

# NCAA Board Meeting Minutes

## February 16, 2013

Meeting was called to order at 11:58 a.m.

### **Board members present**

Rob Lincoln  
Mitch Silverman  
Susan "Spozy" Sapoznikoff  
Thomas Knight  
Carla Eastis  
David Banks  
Bill Rosenberg

### **Non-voting members present**

Jessica Rogers  
Sarah Thompson

Spozy made the motion to approve the minutes and consent agenda. Thomas seconds. The motion passed unanimously at 11:58 a.m.

Colin Boyle, Stu Levitan and Maia Hinkle joined at 12:01 p.m.

### **Social Media and Communication**

David stated that the NCAA was too polished in our social media outreach which doesn't read as authentic. We should use social media as a tool to solicit feedback and answers to targeted questions instead of only promoting events. Post more informal question driven content such as what is your favorite wall song? Also may be a good idea to post "insider" content such as behind the scenes photos from board meetings to drum up interest.

Colin noted that board members should all be sharing or re-tweeting content and also posting content on the NC page or in the New College Alumnae/i group.

We should increase our linked in presence to show alums that we are here to help them network. Mitch offered to help with this.

David recommended that we get rid of the other groups and user NC Alum facebook and move to an Alumnae/i Associations page with analytics so we can track how we are doing. The whole board could be administrators and post content on the page.

Rob notes his concern about public records law but will consult with the college's general counsel and other Florida college legal councils to see how they handle this issue. We may also talk to Mike from Blue State Digital about this.

Once the communications committee is finalized, they will determine the final actions and consider David's recommendations. David and Mitch both volunteered to serve on this committee.

## **Bylaw Amendments**

The proposed bylaw amendments will be divided into 3 different motions. The first deals with term limits. The second focuses on administrative needs (meetings and role of secretary, as well as the expectation that board members should attend 1 meeting in person each year.) The third amendment deals with board succession.

### Term limit amendment

Cindy noted that the term limits were discussed in the last meeting. There did not seem to be much board support for them.

Spozy stated that the re-appointment cycle may take care of this issue and we may not need board limits.

Colin said that one reason to support this change is that the strongest criticism of appointed boards is that there's no way to remove people. If there was a genuine riff between New College alumnae/i and the Board, the limits could keep people from being on the board forever and forming a cabal.

Cindy and Spozy noted that they weren't sure that a term limit would address this concern, especially if the limit is 9 or 12 year.

Cindy mentioned adding a possible revocation clause if board members are out of line in some way.

Bill noted that he is in favor of term limits but that a mandatory hiatus after a specified number of years may better serve our needs. This will help to bring fresh ideas to the board and board members can evaluate if they would like to rejoin the board. He feels that the board needs a certain amount of turn over.

Rob suggested this motion by tabled until May thinking that the feedback from the open meeting on Sunday may inform these points.

Colin moved to table the motion to amend the term limits portion of the amendments until May. Mitch seconded. Motion passed unanimously at 12:59 p.m.

### Administrative Amendment

Cindy noted that one of the changes was that the minutes provision was previously under the duties of the secretary and now it's been moved under the staff portion. The other change was the expectation that board members would try to attend at least 1 meeting in person per year.

Rob noted that this text didn't pick up one of the changes the board had made earlier noting that the proposed amendment needed to be amended as follows:

"At least two meetings shall occur in Sarasota. One meeting shall coincide with the general meeting of the association as provided for in article 2 and another meeting shall coincide with graduation. Directors are expected to attend at least one of the meetings in person each year."

Colin made a motion to amend the proposed amendment to read as appears above. Cindy seconded. The motion passed unanimously at 1:09 p.m.

Thomas made a motion to approve the now revised amendment. Mitch seconded.

The motion passed unanimously at 1:10 p.m.

### Succession of Officers Amendment

Cindy noted that the biggest change in this section of the bylaws was to change the title of the vice-chair to chair-elect with the understanding that the vice-chair is being groomed to assume the duties of chair.

Spozy also noted that regarding the succession, currently, we're always voting on chair year by year. Under the proposed changes, the board would elect someone to be a chair for a minimum 2 year term subject to re-election at the discretion of the board.

Stu said he was worried about the provision that membership on the board can be extended based on a board members position as chair. As the amendment stands one would be appointed for a 3 year term unless he/she is a chair in which case his/her term will be waived so one can finish his/her tenure as an officer.

Rob noted that it is most likely that you will be reappointed to the board if you are currently serving as chair, but if the board were to approve the term limits amendment (which was tabled) that wouldn't apply.

It was decided by the governance committee that a 2 year period as chair is enough training and function time to be effective in that position and serve the college's needs. There was no way that someone could be appointed as vice-chair (which implies they're taking on 4 year cycle of leadership) and complete it within a term. The governance committee did not include an automatic extension provision, where a person has to be re-appointed while an officer, but rather just enabled them to continue their term as officer and then leave the board after their term limit has expired.

Rob believed it was worse to mandate a full 3 year re-appointment when the board member would only need to fill out 1 year of the job as chair/chair elect.

Stu asked why given broad and extensive powers of chair it was up to the board to elect chairs of subcommittees.

Rob said the chair of the special events committee is by default the chair-elect and the chair of the fundraising committee is by default the treasurer. The governance and communications chairs are the only two committees that are appointed by the board as a whole.

Stu asked a question about language regarding non-members being able to serve on committees. Rob noted that it's stated that the governance committee is restricted to former and current members of the board, but doesn't state that non-members can serve explicitly in the bylaws. Rob proposed copying the sentence "at its discretion the board may appoint members to this committee for specific purposes and limited duration" and adding that after the last sentence in numbers 3, 4, and 5.

Stu also asked about the process of non-board member appointments to committees. Rob responded that board appointments to a committee are to be voted on by the board as a whole by simple majority. You only need a 2/3rds majority if it's an ad-hoc committee. It is stated elsewhere in the bylaws that all votes except where otherwise noted were a simple majority. Rob mentions this should be discussed by the next governance meeting.

A motion to amend amendment with Rob's proposed changes was made by Spozy and seconded by Thomas. The motion passes unanimously at 1:33 p.m.

A motion to approve the amendment was made by Rob. Seconded by Colin. The motion passed unanimously at 1:34 p.m.

### **Meeting Dates**

Motion to set meeting for Saturday afternoon May 25<sup>th</sup> made by Rob and seconded by Mitch. The motion passes unanimously at 1:36 p.m.

Dates for the fall meeting will be sent around by email.

Board will also need to discuss whether they want to do an in person meeting in November and an in person meeting in February or whether they want to do a phone meeting in November and an in person meeting in February. The Board will also need to decide the date for the next reunion, which we will need to discuss in conjunction with the Foundation.

Maia and Bill leave at 1:38 p.m.

The meeting was recessed at 1:40 p.m.