

210914 Open Session Teleconference Meeting Minutes

American Numismatic Association

Board of Governors

Meeting Minutes (RI)

Draft for Review/Approval

Regular Meeting Teleconference

Open Session

September 14, 2021

(Note: Agenda item text is highlighted in gray)

Call to Order – President Dr. Ralph Ross

The meeting was called to order at 5:01 PM MDT

Roll Call – Secretary Sanford Pearl

A quorum of 9 governors were present

Board Present: President Dr. Ralph Ross, Vice President Joseph Boling, Governors: Michael Ellis, Mary Lynn Garrett, Mark Lighterman, Clifford Mishler, Charles Morgan. Robert Oberth, Shanna Schmidt.

Non-Voting Attendees Present: Executive Director Kim Kiick, General Counsel Hollie Wieland, Chief Financial Officer (CFO) Brent Howe, Executive Assistant Donna Nunez, Treasurer Larry Baber Parliamentarian Greg Lyon, Secretary Sanford Pearl, Past-Presidents COL. Steven Ellsworth, Ret., Gary Lewis, Walter Ostromecki, Past-Vice President Don Kagin, ANA Staff Jennifer Ackerman, Doug Mudd, Rod Gillis, Caleb Noel, Pete Gentzler, Amanda Miller, Deborah Muehleisen, Bylaws Committee Chair Doug Andrews, District Representative Bob Mellor,

Agenda Item #1 Approval of Open Session Minutes - President Ralph Ross

(120914 OS# 1) MOTION by Governor Lighterman, second by Governor Mishler to approve the minutes of the Board of Governors' Open Session Meetings at the Chicago World's Fair of Money ® on August 13 & 14, 2021.

Discussion: None further.

Vote Passed 9-0-0

Agenda Item #2 Treasurer's Report – Treasurer Larry Baber

Discussion: Treasurer Baber advised that staff was working on the budget. The budget will be sent to the Budget Committee for review and recommendations. The budget will then be sent to the Board for review and approval.

Treasurer Baber also advised that the Ben E Keith stock dividend check had been received and that the company had commented that this fiscal year results had been the best ever.

Agenda Item #3 Approval of 990 – Audit Committee Chair Governor Clifford Mishler, Treasurer Larry Baber & Chief Financial Officer Brent Howe

(120914 OS# 2) MOTION by Governor Mishler, second by Governor Oberth to approve the 990 for fiscal year end (10-31-2020) prepared by McMillen & Company, PLLC.

Discussion: Vice President Boling asked several questions on the operations section of the form. Treasurer Baber provided the rationale for these inputs to the satisfaction of the Board.

Vote Passed 9-0-0

Agenda Item #4 Continuing with Audit Firm for 2021 FYE – Audit Committee Chair Governor Clifford Mishler, Treasurer Larry Baber & Chief Financial Officer Brent Howe

Note: The Audit Committee unanimously agrees that the ANA engage the services of McMillen & Company for an additional year before conducting a new RFP for Auditor.

(120914 OS# 3) MOTION by Governor Mishler, second by Governor Schmidt to engage McMillen & Company, PLLC for the 2021 Fiscal Year End audit.

Discussion: The Audit Committee will coordinate with CFO Howe, Treasurer Baber and Executive Director Kiick to negotiate with the audit firm. Treasurer Baber commented that the extension would be appropriate if the auditor's proposed future year fee increase is less than 10%.

Vote Passed 9-0-0

Agenda Item #5 Executive Director Report – Executive Director Kim Kiick

Executive Director Kiick advised that she would defer her report to the Executive Session.

Agenda Item #6 eLearning Proposals for Project Manager and LMS Governor Rob Oberth

Agenda Item #6 A. Proposal for eLearning Project Manager

MOTION by _____, second by _____ to approve the Executive Director to seek out and hire a project manager for the ANA educational program, specifically the next phase of the highly successful eLearning program.

Pros:

- After a highly successful and engaging eLearning webinar program that was launched in 2020, the ANA is poised to further accelerate its position as the leading educational entity in numismatics.
- Potential to engage our members in a new and meaningful way.
- Potential to offer a new member benefit that could encourage membership growth.
- Potential to offer this program as a prerequisite to major entities for their interns and new hires to increase their knowledge of numismatics. This could lead to additional income for the ANA without having to take sponsorship money.
- The eLearning committee has identified a robust, comprehensive and intuitive LMS system that allows for almost unlimited possibilities. Furthermore, the cost is nominal. The proposed program is called Thinkific.

- Regarding the LMS program that the committee has chosen, we have full and energetic support from all parties who have seen it in action.

Cons:

There will always be potential for any new programs that are launched, may not be as successful as we would hope. Notwithstanding, the ANA headquarters will require a staff member who is leading the charge in the online numismatic educational space.

Basic combined duties and responsibilities

SUMMARY: The eLearning Project Manager is responsible for the oversight and implementation of online educational programming for the ANA. Duties include administration of a learning management system (LMS) and Zoom Webinars. Duties also include maintaining and/or updating current online programs to ensure the educational needs and direction of the Association are met. Additional duties include the administration, supervision and organization of all aspects of online education including recruitment of instructors and development of courses while working closely with the education, media, marketing and publications employee team members. This is a full-time, exempt position. Additional weekend and evening hours may be required.

Duties and Responsibilities:

- Research, development and implementation of numismatic online seminars/classes.
- Responsible for obtaining the instructors and class topics; training of instructors for online presentation; creates schedules and time lines for all online educational programming.
- Coordinate with publication and PR departments to ensure promotion of programs.
- Maintain master calendar and publishing schedules for online classes using BaseCamp.
- Prepare annual budget, maintain accurate and detailed financial records; control revenues and expenditures; and makes recommendations for future budget appropriations.
- Create, update and produce any collateral needed to conduct seminars (e.g., confirmation letters, invoices, schedules, handbooks, student packets, class handouts, release forms, etc.)
- Assist with identifying additional online program needs both physical and financial.
- Assist with creating a strategic plan for expansion of online education.

LMS duties include

Administers a learning management system (LMS) and Zoom Webinars. Collaborates with training and development professionals to deliver responsive programs and content to meet the needs of the organization. Performs regular administrative tasks including user support, troubleshooting, and system updates. Loads, configures, tests, and maintains learning content. Interfaces with the system vendor to resolve issues, enhance functionality, and deploy new features. Creates learning documentation, aids, and training materials for users. Creates and deploys reporting, onboarding, and compliance surveys to track and measure participation in programs.

May conduct system training sessions for end-users, instructors, and other administrators. Typically reports to a supervisor or manager.

Agenda Item #6B. Proposal for Learning Management System

MOTION by _____, second by _____ to approve authorization to fund one full year subscription for an eLearning management system similar to Thinkific. The amount requested is \$12,000, or \$1000 monthly.

Pros:

- This subscription would initially include a technical concierge to help the current staff work through the initial phase of implementation.
- After the initial monthly investment and once the ANA no longer needs concierge service, the monthly subscription will drop drastically to \$399 per month.
- The concierge service is highly recommended, but The ANA staff may decide that the software is intuitive enough to cancel the additional cost of the concierge service.

Cons: None

Discussion: President Ross provided the background and overview.

Governor Oberth commented that the proposal is a pilot program for the future and presented a video example of one product approach.

Governor Garrett asked for details on the budget and plan.

Governor Morgan indicated that a Program Manager (PM) needed to be funded, teams needed to be recruited by the PM, marketing needed major new funds, the effort needed major multi-year funding, a new strategic plan needed, and the ANA website needed major overhaul or replacement.

Governor Schmidt commented that the effort requires a comprehensive and organized plan.

Curator/Museum Director Mudd stated that the PM and staff have to identify the LMS needs, the ANA needs to establish a development studio and professional organizer.

Governor Lighterman asked if the PM will or needs to know anything about numismatics.

Educational Director Gillis commented that more staff and funding is needed to accomplish the LMS effort. The current staff is stretched to the limit. He also suggested that a decision must be made to determine what certification and diploma means legally.

Governor Mishler stated that the effort needs a plan and benchmarks.

Past-Vice President Kagin indicated that the effort needs to start to test the waters.

Executive Director Kiick advised that the ANA needs more employees to start the LMS.

Governor Ellis commented that a plan is needed to permit budgeting the effort.

Vice President Boling indicated that the NGC education fund contains over \$200,000 and allows initial funding for a PM and a start of the LMS.

Governor Oberth requested a poll to determine the Board's support for the LMS effort. The poll results are as follows:

("Yes" indicates support the motion to move forward on a obtaining a PM, "No" indicates support to table the motion to obtain more information from the eLearning Committee)

Yes: Governor Ellis, Governor Oberth, Vice President Boling, President Ross

No: Governor Garrett*, Governor Lighterman, Governor Mishler, Governor Morgan, Governor Schmidt*

(* indicates want more details to proceed)

Treasurer Baber suggested the need for a PM job description.

Past-Vice President Kagin reiterated his opinion for the need to start the effort and he felt the job description had been provided by the committee.

Governor Lighterman recommended having Executive Director Kiick start looking for someone that has the skill set needed to perform the PM task.

Executive Director Kiick advised that she was placing funding in the budget for a person to perform the task.

The Board tabled both motions and returned the effort to the eLearning Committee for further definition.

Agenda Item #7. Invitation to ANS Curators as Summer Seminar Instructors – Governors Charles Morgan and Shanna Schmidt

Commentary: The ANS is a premier numismatic organization that shares the ANA's enthusiasm for numismatic education. Strengthening ties between the two organizations will be a great benefit for our members. It is our belief that ANS instructors would be able to provide engaging, high-quality courses on subject areas not already covered in our syllabus.

(120914 OS# 4) MOTION by Charles Morgan, second by Shanna Schmidt that the American Numismatic Association (ANA) extend to Gilles Bransbourg, Executive Director of the American Numismatic Society (ANS), an invitation for one or two curators, or instructors, of the ANS to travel to Colorado Springs and give a course at the 2022 ANA Summer Seminar and that the ANA pay for their transportation, hotel, and provide a stipend for food and beverage.

Discussion: Governor Morgan provided the background on this motion.

Governor Garrett recommended selecting Seminar class topics that have wide appeal and will attract a good number of attendees to the classes.

Vote Passed 9-0-0

Agenda Item #8. Naming the ANA College Scholarship – Governor Mike Ellis

Reference: Naming Rights Motion via Telephone Vote, April 24, 2008

Motion by Governor Mishler, second by Governor Rochette, that naming rights of the Association's awards, physical spaces, events, or activities will be considered on a case by case basis and will require review and approval by the Board of Governors.

Vote: Passed – Unanimous

(120914 OS# 5) MOTION by Michael Ellis, second by Governor Mishler that the ANA's collegiate scholarship be named the American Numismatic Association Gerome Walton Memorial College Scholarship.

Pros: Without the Modern Woodmen grant procured by Mr. Walton, these scholarships would not be possible, at least to the extent that they are funded now and will be into the future. When presented to the Education Committee prior to the new board's installation, committee members voted unanimously to approve this proposal.

Cons: None

Discussion: The Board consensus was to include the word "Memorial" in the name and the motion was amended accordingly.

Vote Passed 9-0-0

Agenda Item #9 Life Membership Incentive for ANA Employees with 15 Years Longevity – Governor Mike Ellis

(120914 OS# 6) MOTION by Michael Ellis, second by Governor Garrett as a gesture for tenured staff to continue at ANA Headquarters in Colorado Springs by awarding staff members with 15 years or more of service a Life Membership in the American Numismatic Association.

This gesture is not to be grandfathered to retired employees.

Pros:

This incentive could enhance and encourage numismatic learning by staff members as well as provide a reward for extended service to the Association. When presented to the Education Committee prior to the new board's installation, all but one of the committee members voted yes, while that one is in favor of Life Membership as

an incentive being extended at 10 years rather than 15 years.

Cons: None.

Discussion: Governor Lighterman felt the motion should grandfathered to appropriate retired ANA employees. Governor Schmidt agreed and asked how many retirees would qualify. Governor Mishler felt the motion should be a gesture and not an incentive. The motion was amended accordingly. *The motion was not amended to include qualified prior ANA retirees in the gesture to receive life membership (R1).*

Vote Passed 9-0-0

Agenda Item #10. Proposal to Change Name of eBay Store – Governor Charles Morgan (120914 OS# 7) MOTION by Charles Morgan, second by Governor Ellis that the American Numismatic Association change the name of the ANA's eBay store from "moneymuseum" to "american-numismatic-association", change the header from "Money Museum Deaccession Auction" to "American Numismatic Association," along with related graphics, which should utilize recognizable ANA logos. Also, that each object be shipped with information about the ANA and a membership signup form.

Discussion: Governor Morgan provided the background on the motion.

Governor Oberth indicated the recent changes made to the store name, and the impact of the motion on the ANA brand.

Curator/Museum Director Mudd related the increased workload related to the name change, the negative impact on the ANA social media ratings, the negative impact on successfully landing on the distinctive name of the store, and the negative impact on existing search engine results and previously printed materials.

Digital Content Director Gentzler commented that changing the name would result in losing the existing ANA computer links.

Roll Call Vote failed 3-5-1 (For: Governor Ellis, Governor Morgan, Governor Schmidt;

Against: Governor Garrett, Governor Lighterman, Governor Mishler, Governor Oberth, Vice President Boling; **Abstained:** President Ross)

Agenda Item #11. Proposed Bylaws Amendment Governor Rob Oberth

Reference: Bylaws Article IV: Elected Officials ;V Powers & Duties. Section 4: Board of Governors ;V Powers & Authority. (i) To approve, by majority vote, the appointment or removal of all committee chairs and members not otherwise provided for in the bylaws.

MOTION by _____, second by _____ to rescind ANA By-Laws Article 4, Section 4(i) and to grant full authority to The President OR The Board by majority vote, to have full discretion to appoint or remove committee chairs. Additionally, to grant full authority to The President OR The Board by majority vote to create or dissolve committees. Additionally, to grant authority to add or remove committee members so long as The President and the committee chair agree.

Pros:

- This motion will restore the Presidents free flow of ideas while simultaneously creating a fair checks and balance system for the committees.
- This motion will free up the board from having to know and vet each member of each committee.

Cons:

There is potential for the President or the board to make a decision that is not in

the best interest of the ANA, in which case, the President or the board can swiftly counteract the decision.

Discussion: Governor Oberth suggested tabling the motion given the duration of this meeting so far.

Bylaws & Ethics Committee Chair Andrews commented that there was limited committee support for the motion.

The Board tabled the motion for the next meeting.

Agenda Item #12. Approval of Committee Personnel Change - President Ralph Ross (120914 OS# 8) MOTION by Governor Mishler, second by Governor Schmidt to add Tom Uram to the Development Committee.

Discussion: None further.

Vote Passed 9-0-0

Agenda Item #13. Next Board Meeting – President Ralph Ross

The next Board of Governors meeting is scheduled for October 12, 2021 at 4:00pm MT [3:00pm PT / 5:00pm CT / 6:00pm ET]

The meeting adjourned at 7:53 PM MDT