



FEBRUARY 25, 2021 | 2:00 P.M. | CONFERENCE CALL

#### **Board Members**

Ed Chabal, President  
Bill Sutter, Vice President  
Claire Hertz, Immediate Past President  
David Lewis, Executive Director, *ex officio*  
Susan Harkin, 3rd Year Director  
John Hutchison, 3rd Year Director  
David Ginsberg, 2nd Year Director  
Ryan Stechschulte, 2nd Year Director  
Wanda Erb, 1st Year Director  
Aubrey Kirkpatrick, 1st Year Director

#### **Staff**

Siobhán 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**

Brianne King, AEDG Vice Chair  
Lynn Knight, Board Candidate

## WELCOME AND OPENING BUSINESS ITEMS

- **Call to Order**

President Chabal called the meeting to order at 2:01 p.m. and welcomed the participants to the call. He thanked the group for giving of their time for this longer meeting and reminded the guests and staff that they would be excused for the executive session portion of the meeting.

- **Roll Call**

The roll was called, and all board members were present.

- **Approval of Agenda and Consent Agenda**

- December 2020 Financials
- January 21, 2021 Board of Directors Meeting Minutes
- Board Liaisons to Committees Roster
- Corporate Sponsorship Contracts:
  - Strategic Partner – Ricoh USA, Inc. 2021–2023
  - Affinity Partner – Horace Mann – 2021
  - Affinity Partner – NACo/Cybersecurity Collaborative – 2021–2023
  - Affinity Partner – Voya – 2021
  - Event Sponsor – AMBA – 2021
  - Event Sponsor – U.S. Retirement & Benefits Partner – 2021

**ACTION ITEM:** Ryan Stechschulte made a motion to approve the agenda and the consent agenda. Wanda Erb seconded. All were in favor and the motion carried.

- **Yearly Signing of Board Documents**

- Code of Conduct
- Reasonable Assurance Form
- Conflict of Interest Form
- Antitrust Avoidance Guidelines

President Chabal and David Lewis reviewed the forms and discussed their importance. The forms were signed and returned to ASBO International electronically in advance of the meeting. Given the importance of the forms and because people are comfortable completing and signing forms electronically now, President Chabal suggested that the process of collecting the completed forms occur prior to start of the new year rather than at the February meeting moving forward.

## DISCUSSION ITEMS

There were no discussion items.

## ACTION ITEMS

- **Professional Standards and Code of Ethics**

Allison Barton-Kramer reviewed the materials in the board packet concerning Professional Standards. She explained the steps that had already been taken to review the Professional Standards and noted that once the approval by the board passed, the design work would begin.

**ACTION ITEM:** David Ginsberg made a motion to approve the 2021 Professional Standards and Code of Ethics as presented. Aubrey Kirkpatrick seconded. All were in favor and the motion carried.

- **FY22 Budget**

President Chabal thanked the staff for putting together the narrative and the numbers. He noted that fiscal sustainability was a continued goal, and there are many variables impacting the reduction of the bottom line in FY22. He continued to say that the executive committee discussed a five-year forecasting plan that would be separate from the annual budget discussions. President Chabal thanked the staff for their work on the document.

Siobhán McMahon thanked the board for their initial review and their questions about the FY22 budget. She noted that staff is committed to achieving financial sustainability.

David Lewis reviewed the budget and answered questions from the group.

**ACTION ITEM:** Susan Harkin made a motion to approve the FY22 budget at the adoption level. John Hutchison seconded. All were in favor and the motion carried.

- **Board Leadership Manual**

Sabrina Soto noted that only a few minor edits were suggested to the Board Leadership Manual to bring it in alignment with the recent edits to the Policy Manual.

**ACTION ITEM:** David Ginsberg made a motion to adopt the Board Leadership Manual. Ryan Stechschulte seconded. All were in favor and the motion carried.

- **Committee Manual**

Sabrina Soto reported that a diversity and inclusion statement was added to the manual, along with a few edits to bring committee descriptions for the Ethics Committee and the Bylaws Committee in line with their current practices and to more closely align with the descriptions for the other Standing Committees. She also pointed out that a new category of committees, External Committees, was created for the GASAC committee, which was moved from the Advisory Committee section.

**ACTION ITEM:** Susan Harkin made a motion to adopt the Committee Manual. Bill Sutter seconded. All were in favor and the motion carried.

- **Committee Member Appointments**

David Lewis reported that committee vacancies were announced to all members in December 2020. He noted that interested applicants responded with applications and supporting materials which were given to the committee chairs for review. The recommendations in the board packet were provided by the committee chairs and vice chairs.

**ACTION ITEM:** John Hutchison made a motion to appoint members to the Legislative Advisory Committee, Editorial Advisory Committee, Bylaws Committee, and Ethics Committee as recommended by the respective chairs to the committees. Wanda Erb seconded. All were in favor and the motion carried.

## REPORTS AND UPDATES

- **President's Report**

- **In-Person and Virtual Components for AC&E 2021**

President Chabal noted that given the number of districts facing significant budgetary restrictions, in addition to state/provincial travel restrictions and apprehension about traveling and in-person meetings, staff is anticipating lower in-person attendance in Milwaukee. He noted that staff is committed to meeting all members' needs and is planning for an in-person event in Milwaukee followed by a virtual component a few weeks later. Sabrina Soto said the keynote speaker would be recorded and used in the virtual event, along with some of the sessions. She also noted that there would be some live-streamed sessions and some pre-recorded content and that school business officials who attend the in-person event will receive complimentary access to the virtual event.

- **2021 Board Work Plan**

President Chabal reviewed the 2021 Board Work Plan and annual calendar, noting that much of the work to be done in 2021 was a continuation of work from the previous year.

- **Board Member Reports**

Bill Sutter reported that the Policy Committee will be meeting soon to review the final sections of the Policy Manual.

Aubrey Kirkpatrick reported that he had attended his first MBA Advisory Committee Meeting as a board liaison.

- **Affiliate Executive Directors Group Representatives' Report**

Brianne King, vice chair, reported that the New Hampshire event had been cancelled and that the AEDG is exploring the possibility of meeting in Texas instead. More information will be available after the March AEDG meeting.

- **Executive Director's Report**

- **Strategic Governance Symposium 2021 Recap/Overview**

Siobhán McMahon reported that there were a record number of participants for the event given the virtual format and the group rate that was offered. Staff has received several emails expressing how valuable the virtual format was for some affiliates who brought their full board, which wouldn't have been feasible for an in-person event.

- **Strategic Plan Metrics Update**

Siobhán McMahon reviewed the Q3 Strategic Plan metrics.

**ACTION ITEM:** Susan Harkin made a motion to go into executive session. David Ginsberg seconded. All were in favor and the elected board members and David Lewis went into executive session.

## EXECUTIVE SESSION

- Executive Director Evaluation
- Board Self-Evaluation

The board discussed the executive director evaluation and the board self-evaluation results.

**ACTION ITEM:** David Ginsberg made a motion to resume regular session. Susan Harkin seconded. All were in favor and regular session was resumed.

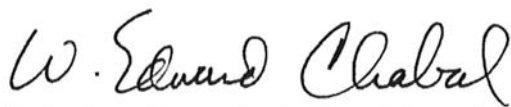
## REGULAR SESSION

The board resumed regular session to make the following motion.


**ACTION ITEM:** Aubrey Kirkpatrick made a motion to grant a 2% cost-of-living increase to executive director David Lewis for the 2021–2022 year in addition to the bonus as per the executive director evaluation instrument. David Ginsberg seconded. All were in favor and the motion passed.

## ADJOURNMENT

**ACTION ITEM:** Bill Sutter made a motion to adjourn the meeting. Susan Harkin seconded. All were in favor and the meeting was adjourned at 4:10 p.m.



Ed Chabal, President



David Lewis, Executive Director