NCAA Board Meeting Minutes

May 2013

Board Members Present

Colin Boyle
Spozy Sapoznikoff
Rob Lincoln
Cindy Hill
Mitch Silverman
Thomas Knight
Maia Hinkle
Carla Eastis
David Banks
Hazel Bradford
Stu Levitan (joined at 9:26 a.m.)

Bill Rosenberg (joined late)

Non-Board Members Present

Jessica Rogers Shannon Duvall (joined at 11:10 a.m.)

The meeting was called to order at 9:09 a.m. Justin Bloom came in at 9:26 a.m. and left at 9:28 a.m.

Voting Reminders

Rob noted that proxy voting on board members may be counted via a voice vote but members must also submit a written statement specific to the voting issue. Current board members on the call may submit their proxy votes to Colin via email. Colin will monitor emails until there is discussion around his reappointment in which case Spozy will monitor the emails.

Mitch asked if the NCAA BOD intended to modify the bylaws to change this issue but Rob mentioned that the communications committee and Colin may want to get together to discuss technology options (such as video chat) that may replace the proxy voting.

Consent Agenda and Meeting Minutes

Rob called the meeting to order at 9:09 a.m. Spozy moved to approve the consent agenda and meeting minutes. Cindy seconded the motion. Motion passed unanimously.

Governance—Bylaw Revision to update committee rules

Currently, it is required for the full board to approve non-board member to be on a committee. Since the board only meets 4 times a year, the proposed bylaw amendment gives power to the executive committee to approve non-board member appointments to a committee after notice is given to the full board. Absent any

reason that the non-board member should not be appointed, the EC will vote. This will create a more efficient and streamlined structure.

A motion to approve proposed bylaw changes was made by Colin. Hazel seconded. The motion passed unanimously.

Appointments

Rob noted that the bylaws provide that the board has to vote on every director. The board cannot vote on a slate. To facilitate things moving forward, the board will vote on re-appointments first. This is not a sign of favoritism as the members up for reappointment were ranked in the top three spots by the vetting subcommittee.

To be clear, no later vote on new board members will depend on current board members being re-appointed. Rob also clarified that the board members up for reappointment will still have the authority to vote on appointments and other motions as each current board member up for re-appointment was appointed to a term lasting through September.

Spozy noted that under the existing by-laws the board may contain up to 18 members. The board currency has 11 openings between this year and next year. There will be no current board members seeking re-appointment next year. Spozy suggest that this year the board could appoint 6 members now and next year have the option to appoint up to 5. She also mentioned the possibility of increasing the number of directors to 21 which would open up additional appointment slots in the following year if all existing board members consider re-appointment.

Hazel asked why it was desirable to have more board members. Spozy responded that as 2015 approaches the board would have 6 slots to fill and 6 incumbents which would leave few or no slots open to those who would be seeking reappointment assuming all or the majority of current directors ask to be reappointed. The move to 21 directors will open up more slots. In addition, it would give the board a needed odd number of directors to avoid ties.

Spozy outlined that two reports were prepared on May 13th and May 23rd by the vetting subcommittee. The subcommittee looked at the appointees' non-profit board experience, entering years, diversity with regard to age, areas of concentration and geography among other factors. Based on the reviewed applications there was great consensus about the applicants. Each member of the subcommittee interviewed the board candidates with specific questions based on particular issues in their applications. The committee reconvened to report on those interviews and then came back with the rankings.

After the rankings were decided, it was discovered that one of the applicants had failed to disclose a potential conflict of interest and also had displayed a history of aggressive treatments towards others in a professional. If this information had been available during the initial or subsequent meeting of the vetting subcommittee, the

opinions reflected on May 13th report would not be the same and hence a second report was created reflecting this new information. It was recommended that in the future, all applicants be told to disclose potential conflicts of interest.

The following current board members were appointed with a majority vote for a three year term.

Cindy Hill—received unanimous votes
Colin Boyle—received unanimous votes
Maia Hinkle—received unanimous votes
Jordan Clark—received unanimous votes
Michael Dexter—received unanimous votes
Frazier Carraway—received 10 votes

Rob made a motion to adjourn until 11 a.m. Seconded by Mitch. Motion passed unanimously.

Reunions

Jessica proposed the idea of potentially hosting the reunion weekend in October. She noted that attendance in our February reunions has been relatively low, the charter classes have been celebrating their anniversary every 5 years in October, lots of other schools with sports programs usually do a homecoming in the fall, and we have family weekend, Clambake, and other events that will be around October or early November.

Historically when we've had a reunion it has been on the same weekend as a PCP. If we do decide to have on a different weekend, but that's something we need to consider. Right now the only fall PCP is the Halloween PCP.

This year, Clambake cannot be changed due to the board meeting. In addition, a few months planning is not a long enough time to get a critical mass of alums to attend. Therefore, the reunion should be held in October of 2014 instead of October 2013. This year staff will use the October PCP weekend as a "dry run" with more activities available for alums to participate in without a full reunion.

Spozy motioned to move the reunion date to October 30-November 2^{nd} of 2014 to coincide with the Halloween PCP. Seconded by Colin. Motion passes unanimously.

Stu will tell his friend that we will not be doing a February reunion music event. The NCAA may host an alum music event separate from the reunion. The board will discuss whether it's viable to do a music festival this February. Now, there will not be a large event on campus other than Valentine's PCP, it may be that there's room to put on an event. Jessica noted that we incorporate this into what Steve Miles is doing with New Music.

Board Meeting Dates

Spozy made a motion that the meeting calendar for the next year will be to hold a new member orientation and a board meeting the weekend of Sept 28, 2013. The board will then have a telephonic board meeting sometime at the end of Nov or beginning of December of 2013. There will be a meeting by phone in February 2014 and the last board meeting will be held the Saturday after commencement 2014, which will be held the last weekend in May. Colin seconded. Motion passed unanimously.

Spozy will make telephonic contact to all of the board applicants to let them know the results. She will then notify Jessica and Sarah of the news to the membership as a whole.

Meeting adjourned by Rob at 1:15 p.m.