

221115 Open Session Teleconference Meeting Minutes

American Numismatic Association

Board of Governors

Meeting Minutes

Draft for Review/Approval (R1)

Regular Meeting Teleconference

Open Session

November 15, 2022

Call to Order – President Dr. Ralph Ross

The meeting was called to order at 4:02 PM MST

Roll Call – Secretary Sanford Pearl

A quorum of 8 voting Board members were present

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

Voting Board Members Absent: Governor Michael Ellis

Non-Voting Attendees Present: General Counsel Hollie Wieland, Executive Assistant Donna Nunez, Chief Financial Officer (CFO) Brent Howe, Parliamentarian Greg Lyon, Secretary Sanford Pearl, Treasurer Larry Baber, Past-President COL. Steven Ellsworth (Ret.), ANA Staff Doug Mudd, Donna Frater, Bylaws & Ethics Committee Chair Doug Andrews, Museum/Library Committee Member Rick Ewing, Development Chair Patrick McBride, National Volunteer/Exhibit and Membership & Outreach Committee member V Kurt Bellman

Non-Voting Attendees Absent: Executive Director Kim Kiick.

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

(221020 OS#1) MOTION by Governor Schmidt, second by Governor Garrett to approve the minutes of the Board of Governors' Open Session Meeting on October 20, 2022.

Discussion: None further.

Vote Passed 8-0-0 (1 absent, Governor Ellis)

Agenda Item #2. Ratify Lisot Naming Rights Poll - President Ralph Ross

(221020 OS#2) MOTION by Governor Lighterman, second by Vice President Boling to ratify into the record the approval of naming rights for the David Lisot Memorial YN Scholarship via

email poll. Affirmative responses were received from President Ross, Vice President Boling, and Governors Ellis, Garrett, Lighterman, Mishler, and Schmidt.

Discussion: None further.

Vote Passed 8-0-0 (1 absent, Governor Ellis)

Agenda Item #3. Appointment of Assistant Treasurer - President Ralph Ross

Bylaws Article IV – Elected Officials-Powers & Duties; Section 2 and Subsection g: The duties of the President shall include... to appoint all Officers and Special Officers of the Association, subject to the approval of the Board of Governors.

Bylaws Article IX – Duties of Corporate and Special Officers; Section 6b: Assistant Treasurer. The duties of Assistant Treasurer(s) shall be to sign checks as required, within the guidelines established by the Board of Governors. Any Assistant Treasurer, prior to signing any Association check, is authorized to review the vouchers and any supporting documents relating thereto.

MOTION by _____, second by _____ to appoint Christopher Marchase (LM- 6124) as an Assistant Treasurer.

Biographical Note: Chris Marchase is the grandson of Bill Henderson, who served as Colorado Springs' mayor and helped establish the ANA headquarters there. Marchase has expressed his interest in volunteering with the Association and has qualifications as a professional fiduciary.

Discussion: Treasurer Baber asked if Mr. Marchase would be able to sign checks. CFO Howe indicated that he would. Treasurer Baber also questioned if it was appropriate for an assistant treasurer to also be a member of the Audit Committee.

The Board consensus was to postpone this motion until after Executive Director Kiick and CFO Howe can meet with Mr. Marchase to determine his ability to perform the assistant treasurer position. *Although the motion to appoint Mr. Marchase was not made, the following motion was made to table the motion at this time. (R1)*

(221020 OS#3) MOTION by Vice President Boling, second by Governor Morgan to table this motion until the next Board meeting.

Vote Passed 8-0-0 (1 absent, Governor Ellis)

Agenda Item #4. Appointment of Committee Members - President Ralph Ross

Bylaws Article IV – Elected Officials-Powers & Duties; Section 2 and Subsection e: The duties of the President shall include... to nominate all committee chairs and members, subject to an affirmative vote of the Board of Governors for all committees not otherwise provided for in the bylaws.

A. MOTION by _____, second by _____ to appoint Christopher Marchase to the Audit Committee.

Discussion: No motion was made and based on the Agenda Item #3 discussion the motion was postponed based on Board consensus until the next Board meeting.

B. MOTION by _____, second by _____ to appoint William Cather to the Education & YN Committee.

Biographical Note: William Cather (ANA – 3161816) is a recent graduate of the University of Mary Washington and prior recipient of the ANA's YN college scholarship. Cather wrote a numismatically-themed honors thesis that was published and has expressed his interest in serving on the Education & YN Committee.

Discussion: The Board consensus was to defer this motion until the Education & YN Committee can review the appointment. *Although the motion to appoint Mr. Cather was not made, the following motion was made to table the motion at this time. (R1)*

(221020 OS#4) MOTION by Governor Garrett, second by Vice President Boling to defer this motion until the Education & YN Committee can review the appointment and make a recommendation to the Board at a future meeting.

Discussion: Governor Garrett will contact Mr. Cather and discuss this appointment.

Vote Passed 8-0-0 (1 absent, Governor Ellis)

Agenda Item #5. Proposed Policy Change Affecting Anonymous Donations – Governor Rob Oberth

MOTION by _____, second by _____ to require the Executive Director to disclose to the Board the origin of all anonymous donations that exceed \$20,000 cumulatively in a calendar year from any individual donor or company. Additionally, to disclose to the Board the origin of any donors who have met this \$20,000 calendar year threshold in the previous 24 months.

Executive Director's Note: Donors who wish to be anonymous have a reasonable expectation that their identity and information will be kept private. These individuals generally have a desire not to be publicly recognized or contacted regarding their gift.

Therefore, the Association has an interest in honoring that wish and limiting disclosure to only that which is legally required (such as IRS tax preparation). Even an unintentional disclosure could harm the integrity of our fundraising efforts, so we feel this policy is not necessary to address a matter of concern that a board member may have. Such concerns should be addressed to the Executive Director, General Counsel or other ANA Official at any time.

The Board of Governors has implemented these donation policies for the Association:

Donor Bill of Rights https://www.money.org/uploads/pdfs/Donor_Bill_of_Rights.pdf

ANA Fundraising Policies and Procedures ANA Gift Acceptance Policy

<https://www.money.org/uploads/pdfs/2016-0505%20ANA%20Gift%20Acceptance%20Policy.pdf>

ANA Policy Manual

https://www.money.org/uploads/pdfs/2021%20January_policy%20manual.pdf

Discussion: Governor Oberth felt the board needed to know the name of the donors to perform their fiduciary duties. Governor Morgan agreed with Governor Oberth.

Governor Lighterman questioned the requirement to have a 24-month threshold as that could include information from prior boards when some current members were not on the board.

Governor Garrett discussed the general approach on anonymous donors used by other charities.

Past President Ellsworth commented that he had written the current donor policy under the President Garrett administration.

Development Committee Chair McBride provided the committee's recommendation to limit dissemination of donor names and to rely on the Executive Director to inform the Board of any questionable donations.

Past President Ellsworth felt that if the Board didn't approve this motion, they need to revise current policies and procedures on donation.

Vice President Boling discussed the risks disseminating donor names might have on the physical safety of the donors.

Counselor Wieland suggested that the industry practices on disseminating donor names needed to be researched prior to deciding on future donor name dissemination policies and procedures.

Governor Mishler agreed with Counselor Wieland's suggestion and felt the Board should respect the Executive Director recommendations.

Governor Oberth felt the concerns on disseminating donor names hypothetical.

Governor Morgan felt the membership would be surprised if the Board couldn't keep matters confidential and that the Board deserves trust.

Governor Garrett suggested the Development Committee survey and research industry donor name dissemination practices.

Although the motion provided in the Agenda Item was not made during the meeting, the following motion was made to table the motion at this time. (R1)

(221020 OS#5) MOTION by Governor Mishler, second by Vice President Boling to table this motion until the Development Committee can survey and research industry donor name dissemination practices and make recommendations to the Board.

Roll Call Vote:

Yes (Table); Governors Garrett, Lighterman, Mishler, Schmidt, Vice President Boling and President Ross

No: Governor Morgan and Oberth

Abstain: None

Absent: Governor Ellis

Discussion: None further.

Vote Passed 6-2-0 (1 absent, Governor Ellis)

Agenda Item #6. Board Meeting Schedule – President Ralph Ross

The next regular Board of Governors meeting is scheduled for December 13, 2022 at 4:00pm MT [3:00pm PT / 5:00pm CT / 6:00pm ET].

The meeting was adjourned at 5:02 PM MST