

MINUTES

Board of Directors Meeting

February 16, 2017 | Marriott Biscayne Bay | Miami, FL

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Mark Pepera, Acting President
Chuck Peterson, Vice President
John Musso, Executive Director
Brenda Burkett, Immediate Past President
Avery Embry, 3rd Year Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Sabrina Soto, Chief Business and Leadership Officer
Angie Tombul, Executive Assistant and Governance Relations

Guests

Jim Scharff, AEDG Chair
Jay Himes, AEDG Vice Chair
Trevor Summerson, International Representative
Bill Sutter, Board Candidate
Marvin Dereef, Board Candidate
Anthony Dragona, Incoming President

Welcome and Opening Business Items

- **Call to Order**

Acting President Pepera called the meeting to order at 8:41 a.m.

- **Roll Call**

All board members were in attendance. Anthony Dragona, who will take office as of March 1, 2017, was also in attendance.

- **Approval of Agenda and Adoption of the Consent Agenda (action)**

MOTION: Chuck Peterson moved to approve the agenda and to simultaneously approve the consent agenda. Tom Wohlleber seconded. All were in favor and motion passed.

- **Board Documents** (to be handed out and signed at the meeting)

- SBO Antitrust Avoidance Guidelines
- 2017 Reasonable Effort Form
- Conflict of Interest/Disclosure Form
- Board Code of Conduct

Discussion/Action Items

- **FY 2018 Budget** – sent under separate cover (action)

Acting President Pepera reported that the executive committee met in January to review the budget and discuss parts of it with the ASBO International executive staff. John Musso discussed highlights of the proposed budget.

MOTION: Tom Wohlleber moved to approve the FY 2018 budget. Avery Embry seconded. All were in favor and motion passed.

- International Board Representative Subcommittee Update and Approval of Position Description (*action*)
Claire Hertz reported on the progress of the subcommittee. Avery Embry highlighted important points from the position description. The group discussed the points.

MOTION: Claire Hertz moved to approve the International Representative position description and time line with the understanding that continued discussion about how to better serve all international components of ASBO International membership will occur at the summer meeting and that the international representative subcommittee will continue to meet and prepare a menu of options for the board to review at the summer meeting. Angela Watts seconded. All were in favor and motion passed.

- Adrienne Arsht Center Assignments
Siobhan McMahon discussed the logistics of the off-site tour associated with the 2017 Executive Leadership Forum.
- Association Trends
John Musso and Sabrina Soto opened a discussion about trends becoming evident with ASBO International events. The group discussed ways to increase value to the attendees and offered direction for staff in looking at future meeting locations/venues. Consensus was that Monday should be removed from the layout, Sunday would be the travel day from the conference, and the conference would be held from Wednesday to Saturday with the biggest event being scheduled at the end. October (or late September) is better than early September. Chuck Peterson noted his appreciation for having this discussion and for staff seeking board input.

Announcements, Comments, and Updates

- Consent Agenda (*action*)
 - Approval of past minutes
 - September 22, 2016 Executive Committee Minutes
 - September 22, 2016 Board of Directors Minutes
 - November 6, 2016 Executive Committee Minutes
 - November 7, 2016 Executive Committee Minutes
 - November 30, 2016 Executive Committee Minutes
 - December 21, 2016 Executive Committee Minutes
 - December 17, 2016 Board of Directors Minutes
 - January 12, 2017 Executive Committee Minutes
 - Approval of Auditor
 - 2017 Bylaws Committee Roster
 - 2017 Committee Policies and Procedures
- **Announcements** (AEDG, International, President, Executive Director)

AEDG – Jay Himes noted that the AEDG would meet following the board meeting and that the discussion about the affiliate reception at the annual meeting would occur. He thanked the group for including him in the discussion.

International – Trevor Summerson reported on the state of world affairs and the impact it has had and will continue to have on the economy, which inevitably impacts schools and therefore school business managers.

He also provided a variety of updates related to international affiliates, members, and topics in general. He thanked the group for allowing him to participate in the meetings for so many years.

President – Acting President Pepera thanked the board for allowing him to serve during the interim and welcomed Tony Dragona back to the board.

Executive Director – John Musso briefly went over various points relevant to the conference and the board in general.

- **Department Updates**

Siobhan McMahon reported on the membership statistics and marketing goals. John Musso updated the board on various advocacy and legislative matters. Sabrina Soto updated the group on the SFO and recognition programs. She also updated the group on corporate partnerships and various ASBO events.

- **General Comments**

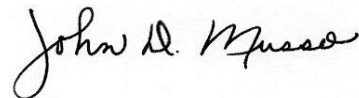
The group thanked Claire Hertz for taking notes during the discussion.

Adjournment

MOTION: Brenda Burkett moved to adjourn the meeting at 1:32 p.m. Ed Chabal seconded. All were in favor and the meeting was adjourned.



Mark Pepera, Acting President



John Musso, Executive Director



MINUTES

Board of Directors Meeting

April 20, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
John Musso, Executive Director
Brenda Burkett, Immediate Past President
Avery Embry, 3rd Year Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhán McMahon, Chief Operations Officer
Sabrina Soto, Chief Business and Leadership Officer
Angie Tombul, Executive Assistant and Governance Relations

Guests

Jim Scharff, AEDG Chair
Trevor Summerson, International Representative
Bill Sutter, Board Candidate
Marvin Dereef, Board Candidate

Welcome and Opening Business Items

- **Call to Order**
President Dragona called the meeting to order at 11:34 a.m.
- **Roll Call**
All board members were in attendance except Michael Johnston, who was unable to join the call.
- **Approval of Agenda and Adoption of Consent Agenda (action)**

MOTION: Brenda Burkett moved to approve the agenda and adopt the consent agenda. Ed Chabal seconded. All were in favor and motion passed.

Discussion/Action Items

- **Discussion: Final Details for Cuba Delegation**

John Musso updated the group about people who had signed up. Chuck Peterson noted that he and two others from his district will be registered. Brenda Burkett and Tom Wohlleber also mentioned they will be registering soon. The delegation was opened initially to the ASBO Board of Directors and the AEDG. Ten delegates are required at a minimum, so in order to ensure that the group is the minimum size, the board would like the invitation to be extended to the incoming directors and the Eagle Award winners for the past two years.

The group will discuss next steps for delegation on the May board call. They will review the agenda/itinerary, discuss possible edits to the agenda, and determine some desired take-aways for the delegation.

The group discussed some of their questions and thoughts and determined that a list of questions should be compiled and sent to the company heading up the trip. The board also noted that it will be important to communicate their experiences with ASBO members and will use social media to do so.

- **Other**

Facility Update – ASBO building is currently listed on the market and one group has been in to look at the building. If there is no real interest as of May, some renovations and repairs will begin. Chuck Peterson asked that a prioritization list of repairs and upgrades and their estimated costs be compiled and sent to the board.

Legislative Committee – John Musso noted that about a dozen applications have been received for the Legislative Advisory Committee. He commented that the decision about who will fill the vacancy will be difficult. It was suggested that perhaps the unsuccessful candidates could be added to a list to help answer questions, take media calls, etc. It was also suggested that the unsuccessful candidates be invited to attend the Joint Legislative Conference in July.

Summer Board Meeting – The board discussed the need for an immediate discussion on the topic of decreasing meeting attendee numbers and asked that it be added to the summer board meeting agenda.

Routine Board Business

- **Consent Agenda**

- Minutes – Board of Directors Meeting – February 16, 2017

- **Comments**

Board members need to send Angie Tombul their travel dates for summer board meeting and the Annual Meeting.

Board members were reminded that board comments and scores for the International Board Rep applications are due to John Musso by April 28, 2017. The board asked that a score card be created and posted in the board community.

- **Announcements**

AEDG – Jim Scharff noted that the summer AEDG meeting is drawing near. Decreased conference attendance was slated as a discussion among the affiliates and the discussion feedback from AEDG could be useful for the summer board meeting discussion.

International Representative – Trevor Summerson noted that the NASBM conference dates have been determined (November 16–17, 2017) in Birmingham. He also reported that Australia's Linda Lee has now retired.

President – President Dragona reported that he was in Colorado for their annual conference and had recently attended SASBO and PASBO. He hopes the visitation season is going well and would like to

suggest that the group put their heads together after the rush of visitations and discuss improvements to the process so that board members are being effectively used by and serving the needs of the affiliates.

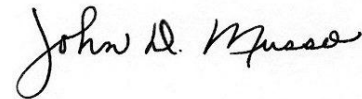
Executive Director – John Musso noted that a new community on the Global School Business Network that focuses on scams impacting ASBO members has been well received. He commented that ASBO International has further partnered with the IRS to identify these scams. He also reported on a recent Department of Education meeting that he attended.

Adjournment

MOTION: Avery Embry moved to adjourn the meeting at 12:34 p.m. Brenda Burkett seconded. All were in favor and the meeting was adjourned.



Anthony Dragona, President



John Musso, Executive Director

MINUTES

Board of Directors Meeting

May 18, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
John Musso, Executive Director
Brenda Burkett, Immediate Past President
Avery Embry, 3rd Year Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhán McMahon, Chief Operations Officer
Sabrina Soto, Chief Business and Leadership
Officer
Angie Tombul, Executive Assistant and
Governance Relations

Guests

Jay Himes, AEDG Vice Chair

Welcome and Opening Business Items

- **Call to Order**
President Dragona called the meeting to order at 11:33 a.m.
- **Roll Call**
All board members were in attendance.
- **Approval of Agenda and Adoption of Consent Agenda (action)**

MOTION: Tom Wohlleber moved to approve the agenda and adopt the consent agenda. Chuck Peterson seconded. All were in favor and motion passed.

Discussion/Action Items

- **Cuba Delegation**
John Musso reported that 15 attendees are registered to date and several additional delegates may attend. The agency will allow ASBO to leave the registration open until mid-June. John noted that he had sent information from the agency and emphasized the necessary immunizations for the trip.
- **Status of ASBO Headquarters**
John Musso noted that the building is still on the market and that the prioritization list of ASBO Headquarters repairs and their estimated costs that was requested on the previous board call was being created. He said the list would be shared with the board once it is completed. Since this was a large expense and an issue that has been facing the board for some time, Chuck Peterson recommended that a discussion be held to explore all the options before beginning any work on the building. President Dragona suggested that a discussion be held at the summer meeting.

- **Status of Future Annual Meetings**

John Musso noted that with the directive from the board, staff has been working with currently contracted hotels on renegotiating the dates of the conference and reducing the room block. A decision will likely need to be made before the end of June. Chuck Peterson requested that a cost analysis be done for the current contracts up for renegotiation. Once current contracts are renegotiated, work on contracts for 2021 and 2022 will begin. President Dragona encouraged the board to reach out to their networks and use a personal touch to encourage their networks to attend the annual meeting. He asked staff to send note cards to the board members so that the board could hand-write notes to first-time prospective attendees in an effort to boost registration numbers for first-time attendees. Staff were asked what is currently being done to increase attendance at the Annual Meeting.

- **International Representatives to the Board of Directors Approval (action)**

John Musso commented that while the board had given their consent electronically earlier in the month, an official motion and approval was necessary. Given the complexity of the international representative position's duties, the board felt it was necessary to immediately appoint a second representative. Chuck Peterson thanked Claire Hertz for her leadership of the subcommittee and the work that went into the decision.

MOTION: Brenda Burkett moved to approve that the board of directors approve Karen Starr of Victoria, Australia, and Aubrey Kirkpatrick of New Brunswick, Canada, as the two international board representatives to serve 3-year terms officially beginning January 1, 2018. Chuck Peterson seconded. All were in favor and motion passed.

Routine Board Business

- **Consent Agenda**

- Board of Directors Meeting Minutes – April 20, 2017
- Executive Committee Meeting Minutes – May 5, 2017
- Legislative Advisory Committee Members

- **Announcements**

AEDG – John Musso reported that the agenda was strong for the summer AEDG meeting.

President – President Dragona reported that he and Chuck Peterson will be at the ASBO International Headquarters for a meeting on Monday, May 22.

Executive Director – John Musso reminded the board that registration for the Joint Legislative Conference with AASA was open and encouraged them to attend. He also reminded the board to book their flights for the summer meeting and the Annual Meeting & Expo.

- **Comments**

President Dragona asked for updates on visitations. Brenda Burkett noted that she and John Musso had recently attended Wisconsin ASBO and commented on how well-run the conference was. John Musso noted he had attended Ohio ASBO and Colorado ASBO. Claire Hertz reported that she had attended the

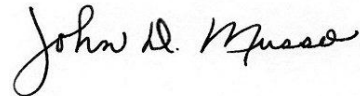
Oklahoma ASBO conference and remarked that it was a great conference with great people. She also noted that she was currently at the joint Massachusetts and Connecticut ASBO conference with Avery Embry. Michael Johnston commented that he had attended the Alberta ASBO conference. Tom Wohlleber remarked that the professional development was outstanding at the 25th anniversary Tri-State conference. Chuck Peterson reported on his visit to CA ASBO's conference. Angela Watts noted that she had attended Louisiana ASBO, Missouri ASBO, and Washington ASBO's conferences.

Adjournment

MOTION: Brenda Burkett moved to adjourn the meeting at 12:48 p.m. Angela Watts seconded. All were in favor and the meeting was adjourned.



Anthony Dragona, President



John Musso, Executive Director

MINUTES

Board of Directors Meeting

June 15, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
Brenda Burkett, Immediate Past President
John Musso, Executive Director
Avery Embry, 3rd Year Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Angie Tombul, Executive Assistant and
Governance Relations

Guests

Jim Scharff, AEDG Chair
Jay Himes, AEDG Vice Chair
Trevor Summerson, International
Board Representative
Aubrey Kirkpatrick, International
Board Representative
Karen Starr, International Board
Representative
Bill Sutter, Board Candidate

Welcome and Opening Business Items

- **Call to Order**
President Dragona called the meeting to order at 11:33 a.m.
- **Roll Call**
All board members were in attendance.
- **Approval of Agenda and Adoption of Consent Agenda (action)**

MOTION: Brenda Burkett moved to approve the agenda and to simultaneously adopt the consent agenda. Ed Chabal seconded. All were in favor and motion passed.

Discussion/Action Items

- **ASBO Headquarters Building Renovation Update**
In response to a request during a previous board conference call, John Musso reported on some of the needed repairs and estimated costs for the repairs. He stated the urgency of the roof repair and the drainage issue and noted that \$50,000 was budgeted already for some immediate repairs. The board agreed that the roof and drainage issues should be taken care of by the end of summer. John asked that further discussion on the remaining repairs and paying for the repairs be added to the summer meeting agenda.
- **ASBO Budget Form Update**
John Musso reported that the staff was working on a new budget layout that would encompass more previous fiscal years' data. Discussion ensued regarding what is sent in advance of the board meeting and to whom it would be sent.

MOTION: Chuck Peterson moved to allow staff to send the complete board packet to the board meeting guests, noting that some items may be embargoed pending board approval and any confidential documents may be removed as deemed appropriate by the president and executive director, and to announce board meeting guests present on the conference calls after the board roll call. Brenda Burkett seconded. All were in favor and motion passed.

- **2017 Suggested Legislative Priorities for ASBO International** (action)

John Musso noted that the Legislative Advisory Committee had met and put together their annual recommended legislative priorities for ASBO International. He noted that these are used for various publications.

MOTION: Claire Hertz moved to approve the 2017 ASBO International Legislative Priorities as presented. Angela Watts seconded. All were in favor and motion passed.

- **Annual Meeting & Expo 2017**

- **Result of the first-time conference discount marketing**
- **Status of the board member note cards**

John Musso reported that note cards had been received from four board members thus far and that the notecard targeted mailing would launch soon. He also reported that 27 members had taken advantage of the first-time conference discount to date. The board members and several guests consented to making personal phone calls to encourage meeting attendance.

- **Annual Meeting & Expo 2018, 2019, 2020**

- **Contract negotiation status update**
- **Selection process for keynote speakers and board input**

John Musso noted that with the directive from the board, staff has been working with currently contracted hotels on renegotiating the dates of the conference and reducing the room block. The offer received back from the Gaylord Hotel is not beneficial to the association. The board authorize staff to extend a counter offer to the Gaylord. President Dragona noted that any contract would be presented to the board before signing it.

Routine Board Business

- **Consent Agenda**

- Board of Directors Meeting Minutes – May 18, 2017

- **Announcements**

AEDG – Jim Scharff commented that the summer AEDG meeting was set for next week and that it was shaping up to be a very good meeting.

International – Trevor Summerson commented there is little to update. He noted that there was an election in the United Kingdom. He commented that he was ready to continue serving the association in whatever way necessary. Karen Starr and Aubrey Kirkpatrick shared that they were excited to be part of the group.

President – President Dragona remarked that his goal for the year was to improve the board's role in the advancement of the profession.

Executive Director – John Musso updated the group on the 9% increase in MBA applications. He noted that COE had also increased. He said that the 25th Anniversary Eagle Institute would be held July 18 to 21.

in Gettysburg, PA. He noted that the 2017 Exhibit Hall was sold out. He also reminded the board members that the 2017 Board Self-Evaluation was sent out and asked that they complete it. John noted that the FY17 Audit was nearly completed and that approximately \$100,000 would be added to the fund balance.

- **Comments**

Chuck Peterson reported that he was currently at the Montana ASBO annual conference. He commented that he would be addressing their members.

Ed Chabal noted he had attended the Nebraska ASBO annual conference and the Minnesota ASBO annual conference. He commented that he was able to set up a booth at MN ASBO and promote ASBO International.

Claire Hertz reported she had attended the New Jersey ASBO annual conference.

Brenda Burkett said that she had attended the Maryland/DC ASBO annual conference.

John Musso reported on his visit to Virginia ASBO's annual conference. He noted that he presented on the SFO program and on legislative issues and that both were well received.

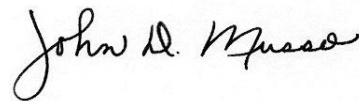
Angela Watts reported that she had attended the New York State ASBO annual conference.

Adjournment

MOTION: Brenda Burkett moved to adjourn the meeting at 12:37 p.m. All were in favor and the meeting was adjourned.



Anthony Dragona, President



John Musso, Executive Director

MINUTES

Board of Directors Meeting

August 2 and 3, 2017 | Lansdowne, VA

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
John Musso, Executive Director
Brenda Burkett, Immediate Past President
Avery Embry, 3rd Year Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Sabrina Soto, Chief Business and Leadership Officer
Angie Tombul, Executive Assistant and Governance Relations
Allison Barton-Kramer, Director of Certification

Guests

Jay Himes, AEDG Vice Chair
Rob McCulloch, Conference Direct
Glenn Eyrich, Calibre CPA Firm

Welcome and Opening Business Items

- **Call to Order**
President Dragona called the meeting to order at 8:11 p.m.
- **Roll Call**
All board members were in attendance.
- **Approval of Agenda and Adoption of the Consent Agenda** (*action*)

MOTION: Angela Watts moved to approve the agenda and to simultaneously approve the consent agenda. Avery Embry seconded. All were in favor and motion passed.

MOTION: Ed Chabal moved to enter executive session. Michael Johnston seconded. All were in favor and motion passed. The board entered executive session at 8:14 p.m.

The group adjourned for the night at 11:30 p.m. and resumed executive session at 8:13 a.m.

Executive Session

- **Board Self-Evaluation Results**
- **Executive Director Evaluation Results**

The board met in executive session to discuss the executive director evaluation with focused conversation on the auto-renew language in the contract. The board self-evaluation discussion was delayed until the September meeting.

The board resumed regular session at 10:45 a.m.

Discussion/Action Items

- **Cuba Delegation**
- **ASBO International Headquarters**
- **Bylaws Update**

The discussions around these topics were postponed until the September meeting due to time restrictions.

- **Best Practices: Common Association Document Accessibility**

Jay Himes relayed an agenda topic from the summer AEDG meeting in Savannah where the affiliate executive directors discussed their individual practices with regard to how their governance documents are accessed by the public. He noted that there was no consistency among the various affiliates who responded to the survey and participated in the discussion, but encouraged ASBO International to set guidelines for transparency.

- **Meeting Trends**

Rob McCulloch from Conference Direct joined the group to lead a discussion on industry trends, noting that while some associations may be feeling a decrease in attendance at meetings, from the hotel perspective, the number of meetings being held and the number of rooms being blocked for conferences are at a historic, all-time high, which ultimately is reflected in hotel room rates. He noted that many factors affect the cost of a meeting. He compared the cost of using a convention center to being under one roof, and discussed the pros and cons of both options. He noted that October was the most expensive and most popular month for conferences and that August was the least expensive and least popular.

- **Future Meetings**

Rob McCulloch reported that the Gaylord National Harbor had returned a proposal for the 2021 or 2022 meeting to Conference Direct with room rates of \$295 and \$304 respectively, which do not include taxes, but were inclusive of resort fees. He noted that the Gaylord would lower the existing room blocks in the 2018, 2019, and 2020 contracts if a new contract was signed with Gaylord National Harbor. He explained that the contract renegotiations that ASBO International was requesting meant a profit loss for each property in 2018, 2019, and 2020, hence the requirement to add an additional year. Discussion ensued about the risk of attrition if the contracts were not renegotiated. President Dragona asked if the Gaylord would consider a 2023 meeting at National Harbor instead of 2021 or 2022, which would somewhat space out the Gaylord properties for attendees. Chuck Peterson said that he believes the board has no choice but to approve the revised contracts with Gaylord and accept an additional contract for the National Harbor location in order to avoid the penalty of approximately \$1,000,000 that would be owed based on not achieving quotas that were agreed to in previous contracts with Gaylord. The previous contracts were agreed to years ago prior to any of the current board members being seated. Chuck Peterson noted that the cost savings that would be achieved by adding another contract with Gaylord in order to lower the room block of existing contracts for 2018-2020 was simply too good to pass up and that his preference would be a 2023 contract with National Harbor, even if that meant exceeding the \$300 threshold that the board has tried to keep room rates below when possible. The board directed McCulloch to return to the Gaylord with the request to hold a meeting at National Harbor in 2023 and to find out what dates were available.

A brief discussion about the 2021 and 2022 locations was held. Chuck Peterson requested that the board come up with a list of three to five cities to look at for these years. The group agreed that the attendees'

This shows the tracked changes from the original minutes which were approved at the September 21, 2017 meeting to the revised minutes which were approved at the October 19, 2017 meeting.

ability to walk to restaurants and other attractions was critical. Sabrina Soto reminded the group that member feedback via the 2016 annual meeting attendee survey and the 2017 all member survey indicated that members identified West Coast and Northeast as their preferred destinations. She also reminded the group that the cost implications of factors such as tax exemption and union presence must be considered.

Jay Himes commented that the affiliates were primarily concerned with air lift in these decisions.

The group consensus was:

- that the West Coast should be considered for 2021,
- they were undecided regarding 2022, and
- to proceed with negotiations with Gaylord National Harbor for 2023 in order for ASBO to reduce the current room block for 2018, 2019, and 2020 and avoid potential attrition.

- **Acceptance of the FY17 Audit** (*sent under separate cover*)

Glenn Eyrich, the ASBO International auditor from Calibre CPA Firm, briefed the board on the findings of the audit, noting that the audit went very well. He reported that internal controls were in place and were working, but that there were two isolated instances of checks over \$10,000 not having two signatures, which is required per the ASBO policy. Chuck Peterson asked what the recommended cutoff for two signatures was. Eyrich replied that the lower the threshold the better, but recommended that a list of all checks over \$10,000 be reviewed to determine if the current cutoff for two signatures was appropriate for the organization. Claire Hertz and Tom Wohlleber suggested that perhaps policy could reflect alternate, electronic approval options.

MOTION: Tom Wohlleber moved to accept the findings of the FY17 audit. Angela Watts seconded. All were in favor and motion passed.

Announcements, Comments, and Updates

- **Consent Agenda** (*action*)
 - Approval of June 16, 2017 Board of Directors Meeting Minutes
- **Announcements** (AEDG, International, President, Executive Director)

AEDG – Jay Himes noted that the AEDG had met in Savannah and had a productive meeting. He reported that there would be two joint affiliate receptions in Denver. He noted that the vice chair election for the AEDG representative to the board would take place in September.

A discussion was held relative to the relationship between the board of directors and the AEDG. Jay Himes commented that ASBO International board members held an open invitation to any AEDG meeting. Chuck Peterson asked him to please confirm that with the AEDG.

International – There was no update.

President – President Dragona recommended that ASBO reevaluate its current legal representation.

MOTION: Anthony Dragona moved to have staff put out an RFP for legal services. Chuck Peterson seconded. All were in favor. Motion passed.

President Dragona also brought up the presidential allotment, known as the “presidential bucket,” that is detailed in the Policy Manual. He noted the history behind the 2013 changes to the policy manual and pointed out that costs continue to rise, but the “bucket” continues to decrease. Per language in the policy manual for such a situation, President Dragona requested that the board approve a \$5,000 increase to the 2017 allotment, bringing that total to \$40,000, and a \$10,000 increase to the 2018 allotment, bringing that total to \$35,000. Discussion over the history of the policy and what is charged to the allotment ensued.

MOTION: Tom Wohlleber moved to authorize a one-time increase of \$5,000 to the 2017 presidential allotment and to invoke the Policy Committee to review the policy for potential edits. Ed Chabal seconded. All were in favor. Motion passed.

Executive Director – John Musso reported that AXA was up for renewal and that they had a new representative.

- **Department Updates**

Allison Barton-Kramer, Director of Certification, joined the group to provide an update on the SFO program and some initiatives that the commission is reviewing to streamline the program. Additional department updates were posted to the Network in the interest of time.

- **General Comments**

President Dragona noted that the board’s service needed to be highlighted to members and encouraged the board members to write *School Business Affairs* articles.

President Dragona asked about the unsubscribe rate relative to the upcoming ASBO International election and requested a list of the unsubscribed members. Siobhan McMahon briefed the board on the opt-in/opt-out process from a member’s perspective, as well as on the various regulations that control how member data is used and distributed.

Angela Watts remarked that the dialogue was great and that she appreciated the excitement of the group to improve ASBO International. She also thanked the staff for their hard work.

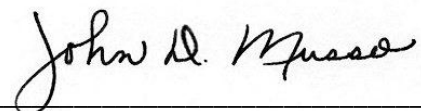
President Dragona thanked the group for their participation in what was a long, but fruitful meeting geared to improving the association.

Adjournment

MOTION: Anthony Dragona moved to adjourn the meeting at 3:24 p.m. Michael Johnston seconded. All were in favor and the meeting was adjourned.



Anthony Dragona, President



John Musso, Executive Director

MINUTES

Board of Directors Meeting

August 17, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
John Musso, Executive Director
Tom Wohlleber, 3rd Year Director
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Staff

Angie Tombul, Executive Assistant and
Governance Relations

Guests

Jay Himes, AEDG Vice Chair
Aubrey Kirkpatrick, International
Board Representative
Karen Starr, International Board
Representative
Bill Sutter, Board Candidate
Marvin Dereef, Board Candidate

Welcome and Opening Business Items

- **Call to Order**

President Dragona called the meeting to order at 11:33 a.m.

- **Roll Call**

All board members were in attendance, except Avery Embry and Brenda Burkett, who were unable to make the call.

- **Approval of Agenda and Adoption of Consent Agenda (action)**

MOTION: Chuck Peterson moved to approve the agenda and to simultaneously adopt the consent agenda. Ed Chabal seconded. All were in favor and motion passed.

Discussion/Action Items

- **Affiliate Visitations – Standardization of Process**

A discussion occurred around how a standardized process will help the board to be clear about what is expected of them. President Dragona suggested that there be uniformity in how affiliate executive directors learn about the ASBO board visitors, that the packets for the visits be disseminated in a more standardized way, and that a PowerPoint be made available with talking points to maximize the board members' visits. President Dragona requested that the 2018 Affiliate Visitations be presented at the AEDG meeting in Denver, but that this discussion continue at the September meeting in Denver.

- **Future Meetings**

John Musso reviewed the 2023 proposal from the Gaylord National Harbor and asked the board to give staff direction on next steps. The general consensus of the group was that the first option presented with dates in mid-October was the best option. Concerns over the final cost of the room per night were expressed. President Dragona asked that Conference Direct request that the Gaylord secure a lower room rate and find out whether school district tax exemption forms could be accepted as a way to off-set the sales tax rate. John Musso stated that it is unlikely that Gaylord would drop the room rate given that the rate was already lower than what was offered for the 2022 proposal. International Representatives noted that exchange rate impacts international members' ability to travel and that October dates were preferred.

It was confirmed that the meeting pattern would be changing to Thursday to Sunday moving forward. While it was noted that the board has full confidence that the staff is doing everything to keep the best interest of all the members in mind as contracts are being negotiated, President Dragona requested that this topic be added to the September agenda for continued discussion. He also requested that a new community in the Network be created to allow all the representatives around the table to be included in information that is communicated via the Network.

John Musso briefed the board on the contracted meetings to date:

- 2017 Annual Meeting & Expo in Denver, CO
- 2018 Executive Leadership Forum in Austin, TX
- 2018 Eagle Institute in Philadelphia, PA
- 2018 Annual Meeting & Expo in Kissimmee, FL
- 2019 Executive Leadership Forum in San Diego, CA
- 2019 Annual Meeting & Expo in Washington, DC
- 2020 Annual Meeting & Expo in Nashville, TN

- **International Representative Involvement**

President Dragona suggested adjusting the time of board meetings to 6:00 p.m. Eastern to make it easier for the international representatives to participate. This suggestion was well received and President Dragona asked that this be added to the September agenda to be formalized.

- **Cuba Delegation**

John Musso noted the number of delegates attending and that promotional items were being ordered. Angie Tombul stated that the hotel for Miami would be the Marriott Biscayne Bay. President Dragona noted that Bill Sutter would be joining the group for the trip.

Routine Board Business

- **Announcements**

AEDG – No update.

International – The international representatives indicated they were hoping a few more people from New Zealand and Australia would register for the AM&E.

President – President Dragona remarked that he would be assuming the Lead Delegate role on the Cuba Delegation.

Executive Director – John Musso noted that he and Siobhán McMahon have been attending the CANASBO meetings, which help with keeping staff informed as to what is going on in Canada. He updated the board on the ASBO Headquarter building repairs, stating that the roof repairs were nearly complete and that window work would be next. Musso also said that Abby Carpets has toured the building with interest in purchasing and would be talking to the zoning organization, architect, and lawyers next.

- **Comments**

There were no comments.

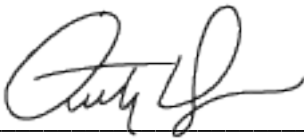
Executive Session, Adjournment

MOTION: Chuck Peterson moved to go into an Executive Session at 12:46 p.m. Michael Johnston seconded. All were in favor.

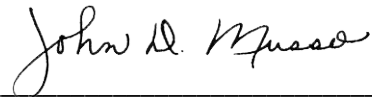
- **Executive Director Evaluation**

Motion to notify the Executive Director, John Musso that the board will not be extending his contract by an additional year as per the Board's right in Section 4 of his contract, making the termination date of his current contract unchanged as March 31, 2021. All other terms and conditions of Musso's contract will remain the same. The Board directs the Board President to notify Musso of this non-extension in writing no later than August 31, 2017, as required in the contract. **The Board also directs the Board President to include a provision in this required letter that emphasizes that this non-extension is not in any way intended to be a vote of no confidence nor is it a reflection of his performance.**

The Board came out of the Executive Session and the meeting was adjourned at 12:55 p.m.



Anthony Dragona, President



John Musso, Executive Director

Board of Directors Meeting

September 21, 2017 | Denver, Colorado

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
John Musso, Executive Director
Brenda Burkett, Immediate Past President
Avery Embry, 3rd Year Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Sabrina Soto, Chief Business and Leadership Officer

Guests

Jim Scharff, AEDG Chair
Trevor Summerson, International Representative
Aubrey Kirkpatrick, International Representative
Karen Starr, International Representative
Bill Sutter, Board Member-Elect

Welcome and Opening Business Items

- **Call to Order**

President Dragona called the meeting to order at 9:25 a.m.

- **Roll Call**

All board members were in attendance except Michael Johnston who was excused due to a family emergency.

President Dragona asked that group observe a moment of reflection for Johnston and his situation.

- **Approval of Agenda and Adoption of the Consent Agenda (*action*)**

MOTION: Chuck Peterson moved to approve the agenda and to simultaneously approve the consent agenda. Avery Embry seconded. All were in favor and motion passed.

Discussion/Action Items

- **Board Members and School Business Affairs**

President Dragona encouraged the board members to submit articles for *School Business Affairs* (SBA). He noted that all have volunteered their time and want to help members. One way to do this is to share their experiences and knowledge. He also noted that it was a good way to share their message and vision for the association. He proposed that a sign-up document be created and shared with the group so that everyone could select a topic to write on. Trevor Summerson noted that the Editorial Advisory Committee might not select the board member's proposal if a better submission was received. President Dragona acknowledged that he understood that, but wanted to strengthen the board presence in the ASBO community. Brenda Burkett commented that this was a good initiative and that it was important to show that the board members are leaders in the association.

- **Affiliate Visitation – improvement to current practice**

President Dragona said that the goal of this discussion was not to mandate anything of affiliates. The goal is to improve the experience for both the ASBO International visitor and the host affiliate. Discussion ensued on the appropriate steps to be taken by the board member and the affiliate executive director. Jim Scharff encouraged board members to do an initial reach out at least 6 months in advance of their visit to determine

with the affiliate executive director if time could be allotted in the general session for the visitor to speak or in the program for the visitor to do a session. Discussion culminated in the determination that a form letter or survey be created to send to the affiliates to gather information for the board visitor about the affiliate's expectations and to revisit the board member form of topics that board members are passionate about or can talk to. The group also asked that a one-page summary of all ASBO services with links be created. It was noted that many affiliates do not use hard copies of materials but now provide the materials electronically.

- **ASBO International – common governance document accessibility**

John Musso reported that per previous discussion, staff had created the draft policy on public reporting and transparency. He commented that ASBO International should be out in front for affiliates to model, if they see fit to do so. He requested that a first reading of the policy be completed, with the second reading and approval being done on the October conference call. Chuck Peterson commended Musso for leading the way by example and commended the AEDG reps for bringing this issue up. He also recommended that future partner contracts be drawn up to include language regarding confidentiality of the terms except for what was required by law to be provided to the IRS for the Form 990.

MOTION: Chuck Peterson moved to consider this reading the first reading of the proposed policy on public reporting and transparency with one addition about future changes to the policy being made by the executive director and the board. Ed Chabal seconded. All were in favor and motion passed.

- **Monthly Board Conference Calls – shift in timing**

President Dragona reminded the group of the discussion on the previous conference call about the timing of the board calls to hold the calls at a time that is more reasonable for the international representatives.

MOTION: Anthony Dragona moved to change the start time of conference calls to 6:00 p.m. Eastern moving forward. Claire Hertz seconded. All were in favor and motion passed.

- **Legal Services Update**

John Musso shared that staff members are completing the legal services request for proposals (RFP). He noted the proposed timeline.

- October 13 – post the RFP
- December 1 – deadline to receive the RFPs
- December – due diligence on the received RFPs
- January – interviews for finalists
- February – board to make a selection at the February meeting
- March – transition period
- April 1 – formal start date

Claire Hertz asked if the interviews were to be conducted by the executive committee or the full board and if they would be done in person or via conference call. No response was given.

Chuck Peterson asked that firms outside of the DC area be considered since much can be done by phone and email now. John Musso replied that most association law firms are located in the DC area.

- **Bylaws Review – board vacancy language and other**

President Dragona noted that any changes to the bylaws would not take effect until after the membership voted on them. Discussion occurred about inconsistencies in the existing bylaws. Chuck Peterson requested

that more specific language be added to some sections to clarify intent. Claire Hertz noted that bylaws were a governance document and should reflect the widest perspective rather than narrow down specific situations. Specific details should live in the policy manual since that manual does not require member votes to edit it. The group discussed the bylaws and possible edits. Claire Hertz suggested that a smaller group be organized to wordsmith the areas in question. It was decided that the board members who currently serve as liaisons to the bylaws committee should be the group, but that the 2018 bylaws board liaisons should also work on this task in case the work continues.

During the course of the discussion about bylaws changes, it became apparent that other governance documents also needed to be reviewed for consistency. President Dragona summarized the work to be done as:

- Election Manual (fast track the changes)
- Committee Policies and Procedure (fast track the changes)
- Policy Manual (fast track the changes)
- Bylaws (needs to be completed by Executive Leadership Forum to present the changes to the membership)

A request was made to send the manuals to the group to review in advance of the October call and for a bylaws community to be created for the 2017 and 2018 board liaisons to the Bylaws Committee.

President Dragona commented that he would like the board to have input as to who serves on the committees. Chuck Peterson suggested that an announcement be made about openings on committees and that members be encouraged to step up to serve. Brenda Burkett commented that she agreed that inclusiveness was good but that the current practice is dictated by policies and any deviation from the policy/current practice should be communicated with the members affected. Claire Hertz asked if there were appointments in limbo. President Dragona noted that the MBA committee had pending appointments that would be discussed in October.

- **Future Meetings**

President Dragona summarized the work to be done on this topic:

- 2021, 2022 Annual Meeting locations/contracts needed
- 2019 and future Executive Leadership Forum locations/contracts needed
- Future Eagle Institutes
- 2023 Gaylord National Harbor contract to be approved
- 2018, 2019, 2020 Annual Meeting contract addendums to be approved

Chuck Peterson suggested that the work be done in two steps: contract to be approved and future meetings.

John Musso updated the group on the changes reflected in the 2023 contract and the 2018, 2019, and 2020 addendums.

- 1) Previous contract listed 100% of room block – Now, there is a 10% attrition allowance for 2018, 2019, and 2020
- 2) Space availability was changed in 2018, but that was now corrected
- 3) Force Majeure language was added to 2019 and 2023 contracts to address the bathroom bills which could be a factor at that property
- 4) 2020 contract originally had a \$45,600 credit but in a revision Gaylord removed the concession. The credit has been reinstated.

President Dragona noted that this was the best of a worst-case situation and thanked Sabrina Soto and staff for the efforts put forth in securing these changes.

MOTION: Anthony Dragona moved to approve the 2018, 2019, and 2020 addendums and the 2023 contract. Angela Watts seconded. All were in favor and motion passed.

Claire Hertz thanked everyone for this work to get the best for members.

Siobhan McMahon circulated a document with survey results from the 2016 Annual Meeting and 2017 All-Member Survey relative to meeting location preferences. Chuck Peterson encouraged the group to speak freely. He began the discussion by questioning the notion that members preferred to be “under one roof,” citing the 2008 Pittsburgh meeting that was a success. He suggested that staff reach out to affiliate executive directors to help negotiate contracts for ASBO and the affiliate to take advantage of piggy-backing meeting contracts to secure a better deal for both parties.

The group discussed possible locations for future meetings, including Quebec City, Pittsburgh, San Diego, Los Angeles, Vancouver, Oklahoma City, Portland, and Anaheim. It was the consensus of the group that being under one roof was not the sole preference any longer, unique locations were most desirable, and that airlift be considered as much as possible to keep airfare costs down for members. Karen Starr recommended that the group keep current locations and coasts represented in mind as decisions about future meetings are made. For Executive Leadership Forum, it was decided that a cold location that offered a unique experience and was appealing to attendees could be considered.

Announcements, Comments, and Updates

- Consent Agenda (*action*)
 - Approval of August 2, 2017 Executive Committee Meeting Minutes
 - Approval of August 2 & 3, 2017 Board of Directors Meeting Minutes
 - Approval of August 17, 2017 Board of Directors Meeting Minutes
- **Announcements** (AEDG, International, President, Executive Director)

AEDG – Jim Scharff had already left the meeting at the time of the announcements but had left a note to be read to the group saying that he had no additional comments and that he truly valued ASBO and the board.

International – Karen Starr and Aubrey Kirkpatrick noted that they have some ideas relative to their position and would seek feedback from John Musso and Siobhan McMahon on the practicality of the ideas before sharing them with the group.

Trevor Summerson reported that NASBM was to become an institute and noted that this was a sizeable undertaking. He explained the difference between an association and an institute. He also reflected on his work as the International Representative. He encouraged the board to continue making international perspective a priority. He commented on his future plans and thanked staff, past board leaders, and the current board for their passion and support.

President – President Dragona reviewed the expectations for board members in terms of the exhibit hall and thanking vendors, but also encouraged the board to promote the Event Partner option as they talked to vendors. He updated the group on the Cuba delegation, noting that all plans were still underway despite

the recent hurricane. Discussion ensued about inoculations and documentation needed. President Dragona thanked Avery Embry and Brenda Burkett for their service to the board, noting that they would be missed.

Embry commented that he had enjoyed his time as a board member. Burkett noted that it had been a great experience.

Executive Director – John Musso and Angie Tombul reviewed the schedule for the board at the Annual Meeting. Musso reminded the group that the sponsor reception was important. He noted that American Fidelity, AXA, and Office Depot had contracts up for renewal.

Musso reported that Abby Carpet had made an offer on the headquarters building, but that it was much lower than could be entertained. He reported he would start negotiations, that a counter offer would be presented, and that the board would approve the final agreed-upon amount recommended by staff and our broker.

MOTION: Ed Chabal moved to enter executive session to discuss the board self-evaluation. Tom Wohlleber seconded. All were in favor and motion passed. The board entered executive session at 2:17 p.m.

Executive Session

- **Board Self-Evaluation Results**

The board met in executive session to discuss the board self-evaluation results.

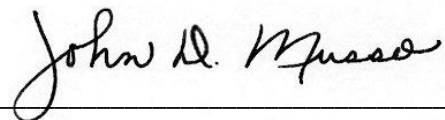
The board resumed regular session at 3:45 p.m.

Adjournment

MOTION: Avery Embry moved to adjourn the meeting at 3:45 p.m. Brenda Burkett seconded. All were in favor and the meeting was adjourned.



Anthony Dragona, President



John Musso, Executive Director

MINUTES

Board of Directors Meeting

October 19, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
Brenda Burkett, Immediate Past President
John Musso, Executive Director
Tom Wohlleber, 3rd Year Director
Avery Embry, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Angie Tombul, Executive Assistant and
Governance Relations

Guests

Jim Scharff, AEDG Chair
Jay Himes, AEDG Vice Chair
Aubrey Kirkpatrick, International
Board Representative
Karen Starr, International Board
Representative
Bill Sutter, Board Candidate
Marvin Dereef, Board Candidate

Welcome and Opening Business Items

- **Call to Order**
President Dragona called the meeting to order at 6:03 p.m.
- **Roll Call**
All board members were in attendance except Angela Watts, who joined the call at 6:10 p.m.
- **Approval of Agenda (action)**

MOTION: Michael Johnston moved to approve the agenda. Ed Chabal seconded. All were in favor and motion passed.

Discussion/Action Items

- **August 3, 2017 Board of Directors Meeting Minutes – Requested Edit (action)**
President Dragona noted an amendment to the minutes from the August 3 meeting.

MOTION: Brenda Burkett moved to approve the amended minutes. Avery Embry seconded. All were in favor.
- **Draft Policy on Public Reporting and Transparency – 2nd Reading and Approval (action)**
President Dragona reminded the board that this was the second reading of the draft transparency language.

MOTION: Tom Wohlleber moved to approve the language relative to public reporting and transparency. Chuck Peterson seconded. All were in favor.
- **2018 MBA Committee Roster (action)**
President Dragona noted that the issue at the previous meeting was not with the individuals named to join committees or lead them, but rather with the process. He would like the board to have some input into the selections and to work with the committee and staff to review the current process for selecting committee leaders and members.

MOTION: Anthony Dragona moved to approve the 2018 MBA committee roster changes: Ryan Ghizzoni serving as Chair, Christine Lee serving as Vice Chair, and Susan Harkin, Leslie Peterson, and Mike Waterman appointed as new MBA Committee members. Brenda Burkett seconded. All were in favor.

- **Policy Committee Update** (*action*)

Tom Wohlleber commented that the Policy Committee's initial charge was to review the president's allocation, but that the group also suggested a few easy immediate edits. He noted that the committee plans to continue with a full, comprehensive review of the Policy Manual to bring it more in line with current practice. President Dragona asked that all board members review the document and submit their thoughts, questions, comments so that this item can be added to the November agenda.

- **Bylaws Committee Update**

Chuck Peterson reported that the Bylaws Committee was working to create language to suggest to the board relative to board vacancies, but also will be reviewing the entire bylaws document for additional updates or edits. President Dragona asked that board members review the bylaws and submit their thoughts, questions, comments so that they can be incorporated into the committee's recommendation as well. Chuck Peterson suggested that the board use the new all-inclusive community to relay their suggestions for the Policy Manual and bylaws and asked staff to determine the best method for collecting the suggestions and edits.

- **ASBO Headquarters**

John Musso reported that there are two parties currently interested in buying the ASBO building. He noted that the board needs to be kept informed about the steps being taken, but that having a single liaison to work with staff will be less limiting to the process and will allow the appropriate next steps to happen in an expeditious manner. Musso proposed that Anthony Dragona act as the board liaison to the process. President Dragona agreed that if the board was amenable to the idea, he was willing to act as a conduit between the staff who are dealing with the sale of the building and the board who will ultimately approve the sale. Dragona noted he would be part of the due diligence that the board wanted and would relay information in a timely manner to the executive committee and board, but that this would allow for quick approval when needed.

MOTION: Chuck Peterson moved to accept the recommendation for staff to work with Anthony Dragona throughout the process with the expectation that Dragona would be reporting back to the board as needed. Ed Chabal seconded. All were in favor.

- **Affiliate Visitations**

President Dragona reiterated that the goal of this initiative was not to mandate changes upon affiliates or to control how affiliates operate in any way, but rather to formalize the process with the goal to get a little "stage time" for the board members at affiliate visitations. He noted that there were two draft forms in the packet and asked for comments or suggestions. Angela Watts commented that she was impressed with the detail in the affiliate questionnaire. Jim Scharff commented that he thought this was a very positive step by the board and that three members of the AEDG, Jim Rowan, Sharon Bruce, and Sue Lang, had stepped forward to work with the board on the project. Scharff also suggested that creating some additional guidelines for the new AEDG members would be helpful and welcomed. President Dragona asked that the questionnaire be shared with the three volunteers and that a phone call be set to begin the work with them. Dragona also thanked Jim Scharff and Jay Himes for their support and help with this.

Brenda Burkett amended the minutes prior to their approval to reflect the full comment she made.

- **Annual Meeting**

President Dragona commented that the executive committee had discussed the marketing of the next few meetings at Gaylord properties. Chuck Peterson noted that he was already hearing chatter about “why did this board approve another Gaylord?” and that he would like to see a message sent to members letting them know that this board had no choice but to approve another meeting at a Gaylord with some explanation of why that was. John Musso commented that perhaps it could be in the style of the “build your case” pamphlet – “Why the Gaylord?” or “Why another Gaylord?” Peterson reiterated that it was not fair for the current board to take the blame for a decision that they had no choice in making. Brenda Burkett commented that it was important to keep in mind that when the board is confronted with a negative Gaylord comment, that they not jump on the anti-Gaylord train, but rather use the moment to educate the member about the decision and to spread a hopeful, positive message about the many positive opportunities available to the members who come to the annual meeting. Burkett also noted that the current board should not pass the blame to past boards who made the best decision that they could make at the time they were making the decision with the information that they had. When the Gaylord Palms offered to buy out the Disney contract in return for the 2014 and 2018 meetings being held at the Gaylord Palms, it was a good deal. She noted that the past board could not have predicted that attendees would be dissatisfied with the Disney Coronado in 2010 would grow to also being dissatisfied with Orlando in general. Burkett noted that the past board could not have predicted the collapse of the U.S. economy which would ultimately result in school districts limiting travel for their employees which impacted annual meeting attendance causing the current board to deal with attrition-related issues. Burkett reminded the group that the past board, working with staff, identified locations and negotiated for concessions that would provide the best return for ASBO, which included negotiating for repeat use of the same hotel brand. This occurred with both Gaylord brand hotels and Starwood hotels. President Dragona remarked that the sooner the issue is addressed, the sooner the group will be able to move forward.

Routine Board Business

- **Consent Agenda**

- Executive Committee Meeting Minutes – September 20, 2017
- Board of Directors Meeting Minutes – September 21, 2017

- **Announcements**

AEDG – Jay Himes reported that the AEDG had recognized the retirees, Jim Scharff and Joey Montano, at their last meeting. He noted that Angie Peterman had been elected to the Vice-Chair role for 2018. Himes thanked Jim Scharff for all his contributions to the AEDG and the board. The group chimed in with thank yous and congratulations.


International – Karen Starr reported that she had been working with staff on her role and the goal of increasing international participation and membership. She also reported that the next Australian annual conference would be held November 16, 2018.

Aubrey Kirkpatrick noted that his district had begun a campaign to help schools in Puerto Rico affected by the recent hurricane. He also noted that New Brunswick ASBO was in the process of hiring a paid executive director and that an all-provincial call would be held in November; the group would meet in December with a goal of increasing Canadian membership and participation.

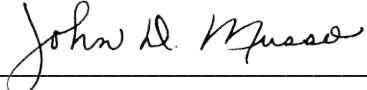
President – President Dragona gave a few brief remarks about the Cuba delegation.

Executive Director – John Musso noted ASBO International was also involved in a Puerto Rico initiative with AASA. The two organizations have been collaborating to get members from the two associations who were impacted by Hurricane Katrina and others, and who had issues dealing with FEMA during that time, to help schools in Puerto Rico that are also experiencing difficulties with FEMA.

The meeting was adjourned at 6:55 p.m.



Anthony Dragona, President



John Musso, Executive Director

MINUTES

Board of Directors Meeting

November 30, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
Brenda Burkett, Immediate Past President
John Musso, Executive Director
Tom Wohlleber, 3rd Year Director
Avery Embry, 3rd Year Director
Ed Chabal, 2nd Year Director
Claire Hertz, 2nd Year Director
Michael Johnston, 1st Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Angie Tombul, Executive Assistant and
Governance Relations

Guests

Jay Himes, AEDG Vice Chair
Bill Sutter, Board Candidate
Marvin Dereef, Board Candidate

Welcome and Opening Business Items

- **Call to Order**

President Dragona called the meeting to order at 6:12 p.m.

- **Roll Call**

All board members were in attendance.

- **Approval of Agenda (action)**

Brenda Burkett asked that the October 19, 2017 minutes which were up for approval under the consent agenda be amended prior to the motion. She wanted further clarification to her point during the discussion on Annual Meetings and past boards' decisions.

MOTION: Chuck Peterson moved to approve the agenda. Ed Chabal seconded. All were in favor and motion passed.

Discussion/Action Items

- **Future Annual Meetings – 2021, 2022**

President Dragona reported that the city survey completed by the board members to narrow down potential annual meeting sites for 2021 and 2022 was complete and that the results were to investigate Oklahoma City, Portland, Pittsburgh, Los Angeles, and San Antonio. He noted that staff would begin the investigative work and a decision could be made soon on a next location. Brenda Burkett encouraged the group to allow ConferenceDirect to do the sourcing for the locations, noting that the work is already significantly delayed given all the conversations and meetings the group has held on this topic. Tom Wohlleber said he concurred with Burkett's comment. President Dragona replied that he felt a special December meeting was necessary to continue this discussion and recommended tabling the discussion until then. Chuck Peterson added that he had not read John Musso's reply to his earlier email, but that he would argue that it is not accurate to say that using ConferenceDirect doesn't cost ASBO anything. He said that the hotels inevitably build that fee into the rate that ASBO and/or the members have to pay. Musso responded that he has spoken to several hotels flying under different flags and that they consider the percentage that goes to ConferenceDirect as a "cost of doing business." Peterson respectfully disagreed with Musso and commented that it would be naïve to think that.

Claire Hertz thanked Peterson for calling her to discuss Oregon ASBO's experience and the possibility of Angie Peterman working with ASBO International. Hertz noted that Peterman was open to helping and supporting ASBO International in any way necessary. Hertz went on to say that her personal focus in the discussion was the ASBO International membership and the increasing room rates that they are facing at the ASBO International conferences. She noted that other conferences she attends offer lower room rates through the room block than an individual would otherwise be able to secure on their own. Hertz said she was cognizant of the workload on ASBO staff and Sabrina Soto in particular with regard to sourcing conference locations without the help of ConferenceDirect, but asked if ASBO could move away from ConferenceDirect for a year. Musso replied that it was not feasible and that the longer the decision about 2021 and 2022 locations is delayed, the lower the chances for getting all the criteria met that the group wants for future meetings. President Dragona mentioned a Pittsburgh/Portland partnership wherein the affiliate executive directors from the respective states could possibly assist in the negotiations with the partner cities. Jay Himes commented that he would be happy to help, but that he didn't want to insert himself into negotiations. Burkett pointed out that not every affiliate executive director would have the interest nor capacity to assist in negotiations. The discussion was tabled.

- **Keynote Speakers at the 2018 AM&E**

Chuck Peterson thanked ASBO International staff for their work on gathering information about the 2018 keynote speakers, noting that he was thrilled that Colonel Athens would be presenting one of the keynotes. He commented that he wanted the board's input into the second keynote and hoped the group had had a chance to read the bios of the candidates.

MOTION: Avery Embry moved to approve Sally Hogshead as one of the keynote speakers at the 2018 Annual Meeting & Expo. Michael Johnston seconded. All were in favor.

- **Content Area Leaders** (*action*)

President Dragona reported that there are vacancies for some of the Content Area Leaders and that he had made a few recommendations that were included in the packet.

MOTION: Chuck Peterson moved that Tim Yetter, Bobette Sylvester-McCarroll, John Hutchison, Sharie Lewis, and Bill Hebert be appointed as a new Content Area Leaders. Tom Wohlleber seconded. All were in favor.

- **Review of progress on and timeline of next steps for:**

- a. Policy Manual
- b. Bylaws
- c. Election Manual
- d. Committee Vacancies

President Dragona recommended that discussion about the Policy Manual and Bylaws be added to the December call if there was an update to provide at that time. John Musso asked if the board was in favor of staff posting an all-member call for the committee vacancies. The board indicated they were in favor of this.

- **Affiliate Visitation Improvement Project – update**

President Dragona noted that the small subset of AEDG members had convened to review the documents for the visitation improvement project and had made several recommendations. Work would continue and a form for the board members to complete would be distributed soon.

Routine Board Business

- **Consent Agenda**
 - Executive Committee Meeting Minutes – October 17, 2017
 - Board of Directors Meeting Minutes – November 8, 2017

- **Announcements**

AEDG – There was no update.

International – There was no update.

President – President Dragona gave a few remarks on his recent visitation to the United Kingdom and noted he would be attending the Alaska ASBO meeting the following week.

Executive Director – There was no update.

Executive Session

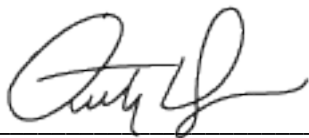
MOTION: Tom Wohlleber moved to enter into executive session at 7:01 p.m. Michael Johnston seconded. All were in favor.

The group discussed the sale of the ASBO Headquarters building and the purchase of the new building. John Musso walked the board through the contract document. President Dragona commented on the surrounding area and all that it had to offer. Claire Hertz noted that this was an exciting opportunity for the association. President Dragona thanked Musso for his work on this. Musso reciprocated with a thanks to President Dragona for the time and energy he had dedicated to the work.

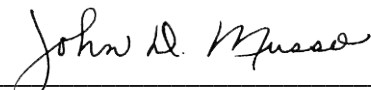
MOTION: Anthony Dragona moved to effectuate the resolution which is included on the next page. Ed Chabal seconded. All were in favor.

Adjournment

MOTION: Tom Wohlleber moved to exit executive session and adjourn the meeting at 7:23 p.m. Brenda Burkett seconded. All were in favor.



Anthony Dragona, President



John Musso, Executive Director

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
ASSOCIATION OF SCHOOL BUSINESS OFFICIALS, INTERNATIONAL
PROPOSED AT A MEETING ON NOVEMBER 30, 2017**

SALE OF PROPERTY AND PURCHASE OF CONDOMINIUMS

WHEREAS, the Association of School Business Officials, International, an Illinois non-profit association (the “**Association**”) currently owns real property located at 11401 North Shore Drive, Reston, Virginia (“**Property**”);

WHEREAS, the Association has negotiated an Agreement of Purchase and Sale (“**PSA**”) with Chelo, LLC, a Virginia limited liability company (the “**Purchaser**”) for the sale of the Property to Purchaser and a Deed of Lease (“**Lease**”) whereby the Association will lease-back the Property from the Purchaser after the settlement for up to seven (7) months;

WHEREAS, the Association is proceeding with the purchase of three (3) condominium units in the building located at 44790 Maynard Square, Ashburn, VA (“**Condominiums**”) from Buckeye Marblehead, LLLP (“**Seller**”) in accordance with the terms and conditions set forth in the proposed Purchase Agreement (“**Purchase Agreement**”);

WHEREAS, the Board of Directors of the Association (“**Board**”) held a meeting on November 30, 2017 to discuss, *inter alia*, the sale of the Property, the lease-back of the Property and the purchase of the Condominiums;

WHEREAS, a duly formed quorum of the Board was present for the meeting;

WHEREAS, the Board has reviewed and considered documentation and information relating to the sale of the Property, the lease-back of the Property and the purchase of the Condominiums; and

WHEREAS, it is deemed to be in the best interests of the Association to sell the Property, to lease-back the Property and to purchase the Condominiums.

NOW, THEREFORE, BE IT RESOLVED, that sale of the Property to Purchaser pursuant to the terms of the PSA is hereby approved;

RESOLVED FURTHER, that the lease-back of the Property from Purchaser pursuant to the terms of the Lease is hereby approved;

RESOLVED FURTHER, that the purchase of the Condominiums from Seller pursuant to the terms of the Purchase Agreement or a further negotiated version of the Purchase Agreement and other related documents is hereby approved;

RESOLVED FURTHER, that the officers and directors of the Association be, and each of them hereby is, authorized and directed, for and on behalf of the Association, to execute and deliver documents required to effectuate the sale of the Property, the lease-back of the Property and the purchase of the Condominiums, including but not limited to the execution and delivery

of the PSA, the Lease, the Purchase Agreement, a listing agreement, contract of sale, deed of conveyance, and any other acknowledgements, documents, instruments, affidavits, certificates, recordings and filings in connection with the sale of the Property, the lease-back of the Property and the purchase of the Condominiums;

RESOLVED FURTHER, that the officers and directors of the Association be, and each of them hereby is, authorized and directed, for and on behalf of the Association, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the foregoing resolutions, including, but not limited to, entering into any loan or financing for the purchase of the Condominiums (as necessary) and all documents related thereto; and

RESOLVED FURTHER, that any and all actions, whether previously or subsequently taken by the officers or directors of the Association which are consistent with and in furtherance of the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated herein, shall be, and hereby are, in all respects, ratified, approved and confirmed.

MINUTES

Board of Directors Meeting

December 11, 2017 | Phone Conference

Core Purpose: To lead the school business profession by providing growth opportunities and a network of support.

Board Members

Anthony Dragona, President
Chuck Peterson, Vice President
Brenda Burkett, Immediate Past President
John Musso, Executive Director
Tom Wohlleber, 3rd Year Director
Ed Chabal, 2nd Year Director
Angela Watts, 1st Year Director

Staff

Siobhan McMahon, Chief Operations Officer
Sabrina Soto, Chief Business and Leadership Officer
Angie Tombul, Executive Assistant and Governance Relations

Guests

Jay Himes, AEDG Vice Chair
Karen Starr, International Representative
Aubrey Kirkpatrick, International Representative
Bill Sutter, Board Member-Elect

Welcome and Opening Business Items

- **Call to Order**
President Dragona called the meeting to order at 1:02 p.m. and reviewed a board update that John Musso provided to the board prior to the call.
- **Roll Call**
All board members were in attendance, except Michael Johnston, Claire Hertz, and Avery Embry who were unable to join the call.
- **Approval of Agenda** (action)

MOTION: Angela Watts moved to approve the agenda. Brenda Burkett seconded. All were in favor and motion passed.

Discussion/Action Items

• **Future Annual Meetings – 2021, 2022**

President Dragona reopened the tabled discussion from the November 30, 2017 meeting. Chuck Peterson stated he still had concerns ~~with ConferenceDirect saying that they need to make a profit and that the profit is figured into their rate that ConferenceDirect's compensation was being factored into the room rate that they were presenting to ASBO International.~~ Sabrina Soto noted that a \$60K reduction on the final bill was originally negotiated, but due to the drops in the room block that were recently made, the amount would be decreased.

Chuck Peterson amended the minutes during the Feb. 8, 2018 meeting.

Brenda Burkett noted that current and future boards haven't been a part of this decision-making process because future Annual Meetings were determined a decade ago. She also stated that she didn't think the Board had the time to address the ConferenceDirect concern for the 2021 and 2022 meetings and suggested this could be something the Board can do for future events. Burkett noted that the RFP would return valuable information so that the 2018 board could use their very valuable face-to-face time to make a decision. She also noted that moving forward she trusts Sabrina Soto and the ASBO staff to work diligently to compile everything for the Board to review. Burkett supported the motion on the table. Sabrina Soto commented that by opening the RFP up to all property types and conference centers, ASBO would receive a comprehensive report that was all-inclusive from ConferenceDirect. Angela Watts and Ed Chabal voiced support for using ConferenceDirect to source the cities for 2021 and 2022.

President Dragona asked that ConferenceDirect have the report ready for the February meeting. He also asked that Anchorage be added to the list of cities and noted that doing so would show members that ASBO is considering all options.

MOTION: Angela Watts moved that ASBO continue using the existing vendor, ConferenceDirect, to investigate Oklahoma City, Portland, Pittsburgh, Los Angeles, and San Antonio as possible locations for the 2021 and 2022 Annual Meetings because time was of the essence. Brenda Burkett seconded. President Dragona proposed to amend the motion and add Anchorage to the list of cities. Chuck Peterson seconded the amendment. All were in favor and motion passed.

- **Eagle Institute 2019/Executive Leadership Forum 2020**

President Dragona inquired about the status for the 2019 Eagle Institute and 2020 Executive Leadership Forum. Sabrina Soto noted that the 2019 Eagle Institute was the current priority and that the Executive Leadership Forum needed to be discussed and evaluated before ASBO International contracted future years.

Routine Board Business

- **Consent Agenda**

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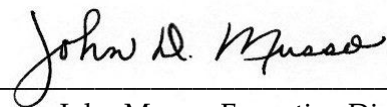
Executive Director – There was no update.

Adjournment

MOTION: Brenda Burkett moved to adjourn the meeting at 1:43 p.m. Ed Chabal seconded. All were in favor.



Anthony Dragona, President



John Musso, Executive Director