

MINUTES OF BOARD OF DIRECTORS MEETING

February 20, 2014
By Phone
11:30 AM CST

President Pam Lenane, called the meeting to order on Thursday, February 20, 2014 at 11:35 AM Central Time.

Board Members present: Pam Lenane, Don Templeton, Elaine Yungerberg, Maribeth Wright, Paula Drummond, Harry Huntley, Corinne Johnson, and Dennis Reilly.

Board Members absent: Paul Williams, Jr.

Also in attendance: Nichole Doxey (Left the meeting at 12 noon)

The following items were discussed:

1. Approval of Minutes of the meeting of December 6, 2013

Corinne Johnson moved to accept the minutes. Dennis Reilly seconded, and the motion was unanimously approved.

2. Bylaw Revision

The President asked Maribeth to report on the bylaw revision. A copy of the bylaws, with changes, had been distributed to the Board prior to the meeting. Maribeth said that the Governance Committee, with Linda Beaver (Nebraska Authority) as Chair, has been working for about a month on these proposed changes. Julie Arvo MacKenzie, of the Arizona Health Authority, was instrumental in reworking the bylaws to make all the sections more consistent. Maribeth summarized the changes as follows.

1. Provisions dealing with meetings—changed to reflect the consensus of the membership responding to the Fall survey relating to setting quorum;
2. Election of officers and directors—qualifications changed to remove the requirement of designated issuing type of authorities on the Board;
3. Electronic attendance—to add provisions that allow flexibility in attending and rescheduling meetings and to allow for electronic attendance for the purpose of quorum and voting;
4. Meeting and Notifications—to provide for a larger window of time in which to hold the Annual Meeting and to reschedule if necessary and to clarify the types of meetings along with the required notice periods;
5. Amend Bylaws at any meeting—ability to use any meeting, not just the Annual Meeting, to propose a bylaw change to the membership.

The Board determined that there was no need to accept the changes by vote, but the consensus was that the changes that the Governance Committee recommended were all acceptable and ready to be presented to the Membership by email tomorrow so that the 30 day notice requirement would be met.

The President, before proceeding on with the Treasurer's report, allowed the discussion of the 2015 conference location changes. In completing the RFP's for conference locations, it was determined that Alexandria, Virginia would be a more attractive location than Annapolis, Maryland for the 2015 Spring Conference. In addition, it was proposed that the 2015 Fall Conference location be changed from New York to Seattle. Discussion followed on why these changes were proposed and the Alexandria, Virginia location was said to be more convenient to Washington, D.C., and the conference hotel was closer to the airport and offered a complementary airport shuttle. The 2015 Fall Conference location change to Seattle was offered because of a lack of Authority host at the previous location, so Donna Murr offered to host that conference in Seattle. The dates for the Spring Conference are April 15-17, 2015, but the Fall Conference dates have not been determined.

Paula Drummond made a motion to accept these conference location changes as presented. Corinne Johnson seconded and the motion was unanimously approved.

The President then asked Don Templeton for the Treasurer's report. Don reported that the projected loss for FY 2014 is \$16,000 and the projected ending cash at June 30, 2014 is \$385,000. Don's suggestion is to cut expenses or raise revenues and on that note turned the floor over to Maribeth who has been working with the Strategic Implementation Committee on proposals for income and expense scenarios.

3. Discussion Items

Maribeth reported that the Strategic Implementation Committee has struggled with the options that exist for creating a break even budget. There is an overall desire not to raise membership dues but try to raise membership numbers. However, in two years there has only been two Associate Members added. One option for increasing dues would be to create a tiered membership system. For example,

Tier 1 (11 Authorities) @ \$5,000

Tier 2 (9 Authorities) @ \$4,000

Tier 3 (19 Authorities) @ \$3,000

There was discussion related to the income/expense scenarios presented and Maribeth offered to revise and consolidate the options and resubmit to the Board.

Pam commented on Don Templeton's earlier email to the Board in which he opened the discussion of the line item expense for the lobbyist, Chuck Samuels. Discussion ensued on options for this expense item that consumes 71 percent of the budget. There was a suggestion made on cutting the contract amount to \$100,000, just because that is what NAHEFFA could afford at this time, or possibly going out with an RFP to see what the market is for lobbyists in Washington. Maribeth was going to try to locate the contract that NAHEFFA had with Chuck and others were going to ask around to find what other organizations pay for lobbyist's services.

Since there were so many unknowns at this time relating to the lobbyist contract and services, the Board rescheduled a meeting for the following Thursday, February 27th at 10:30 CST. It was recommended that Bob Donovan be invited to attend this meeting to report to the Board what efforts the Advocacy Committee has undertaken in the past couple years and point out what involvement Chuck Samuels has had in those efforts. It was the feeling of the Board that it has a responsibility to spend the funds of NAHEFFA wisely and look into this expenditure even though it appears that the contract is being adequately fulfilled.

4. Adjournment

There being no other business, the meeting was adjourned by unanimous vote at 12:30 PM, *CST*.

Secretary
Elaine Yungerberg