

TCS BOARD OF DIRECTORS CONFERENCE CALL

Tuesday, December 16, 2008

Attendance

President Kristen Fletcher , President-Elect Jeff Benoit, Past President Paul Ticco, Secretary Helene Scalliet; Directors: Lisa Schiavinato, Rick DeVoe, Rick Burroughs, Tali Engoltz, Laurie Jodice, Susan White; Ex-officio Director Christine Patrick; incoming Directors: Tom Murray, Betsi Beem; and Executive Director Judy Tucker.

Approval of Minutes from October 2, 2008 Meeting

Kristen Fletcher

VOTE: The minutes from the October conference call were approved with all in favor, none opposed.

Report of E-Votes

Helene Scalliet

The Board of Directors voted to approve the election of Lisa Schiavinato as President-Elect, Angela Gustavson, Christine Patrick, and Betsi Beem as Directors, and the appointment of Tom Murray to the remaining Director term of Lisa Schiavinato who moves to President-Elect.

Welcome to New Board Members

Kristen Fletcher

Brand new directors: Tom Murray and Betsi Beem

Other new Directors (formerly ex-officio Directors): Christine Patrick and Angela Gustavson

New President-Elect (former Director): Lisa Schiavinato

There were other nominees who expressed interest in being more involved with TCS.

ACTION: Kristen will write a memo to Jeff to communicate the interests of others who were nominated for the Board for other positions, such as committees.

Update on Bylaws Vote

Kristen Fletcher, Judy Tucker

The updated bylaws have not been adopted yet because there have not been enough votes. A 2/3 vote of the membership is required (253), but only 107 voted on the bylaws changes. The online voting system is available on the member-only site. There is a need to promote this with the membership.

Other ideas on how to get more members to vote on the bylaws: add a paragraph on main page of website with a short description of the changes and a request to vote; include a reminder to vote for the bylaws in the membership renewal email; hand out paper ballots at the CZ conference next summer.

ACTION: Kristen will directly email the members who did not vote. Judy will work on an article for the spring edition of the Bulletin to encourage voting.

Financial Report

Judy Tucker

Review 2008 Q4 Financial Statements

Total assets as of 11/30/08 are \$101,076 compared to \$28,803 on 1/1/08. With the transfer of membership dues in the PayPal account to the bank account, all income categories will be above budget. TCS has adopted a biennial budget for 2009-2010 to guide the use of those funds in a fiscally responsible manner.

Kristen will become chair of the Development Committee in 2009 to try to move TCS toward more funding sources independent of the conference. There will be more information on that at the next call for the Board to discuss.

990 Policies Discussion

Judy Tucker

The new IRS tax return Form 990 has a section asking a series of questions about policies showing that the organization is well-run and operates transparently. TCS needs to have those policies on record before Dec 31st 2008 so that it can answer “yes” to the questions on Form 990. Executive Director Judy Tucker used some stock language to create draft policies for the BOD to discuss.

1. Conflict of Interest Policy

The BOD made some recommendations on wording of the policy. The forms for disclosing a conflict of interest would not have to be used until 2009.

2. Whistleblower Policy

The BOD accepted the draft language.

3. Document Retention and Destruction Policy

The BOD made some recommendations on wording of the policy to clarify that documents MAY be destroyed after a certain length of time (but do not have to be).

4. Policy on the Process for Determining Compensation

TCS has the choice to adopt or not adopt this policy because it does not have employees nor any paid over \$100,000. The BOD decided not to include this policy.

5. Documentation of Board Actions Policy

The BOD accepted the draft language.

6. Preparation and Review of the Annual Tax Return

In practice, the treasurer OR the president has signed the tax return forms, and the forms were never sent to BOD. This policy will make slight changes to the way business has been conducted thus far – the BOD will receive a copy of the annual tax return for review. The BOD does not have to vote to approve it but will have time to review it.

7. Joint Venture Policy

If TCS entered into a joint venture, it would need to establish sufficient controls to ensure it fulfills the exempt purpose of TCS and would not generate income unrelated to its mission which might jeopardize its tax exempt status. The BOD decided not to adopt this policy at this time because TCS does not have joint ventures.

VOTE: The BOD voted to adopt the new policies described above (except for #4 and #7), once the Executive Director edits the language as discussed. All were in favor. None opposed.

ACTION: Executive Director Judy Tucker will distribute the new policies once completed. They will be attached to the minutes and we will have in the record that these policies were adopted in 2008.

Bulletin Contracts

Helene Scalliet

A request for proposal (RFP) went out in early December for two contracts – the Bulletin editor contract and the Bulletin production/website maintenance contract. The deadline for receiving responses was

December 15. One response was received for each contract. Ellen Gordon submitted a proposal for the Bulletin editor contract (she has had this contract with TCS since 2005) and David Loomis of UMass Amherst submitted a proposal for the Bulletin production/website maintenance contract (which has had this contract with TCS since 2007). The BOD agreed not to send out the RFP for additional bids.

Bulletin editing: The BOD is pleased with Ellen Gordon's performance and would like to accept her bid for 2009. Her contract asks for \$5000, which is the same as 2008. The budget erroneously shows \$4000 for editing and will be updated to reflect \$5,000.

VOTE: the BOD voted to accept the proposal from Ellen Gordon. All in favor, none opposed.

Bulletin production/website maintenance: A new student at UMass Amherst would be taking over from Sarah Pautzke, so there is concern about making sure that the new person is appropriately trained to take over the duties. Last year it took significant time from TCS to train the new person and TCS would like to avoid that type of delay this year. The contract needs to specify how this training will occur and by when it would be completed. Also, the contract needs to be clear about the dates (starts in March 2009 and ends 12/31/10). The proposal is for \$4,500 which matches the 2009 TCS budget.

ACTION: TCS will work with David Loomis to update his proposal. Then the new proposal will be sent to the BOD for approval.

TCS may want to change the way it has been contracting out the website maintenance in order to use the website most effectively.

ACTION: The Communications Committee will consider others uses of the web site and recommended design and use changes. This may require additional web services and a separate contract from the Bulletin contract.

Taylor & Francis Agreement

Kristen Fletcher, Judy Tucker

TCS signed the initial one-year agreement with T&F last year. The agreement obligates TCS to a minimum number of subscriptions. TCS is now proposing a two-year agreement until the end of 2010, which gets us through the next conference. This includes \$5000 sponsorship from T&F for an event during the non-conference year and \$6000 for the conference year (\$5000 + two \$500-travel sponsorships). Possible events sponsored by T&F on the non-conference year could be a workshop about a coastal issue in conjunction with the Board retreat to help shape TCS 22, or a continuation of the leadership theme at CZ09. We are still waiting for comments from T&F on the draft agreement.

ACTION: Kristen will send the agreement to BOD with changes from T&F and call for an e-vote (unless T&F suggests significant changes and more discussion is needed).

CMJ Special Issue

Kristen Fletcher, Paul Ticco

Patrick Christie, Betsi Beem and Paul Ticco have been working on this for awhile. The proposal currently doesn't identify the TCS resources that will need to be put forward or the timeframe in which we will ask membership to submit papers for this special issue. We may want to tie this special issue to an off-year event or to TCS22. Three more papers are needed. The BOD would not have influence on which papers are chosen for the issue, this is an editorial matter that will be handled by CMJ.

ACTION: Kristen and Betsi will work on a proposal for the Board to consider.

Committee/Working Group Reports

Membership

Susan White

The latest membership count was 274 by November. There are challenges in the transition to calendar year membership. Another 49 folks from the last 2008 quarter have not renewed, it is unclear whether they are avoiding the \$30 for the last quarter or whether they are not going to renew for 2009. We anticipate that most people will pay \$60 for next year. These challenges were expected as this is the first year we are implementing the calendar year membership renewal. The membership committee is in need of new energy. Bob Goodwin stepped down. We are seeking additional interested parties from the whole membership.

ACTION: The Board should pass along information on the membership committee to interest members in joining the committee.

One challenge is to hold on to members who do not renew their membership. How can the Board members be involved in this issue?

ACTION: The membership committee will present a structured plan for the Board to play a more important role in membership.

The membership committee is also looking to develop a membership network directory. This would ask members to make some personal information available for networking for members-only. Other possibilities would be to use technology like Linked-In or Facebook (social networking) to promote TCS.

Chapters

Christine Patrick

The Chapters Committee is in need of help as well. The Board should reach out to members to find others to get involved in the committee. One idea to retain student members after graduation would be to send them a letter reminding them of the new professional membership category (if the bylaws changes pass) and wishing them luck in their new careers.

ACTION: Tali Engoltz will draft this letter for the Board to review.

ACTION: The Chapter Committee will put together a list of recommendations for the Board to prioritize, embrace and commit to.

Special Projects

Jeff Benoit

Jeff Benoit has been working on the Board manual and the draft is almost ready to share.

ACTION: Jeff Benoit will circulate a draft Board manual to the Board by the end of the year.

TCS 22 Update

Jeff Benoit, Lisa Schiavinato

The BOD voted to have the conference in coastal North Carolina in spring 2010. John Cooksey was hired again as conference coordinator and has completed site visits to New Bern and Wilmington, NC. He and Lisa visited the Sheraton and the conference center in New Bern, and agree that it does not have appropriate space for TCS 22. He and Judy have seen the Hilton Wilmington and agree it would provide appropriate space. He is now negotiating a contract with this hotel, and space is being held for June 13 – 16, 2010.

ACTION: The BOD will vote on the hotel and dates in January after getting a proposed contract from John Cooksey.

Retreat/Development Reception Update

Jeff Benoit

The last BOD retreat in 2007 was very helpful; it is a good idea to have another one. One idea is to hold the retreat wherever TCS22 will occur in order to use part of the retreat time for an event to bring local individuals/officials/organizations for us to market the conference.

MANY THANKS...

Kristen Fletcher

To outgoing Board Members:

Paul Ticco, Ariel Cuschnir,
Laurie Jodice, Patrick Christie, Jack Wiggin
Passing of gavel to Jeff

Many thanks to Kristen right back at her!

Meeting adjourned at 3:03 P.M.