

200521 Open Session Teleconference Special Meeting Minutes

Board of Governors

Meeting Minutes Draft for Review/Approval (R1)

Special Meeting Teleconference

Open Session

May 21, 2020

(Note: Agenda item text is highlighted in gray)

Call to Order – President COL Steven Ellsworth, ret

Meeting was called to order at 2:02 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 Presidents Jeff Garrett and Gary Adkins

Guests Present: Joseph Boling Bylaws Committee Chair

President Ellsworth recognized Governor Lyon to correct motion 200520 OS #2. (200521 OS#1) MOTION by Governor Lyon, seconded by Governor Mishler 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 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 provide input.

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. Parliamentarian 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.

Parliamentarian Lighterman advised that the Bylaw modification will be effective after the Board approves the May 20 & 21, 2020 open session meeting minutes and the modified Bylaw is posted on the ANA website.

Vote: Passed 9-0-0

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

(200521 OS #2) Motion by Governor Mishler, second by Governor Eymery 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.

Discussion: None further.

Vote: Passed 9-0-0

Agenda Item #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 13th 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;

Discussion: The Board volunteered to participate in the following committees as listed below:

Awards Governor Ellis

Marketing Governor Oberth

Mediation* Confidential status – minutes are not recorded or distributed.

Museum/Library Governor Lyon

Operations Open

Security & Loss Prevention Governor Oberth

Bylaws Governor Mishler

Governor Mishler recommended committees have majorities of non-board members. He also indicated that the committee assignments be approved by the Board in accordance with motion 200520 OS#2 as corrected by motion 200521 OS #1. The Board approved the assignments by unanimous consensus.

Past President Adkins commented that committee chairs had not provided him inputs for the Strategic Plan as agreed during the On-Boarding Meeting. President Ellsworth and Vice President Ross will follow up with the committee chairs to get the inputs.

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

New positions, staffing, and job descriptions

Discussion: Executive Director Kiick commented that she had sent the Board updated issues of the organizational chart and job descriptions. She advised that the staff was undergoing training to bring staff with new/added responsibilities up to speed.

She also hopes to open the museum approximately June 1 or 15, 2020.

She also plans to be ready for a June 2, 2020 Convention Committee meeting to make decisions on the WFOM. She is considering not having treasure trivia, and providing money talks, YN programs and the Sundman lectures on Zoom.

Governor Lyon complemented her on the charts and descriptions, saying they were as good as any in major industries.

Agenda Item #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

Discussion: The Board was unanimous in supporting the committee chair assignment.

Agenda Item #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.

Discussion: Parliamentarian Lighterman advised that no motion can be made at this meeting as it is a Bylaw change which requires 14 days prior notice for consideration by the Board, and the Board was not given 14 days prior notice. Also in accordance with the Bylaws, the motion must be brought forth as specified by the Bylaws, including being made by three Board members, and then published in *The Numismatist* prior to Board approval.

President Ellsworth commented that the motion when made must specify when the Bylaw change will become effective. He tasked Past President Adkins coordinate with Parliamentarian Lighterman and Bylaws Committee Chair Boling to develop a draft motion and initiate Board action as appropriate. Counselor Wieland advised there would be an estoppel issue if the motion is to be effective in the current term of the Board.

Past President Garrett commented that he was not sure if providing a vote on the Board to the Past President is the right approach, and that the guiding voice of the Past President is more important. Bylaws Committee Chair Boling suggested reviewing Enclosure 2 of the agenda that differs from the agenda motion wording.

President Ellsworth tabled, with Board consensus, the motion for future consideration in accordance with the Bylaws.

Agenda Item #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

Discussion: President Ellsworth commented that the meeting notes were taken by volunteers, and the minutes were attached to the meeting agenda.

The Board consensus was that the notes provided adequate meeting transparency.

Counselor Wieland advised that the meeting notes were for Board reference and are not public information. President Ellsworth agreed the notes are confidential.

Executive Director Kiick recommended redacting and not publishing the notes.
Past President Garratt left the meeting.

Agenda Item #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.

Discussion: Counselor Wieland indicated that she had provided the President Ellsworth the available Shepherd case notes. The draft waiver was provided but, as noted in prior meeting minutes, the Board consensus was to not use it at the WFOM.

ADJOURN at 3:20 PM MDT