

200915 Open Session Teleconference Meeting Minutes

**Board of Governors**

**Meeting Minutes Draft for Review/Approval (R1)**

**Regular Meeting Teleconference**

**Open Session**

**September 15, 2020**

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

**Call to Order – President COL Steven Ellsworth, ret**

Meeting was called to order at 8:03 AM MDT.

**Roll Call – Secretary Sanford Pearl**

A quorum of 7 governors were present

**Board Present:** President COL Steven Ellsworth, ret; Vice President Dr. Ralph Ross (arrived 8:12 AM, R1); Governors: Michael Ellis, Muriel Eymery, Mary Lynn Garrett, Greg Lyon, Clifford Mishler, Robert Oberth.

**Board Absent:** Governor Shanna Schmidt

**Non-Voting Attendees Present:** Executive Director Kim Kiick, General Counsel Hollie Wieland, Chief Financial Officer (CFO) Brent Howe, Executive Assistant Donna Nunez, Parliamentarian Mark Lighterman, Secretary Sanford Pearl, Treasurer Larry Baber, Curator/Museum Director Doug Mudd, *The Numismatist* Editor-in-Chief Caleb Noel, Events Director Brianna Victor, Past Presidents Gary Adkins, Jeff Garrett, Gary Lewis, John Wilson, Past Governor Thomas Uram

**Agenda Item #1 Approval of Open Session Minutes - President COL Steven Ellsworth, ret.**

**(200915 OS #1)** MOTION by Governor Oberth, second by Governor Garrett to approve the minutes of the Board of Governors' Open Session Meeting Teleconference held August 11, 2020.

Discussion: None further.

**Vote Passed: 7-0-0 (2 absent Vice President Ross & Governor Schmidt)**

**Agenda Item #2 eBay Virtual ANA Event Proposal – Governor Rob Oberth**

**(Secretary Note: This item added to the Executive Session after the motion was tabled during Executive Session by Board consensus.)**

**(200915 OS#2)** MOTION by Governor Oberth, second by Governor Garrett that the ANA work with eBay to broadcast the ANA's logo to millions of potential future ANA members on the item listings for the ANA's paid table holders on eBay. Allow eBay to build a landing page on

their website encouraging their users to join the ANA. In addition, allow the same to participate in a one-time trial select trading event on eBay.

PROS:

eBay would broadcast our brand to an audience of 900,000 impressions per month.

eBay would spend \$15,000 to \$20,000 advertising our brand and these special events. Print media, potentially social media.

Static banner on collectibles page for the entirety of the events

Our ANA landing page would be there to stay even when the events are not being held.

eBay would be promoting our brand at zero cost to us.

We would have links out to our website encouraging their users to join the ANA.

The ANA would be allowed to sell our memberships, magazines and ANA branded items on eBay with zero fees other than PayPal fees.

eBay is not a traditional auction house. It does not take consignment any 70% of listings are Buy It Now listings vs auctions. There would be no conflict with our current arrangements with our auction partners.

Email blasts encouraging membership to join the ANA

Possible revenue stream by charging dealers to participate or inventory call outs on the ANA page.

CONS:

It could potentially be perceived by a small percentage of our base that we are endorsing eBay.

This perception has probably been the case with NGC, Heritage and other partners.

eBay in the past has made commitments and has not followed through.

**Discussion:** Governor Oberth provided background on the proposal.

Governor Lyon asked if there was a written agreement. Governor Oberth advised that the only document was a proposal letter from eBay.

Governor Lyon asked if there was an impact on our contracts with our auction houses. Counselor Wieland advised that she would only comment on this situation during Executive Session.

Governor Eymery asked what eBay expected to get from the proposal. The subject will be addressed during Executive Session.

Past President Garrett discussed past ANA experience with eBay and related eBay experiences by PNG.

*President Ellsworth, with Board concurrence, laid the motion on the table until the Executive Session to permit further discussion.*

### **Agenda Item #3. Discussion of Restructuring the ANA - Governor Mary Lynn Garrett**

Commentary provided by Governor Garrett:

The ANA has been severely impacted by COVID19 financially. For years, the ANA has spent considerably more money than it takes in, to support membership benefits it cannot afford. Now is the perfect time to consider long term changes that will make the ANA better in the future. We need to spend money to support programs that benefit the majority of our members. ANA online education is clearly the direction it must go. We should restructure to achieve this goal.

**Discussion:** Governor Garrett asked Executive Director Kiick to comment on possible restructuring options.

Executive Director Kiick advised the current status of the staff organization, the staff impact when planned and scheduled event effort must be initiated, and the staff impact to implement

added eLearning programs. She commented that the staff level was at the minimum necessary to accomplish the current goals established by the Board. Any further staff reductions would need the Board to direct which goals to eliminate.

Governor Garrett commented that current programs need to be reduced to permit resources to be used for new and added eLearning efforts.

Governors Lyon, Mishler, and Garrett commented that any program changes have to be made by the Board with support from the Executive Director.

In response to President Ellsworth's question, Executive Director Kiick and Treasurer Baber advised that the FY2021 budget had been prepared and reflected an approximately \$1.2 million deficit, down from the FY2020 deficit of \$1.7 million prior to the COVID-19 impact and \$2.2 million including the projected COVID-19 impact.

Governor Eymery commented that the budget must invest in new and added future programs for our members.

President Ellsworth advised that the *September 29, 2020 (R1)* Board meeting would be devoted to reviewing the proposed FY2021 budget.

Governor Mishler emphasized that the future budget needs to reflect a partnership of the Board, staff, and membership, and that the efforts to cut the budget need to stop to reflect that partnership.

Governor Oberth suggested that the ANA needs to be reinvented for the future to reflect current and foreseeable realities. *Governor Oberth and President Ellsworth (R1)* commented that the ANA committees should be tasked to propose ideas for future budget changes.

#### **Agenda Item #4 Motion for Utilization of Ben E. Keith Funds During Pandemic-Governors Clifford Mishler & Shanna Schmidt**

**(200915 OS #3)** MOTION by Clifford Mishler, second by Governor Ellis, to authorize utilization of funds from the Ben E. Keith holdings to provide operational and program support through fiscal year 2021. This includes sole determination of staffing, layoffs, furloughs or terminations, as determined by the Executive Director to be appropriate in support of ANA Board approved programs and explorations. Any and all funding/staffing level changes shall be reported to the Board on a timely basis, as a point of information, unless prior approval of additional funding by Board authorization is required.

#### **PROS:**

Provide the opportunity for deliberate critical assessment and appropriate adjustment of programs and operations, maintaining a long-term perspective on the organization's welfare. The Ben E. Keith endowment was established to provide a stable environment for the present and ongoing pursuit of American Numismatic Association operations and programs.

#### **CONS:**

The potential of drawing down, on an interim basis, the assets of the Ben E. Keith fund assets on an extraordinary basis.

The motion is premature in that the board has not been supplied or analyzed the 2020-2021 Budget.

The board has not reviewed the exact wording of the Ben E. Keith gift.

**Discussion:** Treasurer Baber indicated that he felt that if a budget is established then this motion is not necessary.

Governor Eymery felt it was important that the Board recognize the impact of COVID-19 on the budget.

Past President Garrett recommended minimizing use of the Ben E Keith stock. He suggested selling Museum duplicates to raise funds to reduce the budget deficit.

Past President Adkins commented that he agreed with Treasurer Baber's opinion.

Past President Wilson commented that numerous prior Boards had used the Keith stock to balance the budget.

Governor Ellis expressed his great admiration for the staff, that they were a great asset, and they were highly deserving of use of Keith stock to support the staff efforts.

Governor Lyon indicated that the proposed motion expresses the sentiment of the Board.

Governor Mishler stated that the motion expresses the Board position on using the Keith stock and sends a strong signal of the Board consensus.

President Ellsworth felt the budget should be used and not the motion.

Governor Mishler called the question on the motion.

**Vote Passed: 5-3-0 (For Vice President Ross, Governors Ellis, Eymery, Lyon, and Mishler; Against President Ellsworth, Governors Garrett, Oberth) (1 absent Governor Schmidt)**

#### **Agenda Item #5. Motion to Rescind and New Motion Regarding Museum/Library Inventory - Governors Michael Ellis, Greg Lyon & Vice President Ralph Ross**

**Agenda Item #5A. (200915 OS #4) MOTION** by Michael Ellis, second by Greg Lyon to rescind the motion passed (200623 OS#3) to initiate a request for proposals to conduct an audit of the ANA Museum and Library policies, practices, procedures and methods.

Reasons to support:

1) Governor Ellis misunderstood the scope of the original motion. He believes an inventory of our museum collection is critical and believes this must be accomplished before an audit is conducted.

2) The ANA Museum and Library committee supports completing an inventory before completing an audit of the collection as an inventory is required to complete an audit.

Reasons to oppose:

1) Motions should not be rescinded for a board member who simply did not take the initiative or due diligence to research and prepare for a board meeting.

2) This sets a poor precedence for future board meetings in the work of the board can be easily undone by those who were displeased with a vote.

3) This would undo a previously enacted motion by the board.

**Discussion:** Governor Ellis commented that the motion needed to clearly differentiate the terms "audit" and "inventory".

Governor Lyon stated that the "reason to oppose" was not in the original motion and was added by President Ellsworth.

*President Ellsworth explained that all board members are able to put forth pros and cons on all motions that are to be discussed prior to the meeting. (R1)*

*The Board discussed the need for new agenda motion submission deadlines that allow time for distribution to obtain board member input, and for subsequent timely release of the agenda incorporating all the member's inputs prior to Board meetings. (R1)*

*President Ellsworth also asked Governor Lyon for an update on when he would provide an IT business plan discussed at a prior meeting. (R1)*

Curator/Museum Director Mudd explained the difference between audit, inventory, and cataloging. He estimated the extent of the museum assets to be cataloged, and differences in assets being cataloged in the museum.

**Vote Passed: 5-3-0 (For Vice President Ross, Governors Ellis, Eymery, Lyon , and Mishler; Against President Ellsworth, Governors Garrett, Oberth) (1 absent Governor Schmidt)**

**Agenda Item #5B. (200915 OS #5)** MOTION by Greg Lyon, second by Ralph Ross to direct the ANA Executive Director to complete a thorough cataloging of the approximately 90,000 uncatalogued pieces from the core collection of the ANA Museum, in preparation for an audit at a future date. This will require attribution, data entry and photography of each object. The Board of Governors will ensure sufficient funding for paid staffing at the current level to continue this on-going project with no predetermined end date. Volunteers can be used at the discretion of the Executive Director and director of the museum. If the Board of Governors wishes to expedite the completion of the inventory, the purchase of additional photography equipment and the addition of up to two staff should be supported and financed through Ben E. Keith funds.

Reasons to support:

- 1) It is the fiduciary responsibility of the ANA Board to have a complete inventory of the museum collection.
- 2) A complete inventory of the collection is required before an audit of the collection can take place.
- 3) It ensures our membership is aware of and has access to data regarding the museum collection.

Reasons to oppose:

- 1) There is no specified date or time when this is to be accomplished, making it a useless and ineffective motion.
- 2) The board needs to know the value of the collection as well as what is held.
- 3) There are not professional coin dealers on staff to accomplish this task.
- 4) The motion should utilize 3 or 4 volunteer professional coin and currency dealers to not only take an inventory but also to update the values as the list that has been provided has numerous items that are grossly overstated.

**Discussion:** Governor Lyon stated that the “Reasons to oppose” were not in the original motion and were added by President Ellsworth.

*The comments added under R1 in Agenda Item 5A motion 200915 OS#4 also apply. (R1)*

President Ellsworth commented that the asset value needs to be part of the effort, and that coin dealers should provide the current market values.

Governor Lyon indicated that the Executive Director needs to identify the funding and timing so the Board can obtain the necessary resources.

Curator/Museum Director Mudd estimated the time period needed for the effort depending on the number of people provided to catalog the assets.

**Vote Passed: 6-2-0 (For Vice President Ross, Governors Ellis, Eymery, Oberth, Lyon , and Mishler; Against President Ellsworth, Governor Garrett) (1 absent Governor Schmidt)**

**Agenda Item #6. Update on Pittsburgh World’s Fair of Money 2023 – Executive Director Kim Kiick**

Executive Director Kiick provided recently obtained updates on the costs associated with holding the WFOM in Pittsburgh in 2023. The update demonstrates that the costs are better than those

contracted for the 2020 WFOM at Pittsburgh and satisfies the criteria for the motion (200714 OS#2) committing the ANA to the 2023 WFOM in Pittsburgh.

Past Governor and current PAN President Tom Uram stated that Pittsburgh and PAN wants and supports the ANA WFOM in 2023.

Governor Mishler commented that the information is favorable and justifies supplementing the July motion with a clean motion authorizing contracts be negotiated and signed document the ANA commitment.

President Ellsworth asked Executive Director Kiick to document the updated cost information and provide the information an email to the Board.

**Agenda Item #7. Upcoming Board Meeting Schedule – President COL Steven Ellsworth, ret.**

The next Board videoconferences are set for Tuesday, September 29, 2020 at 8:00am MT and October 13, 2020 at 11:00am MT.

Governor Lyon asked that the September 29, 2020 meeting be held at noon to eliminate conflicts with work commitments. President Ellsworth explained his rationale for keeping the current schedule.

ADJOURN at 9:26 AM MDT