

201216 Open Session Teleconference Meeting Minutes

Board of Governors

Meeting Minutes Draft for Review/Approval

Regular Meeting Teleconference

Open Session

December 16, 2020

(Note: Agenda item text is highlighted in gray)

Call to Order – President COL Steven Ellsworth, ret

Meeting was called to order at 3:05 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, Muriel Eymery, Mary Lynn Garrett. Greg Lyon Clifford Mishler, Robert Oberth (arrived 3:08 PM), 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, Ken Bressette, Gary Lewis, Jeff Garrett, Former Vice President Don Kagin, Bylaws Committee Chair Joe Boling, *The Numismatist* Editor-in-Chief Caleb Noel, Museum Curator/Museum Director Doug Mudd, Education Director Rod Gillis, Events Director Brianna Victor, Exposition/Facilities Manager Sam Joseph, Events Assistant Logan Curtis, Marketing/Communications Director Deborah Muehleisen, Advertising/Sales Manager Nathan McAllister, Director Development/Member Services Donna Frater, Convention Committee Chair Tom Uram, Museum/Library Committee Member Ray Williams, Publicity/Public Relations Donn Pearlman, Scott Barman

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

(201216 OS #1) MOTION by Governor Mishler, second by Governor Garrett to approve the minutes of the Board of Governors' Open Session Meeting Videoconference held November 18, 2020.

Discussion: None further.

Vote Passed 8-0-0 (Governor Oberth absent)

Agenda Item #1 Phoenix 2021 National Money Show Cancellation - Governor Clifford Mishler & Vice President Ralph Ross

(201216 OS #2) MOTION by Governor Mishler, second by Vice President Ross, to terminate planning to host the 2021 National Money Show in Phoenix, Arizona, or initiating the exploration of any alternative venue for the scheduled event, in the absence of assurance that a vaccine of widespread viability would be available to assure public safety for attendees at that time, given such an event's uncertainty where fiscal performance projections are concerned, and that the resulting event would not be in keeping with the educational and outreach missions of the American Numismatic Association.

PRO:

- Present planning would not provide for an event that would support the ANA's long-time objectives of presenting an event focused on the educational and club participation components.
- What is presently being planned would result in what would essentially be a trade show that would largely serve only the dealer and marketplace segments of our hobby community.
- The event would not have an on-board actively involved presence or participation of the Board, officers and staff.
- Cancellation would preserve staff resources for addressing more pressing issues in these challenging times.
- Cancellation would eliminate any possible risk that a pandemic issue could end up reflecting negatively on the ANA.

CON:

- Cancellation of the 2021 Phoenix National Money Show would be a disappointment to the host club and its volunteers.
- Cancellation would eliminate the ANA's hoped for hobby community outreach opportunities in the Phoenix area.

Discussion: Counselor Wieland raised the issue of whether and which board members could vote on Agenda Items 2 & 3 based on if they may have material conflict of interests related to those items as established in the ANA Conflict of Interest Policy. The issue arose after a governor asked Counselor Wieland if another governor could make or vote on the motion due to possible material conflict of interest due to getting reimbursed as an instructor for expenses related to Summer Seminar. In an effort to be consistent, Counselor Wieland included the question based on possible material conflict of interest due to board members being dealers who may have convention tables and who may as board members be reimbursed for their some expenses or may make a profit from their table numismatic sales. The ANA Policy requires board members without possible conflict of interests to vote on a motion whether members with possible conflicts have conflicts on the matters. Counselor Wieland and Treasurer Baber provided their thoughts on the issue. Parliamentarian Lighterman suggested tasking the Bylaws Committee review of this and similar situations for future potential issues.

(201216 OS #3) MOTION by Governor Lyon, seconded by Governor Eymery to continue past precedence and allow board members who are dealers and who may or may not have convention tables at the 2021 Phoenix National Money Show to vote on motion **201216 OS #2**, and to task the Bylaws Committee to review the ANA Conflict of Interest Policy and provide recommendations to the board on future similar possible conflicts of interest issues.

Motion 201216 OS #3 Vote Passed 6-0-3 (Abstained President Ellsworth, Governor Garrett, Governor Oberth)

Convention Chair Uram provided the committee report on the 2021 Phoenix National Money Show. The committee supported having the show assuming the facility and the educational virtual activities are available. There also was a discussion on approaches for the hotels. Treasurer Baber advised that the show is usually a breakeven event and not a major financial impact.

The board discussed options including postponing the show to May.

Executive Director Kiick commented on the unknowns including site availability of any postponement. She also indicated that Phoenix was willing to reschedule the show to another year for a rescheduling payment.

Former Vice President and auctioneer Kagin commented on his concerns and issues as well as his consigner's requirements.

Development/Member Services Director Frater indicated that the staff will support the board's decision.

Bylaws Committee Chair and Chief Exhibit Judge Boling stated his understanding that exhibits would be virtual not traditional.

Governor Lyon indicated his understanding that a "yes" vote on the motion was to cancel the show,

Motion 201216 OS #2 Vote Passed 7-2-0 (President Ellsworth, Governor Garrett against)

Agenda Item #3 2021 Summer Seminar - Governor Michael Ellis & Executive Director Kim Kiick

(201216 OS #4) MOTION by Governor Ellis, second by Governor Schmidt to approve moving forward with the 2021 annual Summer Seminar at the Antlers Hotel in Colorado Springs and to approve use of \$128,000 from the ANA's reserves to defray the higher costs associated with holding the event at this location.

PRO:

- The Antlers in Colorado Springs has made their facility available for our use during the scheduled dates for the ANA's 2021 Summer Seminar since the Colorado College facilities are not available. (An offer was also made by the University of Denver.)
- The core of the ANA Summer Seminar is deeply rooted on location in Colorado Springs so that students, instructors and visitors have access to ANA Headquarters which includes the Museum, the Library and other facilities as needed such as security of numismatic materials through the Museum Office.
- Members, dealers, students, instructors and the public will be able to attend the always popular annual Colorado Springs Coin Show. This would not be possible if held elsewhere.
- This awesome educational event allows for the success of our mission while risking fewer members' health by confining them to their own relaxing room during downtime and by having far fewer there than attend our coin shows.

CON:

- The use of the facility will be significantly higher per person per week than we normally charge. However, every attendee will have their own room for comfort and safety sake.
- The only other option is a quasi-virtual Summer Seminar such as the one held last year. This highly successful program has led to the popular ongoing virtual programs available online from headquarters thanks to our hardworking staff and those individuals who

gladly give of their time to put these programs together. The problem is - this just isn't Summer Seminar which is easily the number one educational event of the ANA.

Discussion: Governor Ellis advised that he is making this motion based on a request by and the support of the Education & YN Committee but that he may not vote for it after this discussion. Executive Director Kiick indicated that the hotel has set a January 11, 2021 deadline for a commitment by the ANA, and provided estimates on the possible profit or loss related to this motion.

Counselor Wieland commented that the hotel position may be improved with further negotiations.

Governor Schmidt suggested having a virtual seminar similar to 2020 especially given the risks associated with the COVID-19 virus.

Governor Mishler expressed his concerns related to the virus on uncertainties of staff, instructor and student attendance.

President Ellsworth and Chief Financial Officer reviewed the possible profit or loss related to the motion as well as the University of Denver proposal option.

Education Director Gillis explained the rationale for the motion, including the critical need for access to ANA headquarters facilities.

(201216 OS #5) MOTION by Governor Lyon, seconded by Governor Mishler to allow Governors Ellis and Oberth to vote on the Summer Seminar motion.

Discussion: None further.

Motion 201216 OS #5 Vote Passed 7-0-2 (Governor Ellis, Governor Oberth abstained)

Motion 201216 OS #4 Vote failed 0-9-0

Agenda Item #1 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.

Adjourned at 4:44 PM MST