

AAW Board of Directors Meeting Minutes
109th Board of Directors Meetings
Hyatt Board Room North
Albuquerque, NM
June 23-24 and 29, 2009

Welcome, Introductions – Bill Haskell

Roll Call

All Board members were present, including: Bill Haskell, Frank Amigo, Dale Larson, Jean LeGwin, Binh Pho, Cassandra Speier, Malcolm Tibbetts, Linda VanGehuchten, and Tom Wirsing. Executive Director Mary Lacer, Editor Betty Scarpino, and Caroline Lindval (for meeting minutes) were also in attendance.

Closed Executive Session

Dale Larson made a motion that the board of directors go into a closed session. Binh Pho seconded the motion. Motion carried. The Board of Directors meeting began with a Closed Executive Session at 8:30 a.m. on Tuesday, June 23, 2009.

Following are minutes from the Closed Executive Session: Dale Larson moved, and Binh Pho seconded, that pursuant to Bylaws section 5.07, Linda VanGehuchten be removed as a director for cause. The board vote acceded to this motion with Malcolm Tibbetts, Bill Haskell, and Linda VanGehuchten dissenting.

Call to Order

Following the Closed Executive Session, President Bill Haskell called the meeting to order.

Symposium Updates - Tom Wirsing

In regard to the electrical 220 issue in Albuquerque, Tom anticipates that we've incurred some additional expenses due to technician overtime, because the electrical order did not occur until two weeks ago. This was because the electrical order was not included in our contract with the convention center.

Tom Wirsing made a motion to invite Glen Lucas as a demonstrator for the 2010 AAW Symposium in Hartford, CT. Malcolm Tibbetts then asked who else may be considered for the demonstrator position. Bill Haskell suggested that they discuss options further in committee and bring it to the board.

Dale Larson has been looking at space allocation in Hartford. He showed board members a building map, and explained the layout. His suggestion is to have Mary Lacer send the new conference coordinator to Hartford to do a site inspection, armed with a list of our known requirements to help determine the best use of space.

Tom Wirsing and Dale Larson will create a book for Symposium highlighting "Top 10 Problems...Things We've Learned" – which will be helpful to prevent repeating similar problem situations in the future.

Approval of May 19, 2009 Conference Call Minutes

Bill Haskell administered a voice vote. All were in favor. Motion was approved unanimously.

Nominating Committee –Frank Amigo

Frank Amigo presented a slate of six candidates. Frank said he notified Jean LeGwin and John Ellis this am, and will call the rest this week to let them know.

The six names are: Warren Carpenter, Mike Cunningham, John Ellis, Kurt Hertzog, Pope Lawrence and Jean LeGwin.

Ethics Committee – Frank Amigo

Ethics Committee board liaison Frank Amigo provided his ethics report. Frank said he's talked to Joe Dickey, Temple Blackwood, Art Liestman and Stephen Hatcher, and they have all agreed to serve on the Ethics Committee.

Frank is identifying if there is a standardized national or Minnesota policy for non-profit Ethics Committees to follow. If there is, we'll compare that to our policies, to see if we're in compliance. Dave Barriger told Frank that he is to close to the board to serve on the Ethics Committee.

Bill Haskell and Mary Lacer explained that the draft handbook (on CD) is in everyone's meeting packets. The Policies and Procedures manual has been updated in this current version of the AAW board handbook. The Conflict of Interest policy is included.

Reports- Staff Committees

Executive Director – Mary Lacer provided her report. (Attached)

In regard to Mary's update on the proposed vendor discount program, Dale Larson asked how would the complaint process be handled, if something goes wrong? One suggestion was to have members call the St. Paul office if there were any complaints to be resolved. A general discussion then occurred regarding pros and cons of having a vendor discount program.

It was decided that more information is needed. Mary will call Linda from ABANA (who is using a similar vendor discount program) after the Symposium, to see if they've had complaints.

The Board Meeting Resumed on Wednesday, June 24, 2009:

Appointment of Al Hockenbery to fill Linda VanGehuchten's board seat –

Malcolm Tibbetts made a motion to appoint Al Hockenbery to fill Linda VanGehuchten's board seat. Tom Wirsing seconded the motion. Motion was approved unanimously.

Doubletree Hotel Room Situation - Gail Olmstad from CCC joined the meeting and provided an update on the Doubletree Hotel room situation.

EOG Committee – Osolnik scholarship – Arrowmont – Mary Lacer

The purpose of this agenda item was to inform the board we had passed on this year's Osolnik scholarship winner to Arrowmont.

By-law Committee – Dale Larson (Attached)

a. Changes

Dale Larson recommended that the board formally approve the minor changes to the Bylaws in the 2009 Resource Guide, as the board never officially approved the changes. Dale recapped that the changes included adding a standard numbering system and a change in title for administrator to executive director. Dale also noted that the AAW website needs to have the current version of the Bylaws on it.

Dale Larson made a motion for approval of the minor Bylaws changes in the 2009 Resource Guide. Malcolm Tibbetts seconded the motion. Motion was approved unanimously.

b. Policies and procedures -

Dale Larson asked who has the authority to change the policies and procedures for the AAW? Is a board vote required to make any changes? This specific issue is not covered in the Bylaws or policies and procedures. Mary Lacer verified that all changes regarding policies and procedures need to be approved by the board of directors.

Exhibition Committee- Bill Haskell provided the (Attached) update on Linda VanGehuchten's behalf

Spirit of the Southwest – Exhibit is going to be spectacular!

Hartford - Theme will be: Maple Medley -- An Acer Showcase.

St. Paul - Possibly create a special display that would allow every chapter to submit a juried piece and pay for a acrylic cube to display their piece.

Internet –Mary Lacer (Video and Website reports attached)

Mary Lacer reported that she had received a cost estimate of \$10,000 to update the POP website. Bill Haskell suggested that we need a better definition of what is proposed and get more facts. Mary will continue to research the facts and costs.

1. Mary will email the proposal information pertaining to the proposed POP website update to Binh Pho & Jacques Vesery and Bill Haskell.
2. Binh will take the website upgrade proposal information to the POP Committee to get their recommendation.

Membership & Chapters - Dale Larson

Dale provided his update to the Board. (Attached)

A Local Chapter meeting outline was provided

Professional Outreach Program – Binh Pho

Binh Pho provided his update to the board. (Attached)

The report updated board members on POP's offerings and ribbon awards during the Symposium, and provided examples of exhibits being planned for the rest of 2009, 2010, and 2011. Binh said POP is working to educate people better on applying for the POP grants. Binh said they would like to check into getting better lighting systems for exhibitions. Factors to consider include cost of the lights, storage, maintenance of lights, transporting them, etc...

Parliamentarian – Principles of conduct -Cassandra Speier

To be covered at the next board meeting.

Convention Center Site Tour - The board of directors then participated in a convention center site tour.

Publications Committee – Editor – Journal Update (Attached)

American Woodturner – Betty Scarpino

Preparation of pages for the fall issue is progressing on schedule and there should be a generous time frame for review.

Symposium Handbook – Jean LeGwin

Jean's idea for next year is to sell sponsorships (1/2 page) at a cost level of \$150-250. The cost to produce this year's 1,500 handouts was \$14,000. The cost per unit was \$9.14 each. It was decided that the cost will be \$15. (Registrants get it for free). She would like to have Sharon Bierman work with us again next year, as she was so helpful & effective.

25th Anniversary Book - Jean LeGwin

Jean's idea is to do marketing to increase presales of the Silver Anniversary publication. Another idea to increase presales is to offer a discount, but in order to do that, we'll need to know what the price will be. A discussion of \$30 - \$35 paperback cost vs. \$75 hardback cost options took place. One idea was to offer a \$65 advance sale price for hardcover orders. Jean will go to John Kelsey to get updated price & publishing options.

Jean LeGwin said that the primary focus audience will be AAW members. The Silver Anniversary publication title will be voted on by the board after John Kelsey finishes coordinating and evaluating the candidates.

Journal Discussion – Jean LeGwin

Jean LeGwin spoke of the increase from 4 to 6 Journal issues beginning next year: The estimated Journal costs for 2010:

Estimated production cost for a 64 pg issue is \$235,000.

Estimated production cost for a 72 pg issue is \$277,000.

Regardless of the number of pages we go with, there will be a maximum of 20% of pages with advertising. Bill Haskell said he would like to see us go to 6 issues per year, and plan on initially going with 72 pages, with 64 pages when content availability and expense warrant reducing the number of pages. We could increase membership dues to help cover the added cost of the extra issues.

The newsstand price is currently \$7.50 per issue. Jean also agrees that we should go to 6 issues at 72 pages. Betty Scarpino said she has enough material to do so. The Journal's retail cost will increase to \$7.95 in 2010 (up from \$7.50).

Motion to Increase AAW Membership Dues

Cassandra Speier made a motion to increase the General US AAW Membership dues to be \$48 (an increase of \$3), and increase marketing efforts of ancillary membership benefits. Frank Amigo seconded the motion. A voice vote was taken. Motion carried unanimously. This increase in member dues is implied to affect all US and foreign membership categories.

Motion to Increase the Number of Journal Issues

Dale Larson then made a motion to increase the number of Journal issues from 4 to 6 issues per year, beginning in 2010. Jean LeGwin seconded the motion. Motion carried unanimously.

Publicity - Mary Lacer offered a brief report at this time on publicity.

Symposium Meal Expense Tracking - Bill Haskell

Bill Haskell clarified the procedure for claiming symposium meal expenses. Bill said that we will not have a per diem. Here's what everyone should do:

#1 – Keep track of and claim all meal expenses up to a max of \$55 per day, less any AAW paid meal expenses.

#2 – For all spouses and family member's meals paid by the AAW, make it a deduction on your expense report.

Old Business -Bill Haskell

Organizational chart – Everyone received the chart in their packet. There was a discussion, and Cassandra Speier offered to seek examples of other organization charts.

Raffle – To benefit emergency relief fund

New Business – Bill Haskell

Membership survey - A discussion took place about doing a member survey. Bill Haskell said he communicated with Jerry Wright, who could help create our member survey. Cassandra Speier stated that she'd be willing to chair an ad hoc committee for the membership survey.

It was decided that the member survey will go in the winter Journal. We will consult with a survey expert to ensure the questions are crafted to fit our needs. Mary Lacer's been asked to get a quote from our printer to do a survey insert into the Journal. The cost for a single page is about \$1,100. The ad hoc committee will need to consider all options. Dale Larson, Tom Wirsing and Mary Lacer also offered to serve on the ad hoc committee.

Dale Larson made a motion to establish a membership survey ad hoc committee. Jean LeGwin seconded the motion. Motion carried unanimously.

The Board Meeting Resumed at 8:30 a.m. on Monday, June 29, 2009:

Bill Haskell welcomed returning board member Al Hockenbery to the meeting, and also welcomed John Hill, who has come in to address the board regarding endowments, insurance programs and an update on the Collectors Corner website.

Endowments – John Hill

John Hill updated the board about the report from trustees for the AAW Memorial Endowment and Daphne Osolnik Endowment. He stated that board members received this information in advance of the board meeting for their review.

The current trustees of the AAW Memorial Endowment and the Daphne Osolnik Endowment are John Hill, Jack Hastings and Joel Rakower.

Jack Hastings was reappointed to a three-year renewal effective July 25, 2008 and his present term will expire July 25, 2011.

Bill Haskell was originally appointed for a three-year term, and had to resign as of January 1, 2009 as he was then still on the board and not the treasurer. (treasurer is the only board person permitted to be a trustee)

Joel Rakower (CPA) was appointed to fill out Bill Haskell's original three-year term, which will expire July 25, 2010.

John Hill was appointed for a two-year term of service that was ready to expire on July 25, 2009. John Hill offered to serve an additional three-year term. **Dave Larson made a motion for John Hill to be reappointed for a three-year term. Tom Wirsing seconded the motion. Motion carried unanimously.**

The trustees rebalance the two portfolios approximately every 60+ days to comply with the trust agreements dated July 25, 2007. John Hill provided information on the portfolio mix and their returns to the board. So far this year, the portfolios are up 7.5% from January 1 through June 9th. They are up 27.2% from March 1 through June 9th.

Insurance Advisory Committee Report - John Hill

A handout was provided in advance to the board for review.

Malcolm Tibbetts asked about the history of insurance claims. John Hill explained that AAW has had the policy since 1992, and there has never been a claim. AAW's insurance policy is a general liability policy that anyone can purchase...it is not customized to woodturning in any way. John Buso, liability attorney gave his professional opinion to John Hill that AAW's policy is an adequate legal liability policy. John said he's done research to be sure AAW is getting a competitive quote and to clarify that our coverage is adequate. Underwriters have approved our agreement in writing.

Medical insurance & commercial insurance for POP members: John Hill said he is satisfied that these policies are correct for those needs. John Hill is currently working on a policy for event coverage. This kind of policy would cover things AAW would buy, as well as cover things like if a convention center would blow up, or event cancellation due to things like a labor strike... creating a situation where we couldn't host our convention and to prevent potential suits that vendors could bring against us. The event coverage policy would also insure us against loss of property by others (for example, the Instant Gallery).

Cassandra Speier asked "If I were to drop an artist's piece, am I covered?" John Hill replied no, not yet. That includes the lathes at symposiums, as well as art pieces.

John Hill said he has asked Bill Haskell to serve on the Insurance Committee. John then invited all Board members to suggest others that they believe would be a good fit to serve on the Insurance Committee.

Woodturners Sales Venue Online – John Hill

Under the Collector's Corner area of the AAW website, AAW would provide an exchange for people to sell their work based on the existing software.

To post a piece would require member access. The general public may view everything. There will be an image, item description, maker's information, condition, price, and information on who to contact to make a purchase. The seller could be a member, an AAW gallery, or a commercial gallery that is an AAW member. The Collector's Corner idea was heartily endorsed by the board. John Hill believes this will be a major benefit to all.

AAW will not handle any money or commissions in the selling process. AAW will not monitor the quality of the work.

John Hill suggested that we go forward with a one-year test period beginning in 2010 of the Collectors Corner. John will keep the board updated on its progress and effectiveness.

Dale Larson made a motion that we accept John Hill's proposal for a one-year test period of the Collectors Corner beginning in 2010. Jean LeGwin seconded the motion. Al Hockenbery then suggested that we amend the motion to remove the temporary (test period) wording. There was some discussion.

Dale Larson then restated the motion: We accept John's proposal, and John will provide an annual report to the Board in Hartford, CT. Motion carried unanimously.

John Hill asked which board member would like to serve on the AAW woodturning sales venues committee. John said that a board member would be required, per AAW Bylaws. Binh Pho offered to serve on the committee.

Motion for Executive Session - Dale Larson

Dale Larson then made a motion to go into executive session. Binh Pho seconded it. Bill Haskell asked if there was any discussion, and explained that there are people are waiting outside to provide board members with a symposium recap report. Bill Haskell conducted a hands-raised vote. As there were not enough in favor at this time, the motion to move immediately into an executive session failed.

2009 Symposium Report – CCC

The following people entered the room to provide a Symposium report: Carol Kuc, President and CEO and Jerry Kuc from Complete Conference Coordinators, John Ellis (AAW member), Jane Charbonneau (AAW Staff) and Linda Ferber (AAW Staff).

Bill Haskell said that the next item on the agenda is a review and critique of this year's event. Carol mentioned that she also has a report from Gail Olmsted, who could not be with us today.

Carol Kuc Report

Gail Olmsted Report

AAW comments regarding the Symposium:

Al Hockenbery said the Youth Group room experience was great!

Tom Wirsing asked Carol Kuc to send CCC's report to him electronically, and asked Carol Kuc to thank Gail Olmsted for her detailed report. (Report will be emailed to the board when it is received)

Bill Haskell commented that Jerry Kuc and his crew worked very hard to solve all problems that arose, and we appreciate all their efforts. Bill acknowledged that Gail Olmsted worked very hard. Bill also thanked Carol Kuc for her hard work on AAW's behalf. However, as a board, we have decided not to renew our contract with CCC. Mary Lacer also thanked CCC for their work. Carol Kuc said that the separation will be a good one. Carol and Jerry Kuc then left the meeting.

AAW Board and staff continued discussing key points of the Symposium recap:

- More help is needed next year to prevent the staff from processing auction payments and packing up the auction items until midnight.
- To prevent the office staff from packing up late Sunday evening, more volunteer help and conference coordinator assistance is required.
- Al Hockenbery suggested we do an internal run of show next year.
- Room setup was coordinated well, and early access to rooms was very helpful.
- The spouse craft room was very well received. Next year, we'll add the spouse craft room schedule to the rotation schedule.
- Have the local liaison be a principal contact for future symposiums. Bring them in on planning early, and make sure the local liaison knows the full scope of their involvement and be familiar with the committee missions.
- Bill Haskell suggested that once the local liaisons have been confirmed, Dale Larson and Tom Wirsing should do a conference call with them.
- Create detailed checklists to work from.
- Mary Lacer believes we need to manage Symposium planning and provide direction to the event coordinator.
- John Ellis will create volunteer job descriptions for each area. Give volunteers a checklist and a room exit duty.
- John Ellis will create a printed checklist with the standard array of equipment available for the demonstrator rooms. He will then also provide a list of reasonable other items that we can arrange for demonstrators, if they request. Beyond those things, the demonstrators will have to provide those other items. If there are unknown areas, the demonstrator should be contacted in advance to clarify.
- The name tags will have a larger, bolder, easier to read font.
- Next year, have the daily schedules and building map up in front of the handbook right after the President's welcome page.
- Al Hockenbery will plan on some onsite youth registration in addition to pre-registering them on the website.

Public Thank You:

Betty Scarpino will do a thank you in the journal of all people to be recognized. She asked for everyone to get the proper wording to her as soon as possible.

Closed Executive Session:

Bill Haskell then announced that an Executive Session will now take place. This was the conclusion of the regular board meeting. Following are the meeting minutes from the Closed Executive Session:

1. Motion: The AAW will hire an independent auditor to collect and tabulate the votes for the election of the Board of Directors. Results will be submitted to the Executive Director within 5 days of the close of the election. All voting will take place with a paper ballot.

2. A consensus was reached by the Board that the full Board will participate in the annual job evaluation of the Executive Director. Cassandra Speier and Tom Wirsing will prepare an evaluation format and draft a policy for the evaluation process to be reviewed by the entire Board.
3. Ethics committee: Frank Amigo reported that he had received, the night before, a complaint for the ethics committee to address. He will take the complaint to the committee and report back with their findings.

ACTION ITEMS:

1. Create a Symposium “how to” book – Tom Wirsing
2. Review of all our Symposium contracts – Tom Wirsing
3. Send the new event conference coordinator to Hartford to do a site inspection, armed with a list of our known requirements to help determine the best use of space – Mary Lacer
4. Make a preliminary budget for Hartford as a starting point for planning. – Mary Lacer
5. Negotiate getting free internet access from the hotel for the next Symposium (the Hyatt charged us \$10 per day per person for internet access) – Mary Lacer
6. In the next local chapter newsletter, inform members that the “Teaching Woodturning Basics” instruction guide will be converted into a PDF and put on the members-only section for members to download it. – Mary Lacer /Linda Ferber
7. Do research and get estimates for the website update for the next board meeting in October – Mary Lacer
8. Add the call for volunteer webmaster assistance and call for marketing assistance in the chapters newsletter to see if anyone is interested to help. Update progress at the October board meeting – Linda Ferber
9. Call Linda from ABANA to see if they’ve had complaints with their vendor discount partnership program for its members. Determine if AAW should move forward with a vendor discount program designed to be a member benefit – Mary Lacer
10. The board decided to inform the membership of the Osolnik scholarship tuition recipient winner each year. Malcolm will give Betty the name of the individual to contact for her to write a story about it. – Malcolm Tibbetts / Betty Scarpino
11. Re-send Dale Larson the old version of policies & procedures for his information. Dale needs to verify that no changes have been made to the content (Larry made changes to the format). Dale will update the board at the October meeting. – Mary Lacer / Dale Larson (Done during the Symposium, per Mary)

12. The website needs to have the current version/format of the Bylaws and correct the typos. – Mary Lacer
13. Email the POP website upgrade proposal information to Binh Pho, Jacques Vesery and Bill Haskell. – Mary Lacer
14. Take the POP website update proposal to the POP Committee for their recommendation. – Binh Pho
15. Create a POP “how to” report, that will indicate what has been learned while administering the POP program, and indicate suggestions about what can be done to keep improving the program – Binh Pho
16. Identify if there is a standardized national/Minnesota policy for non-profit ethics committees to follow. If there is, compare that to AAW Bylaws to see if we’re in compliance with the suggested guidelines – Frank Amigo
17. Convert the CD draft board member handbook into PDF format for Dale Larson, who is unable to view word documents on his computer – Caroline Lindval UPDATE: Mary spoke with Dale, and mailed him a hard copy of the document (Done)
18. Clarify contract language with deadline dates and commitments required for the next Symposium. Give the demonstrators better guidelines for exactly what they should submit. Jean LeGwin will get some suggestions to Tom Wirsing. Also, change the deadline for next year to be April 1, 2010 for a soft (internal) deadline, and April 15 as the final deadline - Tom Wirsing
19. Update our contract with the conference coordinators for them to do the final packing of the office items. This will prevent staff from doing too much strenuous manual labor - Tom Wirsing / Mary Lacer

Meeting minutes taken by:
Caroline Lindval
AAW Executive Assistant

Meeting minutes approved by:
Jean LeGwin
AAW Secretary

(Secretary signature)

(Date)