

CDS Board of Directors Meeting – March 18, 2020, 12 noon to 1 p.m. Central Time USA

MINUTES:

Quorum present with the following Board members in attendance: Maryam Ahmadian, Anthony Cook, Justin Fallon Dollard, Huston Gibson, Lisa Gilchrist, Cornel Hart, Jane Leonard, Kurt Mantonya, Margaret Stout, Eric Trevan

Chair Leonard called the meeting to order at 12:02 p.m. Central Time USA

1. Approve January 8, 2020 CDS Board meeting minutes. Motion to approve by Margaret Stout, second by Eric Trevan. Motion approved unanimously.
2. Action: Discuss and ratify recommendation from Feb 25, 2020 Executive Committee Meeting to appoint Eric Trevan as CDS Executive Leadership Fellow. Eric Trevan left the meeting before discussion began. Motion to ratify Executive Committee recommendation made by Huston Gibson, second by Margaret Stout. Ratification passed with 7 ayes and 1 nay.

Note: Before a second to the motion was on the floor, discussion on the recommendation centered around two points brought up by Director Stout.

The first point: While she expressed support for the candidate selected, Director Stout also expressed her opinion that there hadn't been adequate transparency between the work of the Executive Committee (officers of the CDS Board) and the CDS Board during the process to seek candidates and select the recommended candidate. Chair Leonard responded that the CDS Board had met on January 8, 2020 and empowered the Executive Committee to seek candidates and review the applications. The call for candidates went out (in the January 2020 Vanguard). The process to review the 7 applications received occurred in mid-February after the application deadline, including due diligence on references for and interviews with the two finalists. The Executive Committee made their recommendation after extensive discussion during their February 25 meeting. (Note: The Bylaws of CDS empower the Executive Committee to exercise the authority of the Board of Directors in the management of CDS between meetings of the Board of Directors, with decisions subject to ratification by the Board, which is what led to the March 18, 2020 Board meeting to ratify actions of the Executive Committee.)

The second point: While the intent of the Fellowship was discussed at the January 8 Board meeting, and the position description was reviewed at that time by the quorum of Board members present, at the March 20 meeting of the Board, there remained some confusion as to the scope of the position and the type of candidates sought for the role. Here is an excerpt from the published position description which went out with the notice for applicants:

"The CDS Board of Directors intend to transition the organization from a largely volunteer based organization to one supported by dedicated staff. The fellow will serve in the capacity of Executive Director and assist the board in this transition through recruiting members, sustaining and promoting membership, leading development efforts, supporting financial management, facilitating board governance, and coordinating and/or conducting research. The fellow will serve a 2-year appointment (with an optional

third year depending on available funding) and will be located remotely. However, the selected individual will need to establish a mailing address to receive CDS correspondence, use a mobile phone to access the CDS toll-free number, and able to regularly access the internet. The fellow will receive a stipend of \$4,000 per month, a WiFi enabled laptop with MS Office installed, and an allowance for travel to the CDS annual meeting and up to three additional related conferences annually with approval by the CDS Executive Committee. The fellow will report to the CDS Board Executive Committee with the Vice Chair of Operations providing direct supervision. ”

3. Eric Trevan returned for the rest of the Board Meeting. In accepting the position as Executive Leadership Fellow for 2020-2022, he asked the CDS Board to accept his resignation as CDS Treasurer. Motion to accept Trevan's resignation by Director Hart; second by Secretary Cook. Passed with Trevan abstaining

4. Chair Leonard asked if Secretary Cook would be willing to serve as both Secretary and Treasurer in the remaining months of the current Board term (the CDS Treasurer position will be up for election in the 2020 Board elections). Cook said he would. Motion by Director Mantonya to appoint Cook as Treasurer until the 2020-2021 CDS Board is seated in July 2020; Director Ahmadian seconded the motion. After some discussion on the possibility of combining the Secretary and Treasurer roles into one Secretary-Treasurer role permanently (which requires a bylaws change), Chair Leonard called the question and the motion to appoint Director Cook to the dual roles until July 2020 was passed.

4. Discussion on COVID-19 impact on Annual Conference. (Note: the Local Host Committee, after conferring March 13 with CDS officers, posted [a message in the FAQ for the event registration website that the conference is still planned as scheduled in July.](#) Director Huston brought up the idea that if the conference does not happen this year in Fargo because of the COVID-19 impact, that we could consider Fargo for either 2021 or 2022 (currently, Portland, Oregon, USA is the expected location of the 2021 annual conference). Director Hart discussed the challenges that international members may encounter for travel to and from the USA even if this year's conference goes on as planned in Fargo in July. She will be consulting with the CDS International Committee soon.

5. Meeting adjourned at 1:42 p.m. Central Time USA