

**American Numismatic Association**

**Board of Governors**

**Meeting Minutes Draft for Review/Approval**

**Regular Meeting Teleconference**

**Open Session**

**September 10, 2019**

**(Note: Agenda item text is highlighted in gray)**

**Call to Order – Board Chair COL Steven Ellsworth, ret**

Meeting was called to order at 4:02 PM MDT.

**Roll Call – Secretary Sanford Pearl**

A quorum of 7 governors were present

**Board Present:** Board Chair COL Steven Ellsworth, ret; Board Vice Chair Dr. Ralph Ross; Governors: Michael Ellis (arrived 4:45 PM), Muriel Eymery, Greg Lyon, Clifford Mishler, Paul Montgomery, Shanna Schmidt

**Board Absent:** Governor Mary Lynn Garrett

**Non-Voting Attendees:** Executive Director Kim Kiick, General Counsel Hollie Wieland, Controller Carol Hull, Executive Assistant Donna Nunez, Secretary Sanford Pearl, Parliamentarian Mark Lighterman, Past President Gary Adkins, Treasurer Larry Baber, Past Governor/Convention Committee Chair Thomas Uram (during Agenda Item #2)

**Agenda Item #1. ANA Board Projects Guidance – Board Chair COL Steven Ellsworth, ret.**

Supporting documentation: ANA Board Projects Guidance

MOTION by Governor Montgomery, second by Governor Schmidt that in order to improve the efficiency and productivity of Board meetings, Board members will make their best effort to review and follow the ANA Board Projects Guidance handout, distributed during the August 2019 World's Fair of Money held in Chicago.

Reasons to Pass:

- The limited time available to board meetings needs to be carefully utilized in the best interest of our members.
- It is important that our committee Chairs are given enough time to make recommendations to the board prior to pending actions taken.
- Staff is allowed time to evaluate ideas and projects in order to contribute the best advice possible.

- It eliminates the board making decisions prior to having evaluated as much information that is available.

Reasons to Oppose:

- It will require time for members to evaluate the information as to a specific subject and may delay or slow down board action.

- It may require additional board preparations in order to vote.

- It would disrupt the status quo.

*Board Chair Ellsworth tabled the motion after discussion identified the need to clarify and obtain more information.*

## **Agenda Item #2. Discussion of Site Selection for World's Fair of Money 2022 –**

### **Executive Director Kim Kiick**

Supporting documentation: 2022 WFM Condensed Version; 2022 ANA WFM City Responses; P&L WFM 2010-2018; Top Four Show Costs; Convention Attendance Numbers 1976-Present

Sites responding to our proposal are Atlanta, GA; Charlotte, NC; Chicago, IL; New Orleans, LA; Oklahoma City, OK; Phoenix, AZ; Rosemont/O'Hare, IL; Salt Lake City, UT; and St. Louis, MO.

We were turned down by Austin, TX; Boston, MA; Dallas, TX; Denver, CO; Minneapolis, MN; Nashville, TN; Portland, OR; San Antonio, TX; and Seattle, WA. No responses were received from Houston, TX or Indianapolis, IN.

Future convention sites are set as Atlanta, GA (NMS 2020); Pittsburgh, PA (WFM 2020); Phoenix, AZ (NMS 2021); and Rosemont, IL (WFM 2021).

(190910 OS #1) MOTION by Governor Mishler, second by Governor Schmidt to select Rosemont Illinois as the site of World's Fair of Money in 2022 and to enter into the necessary contracts.

Discussion: Past Governor/Convention Committee Chair Uram advised that the committee recommends Rosemont Illinois be the site for the 2022 World's Fair of Money based schedule and economic criteria. He also indicated that he planned to work with former Chief Judge Boling and former National Exhibits Coordinator Lighterman to refresh the exhibits area.

Governor Lyon expressed his concern with the proposed selection.

Executive Director Kiick commented that staff was studying the requirements for bringing convention planning in house.

Governor Schmidt discussed investigating other Chicago area venues and options.

Governor Eymery discussed investigating other sites for the post-2022 WFOM.

**Vote: Passed 6-1-0 (Governor Lyon against, 2 absent Governors Ellis and Garrett)**

## **Agenda Item #3. Selection of Host Club and Host Chair for 2021 Phoenix National Money Show – Board Chair COL Steven Ellsworth, ret.**

Supporting documentation: 2021 Phoenix Host Clubs

(190910 OS #2A). MOTION by Vice Chair Ross, second by Governor Lyon to select The Mesa Coin Club, Phoenix Coin Club and Fountain Hills Coin Club as Host Clubs, and the Arizona Territorial Coin Club as the local supporting club, for the 2021 Phoenix National Money Show.

Discussion: None Further

**Vote: Passed 7-0-0 (2 absent Governors Ellis and Garrett)**

(190910 #2B). MOTION by Governor Lyon, second by Vice Chair Ross to select Carl Spencer as the General Chairman for 2021 Phoenix National Money Show.

Discussion: None Further

**Vote: Passed 7-0-0 (2 absent Governors Ellis and Garrett)**

**Agenda Item #4. Proposal to Amend Bylaws Requiring the Treasurer to Serve on the Audit Committee – Bylaws Chair Mark Lighterman**

Supporting documents: 2016-03 ANA Bylaws; Andrews Commentary on Treasurer-Audit Committee; Not-for-Profit Audit Committee Guidebook – Grant Thornton LLP; Treasurer and Audit Committee – Cdn. Institute of Chartered Accountants

Current ANA Bylaws require the Treasurer to serve as a member of the Audit Committee.

ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 3. Treasurer

b) To serve as a member of the Finance and Budget Committee and the Audit Committee.

A subset of the Bylaws Committee [Lighterman, Andrews, Nunez] consulted to draft the following proposed amendments 1-5 for the Board's consideration

Proposed Amendment 1 (change in red):

ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 3. Treasurer

b) To serve as a member of the Finance and Budget Committee and **as a non-voting advisor** to the Audit Committee.

Proposed Amendment 2 (change in red):

ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 3. Treasurer

b) To serve as a member of the Finance and Budget Committee and **as a non-voting member** of the Audit Committee.

Proposed Amendment 3 (change in red):

ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 3. Treasurer

b) To serve as a member of the Finance and Budget Committee and **to submit information to or answer questions presented by** the Audit Committee.

Proposed Amendment 4 (change in red):

ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 3. Treasurer

b) To serve as a member of the Finance and Budget Committee and **though the Treasurer is not a member** of the Audit Committee, **may at any time be requested by the Audit Committee to submit information or answer questions as a non-member.**

Proposed Amendment 5 (change in red):

ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 3. Treasurer

b) To serve as a member of the Finance and Budget Committee.

**[Note: Omit the remainder of the sentence.]**

MOTION by \_\_\_\_\_, Second by \_\_\_\_\_ to amend Article IX, Section 3b of the ANA Bylaws to state that one of the duties of the Treasurer shall be "To serve as a member of the Finance and Budget Committee \_\_\_\_\_."

[Fill the blank with preferred option or alternate suggestion proposed by the board.]

(190910 OS #3) MOTION by Mishler, second by Vice Chair Ross, to revise the ANA Bylaws; Article IX, Section Duties of the Treasurer Revision to Subsection 3(b):

b) To serve as a member of the Finance and Budget Committee. Deleting "and the Audit Committee".]

New Subsection 3(c):

c) To submit requested information including answers to questions to the Audit Committee on a timely basis. The Treasurer shall not serve on the Audit Committee.

Revisions to Existing Subsections 3(c) and 3(d):

Re-designate to 3(d) and 3(e), respectively.

Discussion: None Further.

**Vote: Passed 7-0-0 (2 absent Governors Ellis and Garrett)**

**Agenda Item #5. Discussion of CoinsWeekly Proposal – Governor Shanna Schmidt**

MOTION by \_\_\_\_\_, Second by \_\_\_\_\_ to approve further development and negotiation with CoinsWeekly based on their proposal.

Supporting documentation: CoinsWeekly – ANA Cooperation 2019-2020

Ursula Kampmann, the editor and principal of Coinsweekly, has offered to do two things for the ANA:

The first is without any cost attached and would just require that we provide the ANA member emails to Coinsweekly. Ursula has already told me that you can send them in a file that would restrict Coinsweekly from knowing the addresses [so that] our names remain protected. It would be similar to what you see on the [<https://coinsweekly.com/>] link but a monthly ANA edition. It would reach out to an untapped audience in my opinion. Coinsweekly is written in German and English.

Option two is an annual special paper issue that would be distributed prior and at the Summer World’s Fair of Money. This requires a free table for Coinsweekly and also a small invest of 2000 Euros that could be used in the form of advertising. This is a great thing and Ursula has done this at several shows in Europe and is working on the Asian market.

Discussion: Governor Mishler expressed concern of the CoinWeekly request for a free table at our show. Executive Director Kiick discussed the issues related to providing free tables to numismatic publication companies.

*Board Chair Ellsworth tabled the motion for a future meeting and requested this proposal be coordinated with the Publications, Conventions, Budgets and Outreach Committees.*

**Agenda Item #6. Ben E. Keith Investments – Governor Greg Lyon**

MOTION by Governor Lyon, second by Governor Mishler to direct the ANA Treasurer to sell 10% of the ANA-owned Ben E. Keith stock each fiscal year, beginning in FY 2019, and invest the proceeds in a balanced stock & bond portfolio.

The ANA currently owns 1,334 shares of Ben E. Keith stock and will, upon the death of the remaining 4 trustees, receive an additional 2,502 shares. The current valuation of this stock represents 92% of the ANA’s assets.

While the performance of the Ben E. Keith stock has exceeded that of the overall market, our investment portfolio is overwhelmingly concentrated in one closely held, non-publicly traded stock.

This proposal will – over time – slowly diversify our investments. By selling a fixed percentage of our holdings, we will never completely sell our Ben E. Keith stock. The following chart illustrates what would happen over the next 10 years if none of the trustees were to pass:

Fiscal Year	Shares	Owned 10%	Shares Remaining
2019	1334	133	1201
2020	1201	120	1081
2021	1081	108	973

2022	973	97	876
2023	876	88	788
2024	788	79	709
2025	709	71	638
2026	638	64	574
2027	574	57	517
2028	517	52	465

On average, the value of a share of a Ben E. Keith stock has grown 10-12% per year. If this continues, even with selling 10% of our holding each year, the dollar value of our Ben E. Keith holdings is expected to remain relatively constant.

Please note this proposal has nothing to do with what any of our investments would be used for. Simply, it moves money out of Ben E. Keith to create a more diversified portfolio.

In lieu of this decision, I would recommend alternative suggestions to either:

- 1) Sell a fixed number of shares per year to diversify our portfolio, or
- 2) Create a “cap” of the amount of Ben E. Keith stock we want to hold as a fixed dollar value or as a percentage of our current or net assets.

Discussion: Governor Eymery felt it was appropriate to diversify our investments

Governor Schmidt also felt it was appropriate to diversify our investments and felt that we should consult financial advisors when we diversify.

Treasurer Baber recommended keeping the Ben E Keith stock and only sell portions of the stock when necessary.

*Board Chair Ellsworth tabled the motion while the Board completes the budget process for the next fiscal year.*

#### **Agenda Item #7. Discussion of Budget Timeline – Governor Greg Lyon**

MOTION by Governor Lyon, second by \_\_\_\_\_ to set a timeline for upcoming budget discussions in order for the board to have adequate time to consider and pass a Fiscal Year 2019-2020 budget by October 31, 2019.

The ANA's fiscal year ends on October 31, 2019. A new budget or spending authorization must be passed by that date. At this time, we will not meet in person before this date and have only one teleconference scheduled for October 8th. I am curious as to the proposed timeline for sending out a budget to the Board for review and the planned time on when we would be voting on the budget.

Typically, a budget would be sent to the Board at least 2 weeks prior to the vote, meaning if a vote will be held on 10/8, it would be sent out for review no later than 9/24.

Discussion: Board Chair Ellsworth discussed the effort in process developing the next Fiscal Year (FY) budget.

Executive Director Kiick requested up to a 60 day expenditure authorization, preferably at the October Teleconference if the budget is not approved by the start of the next FY.

Governor Mishler commented that an approach like a continuing resolution may be provided if the budget approval is not possible by next FY.

Governors Eymery and Schmidt requested the proposed budget be presented on an Excel spread sheet.

*Board Chair Ellsworth tabled this motion while the budget is in process.*

#### **Agenda Item #8 Discussion of Bylaws Timeline – Governor Greg Lyon**

MOTION by Governor Lyon, Second by \_\_\_\_\_ to set a timeline for commentary and next steps in the discussion of the proposed bylaw revisions.

Red-lined bylaws were sent to the Board during the Rosemont show. What is the timeline for Board comments? What is the timeline for next steps?

Discussion: Counselor Wieland and Executive Director Kiick related the process and timeline for Bylaw revisions.

Governor Mishler advised that the revisions need to be reviewed by the Bylaws Committee.

Parliamentarian Lighterman indicated that the Board needs to answer questions asked by Counselor Wieland before some of the revisions can be finalized for approval.

*Board Chair Ellsworth advised that the revisions will be sent to the Bylaws Committee for review and tabled the motion until after review is done.*

#### **Agenda Item #9 Discussion of Exhibits Committee & Officials – Governor Greg Lyon**

MOTION by Governor Lyon, Second by \_\_\_\_\_ to make a public announcement regarding the status of the Exhibits Committee, Chief Judge and National Exhibits Coordinator in their previously appointed roles and to determine a timeline for the announcement to be made. I would like input from President Ellsworth and General Counsel Wieland on whether the previously appointed Exhibits Committee, Chief Judge and National Exhibits Coordinator remain in their appointed roles or if their terms have expired.

If their terms have expired, I would like President Ellsworth's input on when replacements would be named.

Discussion: Counselor Wieland suggested that Chief Judge Boling and National Exhibits Coordinator Lighterman terms of office be extended while decisions on exhibits are made.

*Board Chair Ellsworth indicated that he envisioned more member participation in exhibits and he wanted more review of the related finances. Until then he tabled this motion.*

#### **Agenda Item #10 Upcoming Board Meeting Schedule – Board Chair COL Steven Ellsworth, ret.**

The next Board teleconference is set for Tuesday, October 8, 2019 at 3:30pm MDT.

*Since the Secretary is unable to participate in the October meeting as currently scheduled he designated Executive Assistant Nunez to be the acting Secretary for the October 8, 2019 Teleconference.*

ADJOURN at 5:15 PM CDT