

# NCAA Board Meeting Minutes

## August 14, 2012

The meeting was called to order at 6:04 pm.

**The following board members were present:**

Bill Rosenberg	Rob Lincoln
Carla Eastis	Stu Levitan
Susan "Spozy" Sapoznikoff	Cindy Hill
David Banks	Maia Hinkle

**The following non-board members were also present:**

Jessica Rogers	Sarah Thompson
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**By-Laws**

Cindy Hill noted that the purpose of amending the by-laws was to clean them up by fixing typos or unclear sections. Article 3, for example, was changed to clarify the appointment terms. The number of electors was increased based on the response from the previous appointment round and the high number of applicants. Cindy stated that she did not believe the changes to be controversial.

Stu Levitan remarked on the following sections of the bylaws:

- Article 2 Section 1 was amended to the approval of the majority instead of a quorum vote
- Notice for ex-officio members was not specified in Article 3 section 1B
- In Article III Section 2C the number of members required for a quorum was changed so that the quorum number was less than the majority of the board
- In Article III Section 3 (appointment of directors at large) sections C&D should be reversed for clarification purposes
- In Article III Section 5 (removal of directors) it notes that members would qualify for removal if they fail to attend two or more meetings. Stu noted that this change does not allow for a telephonic option. He felt that the removal of Sarasota seems to allow for board meetings to be moved to some other location, but doesn't specify what type of communication counts for attendance.

Rob Lincoln remarked that if we increase the board to the fullest number possible (18 members) we would run into a problem if committee members are not able to attend, which has been an issue in the past. Changing the quorum to seven (regardless of the number of members on the board) ensures that this will not be a problem.

Cindy Hill noted that Article III Section 2C should be amended to state: "A quorum shall consist of seven (7) voting Directors, regardless of total number of Directors on the Board, attending a meeting, in person, by telephone, by proxy or via electronic communication when allowed." This clarifies that participation via telephone would count as attendance.

David Banks noted that in Article IV Section 3 (Removal; Notice) removal requires a 2/3rds majority vote of the members who are in attendance NOT a 2/3rds majority vote of all board members. This seems like it is less than the number of board members required to put someone on the board. This would require only 4 people to vote that someone be removed from the board.

Rob responded to say that this was correct but remarked that in the previous section, a person would receive 14-days-notice that they were to be voted on for removal and all board members would likewise be informed that this vote would happen 14 days prior to the meeting. Thus, board members who care if the member was to be removed should be sure to attend the meeting or send in a proxy vote.

Susan Sapoznikoff made a motion at 6:27 to accept the revised bylaws with the following revisions to be made:

- An extra comma would be taken out of Article III section 2a
- Article III Section 2C should be amended to state: "A quorum shall consist of seven (7) voting Directors, regardless of total number of Directors on the Board, attending a meeting, in person, by telephone, by proxy or via electronic communication when allowed."
- In Article III Section 3 (appointment of directors at large) sections C&D should be reversed for clarification purposes

Bill Rosenberg seconded the motion.

Discussion: Bill commended the work the governance committee has done to clean up the bylaws.

The motion passes unanimously at 6:29 p.m.

David Banks and Stu Levitan left the call at 6:30 p.m.

### **Foundation Restructuring**

Staff Changes: Johnette Cappadonna the events director for the Foundation has departed. The marketing of events and other event related tasks will be moving to the college. Linda Joffein Public Affairs is retiring and Lynn Richman will be picking up some of her duties.

Rob stated that he would be attending the executive committee meeting of the Foundation on Thursday at 2p.m. Dr. O'Shea. This meeting will be the beginning of the reorganization process for the Foundation and College. The Foundation's heavy focus on events will likely be altered to finding more direct fundraising opportunities.

**Admissions Partnership**

In the Foundation board meeting a week weeks ago Chair Howard Isermann discussed alumnae/i involvement in out of state admissions recruitment. The NCAA has been in communication with admissions and Dr. O'Shea to work out a plan to engage alums in certain target cities and encourage them to host some admissions events.

The agenda and orientation schedule will be finalized by August 17<sup>th</sup>.

Cindy Hill made a motion to adjourn at 6:47. Bill Rosenberg seconds. The motion passed unanimously at 6:47 p.m.