at this meeting. An updated list will be sent to each Board member and chairs will be invited to the Leadership meeting in February.

c) *President-elect (Lonabocker)*
Annual Meeting - "Featured Speakers" during the meeting include David Hollowell, Executive VP at the University of Delaware, Sean Rush, General Manager, Global

Education Industry, IBM, Cindy Wheatley, Disney Customer Service.

d) *Vice President for Finance (Schuster)*
Depreciation Rate Adjustments - The Finance committee reviewed the depreciation rate adjustments noted in the FY 99 financial statement. The Executive Director agreed to discuss with the subcommittee any footnotes as part of its preparation to present the Financial Statement to the Board.

Investment Policy Changes - The Finance committee is still working on the issue of investment policy changes.

e) *Vice President for Admissions and Enrollment Management (Taylor)*
Home Schooling - Taylor reported that it was his goal to convene at least two AACRAO committees this spring to develop a two-year plan of action to address the home schooling issue, both by providing sessions in Seattle and Minnesota and to consider a publication.

f) *Vice President for International Education (Johnson)*
SEM International Workshop was well received.

g) *Vice President for Registration, Records and Information Technology (Mead)*
Task Force on Disciplinary Dismissals and Student Transcripts - The national survey has been completed and a proposal may be brought forward at the February Board meeting.

ARMA - Mead recommended that the ARMA inter-association representative applicant for 2000 is Raymond Elash, Director of Registration and Records at Sinclair Community College, be approved by the Board.

M/S/P [Mead/Taylor. 9/0]

1. *Vice President for Professional Development and Publications (Smith)*

The Publications Advisory Board met in October and forwarded a proposal to the Board recommending that the TCP be affirmed as an essential service to the membership and further recommended that AACRAO return to providing each member institution one free copy of TCP as each edition is published.

The Board concurred that TCP is and essential publication to the membership. After discussion the Board agreed that with the changes and new computer capabilities within the national office, TCP would be one of the first publications placed on the secure web site for member use. In essence, TCP would then become a free publication for each member and additional copies could then be purchased.

M/S/P [Smith/Schuster. 8/0/1 (Anderson)]

1. *Vice President for Association and Institutional Issues (Bilger)*

State & Regional Meetings - Each Board member should notify Tom regarding their schedules so he can arrange for the upcoming S&R meetings.

State & Regional Leadership Meeting - The S&R Leadership meeting is scheduled for March 3-4 in Washington, DC.

1. **Other Items:**

1. Annual Meeting

Board members should take a careful look at the preliminary script of the AM. The administrative committee will work on the script in more detail.

2. Seattle Logo

The logo for the Seattle AM was discussed and approved.

M/S/P [Smith/Taylor. 9/0]

1. Scholarship at Seattle AM

It was recommended that the Annual Meeting scholarship be suspended for Seattle while the Board studies the issues involved in operating a viable program. If the issues can be enumerated in a letter to parties participating in the AM scholarship program their advice would be sought on the program. This input will be provided to a Task Force to deal with the AM scholarship.

M/S/P [Schuster/Taylor. 9/0]

1. **Adjournment**

The Board meeting was adjourned at 2:30 p.m. on Sunday, December 12.