

200520 Open Session Teleconference Special Meeting Minutes

Board of Governors

Meeting Minutes Draft for Review/Approval (R1)

Special Meeting Teleconference

Open Session

May 20, 2020

(Note: Agenda item text is highlighted in gray)

Call to Order – President COL Steven Ellsworth, ret

Meeting was called to order at 2:01 PM MDT.

Roll Call – Secretary Sanford Pearl

A quorum of 9 governors were present

Board Present: President COL Steven Ellsworth, ret; Vice President Dr. Ralph Ross; Governors: Michael Ellis, Muriel Eymery, Mary Lynn Garrett. Greg Lyon, Clifford Mishler, Robert Oberth, Shanna Schmidt

Non-Voting Attendees Present: Executive Director Kim Kiick, General Counsel Hollie Wieland, Controller Carol Hull, Executive Assistant Donna Nunez, Parliamentarian Mark Lighterman, Secretary Sanford Pearl, Treasurer Larry Baber, Past President Gary Adkins

Guests Present: Joseph Boling Bylaws Committee Chair; Gary Lewis Past President and Bylaws Committee Member, Doug Davis Security & Loss Prevention Committee Chair

Governor Mishler requested to have the floor to address the Board, to make a point of personal privilege, and to make a motion.

Parliamentarian Lighterman explained the requirements of our Bylaws and Robert's Rules of Order Revision 11, including Robert's Rules on privilege motions and Charts of Order on Page 4 on motions to lay on the table, to the Board. He subsequently advised that Robert's Rules page 209 further clarifies the requirements.

After extensive Board discussion President Ellsworth acknowledged Governor Mishler so he could make his motion.

(200520 OS#1) MOTION by Governor Mishler, seconded by Governor Lyon, to lay on the table Agenda Items 1 through 9 and to advance Agenda Item 10 for consideration.

Discussion: None Further

Vote: Passed 8-1-0 (President Ellsworth against)

Agenda Item #10. Proposed Bylaw Changes on Committees – Governors Lyon and Mishler

(200520 OS #2) Motion by Governor Lyon, second by Governor Mishler to modify the American Numismatic Association By-Laws as follows:

(Secretary's note: For reference, the change to Article IV, Section 2, paragraph d is provided as presented at the May 20, 2020 meeting but was subsequently corrected, the correction approved, and the corrected motion documented in the May 21, 2020 open session meeting.)

Modify Article IV, Section 2, paragraph d to read:

"To appoint all committees, designate the persons who shall chair the committees, determine the duties and scope of the all committees not otherwise provided for in the By-Laws, and remove any committee chairperson or member, with the exception of the Audit Committee, which shall be reserved to the Board of Governors."

Add a new Article IV, Section 2, paragraph e to read:

"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 By-Laws"

To renumber Article IV, Section 2, paragraphs e-j as paragraphs f-k.

Add a new Article IV, Section 4, paragraph i to read:

"To approve, by majority vote, the appointment or removal of all committee chairs and members not otherwise provided for in the By-Laws"

Add a new Article IV, Section 4, paragraph j to read:

"To be allowed to participate in all committee meetings, with the exception of the Audit, Executive and Mediation committees, without the right to vote (unless appointed a member of said committee)."

To renumber Article IV, Section 4, paragraphs i-k as paragraphs k-m.

To modify Article IV, Section 6 to read:

"There shall be a standing Executive Committee which shall consist of the President, Vice President, Executive Director, Immediate Past President and General Counsel.

The President may convene the Executive Committee on matters of importance as the President deems appropriate. The Executive Committee shall consider and review any matter designated by the President and make recommendations to the Board as to any issue upon which the Executive Committee believes action should be implemented. **Minutes of each Executive Committee meeting shall be provided to the Board of Governors within 5 business days of the meeting.**

The President may invite participation of such other persons, Officers or Governors where their participation would assist in the discussion and recommendation of the subject matter to be reviewed."

Reasons to support:

- 1) Allowing governors to participate in any committee meeting increases transparency and allows additional input to be considered.
- 2) Requiring meeting minutes from the Executive Committee allows the full Board to be aware of what topics are discussed at said meetings.
- 3) Board approval of committee appointments and removals will make the Board more aware of committee changes.

Reasons not to support:

- 1) Eliminates the need or purpose for an Executive Committee to exist.
- 2) A 5-day time for a volunteer to produce and distribute notes after collecting them from the attendees is unrealistic. The first Executive Committee meeting that was held was on April 7th The committee was not provided the notes from the member assigned to take them was not until May 5th. As of the morning of May 18th, only three others have provided their input from their own notes.
- 3) Additional work required to produce Executive Committee meetings.
- 4) Reduces flexibility of the President regarding committee assignments.
- 5) Nothing prevents an entire board to participate in every committee making it very difficult for the average board volunteer to devote the time that would be required to do so. This will further discourage

our members to participate to serve on the board as the committee structure will be dominated and favor only retired or unemployed members to serve.

This motion changes our Bylaws and has been presented to the Bylaws Committee for review.

Discussion: Vice President Ross recommended that Executive Committee notes be reviewed by Counsel prior to sending them to the Board. The Board agreed.

Governor Eymery felt that the change would enhance Board transparency, and having Board guests at the Executive Committee meetings would broaden the perspective of the committee decisions.

Governors Lyon and Schmidt felt the change would enhance Board transparency. They reminded all attendees that committee decision confidentiality remains necessary.

Governor Oberth expressed concern on committee representation.

Past President Adkins expressed concern that the change would negatively impact the presidency.

Counselor Wieland reiterated that the Board as a whole is responsible for ANA governance and as such all Board members need to be aware of and provide input on committee decisions.

Executive Director Kiick commented that the Executive Committee meeting notes are confidential and are not published beyond the Board.

Bylaws Committee Chair Boling advised that the committee supported all four sections on the motion and *thought each section would be voted on individually. Parliamentary Lighterman advised that since the motion was made as one motion it had to be voted on as one motion. (R1).*

Past President Lewis commented that Mr. Boling and the committee did an excellent job reviewing and providing inputs on the motion.

President Ellsworth reminded the Board that any Board member can sit in, monitor, but not vote on any committee except Mediation & Audit committees. He also asked what the motion effective date was, stated that the motion does not specifically identify the committees it applies to, and asked if there were any issues with any existing committee member.

Vote: Passed 7-2-0 (President Ellsworth & Governor Oberth against)

Agenda Item #1 Finance/Budget Committee Report –Treasurer Larry Baber

Our Cash Flow accounting as to the effects of COVID19 on revenues, and concerns as to the effects it may have on our budget for the remainder of the year

Treasurer Baber expects a budget deficit with a need to infuse funds into the Operating budget by October 2020. He suggested deciding on AIP sales after June 30, 2020 and that 2021 budget motions be submitted for Board approval by late September 2020. The current account includes prepaid WFOM fees that will be addressed once the WFOM impact is known.

The Board expressed their appreciation for the excellent effort by the Finance & Budget Committee.

Agenda Item #2. Establishment of a Museum/Library Committee – President Ellsworth, Treasurer Baber, Doug Davis, Chair of Security & Loss Prevention Committee.

President Ellsworth handed the gavel to Vice President Ross for this agenda item.

Motion by Governor Oberth, second by President Ellsworth That the Board of Governors initiate a Forensic Audit of the ANA Museum and Library policies, practices and procedures, and methods; to include but not limited to all records of Acquisitions and Deaccessions, the valuations of each, inventories of our holdings and the values assigned to them; to identify and account for past lost, missing or stolen items that have been reported; and to review any and all investigation reports and that the ANA is in compliance with the rules and regulations of the State of Colorado. This Forensic Audit is to be immediately undertaken when conditions permit by an experienced reputable firm or individual with approval of board and authorization of up to \$15,000 in fees and services for this purpose. In addition, all officers, staff and board members are hereby directed to cooperate fully with the Forensic Audit.

Reasons to support:

1. It is required by the board's fiduciary responsibility on behalf of our members.
2. It provides transparency to our members by this action of the board.

Reasons to oppose:

None

This motion is to have a recorded roll call vote to be posted on our website for our membership to review.

Discussion: Counselor Wieland tailored her comments reflecting the Open Session nature of the meeting. She also commented that the amount allocated for the audit may be insufficient.

Governor Eymery agreed an audit was appropriate.

Governor Garrett was concerned with the "immediate" aspect of the motion given the coronavirus impacts on staff and headquarters closure to the public.

Governor Lyon questioned if the authorization of an audit without addressing the need for a RFP first. Likewise he questioned if the \$15,000 budget was sufficient to address process/procedures as well as the ANA inventory of numismatic items and numismatic books.

Governors Mishler and Schmidt questioned if using the term "forensic" was appropriate and the cost of such an audit.

Governor Oberth and Past President Adkins supported taking an audit of assets and procedures. Past President Adkins suggested making an audit during the term of each new board.

Security & Loss Prevention Committee Chair Davis supported an audit confirming that the ANA has valid processes and procedures.

Governor Lyon indicated that forensic audit costs can exceed \$100,000.

Executive Director Kiick supported an audit and suggested it may be necessary to sell additional stock to fund the audit.

President Ellsworth commented that Board fiduciary responsibilities support taking an audit. He also felt the staff would appreciate having an audit.

Treasurer Baber advised that the library numismatic books are not on balance sheet based on decisions of the Board approximately 18 years ago.

The Board consensus supported taking an audit and initiating action to get quotes for an audit of process and procedures, and our museum and library assets.

(200520 OS #3) MOTION by Governor Lyon, seconded by Governor Mishler to lay this motion on the table until more information on initiating an audit is available at a subsequent Board meeting.

Discussion: None further

Vote: Passed 7-2-0 (President Ellsworth and Governor Oberth against)

President Ellsworth regained the gavel from Vice President Ross

President recessed the meeting at 4:35 PM MDT until May 21, 2020 at 2:00 PM MDT.