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

President

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

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.

Vice President of Admissions and Enrollment Management

Vice President Jamison led discussion on the status of guiding principles provided by AACRAO for admissions offices.

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. The Board discussed what outreach initiatives should receive particular focus.

Past President
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.

President Elect
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

President
President McDay informed the Board to assemble any agenda items to be included in the December Leadership Meeting.

Reports of Staff
Executive Director
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, member of a committee with Board-delegated powers or senior employee is 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 ownership, investment, or 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 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 an interest that requires disclosure under this policy.

Section 3: Procedures.

In connection with any conflicts of interest, the interested person shall disclose the existence and nature of his or her interest to the directors or members of committees with Board-delegated powers considering the proposed transaction or arrangement. After disclosing the 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 a 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 an interest in an actual or proposed transaction or arrangement, any action taken to determine whether a 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, member of a committee with Board-delegated powers, or senior employee has failed to disclose a 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 Conflict of Interest Policy.

☐ Yes ☐ No

Name (please print) ____

Signature ____

Date _________________________________

Conflict of Interest

Please list any organization involved in higher education or with AACRAO, other than your institution, to which you MAY owe an 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 conflict of 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 an 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, and a brief description of its higher education activities and/or any past or pending dealings with AACRAO.

Organization	Brief Description

Honorary Membership Nominations

***Honorary Membership** is awarded in recognition of a member's active involvement and contribution to AACRAO.*

- Stan Henderson

  Stan was AACRAO's first vice president for enrollment management, admissions, and financial aid and was a co-developer of AACRAO's Strategic Enrollment Management conferences. He served on the Association's Board of Directors for six years and was president in 1995-1996. He co-edited the Handbook for the Admissions Profession and wrote what is considered the definitive history of enrollment management "On the Brink of a Profession," in The Strategic Enrollment Management Revolution. He has been a frequent national and international presenter and consultants for a wide variety of institutions, including the Texas Higher Education Coordinating Board, the Gates Millennium Scholarship Program, the College Entrance Examination Center for Taiwan, and the Association of University Administrators (UK).

- Johnny Johnson

  AACRAO Vice President for International Education 1997-2000; Inter-Association Representative - The Liaison Group; Chair, World Education Committee; Member of AACRAO Task Force on International Admissions and Credentials Evaluation. Authored and Edited more than 20 AACRAO and joint AACRAO/NAFSA articles and books on foreign educational systems, recruitment, admissions, enrollment management, institutional mission statements including the following publications: The Educational System of Thailand; The Admission and Academic Placement of Students from Bahrain, Oman, Qatar, UAE, Yemen; The Admission and Academic Placement of Students from Selected Arab Countries - Egypt, Jordon, Kuwait, Saudi Arabia; The German-America Conference on Educational Exchange (which resulted in two publications with Placement Recommendations). He participated in a joint AACRAO/ Russian project initiated by the Russian Ministry of Education resulting in a publication on the Educational System of Russia. Participated in the development of AACRAO EDGE and currently serves on the AACRAO IESC Council. He has given more than 100 professional presentations at state, regional, national, and international meetings and conferences for AACRAO, NAFSA and the European Association of International Educators (EAIE).

- Glenn Munson

  1986-1989 Committee: Academic Calendars, Facilities and Publications 1987-2013 Presentations at Annual Meeting 1990-1992 Committee: Publications and Calendars 1990-2000 Publication Review Panel 1992-1993 Committee: Publications and Calendars, Chair 1994-1996 Committee: Small Colleges Issues 1996-1997 Committee: Small Colleges Issues, Chair 1996-1998 Task Force: AACRAO 2000 1997-1998 Nominations and Elections Committee 1998-2001 College and University Editorial Board 1999 Task Force: AACRAO Bylaws Review 2001-2002 Committee: Registration Systems, Chair 2002-2005 Committee: Professional and Staff Development 2003 Task Force: Leadership and Diversity 2003-2004 Nominations and Elections Committee, Chair-elect 2004-2005 Nominations and Elections Committee, Chair 2005 APEX Award winner 2005-2007 Annual Program Committee Group V Coordinator 2006-2013 Facilitator and Presenter. Registrar 101 Workshops. 2007-2010 Board of Directors. Vice President for Records and Academic Services 2011-2013 Committee: Professional and Staff Development

Centennial Award Nominations

*The AACRAO **Centennial Award for Excellence** is presented to an individual who is not an AACRAO member, but who has made a contribution to or influenced the higher education community in a notable and positive manner that supports the vision and mission statement of AACRAO.*

- David Bergeron

  David Bergeron served in the U.S. Department of Education for 34 years. When he left the DOE he was Acting Assistant Secretary for Postsecondary Education and Deputy Assistant Secretary for Policy, Planning, and Innovation for the Office of Postsecondary Education. He is a great friend to higher education and to AACRAO.

- Ann West

  Ann has been a tireless advocate for getting the AACRAO community involved in the discussion and adoption of identify and access management standards and practices. She has worked to include AACRAO members in discussion with Internet2, InCommon, and has also pushed for us to be at discussions on each of our campuses. She has been willing to present at the AACRAO Annual Meeting and at the AACRAO Technology Conference and has participated in white papers and articles as well as case studies that are useful for our AACRAO community. While many AACRAO members may not have met Ann, they can be assured she has been our advocate to bring us to the table for identity and access management issue in higher education.