



November Board of Directors Meeting  
*Friday, November 16, 2018*  
6:00pm - 8:00pm (EST)

**Meeting Minutes**

**Participants**

- Daniela Mattos
- Huston Gibson
- Jane Leonard
- KP Williams
- Michael Fortunato
- Cindy Banyai
- Margaret Stout
- Wilson Majee
- Kurt Mantonya
- Leanne Avery
- Lisa Gilchrist
- Justin Fallon Dollard
- Maryam Ahmadian
- Jim Cavaye

Meeting notes taken by Justin Fallon Dollard, CDS Managing Director.

Jane Leonard called the roll and determined a quorum existed.

**Call to Order (Cindy Banyai) at 6:05 pm (EST)**

The meeting was turned over to Jane Leonard serving as meeting facilitator. Jane reviewed the agenda and asked if any other business items needed to be added. No additional items were presented.

**Approval of October Board of Director Meeting Minutes**

KP moved, ? seconded. Discussion on Board retreat related to the minutes? Board meeting minutes were unanimously approved; Cindy Banyai and Michael Fortunato abstained. (Note that the vote occurred out of order just prior to adjournment).

Jane then turned the meeting over to Margaret.

### **New Business**

1. Revision of CDS Bylaws: Policy and Governance Ad Hoc Committee (Chair: Margaret Stout) – see attached proposed revision.

Margaret stated she has helped other nonprofits with Bylaws and worked from a template she uses. Jane stated the proposed revised Bylaws also received review from an attorney in Missouri, Tom Wack (sp?). The CDS Constitution was drafted prior to the first board writing and adopting the CDS Articles of Incorporation and the Bylaws.

Jane stated that Tom noted that the CDS Constitution no longer relates to Missouri law and he suggested it be formally repealed as it is unnecessary. The repeal could occur during the 2019 annual meeting and Tom offered to attend and answer questions. Jane accepted his offer. Should the board vote to repeal then it can be put to the general membership ahead of the annual meeting. Jane noted that the revised Bylaws does not reference all committees and Jim Cavaye was concerned that this would eliminate the international committee. Jane stated that the POG would be the location of most committees. Margaret added that the revised Bylaws would include standing committees necessary for CDS operations. Margaret stated that she wanted there to be a formal process for member feedback should the Board pass the revision in December. This would include publication in the Vanguard and opportunity for comment. Margaret also asked if the process is more transparent compared to that under the previous board. KP stated that Board is off to a better start on process compared to last year. Margaret asked KP to make a recommendation as how to receive comments. KP recommended creating a new G mail account to receive comments. Jim suggest that a webinar could be a proactive means to receive feedback. Huston asked how will comments, including disagreement be resolved. Margaret stated that a simple Board majority vote is one means or a super majority of the Board if that helped the membership, but it is the duty and responsibility of the Board to make the decision. Margaret stated if the Board approved the revision in December, published in the Vanguard, and if needed would approve a second revision for publication in the Vanguard. This could happen in April. The annual meeting could serve to ratify the revision by the membership. Huston asked what happens if the membership did not want to ratify. Margaret stated ratification is not required to adopt the revised Bylaws, only the Board needed to approve and publish in the Vanguard. Justin Fallon Dollard stated that if the Board wanted ratification as a requirement, the Board may want to include that in a motion to adopt the revised Bylaws. Margaret stated that she would not want the Board to adopt ratification language as it would hamstring the ability of the Board to take action in a timely manner. Jane concurred. Justin stated that the Board should then avoid using “ratification” to describe how the membership would review the revised Bylaws. There was additional discussion on how to include the membership in the Bylaws revision process. KP suggested setting deadlines for comments so the membership understood their responsibility. Margaret and Jane agreed with KP.

Margaret went through the proposed revision, with Jane taking notes on comments. (Will these be made available to the Board?).

The proposed revision includes moving the Treasury and Secretary from three-year terms to two.

There was discussion about how the line of succession works when a resignation occurs and how the vacancy would be filled in a manner different from current practice.

Leanne Avery had concerns about CDS journal editors (CD Journal, Vanguard) who currently serve as ex-officio board members being moved to non-voting under the proposed revision. Margaret stated there is difference between board members are voted in by the membership and representing the membership in decision making whereas as the journal editors are appointed by the board. She mentioned that Bylaws do not grant voting and the POG only states ex-officio and the proposed revision makes clear distinction on voting whereas it is not clear now. Leanne stated that under President Brian Hains, the board had granted voting rights to ex-officio directors. Leanne provided the example of the editorial assistant to being paid in a timely manner by the CDS Business Office and without receiving representation from the Journal editors as voting Board members the problem would not have been resolved. Leanne described how expectations of the Journal editors to attend Board meetings had changed over the years and Jane concurred and recognition that this added additional time beyond the journal work. Leanne agreed to take the proposed change back to the CD Journal office to consider.

Jim agreed to look at the Committee language.

Margaret noted that super majority is not required by the State of Missouri. Huston asked how is that defined. Margaret responded 2/3 majority.

Jane stated that Tom could draft language that is not ratification but could serve in a similar function that recognizes the membership. Additionally, the attorney thought the Articles of Incorporation and the proposed, revision to the Bylaws were relating well to State of Missouri law.

KP asked that the Board keep in mind that adoption of the Bylaws would affect terms of the Treasurer and Secretary and the elections.

KP agreed to think about how elections are described in the Bylaws, including notification requirements.

Jane closed the discussion.

## 2. CDS Communiqué/Strategy Draft (Jim Cavaye) – see attached

Jim provided an overview for the need for the communiqué and the rationale for how it is structured. The first part is what happened, how it is being managed, and how cost savings could occur. The second part focuses on membership engagement and recognizing concerns of the membership, provide a means for the membership to be heard, and to development membership outside of the annual conference. An outreach committee could be one opportunity or it could be part of the membership committee Jim added. Jim also suggested the partnership with IACD

could help with membership develop. Finally, engaging the past presidents would be part of the outreach. Jim stated that he has discussed this with Michael, including the financials.

Michael reiterated what Jim had stated and that the strategy will guide how CDS is responsibly managing the finances and communicate that the Board takes borrowing from the SIF seriously.

Jane asked how the communique would be delivered and when. Jane also asked what was the status of funds transfer from the SIF to CDS operations. Justin stated that the transferred had occur and Eric (Treasurer) was provided a current list of outstanding payable, nonconference / operations, and conference and intended to cut checks over the weekend or early next week pending review and approval from Eric.

Jane, Jim, and Michael further discussed how to draft the communique/strategy. The Board could email Jim and Michael with any comments. Lisa stated the Vanguard was one means to distribute but also email [blast] could be more appropriate given the purpose of the Vanguard.

Jim asked if there were any top-level concerns. Margaret stated that another committee (outreach) did not seem necessary. Michael stated that any kind of outreach could probably fall under the Membership / Marketing committee. Jim suggested that outreach is a function not necessarily a committee. Margaret stated that the communique/strategy draft may need to be differentiated. Justin stated that the Board had adopted a Finance Committee recommendation to develop a 2030 budget and budgeting and strategic planning go hand in hand as budgets should support organizational goals and those should be strategic in nature.

Jane closed discussion

### **Old Business**

No old business discussed.

Jane opened the floor to other matters / announcements.

A question was raised on the 2019 conference and call for proposals and the extension deadline. Margaret stated that it appears to apply to just one proposal item as the others had a later deadline. Jane stated that it applied to all but would check.

### **Adjourn**

Motion to adjourn. KP moved, Margaret (?) seconded. No discussion. Adjourned. Motion was unanimously approved to adjourn the October CDS Board of Directors meeting at 7:58pm (EST).