

NESEA Board Meeting Conference Call - Minutes

April 14, 2016

Participating

Les Bluestone
Michael Bruss
Caitriona Cooke
Martine Dion
Paul Eldrenkamp
Phil Kaplan
Jennifer Marrapese
Rob Meyers
Fortunat Mueller
Andy Padian
Rick Renner
John Skipper
Ben Southworth
Lisa Tallet

Not Participating

The Board Conference Call convened at 9:05 AM.

Michael Bruss welcomed everyone.

ED Report – Jennifer Marrapese

Still working on the financial summary for BE16 and will report the results to the Finance Committee. Attendance was approximately 2,500 this year versus approximately 2,900 in 2015. The difference is attributed to the concurrent Global Con conference and staff adjustments. There were 95 exhibitors this year versus 92 in 2015.

So far, 27 exhibitors and one sponsor have committed to BE17, and a sponsorship from Clear Result is pending. A review of survey responses has been useful.

The BE16 conference presentations are up on the NESEA website.

Two BE17 content sessions are scheduled, one in New Haven on April 9 and one in Boston on May 9.

Beth and Jennifer have been working with Eric Zimmerman to prepare an RFP for the BE18 conference. This means looking at other venues, though Seaport may still be the best option. That said, a little competition should be beneficial. Perhaps we will not have to rent the entire floor if we return to Seaport.

BENYC this year will be at the RKP Center on November 3, and there will be a Board meeting on November 2.

This year's retreat will be in Boston at the Onyx Hotel in the North End. The retreat will start at 10:00 AM on Friday, May 13, and the Board meeting will be on Saturday.

Jennifer and staff are working on the budget for the next fiscal year.

There were 40 applicants to the Kate Fund for a scholarship to join the Women's Exchange trip to Copenhagen. The candidates have been narrowed to four. Thinking of offering attendance at a Pro Tour to the unsuccessful applicants.

Jennifer noted that the Valley Gives fundraising campaign is on May 3. This is an opportunity to raise money for the Kate Fund; every donation, no matter how small, helps.

Governance Committee – Rick Renner

Summarizing from a memo that was sent to the Board, Rick noted that early in the year, the Board put together a list of tasks for the governance committee. One was to integrate the bylaws with the governance policies, because working with two separate documents is cumbersome and potentially confusing. In the process of looking at this and researching the bylaws, Rick learned that there is a gap in our bylaws (not present in every other set of bylaws reviewed), namely creating the ability of the board to police itself. In our current bylaws, there is no simple and effective way for the board to govern itself.

Rick drafted some language he found in a representative set of other bylaws, ran it by NESEA's counsel, the EC and the Governance Committee. The language presents a fairly high bar to get over -- all other board votes are by majority; this action requires two-thirds of the full Board. Also, it requires at least one week's notice.

The proposed amendment to the Bylaws was presented for consideration by the Board, but not for a vote.

Michael noted, for the sake of clarification, that the Governance Committee will study and make recommendations on the complete list of items for review. Those matters are separate from today's agenda.

Andy asked why this is different than termination of membership? Rick replied that Board membership is different than NESEA membership. Our counsel says we need this language to address how the board polices itself. Rick also noted that the board has the right to amend the bylaws, except the section about membership. Paul noted that it is conceivable that we would want to remove a

BoD member w/o rescinding his/her membership in NESEA

Michael stated that this is likely to come up for a board vote in the near future. There were no other questions.

General Discussion

Regarding the BE16 attendance numbers, Andy asked how many were full payment versus free admission or \$25 for the exhibitor hall. Jennifer promised to get that information to the Board. Andy said that it was his impression that many spaces were not as full as in previous conferences. He noted that one of the exhibitors, Steven Winter, experienced a number of “selling” visits to their booth. Andy wondered if the ability to purchase inexpensive tickets to the floor is being abused by too many visitors. Martine spoke with a lot of exhibitors and did not get that impression.

Andy suggested that we give free passes to exhibitors; Jennifer noted that we do that already.

Jennifer said that revenue from attendees at BE16 was approximately \$318,000.

Vote: Motion to adjourn by Rob and seconded by Phil. The motion passed unanimously.

Phone call adjourned at approximately 9:32 AM.

The next Board meeting convenes at 10:00 AM in Boston on Saturday, May 13. The Board Retreat will take place in Boston on Friday, May 12.

Attachments: Memo re proposed amendment to the Bylaws

Notes prepared by Rick Renner