Board of Directors Meeting #8

October 15-16, 2001

San Diego, California

Board Members in Attendance
Gene Schuster, Mike Allen, Louise Lonabocker, Tom Bilger, Joe Roof, Paul Taylor, Heather Smith, Gloria Nathanson, and Will Corprew

Staff in Attendance
Jerry Sullivan, Janie Barnett, Barmak Nassirian (via conference call) and Angela Gemza

1. **Call to order and approval of agenda**
   President Gene Schuster, called the meeting to order at 9:20am on October 15, 2001. The agenda was reviewed and approved without objection.

2. **Approval of Previous Meeting Minutes**
   The Board reviewed the minutes from the July 23-24, 2001 Board Meeting in Minneapolis and August 20, 2001 Board conference call and placed them on the Consent Agenda for approval.

3. **Administrative Subcommittee**

   Membership Removal Due Process
   Executive Director Jerry Sullivan introduced the paperwork for the introduction of a due process for the removal of members in case of wrongdoing or inappropriate behavior. Discussion ensued on the due process for membership removal process. Associate Executive Director Barmak Nassirian and Executive Director Sullivan explained the background, the need for a Board resolution, and reasoning for adopting the process for both voting & non-voting members. President Gene Schuster will write an article, or include in an article, an announcement about the adoption of the removal due process. The resolution, as prepared by legal counsel, was placed on the consent agenda for approval.

   Affiliation with Caucuses or State & Regional Associations
   President Schuster reported that the Administrative Committee began a discussion on developing ways to develop a formal affiliation with caucuses/special interest groups that form within AACRAO as well as State & Regional Associations. The Board discussed the merits of association and the outlined various ways and methods. The Board agreed there was a need to outline criteria for association and to continue the discussion.

   Registrar 101/Franchising of Workshops
   ED Sullivan introduced the financial analysis of the cost of franchising the Registrar 101 workshop. The analysis was done on two different models and either model could be adopted or a hybrid of the two be used. The Board discussed the merits of the

proposals and how any decision would affect the development of the Admissions and International workshops currently being developed. The Board agreed that further research and discussion was needed. Vice President Mike Allen and ED Sullivan will work further on this issue.

4. **Finance and Audit Committee**

Financial Statements
Vice President Joe Roof introduced the financial statements as of the end of August 31, 2001. He indicated that end of the fiscal year statements effective September 30, were not finalized. None of the statements depicted any noticeable change from previous months. In light of the softening economy, the Board requested to be notified if any significant changes in revenue or expenses that occur and to receive comparative statements from the previous year.

Annual Meeting Budget
VP Roof introduced the two revised versions of the Annual Meeting budget: one with a decrease of 15%; one with a decrease of 30%. He indicated that it would be a challenge to cut expenses to meet the 30% reduced budget. It was recommended to work off a 15% reduced budget for the Annual Meeting, as it would not affect the quality of the meeting. The Board agreed that we should plan with a 15% reduced budget and review at a later date if the economic situation changes.

Meeting Cancellation Insurance
Past President Louise Lonabocker inquired if AACRAO was covered through our Meeting Cancellation Insurance in case of acts of war or terrorism. Janie Barnett responded that she inquired about this with our insurance company that she wanted to reread and review the answer she received with staff and if they see any issues, they would notify the Board.

Audit Committee Charter
VP Roof outlined the modifications made to the Audit Committee Charter. After reviewing the changes made to the charter, the Board agreed to place the revised Audit Committee Charter on consent agenda for approval.

Distribution of Reserve Funds
VP Roof began a discussion of the Reserve Funds. He stated that Board's Reserve Fund Goal that reserve funds should equal 50% of the association's operating budget is a standard with most non-profit associations. Roof recommended the distribution of reserve fund as follows: 50% to Long-Term Reserve Fund, 40% to Strategic Reserve and 10% to Infrastructure reserve. As there are currently excess funds in the Long-Term Account, VP Roof recommended moving the excess into the Strategic Reserve and Infrastructure accounts to bring them to the recommended level. The Board discussed the distribution plan as recommended by VP Roof and agreed to place the motion to approve the distribution of Reserve Funds on consent agenda for approval.

5. **Operations Subcommittee**
Vice President for Admissions & Enrollment Management Taylor presented a revised Annual Meeting Comp Policy that included estimated costs. The Board reviewed and agreed that it is useful tool for evaluating costs associated with the Annual Meeting.

6. **Membership Subcommittee**
Vice President for Association and Institutional Issues Tom Bilger presented three motions for membership issues.

Corporate Partners
Vice President Bilger introduced a motion to increase the category 1 (Corporations and organizations with gross revenues less than $200,000) dues level for Corporate Partners to $750. The Board discussed adding a fourth category to further divide up the Corporate dues structure. The Board agreed that further research should be done about revising the Corporate dues structure and the staff should recommend possible action proposed for the next membership cycle. The Board agreed to add the motion to approve the change to category 1 dues level for Corporate Partners on the Consent Agenda for approval.

International Individual Membership
VP Bilger introduced a motion for revising the description for International Individual Membership. The revised description would include a provision for allow personnel at secondary or postsecondary institutions, or personnel representing education organizations or agencies to join under this category. The Board agreed to place the motion to revise the International Individual membership description on the Consent Agenda for approval.

Membership Cancellation Policy
VP Bilger reported to the Board that no membership cancellation policy exists and introduced a membership cancellation policy. The Board discussed the policy and timing of joining/cancellation. The Board agreed to place the following motion on the consent agenda for approval:

"Membership can be cancelled within 30 days of the start of the membership year for a full refund. Individuals or institutions canceling their membership after 30 days of the start of the membership year will be refunded the balance of their membership fee, i.e., total payment less charge for months of membership used. There will be no refunds for membership cancelled after 3 months." on the Consent Agenda for approval.

7. **Executive Director Update**
ED Sullivan announced the addition of two new AACRAO staff members, Amy Haavik, Publications Manager, and Shelley Rodgers, Assistant Director, Government Relations and Communications. Staff Member Angela Gemza gave a preview of AACRAO's new association management software, MatrixMaxx.

8. **Officer Reports**

Past-President (Lonabocker)

Past President Lonabocker introduced the two nominees for Honorary Members: Linda Finley and Bill Paver. The Board held a discussion on Honorary Members who have effectively retired from the profession and use their AACRAO Honorary Membership status to bolster their new paid positions in the private sector. The Board agreed that this dilemma needs to be further investigated. The Board agreed to place the nominations for Honorary Members on the Consent Agenda for approval.

Past President Lonabocker presented the Board Transition plan to the Board. The transition meeting would take place at the December State & Regional meeting rather than the February Leadership meeting.

Past President Lonabocker briefly updated the Board on the Committee Application status. She reported that there are still many committee spots available. She issued a challenge to the Board that each Board member encourage at least three people to apply for a committee position. The position of IARs for the PESC and X-12 Committee was tabled until the next meeting.

President-Elect (Smith)

President-Elect Smith updated the Board on the progress in Annual Meeting planning. She also distributed and reviewed the updated Meeting at a Glance for the Annual Meeting.

Vice President for Enrollment Management and Admissions (Taylor)

Vice President Taylor gave a report on the meeting in Chicago on the Admissions Management Workshop. He also reported that he was not able to attend the State & Regional meeting in Arizona due the events of September 11.

Vice President for International Education (Nathanson)

Vice President Gloria Nathanson proposed two new international committees: International Publication Advisory Committee (IPAC); and International Education Standards Council (IESC). She provided some background to explain the proposal and the Board discussed the implementation and possible ramifications of the new committees. The Board agreed to place the following motion on Consent agenda for approval:

In order to meet the changing needs of the AACRAO membership interested in international education, AACRAO shall establish and develop two new AACRAO committees directly related to the research and publication of international resource materials. The committees will report to the VP of International Education.

1. International Publication Advisory Committee (IPAC) made up of five members to be chaired by the VP of International Education. Responsible for advising and determining publication needs in the international education field; recruiting and selecting authors; recommending options for publication.

2. International Education Standards Council (IESC) made up of five members who are experts in the international education field. Responsible for overseeing, evaluating, and confirming the placement recommendations made in the IPAC publications. The VP of International Education will chair the council.

Vice President for Professional Development & Publications (Corprew)
Vice President Will Corprew reported that there have been no applicants as of yet for the position of C&U Editor. He will keep the advertisement posted until further notice.

VP Corprew reported that he has begun to work with AACRAO Scholarship Committee. He reported that Carol Cline from the University of Minnesota - Twin Cities volunteered to assist in the coordination of the project. Currently they are working on compiling a list of local members who are from private, public and community college institutions.

Vice President for Association & Institutional Issues (Bilger)
Vice President Bilger reviewed the most recent calendar of State & Regional visit and reviewed the list topics to discuss with the State & Regionals. VP Allen requested that a hand-out/PowerPoint presentation be created from the presentation material so that the State & Regional audience has something to follow along with and to take home. VP Bilger requested that Board members report back as to the topics/main themes of their conversations with the State & Regional executive committees.

Vice President for Registration, Records and Technology (Allen)
Vice President Allen reported on the progress of the Academic Directory and Transcript Guide rewrite. He reported that the Task Force is progressing along as planned, but does not yet have an estimated completion date.

Vice President Allen reported on the plan to do a couple of surveys for the Distance Education Committee using AACRAO resources. He explained the format that requests for survey support from AACRAO should take.

Vice President Allen reported that no AACRAO members have submitted items to the Resource Center in response to President Schuster's challenge that every AACRAO submit at least one item to the Resource Center this year. He requested that the AACRAO office develop a flyer highlighting the Resource Center to be handed out at State & Regional and other meetings.

9. **Other Issues**

Local Arrangements Committees
Past President Lonabocker raised the issue of the process for choosing the LAC. The Board agreed to raise the issues of LAC appointment for discussion at a later date.

10. **Consent Agenda**

1. To approve the minutes from the July 23-24 Board Meeting in Minneapolis, Minnesota and the Board Conference Call on August 20th.

2. To adopt the following resolution regarding AACRAO Corporate Policy and Rules Concerning Administration of AACRAO Membership Application, Renewal and Continuation, and Related Due Process Disciplinary Procedures.

WHEREAS AACRAO, as a nonprofit membership corporation, and every voting and non-voting member of AACRAO, has a legal obligation, under the Articles of Incorporation and Corporate Bylaws of AACRAO (which together constitute a binding contract between AACRAO and its members), to engage in conduct consistent at all times with the Articles of Incorporation, and with the Corporate Bylaws, and with any Board Resolution duly adopted under the Corporate Bylaws and establishing official AACRAO corporation policy and rules, and

WHEREAS an implied contractual duty also exists for every voting and non-voting member of AACRAO to abide by AACRAO's duly-adopted corporation policies and rules, and not to do anything inimical to the interests of AACRAO or destructive of the purpose and preservation of AACRAO as a nonprofit membership corporation and its assets,

WHEREAS the Board of Directors of AACRAO hereby adopts the below-stated AACRAO corporation policy and rules concerning the administration of AACRAO membership application, renewal and continuation, and related due process disciplinary procedures, as being in the best interests of AACRAO and to be implemented by the Executive Director of AACRAO and the Board of Directors of AACRAO as provide below, whose effect is legally binding on AACRAO and every voting and non-voting member of AACRAO in light of the legal obligations stated above.

THEREFORE, BE IT RESOLVED:

1. That every application for, as well as renewal and continuation of, voting or non-voting membership status in AACRAO shall be subject to the approval of the Executive Director of AACRAO, and

2. That the Executive Director shall have the general authority, for good cause and subject to appeal and a due process hearing as provide below, to deny, suspend or revoke voting or non-voting membership status for any institution, entity or person determined by the Executive Director, in a written finding, to be or have engaged in activities inconsistent with AACRAO's mission, policies or interests, which action, however, shall not be effective and final until after any possible appeal as provided below, and

3. That the Executive Director shall have the specific authority, subject to appeal and a due process hearing as provided below, to deny, suspend or revoke membership status for any voting member of AACRAO, or of any non-voting Corporate or Organizational Partner member, whose professional or business activities are determined to have violated the association's policies or constituted illegal, fraudulent, misleading or inappropriate conduct than can injure the reputation of the association or harm the association in any way,

which action, however, shall not be effective and final until after any possible appeal as provided below, and

4. That any aforesaid institution, person or entity whose application or membership in AACRAO is denied, suspended or revoked by the Executive Director, shall have the right to appeal, within 15 days of notice of such action by the Executive Director, the decision to the Board of Directors for a fair and impartial due process hearing, at which the appellant may be represented by legal counsel, with the hearing to be held at the earliest practical time for the Board of Directors following (1) notice to the appellant of all evidence in support of the Executive Director's determination and related action, and a statement of the charges in the determination based on that evidence, (2) receipt by the Board of Directors, at least 15 days prior to the hearing, of all evidence which the appellant intends to offer for consideration by the Board of Directors at the hearing, and (3) notice to the Board whether the appellant intends to be represented by legal counsel at the hearing, and

5. That if the appellant loses any appeal, the appellant shall bear all the costs to AACRAO for conducting such a hearing and related preparation, from a deposit the appellant shall make with the association prior to the hearing in such amount as may be deemed appropriate by the Executive Director, and

6. That the Board of Directors' decision following the hearing, which shall be rendered promptly, shall be final

3. To approve the modifications made to the Audit Committee Charter.

4. To award honorary membership to Linda Finley and Bill Paver.

5. To approve the distribution of reserve funds as recommended by VP-Finance.

6. To approve an increase in the category 1 (Corporations and organizations with gross revenues less than $200,000) dues level for Corporate Partners to $750 effective the next membership cycle.

7. To change the wording of the International Individual membership from the following:
   The International Individual membership category is open to personnel at international secondary and postsecondary institutions outside North America.
   To the following:
   International Individual membership is open to education professionals outside of North America, including personnel at secondary or postsecondary institutions, or personnel representing education organizations or agencies.

8. To adopt the following policy for Membership cancellations:
   Membership can be cancelled within 30 days of the start of the membership year for a full refund. Individuals or institutions canceling their membership after 30 days of the start of the membership year will be refunded the balance of their

membership fee, i.e., total payment less charge for months of membership used. There will be no refunds for membership cancelled after 3 months.

9. In order to meet the changing needs of the AACRAO membership interested in international education, AACRAO shall establish and develop two new AACRAO committees directly related to the research and publication of international resource materials. The committees will report to the VP of International Education.

    1. *International Publication Advisory Committee (IPAC) made up of five members to be chaired by the VP of International Education. Responsible for advising and determining publication needs in the international education field; recruiting and selecting authors; recommending options for publication.*

    2. *International Education Standards Council (IESC) made up of five members who are experts in the international education field. Responsible for overseeing, evaluating, and confirming the placement recommendations made in the IPAC publications. The VP of International Education will chair the council.*

    [M/S/P 9-0]

11. **Adjournment**
The Board meeting was adjourned at 9am, on Tuesday, 16 October 2001