American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
December 6, 2013
Washington, D.C.

Board Members in Attendance: Jim Bouse, Stan DeMerritt, Tina Falkner, Melanie Gottlieb, Luisa Havens, Tracey Jamison, Paul Kyle, Adrienne McDay, Brad Myers, Jeff von Munkwitz-Smith

Staff Members in Attendance: Janie Barnett, Jeff Petrucci, Tim Rager, Mike Reilly, Mike Sisson

<u>December 6, 2013</u>

Call to Order
President McDay called the meeting to order at 11:30 a.m. Eastern Standard Time on December 6, 2013.

Approval of Consent Agenda
MOTION 2013.12.01 – It was duly moved and seconded to approve the agenda. APPROVED

MOTION 2013.12.02 – It was duly moved and seconded to approve the consent agenda. APPROVED

Program Structure Task Force
Program Structure Task Force Co-Chair Meredith Braz and Co-Chair Reta Pikowski joined the meeting to discuss the overall strategic goals and mission of the task force in advance of its first in-person meeting. The Co-Chairs were told that the Board will assist in the fulfillment of the Task Force's stated goals as necessary, and that the Board will welcome any and all recommendations that the Task Force brings forth related to program structure, content, and modes of delivery. Co-Chairs Braz and Pikowski depart.

Reports of Committees
<u>Compensation Committee</u>
Past President von Munkwitz-Smith informed the Board that the Compensation Committee will begin work on the Executive director review soon, with more information forthcoming at future Board of Director meetings.

<u>Finance and Investments Committee</u>
Vice President DeMerritt updated the Board on the Finance and Investments Committee's deliberations on suggestions made by UBS Financial Services, which include policy clarification regarding AACRAO's investment portfolios and goals for the organization's endowment size and use.

The Board discussed how and if membership dues should increase as a percentage of the budget. Dues are set to comprise 24% of the 2014 fiscal year budget compared to 27% from the 2013 fiscal year, but the overall budget and other revenue sources have grown during this period.

Vice President DeMerritt also reviewed the quarterly financial reporting schedule with the Board. The first fiscal quarter financial statements will be reviewed and reported in February in Washington, D.C. The remaining quarterly statements will be reported via conference call in May, August, and November.

Governance Committee
Vice President Gottlieb discussed the Board Orientation plan, referring to the proposed timeline circulated prior to the meeting. The Board discussed which members need to arrive to participate in orientation and when.

MOTION 2013.12.3 – It was duly moved by the Governance Committee to accept the Interim Board Orientation Plan for 2013-2014. APPROVED

Strategic Planning and Program Review Committee
Vice-President Kyle updated the Board on the Strategic Planning and Program Review Committee's work to develop professional core competencies in conjunction with the 2013 Leadership Meeting attendees.

Audit Committee
President Elect Myers updated the Board on the status of the 2013 fiscal year audit by Tate & Tryon.

Reports of Officers
Vice President of International Education
Vice President Gottlieb informed the Board on the strategic discussions taking place regarding EDGE's place within AACRAO. In addition, Vice President Gottlieb updated the Board on the status of the International Credentials Task Force's work.

Vice President for Records and Registration
Vice President Falkner updated the Board on the work done by Glenn Munson, President Elect Myers, and herself to examine and refresh the structure, content, and delivery of the Registrar 101 ~~and 201~~ in-person and online modules.

One posited change to the Registrar module prompted Board discussion on creating a method for members to self-post information and content that would be helpful to the organization at large.

Vice President for Leadership and Management Development
Vice President Kyle led discussion on the issues identified by the Board during State and Regional association visits throughout the year and asked that documents and notes gathered in the process of those visits be forwarded to him.

The Board discussed how the national organization can provide more coordinated support for state and regional associations.

Past President

Past President von Munkwitz-Smith referred the Board to his report, distributed prior to the meeting, and proposed several AACRAO awards recipients per the Awards Committee recommendations.

MOTION 2013.12.4 – It was duly moved and seconded that the Board postpone the award of Honorary Membership to Stan Henderson until such time that he decides to leave active membership within the association. APPROVED

MOTION 2013.12.5 – It was duly moved and seconded that the Board accept the recommendation of the Awards Committee to award the Thomas A. Bilger Citation for Service to William DeWolfe. APPROVED

MOTION 2013.12.6 – It was duly moved and seconded that the Board accept the recommendation of the Awards Committee to award the Founders Award for Leadership to Paul Wiley. APPROVED

MOTION 2013.12.7 – It was duly moved and seconded that the Board accept the recommendation of the Awards Committee to award the New Member Award to Ingrid Nuttall. APPROVED

MOTION 2013.12.8 – It was duly moved and seconded that the Board accept the recommendation of the Awards Committee to award the Distinguished Service Award to William Paver. APPROVED

MOTION 2013.12.9 – It was duly moved and seconded that the Board accept the recommendation of the Awards Committee to award the Elbert W. Ockerman State and Regional Professional Activity Award to the Southern Association of Collegiate Registrars and Admissions Officers (SACRAO). APPROVED

MOTION 2013.12.10 – It was duly moved and seconded that the Board accept the recommendation of the Awards Committee to merge the Thomas A. Bilger Citation for Service and the Founders Award for Leadership to create the Thomas A. Bilger Award, effective with the 2015 Annual Meeting, with the following description: *Named for a Past President of AACRAO, the Thomas A. Bilger Award is presented to a member in recognition of consistent vision, service and/or leadership in AACRAO with seven or more years of volunteer service. The award represents a significant contribution to AACRAO in positions such as Task Force Chair, Special Projects Director, Program Coordinator/Director, or member of the Board of Directors. This award is given to honor those who had the foresight to recognize the needs of the profession. The award may be given to more than one person annually. The recipient is recommended by the AACRAO Awards Committee and approved by the Board of Directors. (15 points towards Honorary Membership)*. WITHDRAWN - The motion was withdrawn pending revisions to award-eligibility that would explicitly exclude current members of the Board of Directors.

<u>President</u>
President McDay referred the Board to a report submitted by the Nominations and Elections Committee about the results of the 2013 AACRAO Elections for open Board of Directors and Nominations and Elections Committee positions.

The Board discussed the strategic advantages and disadvantages of renewing the formal agreement between AACRAO and the Baden-Württemberg Seminar.

MOTION 2013.12.11 – It was duly moved and seconded that the Board of Directors approve a renewal of the agreement between the Baden-Württemberg Seminar and AACRAO for another two years. APPROVED

President McDay also implored the Board to complete the Board Assessment, submitted after the meeting.

Reports of Staff
<u>Executive Director</u>
Executive Director Reilly referred to the ED Report and the Staff Report submitted to the Board prior to the meeting, and updated the Board on his visit with President McDay to the National Association for College Admission Counseling (NACAC) Board of Directors meeting.

Executive Director Reilly continued to discuss the possibility of developing a method for members to self-post content on the AACRAO website, and further developments within AACRAO Consulting as they prepare to expand their operations with technology implementation consultation services. Additionally, he led discussion on the work of the Public Policy Advisory Committee.

The Board discussed potential changes to the format and layout of the federal relations presentation supplied to the Board for their visits to State and Regional Associations.

Unfinished Business

The list of action items was reviewed and updated.

New Business
The Board determined the schedule and layout of the AACRAO Update for the 2013 Leadership meeting.

Associate Executive Director Janie Barnett informed the Board of the new meeting dates for the 2015 Annual Meeting.

Adjournment
The Board of Directors meeting adjourned at 3:27 p.m. Eastern Standard Time on December 6, 2013.

Attachments
Consent Agenda
2013-2014 DRAFT Orientation Plan
Past President Report December 2013

American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
November 13, 2013
Conference Call

Board Members in Attendance: Adrienne McDay, Jeff von Munkwitz-Smith, Brad Myers, Jim Bouse, Stan DeMerritt, Tina Falkner, Luisa Havens, Tracey Jamison, Paul Kyle

Call to Order
President McDay called the meeting to order at 3:04 p.m. Eastern Standard Time on November 13, 2013.

Approval of Consent Agenda
MOTION 2013.11.01 – It was duly moved and seconded to approve the agenda. APPROVED

MOTION 2013.11.02 – It was duly moved and seconded to approve the consent agenda. APPROVED

Reports of Committees
Finance and Investments Committee
Vice President DeMerritt informed the Board that the Finance and Investments Committee has formally moved to quarterly review of AACRAO's financial position rather than monthly review, though financial documents will still be published on a monthly basis. The Quarterly Review meeting times and locations for the 2013-2014 Fiscal Year will be presented to the Board in December.

Audit Committee
President Elect Myers presented an updated draft of the "AACRAO Conflict of Interest Policy." The Board discussed when new and existing Board members should sign the AACRAO Conflict of Interest policy.

MOTION 2013.11.03 – It was duly moved and seconded to approve the updated draft of the "AACRAO Conflict of Interest Policy." APPROVED

Reports of Officers
Past President
Past President von Munkwitz-Smith presented candidates for Honorary Membership, based on their qualifying criteria, for Board Approval.

MOTION 2013.11.04 – It was duly moved to award Honorary Membership to Stan Henderson. APPROVED

MOTION 2013.11.05 – It was duly moved to award Honorary Membership to Johnny Johnson. APPROVED

MOTION 2013.11.06 – It was duly moved to award Honorary Membership to Glenn Munson. APPROVED

Past President von Munkwitz-Smith presented two candidates for the AACRAO Centennial Award for Excellence.

MOTION 2013.11.07 – It was duly moved to award the Centennial Award for Excellence to David Bergeron. APPROVED

MOTION 2013.11.08 – It was duly moved to award the Centennial Award for Excellence to Anne West. APPROVED

<u>President</u>
President McDay updated the Board on the work of the Nominations and Elections Committee and the continued implementation of the bylaw changes, as they pertain to the Nominations and Elections Committee, approved in the 2013 AACRAO Business Meeting. The Board discussed the Nominations and Elections system this year and ways it could be improved in the future.

Unfinished Business
The list of action items was reviewed and updated.

New Business
Vice President Kyle indicated that the Strategic Planning Committee is reviewing core competencies with Executive Director Reilly to present before the Leadership Meeting audience in December. Additionally, the Committee expressed a desire for Executive Director Reilly to prepare a review of the upcoming Higher Education Act Reauthorization to get feedback and guidance from the Leadership Meeting audience.

It was recommended that all agenda items should be submitted to the Board as well as to the Assistant Director of Board Services to allow for more in-depth review.

Adjournment
MOTION 2013.11.09 – It was duly moved and seconded that the Board of Directors meeting be adjourned. APPROVED

The Board of Directors meeting adjourned at 3:41 p.m. Eastern Standard Time on November 13, 2013.

Attachments
Consent Agenda
AACRAO Conflict of Interest Policy draft – 11-4-13
Honorary Membership and Centennial Award Nominations

DRAFT: Interim Orientation Plan 2013-14

December

Nomination and Elections Committee notifies Board Chair of election winners
Board chair notifies the board and the Executive Director; all send individual greetings.
Board chair, and national office send meeting schedule to BOD-elects
AACRAO office orders BoardSource Step-by-Step: New Board Member and Sturgis's The Standard Code of Parliamentary Procedure and mails the books to the BODs-elect .
Governance Committee chair & President email welcomes the VPs-elect and outlines the orientation plan

- Establish conference call schedule for winter and spring
- Identify the reading schedule of the BoardSource books, the Board of Directors Handbook, and other materials
- Answer questions about expectations at the leadership meeting (not relevant for 13-14)
- Assign first reading: Ten Basic Responsibilities of Nonprofit Boards

Governance Committee follows up with Welcome phone call.

January

BODs-elect and Governance Committee – first conference call (preferably before board call)

- Ten Basic Responsibilities of Nonprofit Boards
- Pre-reading: Board Fundamentals: Understanding Roles in Nonprofit Governance, Understanding Nonprofit Financial StatementsDiscussion of December Leadership Meeting

BODs-elect attend any January board meeting as observers (conference call)
Members leaving the board call ime their successors and schedule time at February for an-person transition discussion

February

Governance Committee, BODs-elect and Board arrive one day early for orientation

- VP Finance follows up as necessary with additional information about understanding financial reports
- Tour the national office
- Review of the board meeting dates and the annual cycle of responsibilities
- Finance orientation
- Roles and current agendas of the board committees
- Parliamentary procedure
- Travel policy, how meetings are run, how to keep up with information
- Transitioning officers meet with successors

BODs-elect attend the board meetings and the assigned committee meetings (as observers)
BODs-elect and board members sign conflict of interest agreements.

March

BODs-elect and Governance Committee conference call

- The Nonprofit Board Answer Book
- Review board script for the annual meeting: what is required, what is encouraged, what is optional

BODs-elect attend the March board meeting as observers if before business meeting (conference call)

Annual Meeting
Board begins Thursday lunch to finish up Orientation schedule
BODs-elect attend the board meeting that precedes the annual meeting as observers
Governance committee reviews final script with BODs-elect
BODs-elect attend the business session for introductions
Newly-elected board members attend the board meeting at the close of the annual meeting.
May
Post-Annual Meeting follow-up call with new BODs , New President and New Chair
Governance with a structured set of questions evaluating the orientation process.

Past President's Report, including several motions

Stan Henderson, to whom the Board voted to award Honorary Membership in November 2013, has confirmed that he plans to continue his active membership. We will need to postpone the award until such time as Stan does retire.

The Awards Committee has reviewed the 24 awards nominations that were received. They met via conference call on November 14th and made a number of recommendations:

- Apex Award – No award
- Bilger Award – William DeWolf
- Distinguished Service Award – William Paver
- Founders Award – Paul Wiley
- Award for Excellence in International Education – No award
- New Member Award – Ingrid Nuttall
- Ockerman Award – SACRAO

At our October Board meeting we decided to ask the Awards Committee to draft a new description for a combined Thomas A. Bilger Citation for Service Award and the Founders Award. Their recommendation is contained in motion #7 below.

Motions:

1. I move that the Board postpone the award of Honorary Membership to Stan Henderson until such time as he decides to leave active membership in the Association.

2. I move that the Board accept the recommendation of the Awards Committee to award the Thomas A. Bilger Citation for Service to William DeWolf (Emerson College).

3. I move that the Board accept the recommendation of the Awards Committee to award the Founders Award for Leadership to Paul Wiley (Sewanee, The University of the South).

4. I move that the Board accept the recommendation of the Awards Committee to award the New Member Award to Ingrid Nuttall (University of Minnesota).

5. I move that the Board accept the recommendation of the Awards Committee to award the Distinguished Service Award to William Paver (Paver Family Foundation).

6. I move that the Board accept the recommendation of the Awards Committee to award the Elbert W. Ockerman State and Regional Professional Activity Award to the Southern Association of Registrars and Collegiate Admissions Officers (SACRAO).

7. I move that the Board accept the recommendation of the Awards Committee to merge the Thomas A. Bilger Citation for Service and the Founders Award for Leadership to create the Thomas A. Bilger Award, effective with the 2015 Annual Meeting, with the following description: *Named for a Past President of AACRAO, the Thomas A. Bilger Award is presented to a member in recognition of consistent vision, service and/or leadership in AACRAO with seven or more years of volunteer service. The award represents a significant contribution to AACRAO in positions such as Task Force Chair, Special Projects Director, Program Coordinator/Director, or member of the Board of Directors. This award is given to honor those who had the foresight to recognize the needs of the profession. The award may be given to more than one person annually. The recipient is recommended by the AACRAO Awards Committee and approved by the Board of Directors. (15 points towards Honorary Membership)*

Jeff von Munkwitz-Smith, Past President
December 6, 2013