

201118 Open Session Teleconference Meeting Minutes

**Board of Governors**

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

**Regular Meeting Teleconference**

**Open Session**

**November 18, 2020**

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

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

Meeting was called to order at 3:02 PM MST.

**Roll Call – Secretary Sanford Pearl**

A quorum of 8 governors were present

**Board Present:** President COL Steven Ellsworth, ret; Vice President Dr. Ralph Ross Governors: Michael Ellis (arrived 3:56 PM), 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, Chief Financial Officer (CFO) Brent Howe, Executive Assistant Donna Nunez, Parliamentarian Mark Lighterman, Secretary Sanford Pearl, Treasurer Larry Baber, Past Presidents Gary Adkins, Gary Lewis, Bylaws Committee Chair Joe Boling, *The Numismatist* Editor-in-Chief Caleb Noel, Museum Curator/Museum Director Doug Mudd, Deborah Muehleisen, Museum/Library Committee Chair Rick Ewing, Museum/Library Committee Member Ray Williams, Former Controller Carol Hull

**Agenda Item #1 Approval of Open Session Minutes - President COL Steven Ellsworth, ret. (201118 OS #1)** MOTION by Governor Garrett, second by Governor Oberth to approve the minutes of the Board of Governors' Open Session Meeting Videoconference held October 13, 2020.

**Discussion: None further.**

**Vote Passed 8-0-0 (1 absent Governor Ellis)**

**Agenda Item #2 Ratify Approval of Committee Personnel Changes - President COL Steven Ellsworth, ret.**

In accordance with ANA Bylaws Article IV, Section 4i, the board was asked to approve committee

personnel changes as follows:

**Awards Committee:**

Add Caleb Noel

**Conventions Committee:**

Remove Jennifer Ackerman; add Brianna Victor.

**Education Committee:**

Add Jeff Swindling

**Finance & Budget Committee:**

Add Brent Howe

**Information Technology Committee:**

Remove Cary Hardy

**Outreach Committee:**

Add Logan Curtis

**Security and Loss Prevention:**

Remove Carol Hull; add Sam Joseph

**(201118 OS #2)** MOTION by Governor Eymery, second by Governor Garrett to ratify the email vote of Vice President Ross and Governors Ellis, Garrett, Oberth, Eymery, Schmidt and Mishler approving the aforementioned committee changes.

**Discussion: None further.**

**Vote Passed 8-0-0 (1 absent Governor Ellis)**

**Agenda Item #3 Donation Approval & Naming Rights - President COL Steven Ellsworth, ret.**

The ANA Policy Manual section titled DONATIONS—DONATION APPROVAL states:

The Executive Director will promptly notify the President of any proposed donation of \$10,000 or more, whether in cash, materials or kind.

In addition, the Executive Director will promptly notify the Board of Governors of any proposed donation of \$20,000 or more, whether in cash, materials or kind for board approval.

On amounts under \$20,000 the Association reserves the right to decline any donation in part or in its entirety at the sole discretion of the Executive Director.

On amounts of \$20,000 or more, the board will evaluate them on a case by case basis and reserves the right to decline any donation in part or in its entirety.

The Executive Director has received an anonymous donation in the amount of \$20,000 and a donation of \$20,000 from the Rickard Family Foundation, both for the ANA General Fund.

The Executive Director has also received a donation from Martin D. Weiss [LM – 1452] in the amount of \$50,000 designated to benefit YN Scholarships. Weiss passed away on November 1st, and his friend and colleague Kitty Quan requests approval for naming rights for YN Scholarships to be endowed by Weiss' gift.

Naming Rights Motion via Telephone Vote, April 24, 2008

Motion by Governor Mishler, second by Governor Rochette, that naming rights of the Association's awards, physical spaces, events, or activities will be considered on a case by case basis and will require review and approval by the Board of Governors.

Vote: Passed – Unanimous

**(201118 OS #3A)** MOTION by Governor Lyon, second by Governor Eymery to approve acceptance of an anonymous \$20,000 donation; a \$20,000 donation from the Rickard Family Foundation; and a \$50,000 donation from Martin D. Weiss designated for YN Scholarships.

Discussion: Governor Lyon asked if the fundraising staff or committee could take credit for these donations. Executive Director Kiick advised that neither could take credit for these donations. Governor Eymery commended District Representative Kitty Kwan for her efforts on the Weiss donation.

**Vote Passed 8-0-0 (1 absent Governor Ellis)**

**(201118 OS #3B)** MOTION by Governor Mishler, second by Governor Garrett to approve naming rights for the Martin D. Weiss Memorial YN Scholarship to benefit youth attending Summer Seminar.

**Discussion: None further.**

**Vote Passed 8-0-0 (1 absent Governor Ellis)**

**Agenda Item #4 Motion to Amend the Bylaws Regarding Duties of General Counsel - President COL Steven Ellsworth, ret.**

**CURRENT ANA BYLAWS, ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 2. General Counsel**

The duties of the General Counsel shall be to provide legal services on behalf of the Association to the Board of the Governors, the Executive Director and the Association as may be requested or required. The General Counsel may appoint local counsel to perform legal services on behalf of the Association in connection with Association conventions and litigation occurring outside of the state of residence of the General Counsel, subject to approval by the Board of Governors, provided, however, that all expenditures for local counsel shall be subject to any limitations imposed by the Board of Governors. The General Counsel shall attend all Board of Governors meetings, unless excused therefrom when his or her compensation and/or performance is discussed by the Board.

**PROPOSED ANA BYLAWS, ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 2. General Counsel**

The duties of the General Counsel shall be to provide legal services on behalf of Association to the Board of Governors, the Executive Director and the Association as may be requested or required. The General Counsel may appoint local counsel to perform legal services on behalf of the Association in connection with Association conventions and litigation occurring outside of the state of residence of the General Counsel, subject to approval by the Board of Governors, provided, however, that all expenditures for local counsel shall be subject to any limitations imposed by the Board of Governors. ~~The General Counsel shall attend all Board of Governors meetings, unless excused therefrom when his or her compensation and/or performance is discussed by the Board.~~ **The General Counsel shall attend Board of Governors meetings when asked by the President or by a majority of the Board.**

[If the amendment is approved, the strikethrough text will be removed and replaced by the text shown in red.]

MOTION by \_\_\_\_\_, second by \_\_\_\_\_ to amend ANA BYLAWS, ARTICLE IX:

Duties of Corporate Officers & Special Officers, Section 2. General Counsel to read as proposed: The duties of the General Counsel shall be to provide legal services on behalf of the Association to the Board of Governors, the Executive Director and the Association as may be requested or required. The General Counsel may appoint local counsel to perform legal services on behalf of the Association in connection with Association conventions and litigation occurring outside of the state of residence of the General Counsel, subject to approval by the Board of Governors, provided, however, that all expenditures for local counsel shall be subject to any limitations imposed by the Board of Governors. The General Counsel shall attend Board of Governors meetings when asked by the President or by a majority of the Board.

PROS:

- The costs of paying legal billings and expenses to have legal counsel attend meetings when there are no legal issues is a needless expense and misuse of members' funds.
- Most legal issues are complex and require extensive review by the board before a decision is to be made which does not need to be done in meetings where 99% of discussions are based on business decisions, not legal.
- Legal counsel would be best served to be given time to review the board meetings minutes and then give counsel as needed.
- When legal issues are raised, the President or Board can utilize counsel as needed.
- There have been numerous conventions after expending travel costs and hourly billing to require counsel's attendance to have counsel announce, No legal actions or issues to report.

CONS:

- None

*Discussion: There was no discussion as no motion was made or seconded.*

**Agenda Item #5 Motion to Amend the Bylaws Regarding Duties of Executive Director – Governor Clifford Mishler**

**CURRENT ANA BYLAWS ARTICLE IX, Section 1. Executive Director, Subsection c:**

To keep all expenditures within the scope of the approved budget, to adhere to expenditure limits established by the Board of Governors, and to manage the financial affairs of the Association within the approved budget.

**PROPOSED ANA BYLAWS ARTICLE IX, Section 1. Executive Director, Subsection c:**

~~To keep all expenditures within the scope of the approved budget, to adhere to expenditure limits established by the Board of Governors,~~ **present a proposed budget annually to the Board of Governors for their approval, and to manage the financial affairs of the Association within the approved budget.**

[If the amendment is approved, the strikethrough text will be removed and replaced by the text shown in red.]

**(201118 OS #4) MOTION** by Governor Mishler, second by Governor Schmidt to amend ANA Bylaws Article IX:

Duties of Corporate Officers & Special Officers, Section 1. Executive Director, Subsection c to read as proposed: To present a proposed budget annually to the Board of Governors for their approval, and to manage the financial affairs of the Association

within the approved budget.

**COLLOQUY**

On September 3, 2020, ANA Finance/Budget Committee Chair Larry Baber requested that an amendment to the ANA Bylaws be considered by the Bylaws Committee. “The Bylaws Committee review and modify, if necessary, for presentation of the budget to the Board by September 15. The board to review and approve a budget by the October Board meeting. I do not want to be doing anything the Bylaws Committee does not feel [is] needed.”

On October 7, 2020, ANA Bylaws Committee Chair Joe Boling responded, “The Bylaws Committee has discussed your proposal for adding budget-preparation elements to the Bylaws. Our conclusion is that most of the proposals (all of the scheduling elements) should be placed in the Policy Manual, not the Bylaws. We do agree that the preparation of the budget should be placed under the Executive Director’s purview.”

Chairman Boling reported, “Upon examining this paragraph, we concluded that the three clauses all say the same thing – ‘stick to the budget.’ We propose that a new initial clause be added regarding preparation of the budget, and that the remaining three clauses be reduced to only the final clause, eliminating the redundancies.”

It is proposed that the Board consider revising Article IX, Section 1c, to read as follows:

“To present a proposed budget annually to the Board of Governors for their approval, and to manage the financial affairs of the Association within the approved budget.”

On October 7, 2020, Baber responded, “I agree with your recommendation 100%.”

On October 8, 2020, Boling requested that, as a board member and member of the Bylaws Committee, the requisite motion be advanced by [Mishler] for consideration on a timely basis.

**Discussion:** In response to President Ellsworth question of if he had anything to add to the discussion, Governor Mishler commented that then material provided with the motion was sufficient.

**Vote Passed 8-0-0 (1 absent Governor Ellis)**

**Agenda Item #6 Discussion of Staffing Options for Museum Cataloging – Governor Greg Lyon, Museum/Library Committee Member**

Table	Staffing Plan	Data Entry Resources	Time To Complete Data Entry	Photography Resources	Time To Complete Photography	Additional Cost Per Year
Baseline	Current staffing, losing P/T data entry resource in January for deaccession sales	Current minus 1 P/T	7 years	Current (1 F/T at 50%)	5 years	\$0
Option 1	Current staffing, replacing P/T data entry resource	1 P/T @ 70%	4 years	Current (1 F/T at 50%)	5 years	\$18,928
Option 2 (Opt. 1, plus photographer)	Option 1, adding part time photographer	1 P/T @ 70%	4 years	Current (1 @ 50%) + 1 P/T @ 70%	2.5 years	\$37,856 (+\$5,333 for photo station)
Option 3 (Opt. 2, plus 1 part-time data entry staff)	Option 2, adding additional P/T data entry response	2 P/T @ 70%	3 years	Current (1 @ 50%) + 1 P/T @ 70%	2.5 years	\$56,784 (+\$5,333 for photo station)

**(201118 OS #5) MOTION** by Governor Lyon, second by Governor Mishler to approve museum staffing option #TBD in order to expedite cataloging of the museum collection as approved by the Board during the September 15, 2020 meeting (20200915, OS Agenda Item 5b).

**Discussion:** Governor Lyon provided background on the motion.

President Ellsworth felt the motion should be deferred until the volunteers complete their effort to supplement information on cataloging items. Governor Lyon disagreed with President Ellsworth's position.

Curator/Museum Director Mudd clarified that the cataloging effort was not an inventory.

Governor Schmidt felt that having dealers review the catalog items to be de-assessed was a conflict of interest.

Governor Mishler asked President Ellsworth why he wanted to expedite the cataloging effort.

Treasurer Baber was concerned about the cost of cataloging low value items. Curator/Museum Director Mudd and Governor Lyon explained the criteria for museums obtaining historical yet low value artifacts.

Curator/Museum Director Mudd clarified the size of the museum collection both the core collection and the items being de-assessed.

Counselor Wieland commented that she needed to review the legal aspects of dealers being involved in the de-assessing effort.

Curator/Museum Director Mudd and Executive Director Kiick commented on the covid-19 impact on the cataloging effort, especially on training people to perform the cataloging effort.

Museum/Library Committee member Ray Williams suggested a need for the committee to meet and review the current direction on cataloging.

*With concurrence of the Board the motion was tabled for review by the Museum/Library Committee.*

#### **Agenda Item #7 Membership Committee Report - Membership Committee Chair Governor Muriel Eymery**

**Discussion:** Governor Eymery provided the report including recent membership demographics, consultant inputs, and plans for future membership campaigns.

#### **Agenda Item #8 Upcoming Board Meeting Schedule – President COL Steven Ellsworth, ret.**

The next Board videoconference is set for Tuesday, January 19, 2021 at 9:00am MT/ 10:00am CT/ 11:00am ET.

**Discussion:** Governor Mishler and Governor Schmidt made a motion to cancel the Phoenix NMS.

The Board consensus was a meeting in December was needed to decide on the Phoenix NMS commitment.

Executive Director Kiick advised that she expected the application for the Phoenix NMS would be sent to Phoenix late this week or early next week. She also needed to review the contract deadlines to determine if the Board needs to meet soon to decide on the Phoenix NMS commitment.

*With Board concurrence the motion was tabled until the December meeting.*

President Ellsworth plans to hold the next Board meeting December 16, 2020 at 3:00 PM MST.

Adjourned at 4:07 PM MST