



Board of Governors' Meeting
2007 Florida United Numismatists Show
Thursday, January 4, 2007

10:00AM
OPEN SESSION

Present and Voting: William H. Horton Jr., President; Barry Stuppler, Vice-President; M. Remy Bourne, Governor; Michael Fey, Governor; Patricia Jagger Finner, Governor; Prue Morgan Fitts, Governor; Donald H. Kagin, Governor

Present and Non-Voting: Christopher Cipoletti, Executive Director; Adna G. Wilde, Jr., Treasurer & Parliamentarian; Judy Newhouse, Executive Assistant.

Absent: Brian Fanton, Governor; Alan Herbert, Governor (due to illness)

President Horton called the meeting to order at 10:20AM.

Opening prayer by Treasurer & Parliamentarian, Adna G. Wilde, Jr.

Proposed Bylaw Changes and Recommendations Discussion

The members of the Task Force are M. Remy Bourne (Chair), Arthur Fitts, Mike Edmonds, and Roger Siboni; staff liaison, Chris Cipoletti.

Governor Bourne presented the proposed Bylaws changes.

1. **Modify bylaws to address governance issues (how the ANA operates from a governing perspective) and eliminate operational**

procedures that are currently in the bylaws (detailed membership and mediation provisions)

The feedback on this issue was supportive or neutral.

The Task Force recommends that the Board proceed with this proposed amendment; that the Bylaws be a governing document, not an operational document and the removal of these operational components from the Bylaws helps make the Bylaws a governing document.

2. Streamline election process for Board of Governors assuring election choices of candidates – Nominating Committee actively solicits candidates for election

This issue had the most feedback and was mixed.

The Task Force has provided, in the draft of the Bylaws language, checks and balances to prevent the Board or any other group from influencing the composition of work of the Nominating Committee. The Task Force strongly believes that a Nominating Committee is necessary to encourage participation of qualified candidates in the election process. The Task Force believes that the Nominating Committee is an important and essential element of good governance for the future of the ANA and strongly recommends that this provision be included in the Bylaws revision.

3. Streamline election process for Board of Governors assuring choices among candidates - Election process allows members to vote online and by mail ballot

The feedback on this issue was positive.

The Task Force recommends that this be accepted by the Board as a Bylaws change.

4. Streamline election process for Board of Governors assuring choices among candidates - Maintain term limits but create staggered terms for board continuity

The feedback on this issue was mixed.

The Task Force recommends that the Board proceed with this Bylaws change, which will help strengthen the ANA governance.

The Task Force recommends 4-year staggered terms for Board members.

5. **Revise Officer structure - Provide for Board Chair, changing name from President, and Vice-Chair, changing name from Vice-President.**

The feedback on this issue was mixed.

The title change recommended accurately reflects the operation of the ANA. The Board leadership is a volunteer basis, not operational. Therefore, the Task Force recommends that the Board proceeds with the recommended change.

6. **Provide for Chair and Vice-Chair to be appointed by the Board from among the elected Board members.**

There was a lot of feedback on this issue.

The Task Force recognizes that the feedback demonstrates the membership's desire to directly elect all Board positions, and while the Task Force believes that this proposed change could be helpful to the ANA governance, it recommends that the Board drop this recommendation from the Bylaws change.

7. **Provide for current ethical provisions of good governance in bylaws.**

There was little feedback on this issue.

The Task Force recommends the inclusion of these provisions in the new Bylaws. This will allow for clear expectations of Board members.

8. **Create Standing Committees – Audit, Personnel, Nominating/Board Development.**

There was little feedback on this issue.

The Task Force recommends that these committees be implemented as part of the proposed new Bylaws.

Following the presentation, there was discussion representing pros and cons on the proposed changes.

One opinion was that the Nominating Committee was a good adjunct to the process as long as the ballots don't differentiate between candidates who are solicited by a nominating committee and those who are self nominated or nominated by others.

In regards to staggered terms, a question was raised as to whether this would ensure continuity of the Board. Another opinion was that staggered terms are a necessity for continuity. If the incoming Board doesn't have any members from previous terms, the new Board has no knowledge of what was done or tried before. Yet another perspective was that the Advisory Council provides the continuity from one Board to another.

Revising the officer structure was questioned. It was suggested that if the Board appoints the Chair and Vice-Chair, the perception of the membership would be that the "good old boy system" would run the ANA.

Another concern was that of "independent board members" being part of the internal audit committee. It was suggested that members not on the board should be part of the committee.

The number of Bylaws changes was questioned. It was stated that there were some changes made in the 1960's and again 15 or 20 years ago. It was acknowledged that change is difficult, but the current Board is trying to update the Bylaws and bring them into the 21st century. Government requirements compel us to make changes. It was suggested that the Bylaws be reviewed on a regular basis so that it's not necessary to make so many changes at one time.

A question was raised about items being taken out of the Bylaws. If it becomes part of an operating policy, and then is changed later, who makes the change? It was stated that if it's an operating issue that the staff would ordinarily handle, then the change would be made at ANA headquarters. If the policy was adopted by and approved by the Board, then it would go back to the Board for a vote.

The Board will review the draft bylaws document; then the draft will be posted on the website by the end of January. The draft will then be put in the March issue of *Numismatist*.

It was stated that if a response is sent using the feedback form on the website, or if an email is sent to bog@money.org, it goes directly to every governor. Nothing gets filtered.

Break 11:30AM

President Horton called the Open Session to order 11:55

Grading Services Discussion

Since the ANA's grading service agreement with NGC expires in February, and in an effort to determine whether we should have multiple grading services or an exclusive agreement, the ANA has had dialogue with a number of people, by phone and by e-mail. Also, letters were sent to all third party grading services in our membership database seeking input as to what they think the ANA should do regarding criteria for grading service agreements. The feedback that ANA received from people who participated in the dialogue was mixed as to whether ANA should go to multiple grading services versus staying with an exclusive arrangement. Another opinion was that ANA should not be involved in grading service agreements at all.

The Board anticipates having solicitations for grading service proposals out in early February with responses to be received by the end of February. The proposals will allow services to either respond on an exclusive agreement proposal and/or willingness to participate in a multiple service agreement. The Board will have an opportunity to review responses at the March 2007 Board meeting.

Questions and Answers

Upcoming Elections

The Board will schedule a panel discussion for candidates in the upcoming ANA elections at the National Money Show in Charlotte. The proposed time is Friday at 6:00PM. This will allow members to pose questions to the candidates. A suggestion was made to videotape the question and answer period and put it on the ANA website.

Motion to adjourn by Governor Finner, Second by Governor Fey to adjourn the meeting at 1:05PM.

Vote: Passed - Unanimous