



## **CDS Board of Directors**

*Friday, January 18, 2019*

*6:00pm - 8:00pm (EST)*

### **Participants present:**

- Cindy Banyai
- Jane Leonard
- Huston Gibson
- Caitlin Bletscher
- KP Williams
- Daniela Mattos
- Jim Cavaye
- Michael Fortunato
- Justin Dollard
- Margaret Stout
- Lisa Gilchrist
- Wilson Majee (late)
- Maryam Ahmadian (late)

### **Not present:**

- Kurt Mantoya
- Eric Trevan
- Leanne Avery

## **Meeting Minutes**

**Cindy Banyai called the Board of Directors meeting to order on 6:03pm (EST).**

### **A) Welcome & Introductions**

### **B) Approve November Board Meeting Minutes & Review Meeting Notes from Unofficial December Meeting**

Jane Leonard motioned to approve both meeting minutes (November and December unofficial Board meeting); seconded by KP Williams. Discussion (see below). Unanimously approved; Cindy abstained.

**Discussion:** Margaret Stout commented that there was some repetition of verbage (p. 3); CDS

Managing Director confirmed that this was a technical error on the PDF and the repetition would be removed.

**C) Bylaws Report (ad hoc Governance and Policies committee) – Margaret Stout & Jane Leonard**

**Action:** Approve changes to the bylaws. Publish them in the February Vanguard for comments and then final blessing by the members at the CDS conference in July. (*This would also include, at the 2019 CDS Business Meeting, the blessing of the membership to retire our Constitution as a historic CDS document – it is now covered by Articles of Incorporation & Bylaws, and no longer required by existing Missouri non-profit law*).

Margaret reviewed the presented bylaw changes that came from the P&G Committee Members and Chairs. Some challenges were raised. Michael suggested that the Board was fairly large and the size might be unstable. Stemming from this conversation, Margaret, Jane, and KP addressed changes of Board size (quorum, participation and engagement, balancing the number of directors and officers) - suggestions include going from 14 (even) to 11 (odd) Board members, which included Journal Editors as non-voting members. Margaret addressed issues of staggering Board leadership, which included stepping down early by the following members: Kurt, Margaret and Caitlin.

Jim made a motion to accept the current edited bylaws (as they are written) in the meeting packet and minutes of this meeting, including the changes as discussed in the Board of Directors meeting, to present to the membership for further discussion at the Annual Meeting. Daniela seconded. Discussion (below). Motion was unanimously approved; Cindy abstained.

**Discussion:** Jim Cavaye made a comment about ensuring the use of gender neutral language. Eric Trevan requested to include a section on confidentiality (Article 10, Section 1); several Board members questioned if this is in alignment with asking CDS members to attend in Board meetings. The Managing Director clarified that the confidentiality piece was submitted on Eric's behalf - he elaborated that the conversations between Board members remain within the Board. Margaret Stout suggested if we could elaborate on that, to include "Officers **outside of Board meetings** shall be confidential." Members agreed that this confidentiality section doesn't have to do with how the organization runs, but how Directors and Officers should behave, which should be added to the Board Procedural manual accordingly. Cindy Banyai mentioned the importance of the language out to CDS members when distributing these bylaw changes via the Vanguard; we need to have clear message outlining the significant changes and why they were made.

KP Williams motioned that the seat previously held by Peter Mutia, the seat currently held by Margaret Stout, and the seat currently held by Kurt Mantoya will expire one year earlier than normal, at the Annual Conference. Michael Fortunato seconded. No discussion. Unanimously approved. Cindy abstained.

**D) CDS 2019 Budget Report & 12 Year Fiscal Plan – Managing Director**

**Action:** Approve a budget for the 2019 year that includes the 2019 Annual Conference Budget and "prioritizes Executive Director over all other organizational costs" (staff and Treasurer). Adopt a 12 Year Fiscal Plan that prioritizes membership recruitment and retention over all other organizational priorities (staff and Treasurer). (*The 2019 Annual Budget and Fiscal Plan has*

*been created by Eric, Justin, and our CPA and is attached to this board email, along with memos. The 2019 conference budget is very modest on the expense side and sponsorships are coming in -- so we will either break-even or make a small profit, depending on attendance!)*

The Managing Director reviewed the document, emphasizing the decline of CDS membership. There is still not enough members to justify the overhead in CDS, specifically with the high costs of technology (IT budget, close to \$24K). He asked what are the essential operating requirements of CDS, based on the current membership level and where could we make deductions in operations (that wouldn't impact our service to membership)? He highlighted the following items: Board travel to annual retreat, President's expense account, staff travel, and technology budget.

**Margaret Stout motioned to accept the 2019 budget, as presented to the Board of Directors by the Treasurer and Managing Director. Seconded by Jim Cavaye. Discussion (below). Unanimously approved.**

**Discussion:** Concern was raised regarding varying membership fees (based on Journal) - the Board would like to see various structures outlined in the fiscal plan (not in the current budget proposed). Concern was also raised regarding our current use of technology as unnecessary and insufficient.

#### **E) Communique to CDS Members – Caitlin Bletscher**

**Action:** Approve the communique. This communique will accompany the revised bylaws in February's Vanguard.)

**KP Williams motioned to approve the communique as presented by Jim Cavaye during the Board of Directors meeting. Caitlin Bletscher seconded. Discussion (below). Unanimously approved.**

**Discussion:** Signatures do not need to be included in the document, but simply names of those committed to the document. All those on the Board Meeting call indicated their willingness to have their names on the document: Caitlin, Jane, KP, Cindy, Daniela, Jim, Huston, Margaret, Michael, Maryam, and Wilson.

#### **F) Update on CD Practice Journal Editorship – Caitlin Bletscher**

The Communications Committee is pleased to announce Annie Cafer as our new CD Practice Journal Editor. Annie is not only a current member of the Communications Committee, but is going to be a quality Editor moving forward. Interviews were held by the Committee for a final vote; Annie is currently in communication with transitioning into this new role.

#### **G) Update on the 2019 contract with Taylor & Francis – Managing Director**

Proposal has been submitted and hope that CDS can create revenue from additional sources beyond the Taylor & Francis CD Journal - no action required now, but scheduling before July to review the proposal. Discussion was had on the need to strategically outline the relationship between the Board and Journals - how to structure membership fees and access to the Journals. Justin mentioned that this has come up before and a significant question to address in the spring, in relation to the contract with Taylor & Francis.

#### **H) Finance Committee Update – *Michael Fortunato***

Michael has been working with past Finance Committee Chairs to help define the role of the Finance Committee (and as it differs from the Treasurer) - so they would like to create a procedures and policy document (new Finance Committee members and new Treasurers). Justin recommended to look at the Committee in relation to the current Managing Director and assisting CPA, as the POG is very unclear about the level of involvement.

#### **I) Update on 2019 conference and awards – *Jane Leonard and Maryam Ahmadian***

The Conference Committee has gained \$29,500 in sponsorships, with some still pending. Mobile Workshops are being developed; submissions (over 100 in research and education/practitioner) are about to be reviewed. All three plenary sessions (including speakers) are confirmed. Promotional and marketing material is forthcoming; challenges with website for registration were discussed.

Maryam Ahmadian distributed an email to the Board that included a Awards Committee report - she asked if it would be possible to have an email blast to ask all members to nominate themselves or others for awards (the Managing Director confirmed this can be done through Constant Contact). Huston Gibson asked if there was a possibility to celebrate those who have contributed significantly to CDS (and community development at large) that are recently retiring at the Annual Conference in Missouri.

#### **J) Staff Search Ad Hoc Committee report – *KP Williams***

With changes to this position description within the current bylaws, there is some hesitation with moving this position forward, considering budget constraints. As voted by the Board, our current Managing Director accepted to continue his position until the end of February 2019, so decisions will be need to be made fast.

**KP Williams motioned to adjourn the meeting; seconded by Caitlin Bletscher. No discussion. Unanimously approved.**

**January Board of Directors meeting was adjourned at 8:32pm (EST).**

**The February Board of Directors meeting will be held on Friday, February 15, 2019 at 6:00pm (EST).**

These minutes were approved by the CDS Board of Directors during the February BOD Meeting on Feb. 15, 2019.