American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
October 11, 2013
Tucson, AZ

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: Matthew Ogle, Mike Reilly, Mike Sisson

October 11, 2013

Call to Order
President McDay called the meeting to order at 9:04 a.m. Pacific Daylight Time on October 11, 2013.

Approval of Consent Agenda
MOTION 2013.10.01 – It was duly moved and seconded to approve the agenda. APPROVED

MOTION 2013.10.02 – It was duly moved and seconded to approve the consent agenda. APPROVED

Reports of Committees
Audit Committee
President-Elect Myers presented a draft of the updated Conflict of Interest Policy for the Board to consider.

MOTION 2013.10.03 – It was duly moved and seconded to approve the draft Conflict of Interest Policy document with the proposed corrections. APPROVED

President-Elect Myers informed the board that he had signed and delivered the letter of engagement with Tate & Tryon, thus formally beginning the 2013 fiscal year audit.

Finance and Investments Committee
Vice President DeMerritt updated the Board on the Finance and Investments Committee's determination on the $1,340 located in a restricted cash fund.

MOTION 2013.10.04 – It was duly moved by the Finance and Investments Committee to move $1,340 from a restricted cash scholarship fund to the restricted Connor Scholarship fund. APPROVED

Vice President DeMerritt introduced the recommendation from the Finance and Investments Committee of investing excess cash holdings greater than $1,500,000 into the unified investment portfolio.

MOTION 2013.10.05 – It was duly moved by the Finance and Investments Committee to allow Executive Director Reilley and the Sardana Group to invest $500,000 in cash, in $100,000 dollar increments, into the unified investment portfolio. APPROVED

The Finance Committee proposed quarterly financial reviews rather than monthly reviews. Monthly financial statements would still be individually reviewed by the Finance Committee. The Committee reserves the right to call more frequent meetings for review if irregularities are noticed in the monthly statements. As the verbiage in board documents requires regular review of financial documents, the movement from monthly to quarterly review did not require a vote, rather consensus agreement.

Governance Committee

Vice President Gottlieb discussed the transition of responsibilities due to recent by-law changes. Clarification on the role of the Board of Directors, the Program Committee, and the Staff will continue to be reviewed and formally incorporated in the Board Handbook and other annual planning documents. Further discussion will take place with Program Committee at the December Board Meeting.

The Board decided to postpone discussion on the External Board member until after the Strategic Planning discussion.

Vice President Gottlieb led discussion on the selection parameters for the Board Representative on the Nominations and Elections Committee.

Strategic Planning and Program Review Committee

Vice-President Kyle led discussion on the work on the Strategic Planning and Program Review Committee. The Board discussed questions raised by the Program Task Force.

Reports of Officers

Vice President for Finance

Vice President DeMerritt led a review of the Association's August 2013 financial reports.

Vice President for Information Technology

Vice President Bouse updated the Board on the latest developments with the CommIT project and the SPEEDE server. Executive Director Mike Reilly provided further updates on electronic records exchange as they pertain to the Groningen Declaration.

Vice President for Records and Registration

Vice President Falkner updated the Board on new faculty additions for Registrar 101 and led discussion on online courses and workshops offered by AACRAO.

Vice President Falkner updated the Board on Professional Activity Committee chair and member appointments.

Vice President of International Education

Vice President Gottlieb updated the Board on the work and findings of the International Credentials Taskforce.

Vice President Gottlieb led discussion on the contributions of the International Education professional activity committees to program content.

<u>Vice President of Admissions and Enrollment Management</u>
Vice President Jamison led discussion on the status of guiding principles provided by AACRAO for admissions offices.

<u>Vice President for Leadership and Management Development</u>
Vice President Kyle led discussion on the issues identified by the Board during State and Regional association visits throughout the year. The Board discussed what outreach initiatives should receive particular focus.

<u>Past President</u>
Past President von Munkwitz-Smith led discussion on the Awards Committee recommendations, submitted prior to the meeting. The Board discussed potential changes to the eligibility criteria and overall structure of AACRAO Awards.

Past President von Munkwitz-Smith updated the Board on AACRAO's development and examination of core competencies for the academic and enrollment professions.

<u>President Elect</u>
President Elect Myers proposed the members of the Co-Chairs of Volunteers for Baltimore for Board approval.

MOTION 2013.10.6 – It was duly moved and seconded to approve Steven Smith and Mary Ellen Flaherty as the Co-Chairs of Volunteers for the Baltimore Annual Meeting. APPROVED

President Elect Myers proposed a candidate to follow John Lenzi as the Group Seven coordinator on the Annual Meeting Program Committee.

MOTION 2013.10.7 – It was duly moved and seconded to approve Ari Kaufman as the Group VII Coordinator on the Annual Meeting Program Committee, effective following the 2014 Annual Meeting. APPROVED

<u>President</u>
President McDay informed the Board to assemble any agenda items to be included in the December Leadership 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 led discussion on predicted areas of concerns in higher education.

Unfinished Business
Vice President Bouse proposed a candidate to follow Jack Miner as Group VI coordinator on the Annual Meeting Program Committee.

MOTION 2013.10.8 – It was duly moved and seconded to approve Ingrid Nuttall as the Group VI Coordinator on the Annual Meeting Program Committee, effective following the 2014 Annual Meeting. APPROVED

The board moved into executive session at 3:33 p.m. Pacific Daylight Time.

October 13, 2013

The Board moved out of executive session.

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

Vice President Kyle and Vice President DeMerritt reviewed the partially developed strategic plan and decided that no funds need to be allocated as of October 13, 2013.

New Business
President McDay assigned AACRAO Connect articles to Board members.

Adjournment
The Board of Directors meeting adjourned at 8:59 a.m. Pacific Daylight Time on October 13, 2013.

Attachments
Consent Agenda
Audit AACRAO Conflict of Interest Policy Draft – LMH10-13

Section 1: Interested Party.

Any director, officer, volunteer, member of a committee with Board-delegated powers or employee who has a financial interest in a transaction or arrangement is an interested party, and subject to this policy.

Section 2: Financial Interest.

A person has a financial interest in a transaction or arrangement if the person has, directly or indirectly, through business, family, or investment –

a. A current or potential ownership, significant investment, or significant fiduciary interest in any entity with which the Association has a transaction or arrangement;
b. a compensation arrangement with the Association or with any entity or individual with which the Association has, or is negotiating, a transaction or arrangement; or
c. a current or potential such interest with any entity or individual that is a competitor of an entity or individual with which the Association has or is negotiating a transaction or arrangement.

Involvement with an AACRAO-related state or regional association, including holding an officer/leadership role, will not, in and of itself, constitute a financial interest that requires disclosure under this policy.

Section 3: Procedures.

In connection with any actual or potential conflicts of interest, the interested person shall disclose the existence and nature of his or her financial interest to the directors or members of committees with Board-delegated powers considering the proposed transaction or arrangement. After disclosing the financial interest, the interested person shall not participate in the Board or committee's consideration of whether a conflict of interest exists.
If the Board or committee finds that there is an actual or potential conflict of interest, the individual shall not participate in the discussion or decision.
Alternatively, the Board or committee shall appoint a disinterested individual or a committee of disinterested individuals to investigate the transaction or arrangement and obtain appropriate information about the terms of comparable transactions or arrangements that would not give rise to a conflict of interest and that would be reasonably available to the Association.
Before entering into the transaction or arrangement, the Board or committee with Board-delegated powers shall review the comparability information to determine whether the transaction or arrangement is in the Association's best interest and for its own benefit, and whether it is fair and reasonable to the Association.
The Board or committee shall decide whether to enter into the transaction or arrangement by majority vote.

Section 4: Records of Proceedings.

The minutes of the Board and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in an actual or proposed transaction or arrangement, any action taken to determine whether an actual or potential conflict of interest was present, and the Board or
b. A committee's decision as to whether a conflict of interest in fact existed. –

c. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including the basis for the Board or committee's decision that the transaction was fair and reasonable to the Association, and a record of any votes taken therewith.

Section 5: Violations of Conflicts of Interest Policy.

If the Board of Directors learns that a director, officer, volunteer, member of a committee with Board-delegated powers, or employee has failed to disclose an actual or possible conflict of interest as required by Section 3, it shall inform the individual and afford an opportunity for the individual to explain the alleged failure to disclose. After hearing the individual's response, the Board shall take appropriate action, if any action is needed.

I have read and understand AACRAO's Potential Conflict of Fiduciary Interest Policy.

☐ Yes ☐ No

Name (please print) ____

Signature ____

Date ______________________

Potential ***Conflict of Fiduciary Interest***

Please list any organization involved in higher education or with AACRAO, other than your institution, to which you MAY owe a fiduciary obligation. In general, mere membership in an organization does NOT need to be listed. Board membership or holding a leadership position should be disclosed if serving in such a role may involve a potential conflict of fiduciary interest between your role with that organization and your role with AACRAO.

Involvement with an AACRAO-related state or regional association, including holding an officer/leadership role, will not, in and of itself, constitute a financial interest that meets the terms of this agreement.

Organization	Position

Do you derive income from a non-institutional entity involved in higher education or with AACRAO? Please indicate the name of the entity, an a brief description of its higher education activities and/or any past or pending dealings with AACRAO.

Organization	Brief Description

American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
September 11, 2013
Conference Call

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

Staff Members in Attendance: Janie Barnett, Matthew Ogle, Mike Sisson

Call to Order
President McDay called the meeting to order at 3:02 p.m. Eastern Daylight Time on September 11, 2013.

Approval of Consent Agenda
MOTION 2013.09.01 – It was duly moved and seconded to approve the agenda. APPROVED

MOTION 2013.09.02 – It was duly moved and seconded to approve the consent agenda. APPROVED

Reports of Committees
<u>Finance and Investments Committee</u>
Vice President DeMerritt led a review of the Association's June 2013 financial reports.

MOTION 2013.09.03 – It was duly moved by the Finance and Investments Committee to approve the report of the Finance and Investments Committee. APPROVED

<u>Governance Committee</u>
Vice President Gottlieb updated the Board on the Governance Committee's progress on the bylaws transition.

<u>Strategic Planning and Program Review</u>
Past President von Munkwitz-Smith reviewed the status of AACRAO strategic planning with the Board.

Reports of Officers

<u>Vice President for Leadership and Management Development</u>
Past President von Munkwitz-Smith updated the Board on the progress of the Program Committee Task Force.

Past President
Past President von Munkwitz-Smith referred the Board to his written report on Awards Committee Recommendations, submitted prior to the meeting.

Reports of Staff
Executive Director
Executive Director Reilly submitted a written report for review prior to the meeting.

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

Vice President DeMerritt referred the Board to the to the AACRAO Connor Scholarship Fund document. It was agreed that upon implementing revisions and adjustments discussed during the Board of Directors meeting, the document would be established.

MOTION 2013.09.04 – It was duly moved by the Finance and Investments Committee to approve the language establishing the Connor Scholarship Fund. APPROVED

New Business
The Board discussed strategies for involvement in AACRAO Connect articles.

Executive Session
MOTION 2013.09.05 – It was duly moved and seconded to move the Board of Directors meeting into Executive Session. APPROVED

Adjournment
The Board of Directors meeting adjourned at XX:XX p.m. Eastern Daylight Time on September 11, 2013.

Attachments
Consent Agenda
AACRAO Connor Scholarship Fund