

AMERICAN ASSOCIATION OF WOODTURNERS

Board of Directors Meeting

November 19 - 20, 2022

CALL TO ORDER

A regular meeting of the AAW Board of Directors convened at 8:30 a.m. Central Time on Saturday November 19, 2022, in the AAW Landmark Center Headquarters in Saint Paul, Minnesota.

The following Board members were present: Rick Baker, John Beechwood, Linda Britt, Jay Brown, Sally Burnett, KC Kendall, Chuck Lobaito, Mike Summerer, and Kimberly Winkle. Also in attendance were staff members Phil McDonald, Jen Newberg, and Managing Editor Josh Friend.

APPROVAL OF MINUTES

Rick moved minutes from 10/20/22 be approved, seconded by Kimberly. Motion passed.

CONSENT AGENDA ITEMS

No consent agenda items were raised.

ELECTION OF OFFICERS

All current officers agreed to serve for 2023. No new nominations were raised from the floor. The following slate was approved unanimously:

Mike Summer, President

Linda Britt, Vice President

Jay Brown, Secretary

Chuck Lobaito, Treasurer

Linda Britt was unanimously approved to serve as Nominating Chair.

Mike informed that Dale Larson indicated willingness to continue as Ethics Chair and Dale was approved unanimously.

FINANCE REPORT

Treasurer's Report/Financial Reports

Chuck Lobaito summarized the financial reports for October 31, 2022, and noted the following:

- Income Statement, unadjusted year-to-date: (\$381.6k) (loss, \$413k unfavorable to budget)
- Income Statement, 2022 year-end forecast: (\$170k) (loss, \$190k unfavorable to budget)
- September 30 "Cash-on-Hand": \$1,088k
- Year-end Forecast "Cash-on-Hand": \$1,175k
- September 30 Membership Income: \$62.9k (\$4.3k unfavorable to budget)
- Year-to-Date Membership Income: \$565.4k (\$24.6k unfavorable to budget)

Independent Auditor Approval For 2023

Chuck informed the Board about the annual selection of the independent auditor for the audited financial reports, preparation of nonprofit tax returns, and oversight of the Board vote ballots.

On behalf of the Finance Committee, Chuck made a motion to engage Olsen-Thielen as the AAW independent auditor for 2023 tax returns, financial audit, and other services. Linda seconded the motion, and the motion was unanimously approved after discussion.

Minnesota Charitable Organization Annual Report

Phil explained a resolution by the Board is required to approve the annual Charitable Organization Annual Report which will be submitted to the Office of the Minnesota Attorney General.

Chuck advances a motion that AAW be, and hereby is, authorized to approve the contents of the fiscal year 2022 Minnesota Charitable Organization Initial Registration and Annual Report Form. Rick seconded the motion, and the motion was unanimously approved after discussion.

COMMITTEE UPDATES

Symposium Committee

2023 Louisville Symposium

Jay presented an update from the Symposium Committee, In review of the 2023 Louisville Symposium planning status, the following was covered:

Jennifer and Noelle Grinley conducted the advance planning visit in mid-September. The Committee is generating

a listing to inform attendees about destinations, tours, and various site-seeing opportunities in and around the Louisville Area.

New programs held in 2022, including the “first timer session” and the Thursday evening Trade Show Opening are part of the 2023 plans.

The Board discussed various alternative objectives and formats for a Chapter Leadership meeting.

There was consensus about not holding the annual Member meeting during the Symposium and instead scheduling a virtual session at another time in the year.

There was update about plans to program two hybrid rooms in Louisville as part of the new virtual hybrid symposium. Rotation scheduling will need to consolidate in-person and hybrid sessions and the Committee will begin this soon. Discussion ensued about the hybrid concept and potential registration fee rates for the virtual portion. The topic was held over until Sunday.

The Board was reminded that the host hotel is a distance from the KEC Convention Center, and the Committee has bids to provide a shuttle service.

The Board reviewed the current list of Board volunteer assignments for Louisville

2024 Portland Symposium

Dale Larson has been selected as the lead local volunteer and has been working with Jay identify other key local volunteers. Invited demonstration identified.

2025 Host City

Jay facilitated discussion generating thoughts about the future of Symposia.

Review of host city proposals solicited by our ConferenceDirect partner. Saint is the leading contender. Discussion ensued about the pertinent aspects of the St. Paul proposal.

Demonstrator Selection Committee and Program Development Committee

KC Kendall described 2022 virtual program performance and discussed the Louisville invited demonstrators and the selection applications.

The tentative list of Portland demonstrators was previewed and approved unanimously

Fundraising Committee

KC facilitated discussion about 2022 and 2023 appeal campaign concepts Review of the AAW value proposition, fostering innovation in our community, and goal development. The Fundraising Committee is still seeking volunteer members. The Committee will come back to the Board in December with areas of support needed from board and specific action steps

Women in Turning (WIT) Committee

Kimberly provided an overview of Committee activities and progress in 2022, covering the WIT Presents programming, WIT membership grants, and WIT liaisons. The Committee opted not to propose holding a live event in 2023 since there is large amount of expenses and money could go to other events.

POP Committee

Kimberly described current POP Committee planning, including determining Louisville Symposium panel topics and finalizing panelists who will serve. Theme for the 2023 Exhibition has been selected - Form and Content. The Committee is coordinating the Merit Award planning.

Turners Without Borders (TWB) Committee

Sally briefed the Board on the present TWB Committee priorities. Interests include active discussion over positioning the AAW as a huge resource hub for collaborating with other woodturning organizations. Presently in discussion with the Irish Woodturning Guild. Also developing a basis to use a measure of a country's wealth to create more equitable member dues rate structures.

The Committee is also continuing with the translation project to progressively introduce more digital American Woodturner content available in other languages.

Exhibitions Committee

Tib Shaw, AAW Curator joined the meeting. Sally described the critical role that Tib Show serves when planning and producing annual exhibition programs. Sally challenged the continued need for a separate Exhibitions Committee, apart from the POP Committee. Discussion ensued.

Sally proposes that the exhibitions committee be abolished. There are only two members, she and Tib. Discussions on Exhibitions committee continued with input provided by Tib Shaw. Tib advised that Exhibitions-related activity is well defined and could easily be folded into the POP committee. Sally made a motion to Abolish the Exhibitions Committee and seconded by KC> The motion was approved by a 7-1 vote.

Other Reports

Josh Friend provided the Board with a high-level overview of publications in general. He indicated that he has a backlog of articles and is pleased with the change made in 2022 to use the services of a professional layout designer for the Woodturning Fundamentals digital publications.

Additional Committee status reports for Finance, Long Range Planning, Bylaws and Policy, AV Technology, Contracts, Grants, Safety and Youth were reported by Chuck, Mike, Rick and John and Linda.

Phil and Kimberly introduced discussion about volunteers and remuneration policies. Kimberly requesting allow POP committee members to be reimbursed for being on a Symposium panel. Consideration was also requested for POP Committee members to be eligible for up to 50% artist payments for work contributed to the annual POP exhibit auctions. Mike requested the affected chairs and staff create a matrix to document existing volunteer remuneration and address guidelines and identify outliers.

Jay indicated the Committee has identified a qualified pair and recommended selecting them with reasonable reimbursement for travel-rated expenses. Jay made a motion to make this appointment, and Linda seconded. The motion carried unanimously.

Executive Director Report

Phil provided an overview of the status on priority issues under the Strategic Issues Framework. Emphasis was given on the positive, increasing alignment of the Board, Committees, and staff on initiative planning. The development of the Fundraising Committee and the TWB international organization collaboration were examples cited.

Phil offered an overview of the status of the 2023 operating budget proposal, noting this is the first time in over ten years where the plan does not present a balanced budget. The recognizes the importance adopting a two- to three- year operating budget horizon. Over the past ten years the AAW successfully prioritized building strategic reserves, and this was aided in part by the pandemic mitigation measures in 2020 and 2021. Phil both acknowledged the work ahead to reengineer AAW's programs and service offerings, but also expressed optimism in the organization's ability to adopt changes necessary to succeed. Phil further indicated that change in

the underlying organization is also essential. He then announced his intention to depart AAW in the Spring of 2023 to give the Board the opportunity at this critical time to align selection of the next Executive Director with strategic priorities. Mike indicated that with his prior knowledge of this decision a transition plan is being developed.

EXECUTIVE SESSION

A motion was made and resolved to enter Executive Session.

MEETING RESUMPTION

KC offered a motion to retain consultant Patty Wilder to lead an organizational assessment and leadership transition project. Sally seconded. Motion was approved unanimously.

THE BOARD SESSION RECESSED FOR THE DAY

SUNDAY, NOVEMBER 19

CALL TO ORDER

The Board meeting resumed at 8:30 a.m. Central Time on Sunday November 20, 2022, in the AAW Landmark Center Headquarters in Saint Paul, Minnesota.

Board Updates and Committee Assignments

Mike outlined Board Committee Assignments for 2023. It was noted that the work to be undertaken by Patty Wilder may involve changes to the Board Committee structure. This can be revisited in the Spring.

Jen updated the Board about a new templates for tracking committee work. The new process will help committee keep track of members, deadlines, etc. There was also discussion about creating Committee annual plans and quarterly progress reports.

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Chuck made a motion to select the 2023 AAW Honorary Lifetime Member and seconded by Sally. The motion was approved unanimously. The process for informing the awardee was further discussed and Josh described the process for publishing a feature article.

Other Business

The Board and staff reviewed the 2023 calendar for Regional Symposia. AAW Board representation at selected events was tentatively determined, with decisions about some events left open.

Regional symposia calendar Board assignments:

Tennessee Association of Woodturners, January 27-28 2023; Linda
Oregon, March 17-19 2023; Jay
Totally Turning March 25-26; Mike
Penmakers, April Chuck
Dakota Woodturners, Chuck
SWAT, August 25-27; Linda Jay
Rocky Mountain, Sept 15-17; Jay
Mid Atlantic Sept 22, Rick
Ohio Valley Oct 13-15, KC
Yellowstone Sept 16, John

Mike outlined the Board meeting calendar for 2023. Regular meetings will continue under the current calendar format, occurring on the third Thursday of the month. It was decided to include combining the February and March meetings with a face-to-face meeting in St. Paul over the weekend of February 25. The Board will not meet in May due the timing of the Louisville Symposium.

The November meeting would tentatively move up to the weekend of November 10th.

OLD BUSINESS

The Board revisited the Saturday discussion about rate setting for the virtual portion of the Louisville Hybrid Symposium. John made a motion for a member price of \$149 and non-member price of \$199. The motion was seconded by Rick and approved unanimously. Discussion ensued about offering a 90 day replay for all types of registration.

Jay moved to select the city of Saint Paul to be the 2025 AAW Symposium Host City subject to successful negation of all contracts by staff. Rick seconded the motion and was approved unanimously.

The Board renewed discussion about TWB program initiatives including multi-language conversion of digital archives and GDP-based international membership dues. No decisions were made.

ADJOURNMENT

Meeting chair Mike Summerer made a motion to adjourn the meeting because all business was complete. No second was needed, and the Board meeting was unanimously adjourned at 9:40am.

Respectfully submitted,

Jay Brown, Secretary