

MINUTES OF BOARD OF DIRECTORS MEETING

Thursday, July 6, 2017

1:00 PM CDST

President Donna Murr called the conference call meeting to order on Thursday, July 6, 2017 shortly after 1:00 CDST.

Board Members present: Donna Murr, Corinne Johnson, Dennis Reilly, Don Templeton, Mike Stanard, Jerry Spector and Rebecca Floyd. NAHEFFA member Maribeth Wright of Iowa and NAHEFFA staff member Nichole Doxey were on the call as well. Members discussed the following items:

1. **Approval of Minutes of the Board of Director Meeting**

Donna asked for a motion to approve the meeting minutes from the April 5, 2017 Board meeting. Mike moved adoption, Jerry seconded, and without further discussion, the April minutes were unanimously approved.

2. **Proposed Bylaw Amendment**

Maribeth Wright advised the group that obtaining a quorum is still a challenge at most Corporation meetings, and that there was significant discussion at the spring meeting in Alexandria about the possibility of lowering the quorum majority requirement.

Members discussed the two following options as outlined by Maribeth and the Bylaws Committee:

Option 1: At any Annual or Special Meeting of the Corporation, those Members entitled to vote who are present at the meeting in person or by electronic conferencing shall constitute a quorum; or

Option 2: At any Annual or Special Meeting of the Corporation, the presence in person or by electronic conferencing of at least [15 / 37.5% of current membership] members entitled to vote shall constitute a quorum.

Board members discussed the options. Donna expressed concern that lowering the quorum majority may result in reduced conference attendance if the result would be that Members did not believe their vote was required. The group agreed it would be important to continue to emphasize in person attendance and phone attendance at Corporation meetings in the event a Member could not attend the conference. Members discussed whether a fixed number or percentage of the membership worked better, and determined that a percentage of the Membership would provide better flexibility.

After some additional discussion about the relevant percentage to apply and arriving at an agreement, Rebecca moved lowering the minimum quorum requirement to 35% of the voting membership; Corinne seconded. Members voted unanimously to approve the motion. Maribeth and the Governance Committee will ask the Membership to vote on this amendment prior to the fall conference in Boise.

3. Discussion Items

- a) **MLS Engagement Update:** Don noted that NAHEFFA has collected a bit more in special assessment fees than MLS has been paid, but that NAHEFFA will need to start dipping into reserves to continue paying MLS coincident with payment of the July invoice. Corinne said she believes it is important to keep MLS engaged, to include drawing on reserves as necessary, and that we do need to request that members pay another special assessment. Rebecca noted the spring Corporation minutes reflected extensive discussion on this subject and that the consensus at the spring meeting was that NAHEFFA should draw on reserves as necessary to keep MLS engaged and that another special assessment should be sought in Fiscal Year 2018. Don said to avoid confusion, he will send out regular dues invoices in July, and then develop a special assessment billing, to go to Members soon after the Boise conference.

- b) **Chuck Samuels /Mintz Levin Monthly Contract Retainer:** Donna just wanted to share with the Board how much pro bono work Chuck provides NAHEFFA, again highlighting that following the reduction in his annual retainer from \$150,000 to \$100,000 the amount is significant. She remarked she is not advocating for an increase in his retainer, but did want members to understand the amount of uncompensated time Chuck devotes to NAHEFFA.

- c) **Dennis asked Nichole if she would provide a Boise conference update.** Nichole said registration information should open next week, but that she does have some concerns about attendance given the conference is scheduled the week of Labor Day, and some people will be involved with other activities. Dennis asked about sponsorship revenue, and Nichole responded that Shannon is actively working on it, and the ID Authority is bringing on some additional local sponsors, and she is optimistic about achieving the budgeted sponsorship number.

Corinne asked about the status of Moody's as a sponsor; Nichole noted that Shannon has been working with them, and has provided information about the membership, who attends the conference, etc., pursuant to Moody's requests for such information.

Donna asked if anyone had any additional business for the Board, and hearing no further requests for discussion, Rebecca moved to adjourn the meeting, Corinne seconded, and the motion passed unanimously.

The meeting was adjourned at 1:27 p.m. CDST.

