

## MINUTES OF BOARD OF DIRECTORS MEETING

January 12, 2015

Conference Call

11:30 a.m. CST

President Mike Stanard called the meeting to order on Monday, January 12, 2015 shortly after 11:30 a.m. CST.

Board Members present: Mike Stanard, Don Templeton, Paula Drummond, Corinne Johnson, Dennis Reilly, Donna Murr, and Rebecca Floyd. Nichole Doxey and Steve Corbin were also on the call.

1. Approval of Minutes of the Meeting of September 11, 2014

Mike welcomed everyone, and asked if there was a motion to approve the September 11, 2014 minutes; Corinne moved approval and Dennis seconded. Mike asked if there was any discussion; and hearing none, the minutes were unanimously approved.

2. Financial Report:

Mike asked Don and Steve to provide an overview of the audit. Don discussed the Auditor's recommendations regarding better internal controls relating to segregation of duties, including requiring that at least two individuals review expenditures as well as dual signatures on checks. Don and Steve provided an overview of the new procedures implemented in response to the recommendations, and noted no other significant audit findings.

Don asked if there were any other questions from members, and hearing none, requested acceptance of the audit; Rebecca moved to accept the audit, and Paula seconded. Hearing no further discussion the audit was accepted.

Don then discussed the year to date financials, identifying a \$79,000 year to date profit and his belief that NAHEFFA will ultimately realize a \$15,000 to \$20,000 net income for the fiscal year ending June 30, 2015.

Don advised Nichole will be tweaking the meeting revenue numbers a bit, and Nichole advised that final numbers would actually be increased slightly over prior amounts reported.

3. Membership Dues Structure

President Mike Stanard noted that based on the Treasurer's Report it would appear unnecessary to raise membership fees at this point. Corinne noted that on the Membership Fee Scenario spreadsheet that Colorado Educational Authority annual operating expenses were not correctly reflected and suspects others might not be accurately depicted either.

Corinne inquired if the reduced fee to be paid to Chuck Samuels as NAHEFFA's counsel was a one-time adjustment or if the adjustment was intended to reflect a new ongoing fee arrangement. Several members indicated their understanding that the fee adjustment was intended as the new annual compensation level for Chuck's services. Corinne asked if a new agreement was being negotiated to reflect the new retainer. Nichole asked if a formal contract was in place, and Paula said she might have some documentation on the subject. Don confirmed that Chuck/Mintz was paid \$140,000 last year, and that the new fee arrangement was in place for FY '15.

Dennis Reilly advised that he found a retainer agreement reflecting the \$100,000 fee level for Chuck's services for the current fiscal year, expiring on June 30, 2015.

Paula and Dennis distributed some information regarding the retainer agreement to Board Members through e-mail.

Members suggested it was time to contact Chuck to ensure that the new Agreement would be renewed for FY '16, in order to start making arrangements to RFP for these services if necessary.

Mike asked if, based on current fiscal circumstances, Board Members agreed that no changes to the dues structure should be implemented for 2016. Paula made a motion not to change the dues for 2016. Dennis seconded. Members voted unanimously not to recommend a change in membership dues at this time.

4. Sponsorship Report:

Mike asked Donna if she had could provide an update as Sponsorship Committee Chair. Donna noted that the Committee had not sent out sponsorship solicitation requests yet, but hoped to next week for the 2015 spring and fall conferences.

Donna noted that she had inquired whether Maribeth Wright or Shannon Govia would consider taking over as Chair. She said they are both considering, but that Shannon had also been asked to become more involved with the Finance Committee.

Mike asked if Donna would like the Board to assist in identifying a new Sponsorship Committee Chair. Donna acknowledged that would be helpful.

Paula noted that individuals with very active authorities should be considered given their extensive network of contacts.

Mike asked when the new Chair should assume the responsibilities; Donna recommended January, 2016.

Mike noted how important the Committee's work is, and encouraged Board Members to thank Donna. Board Members thanked Donna.

5. Board Expansion

Mike asked if there existed any continuing interest or desire to discuss the topic of Board expansion at this time. Hearing no requests, he moved on to the next agenda item.

6. Membership Expansion

Mike noted the Kansas Independent Association of Colleges is still considering joining NAHEFFA. Donna talked about a couple of borrowers who might consider joining as affiliate members. Donna said she will talk more to some of her borrowers when she has a chance, and other members were encouraged to continue to think about prospects.

7. Conferences & Strategic Committee

Mike advised that people seemed pleased with the Big Sky conference format of two full days, but that no strong sentiment seems to exist about whether conferences should run two or two and ½ days.

Nichole advised that that the VA conference was set for Wednesday, Thursday and Friday morning, and that time was set aside Thursday afternoon for visits to the Hill.

8. New Items: NAHEFFA LOGO & WEBSITE

Nichole asked if anyone had any comments on the proposed new Logos and Website for NAHEFFA. Board members suggested that the Logo and website final decisions be referred to the Communication Committee to narrow and refine the logo choices and make a recommendation to the corporation at the spring meeting. Several individuals commented favorably on the new Website, and discussed some possible tweaks they would like to see.

Mike noted he and Chuck attended the MSRB Roundtable, and presented some summary information on NAHEFFA and its activities. He said it was interesting to hear perspectives from other industry associations.

Dennis shared that he attended the CDFA conference in Phoenix and noted their commitment to ensure the continuation of tax-exempt financing.

Mike asked for a motion to adjourn; Corinne so moved, Dennis seconded, and Mike adjourned the meeting at 12:35.