

# ANA Board of Governors Special Meeting Agenda

May 20, 2020

2pm MT/ 3pm CT/ 4pm ET

## OPEN SESSION

### 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.

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

Motion by \_\_\_\_\_, second by \_\_\_\_\_

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.**

### 3. **Committee - Board Participation** – President Ellsworth.

For the most part, each of our committees has a board member that has been elected by our membership or an officer that has been approved by the board on each of our committees. It is important that the committee's notes and minutes be forwarded to the board and officers and be posted on our website in the committee section. This is important for several reasons not limited to transparency, members seeing work and progress in their Association through our committees, and to encourage membership involvement in participation on a committee or to simply make suggestions in areas that they may have expertise in the best interest of our ANA.

The record of notes and minutes needs to be made by a board member on the committee who can ensure that the minutes are distributed to the board and officers. This responsibility **must not** be delegated to paid staff or officers as it is our responsibility as members of the BOG to see this is done. The Chair of the committee will need to make the determination as to who can best serve in this task should the committee have more than one board member sitting on the committee.

This important task will require a commitment that this will be accomplished.

As of our May 13<sup>th</sup> Committee List, the following do not have a board member assigned or non-paid officer assigned, and I need a board member to volunteer to serve, or I would like to add a board member to serve and to distribute a record of the meeting;

- Awards
- Marketing
- Mediation\* Confidential status – minutes are not recorded or distributed.
- Museum/Library
- Operations
- Security & Loss Prevention

### 4. **Revised HQ Organization and Staffing and Position Descriptions** – Executive Director Kim Kiick

New positions, staffing, and job descriptions.

**5. Appointment of Chair of Bylaws Committee – President Ellsworth**

Joe Boling has accepted the Chair position of the Committee and has been active in the work of the committee since. This was necessary as recent changes to our bylaws have been proposed and needed to be vetted by the committee as to the possible ramifications should they pass. Joe and the committee are to be commended for their efforts in view of a very short timeline they have been given. There is some concern that these changes may not have allowed the committee sufficient time to thoroughly accomplish the mission.

**6. ANA Philanthropy Award Policy Revision – Governor Mary Lynn Garrett, Chair of the Development Committee**

Motion by \_\_\_\_\_, second by \_\_\_\_\_ to accept the revised ANA Philanthropy Award Policy as proposed.

Pros:

1. Encourages giving to the ANA.
2. Allows the Fund Development Committee to review and revise policy on regular basis; becomes integral to strategic plan.
3. Establishes a great way to honor an individual / company / foundation / corporation / organization for creating a culture of philanthropy.
4. Encourages philanthropy and supports like-minded individuals who are passionate about the future of the hobby.
5. Establishes a policy with guidelines and eligible member selection criteria for the ANA Philanthropy award.

Cons:

1. Current policy has become outdated. Needed refresh for Pro #4.
2. Current time dedicated of the Development Committee.
3. If the ANA did not have an opportunity to honor its members and create a culture of philanthropy; it would be considered an archaic organization; donations to the organization would decrease along with diminished contributions of legacy gifts, numismatic materials, attendance/participation at events. It would be a dishonor to ignore our constituents.

**7. Proposed Bylaw Change - Voting Right of Past Presidents – Immediate Past President Adkins**

Motion by \_\_\_\_\_, second by \_\_\_\_\_ to modify Article IV, Section 7 that;

The Immediate Past President, not otherwise an elected governor, shall serve as an ex-officio, **non-voting to voting** member of the Board of Governors. In the event that the Immediate Past President cannot or declines to so serve, the president and/or the board may request that the next previous past president, the chair of the Advisory Council, or such other person as is approved by the board to attend board meetings in this same capacity.

Reasons to pass:

- 1) Past presidents are asked to serve an “additional term” on the board to offer transition knowledge and expertise to the issues before the ANA. Past presidents have been elected by the membership and have had previous board service, most for multiple terms, giving them an understanding of the challenges the board faces.
- 2) If knowledge and experience are of value, why should the Immediate Past President (or other past president) be precluded from making motions and voting on motions? The ANA is asking this person to sit in on meetings, participate on the Executive Committee, and offer counsel as needed. If someone is trusted with the most important role on the board when elected, and asked to be a public figure for the organization, why would that trust not continue in their continued service to the ANA?

Reasons to decline:

- 1) Board votes would now have potential to tie at 5/5 with ten members voting. This would likely be a rarity as most votes historically have received majority support. If a tie vote occurred, Robert’s Rules would govern, but an unseemly appearance could result.
- 2) As written, the bylaw could result in a person being invited to the board who had never been elected to office by ANA membership.

**This motion changes our Bylaws and has been presented to the Bylaws Committee for review with their recommended changes. If passed, it may need to be published in The Numismatist as it may affect the election voting.**

**8. Executive Meetings Minutes and Notes [Held 3-23-20, 4-7-20, 4-14-20, 4-21-20 and 4-28-20] – President Ellsworth**

These weekly meetings were called for by President Ellsworth in response to the daily—sometimes lengthy—calls that were being made between Executive Director Kim Kiick, General Counsel Hollie Wieland and me due to the rapidly changing challenges that were facing the Association due to the Covid19 crisis.

After numerous calls on a multitude of issues the virus had inflicted on the Association, I thought it in the best interest to include the rest of the Executive Committee as decisions staff were being faced with needed to include additional input; also in the event that any of the three of us became infected with the virus and would be unable to continue to discharge our duties and responsibilities. I insisted that we needed to especially include Vice President Ross in our discussions.

After our first meeting on 3-23-20, it became apparent that we needed structure to any future meetings and that we needed to have a record of what we had accomplished and done in our previous meeting. I then assigned Vice President Ross to take written notes, not minutes, of our meetings so we could review them prior to the start each meeting. For various reasons, this was not provided promptly, resulting in us not being able to refer to them until after May 5, 2020 after our last meeting.

The proposed agenda and outline format for our four meetings proposed were:

1. A weekly update of events that affect ANA and what effect it has on our operations and events since our last meeting.
  - Kim's observations
  - Hollie's observations
  - Ralph's observations
  - Gary's observations
  - Steve's observations
  
2. Possible courses of actions to those events that we might take. From the likely to the ridiculous based on the previous weeks development.
  - Kim's possible courses of action
  - Hollie's possible courses of action
  - Ralph's possible courses of action
  - Gary's possible courses of action
  - Steve's possible courses of action

3. After all the possible courses of action were presented by each, then we could decide what as a Committee might be our best and second best course of action to take, based on the information available at the time.

As our discussions were to have serious impact on our operations due to the Covid19 crisis, I called for a Special Board Meeting to update and to include the board as to the discussions Kim, Hollie and I had; the Executive Committee meeting we had on March 31, 2020; and to advise the board that the executive committee would continue to meet weekly for all of April and longer if needed to help coordinate and assist in our operations.

I have attached the minutes to the agenda for your review.

#### **9. Requests to General Counsel – President Ellsworth**

General Counsel Wieland was requested in our Executive meeting to provide a release form for our convention exhibitors and attendees at our WFOM as it may be needed also for our NMS. I would like the board's support to expand this to our staff as well for the convention and also for staff and visitors when operations resume at HQ. I believe it is in the best interest of our membership to do so, as without it, untold claims could arise.

General Counsel Wieland has made reference to the Shepherd case in emails and phone conversations. I am not fully familiar with the suit(s) that Mr. Shepherd brought against the ANA and/or individuals and as such have requested this information be provided to me as provided in our bylaws. I have asked that copies of the complaint(s) and the answers in the defense of the ANA/Individuals and the questions and answers given in these depositions that were taken be provided, of those items that are not under the restrictions of the stipulated protective order (SPO).

It is important that the BOG be privileged to this same information that is sent to me and needs to be forwarded to them as well.

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

Motion by Lyon, second by Mishler to modify the American Numismatic Association By-Laws as follows:

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 7<sup>th</sup>. The committee was not provided the notes from the member assigned to take them was not until May 5<sup>th</sup>. As of the morning of May 18<sup>th</sup>, 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.**

\*\*\*10 minute break between Open & Executive Sessions, if needed.