

ECI Board of Directors Meeting Minutes

These Minutes have been prepared based on the published Agenda Items of the Board of Directors conducted in Open Session in accordance with the ECI By-Laws. Items discussed were listed on this Agenda noticed on the date below. Where indicated, the Items were not taken in the same order as shown on the meeting notice. The ECI Board took actions where indicated in these Minutes, and these Minutes accurately reflect a summary of those Actions. Each Motion was set forth and voted on. The Motion as worded herein, is the accurate and true record. Where adopted, the vote was a majority (or as specified in the By-Laws). Where rejected and deferred, the Minutes so indicate.

Notice Date: **November 13, 2018** Called by: **BOD**

Meeting Date: **January 19, 2019** Location: **San Antonio, TX**

Meeting Type: **Regular / In-Person** Notes: **L. Moore**

Attendees: **Board of Directors** President Robert Anderson
Vice President & Treasurer Mark Goldsmith
Past President John Peterson
Director Francisco Urueta
Director Risa Olekshy
Mr. Jim O'Tousa (Proxy for Mike Chase)

Staff Melissa McKinney, Associate Executive Director

Absent: **Board of Directors** Secretary Mike Chase

Item 1.0. Roll Call and Meeting Minutes Approval

BOD

Summary: Minutes from the February 11, 2018 meeting were discussed and submitted for approval.

Action: *Motion to approve minutes from February 11, 2018 meeting "as submitted" was made by Director Goldsmith and seconded by Director Olekshy.*

Approval: Five (5) in favor, none against, no abstentions.

Item 2.0. Board Orientation

RWA

Summary: Board Orientation was conducted, and the topics discussed included board legal issues, board roles and responsibilities, Do's and Don'ts and Board evaluation and improvement. Bylaws and Articles of Incorporation were discussed. Board development presentation was reviewed and discussed. Board qualifications were outlined; BOD is qualifications, not membership based and should be diverse. White paper by Director Anderson on Board of Director duties was also discussed. Handbooks were discussed including the international handbooks as well as a BOD book with an intro package.

Action: All Board members to sign Agreements, provided in Appendix D of the Board meeting binder.

Item 3.0. Board Executive Officer Election

RWA

Summary: Board and Executive Officer Election was conducted.

Actions: *Motion to nominate Director Urueta as Secretary* was made by Director Goldsmith and seconded by Director Anderson. Director Urueta accepted the nomination.

Motion for Director Goldsmith to continue as Vice President and Treasurer was made by Director Anderson and seconded by Director Olekshy.

Motion for Director Anderson to continue as President was made by Director Goldsmith and seconded by Director Peterson.

Approval: Five (5) in favor, none against, no abstentions.

Policy Motion: 1082

Item 4.0. Operations and Management Report

RWA/MM

Summary: Organization’s financial history was discussed, and current financial procedures were outlined including that there are four (4) employees tracking financial processes. It was discussed that boards accept, not approve financials. President and Treasurer determined that we will do a reconciliation report with the CPA. Any expenditures over \$5,000 require Executive Director’s approval. Financial reports are done monthly including a financial statement and a reconciliation report with corresponding bank statements.

The Operations report was presented by Associate Executive Director and the report was discussed.

Certification reports were reviewed and discussed as well as targeted marketing strategies. PE pass rate vs. ECI certification pass rates and Certificate of Training vs. Professional Certifications were discussed.

Action: Director Anderson will reissue financials and send an updated statement.

Item 5.0. Status of Partner Organization Relationships

RWA

Summary: Status of partner organization relationships were discussed including IECA. International partners to review handbooks for legal, content, etc. and make recommendations.

Action: None

Item 6.0. International Program Status

RWA

Summary: International program status report was discussed, including Iberoamerica, Canada, Malaysia, and Australia/New Zealand. Briefings were given on the international program. Agreements are up for renewal for Canada and Malaysia. Agreements were discussed along with exempt exclusivity clause/addendum.

Action: *Motion that ECI work with ESCAC (Canada) and renew the operational agreement regarding ECI programs in Canada for one (1) year and the agreement will include an addendum similar to the one developed for Malaysia was made by Director Peterson and seconded by Director Goldsmith.*

Approval: Four (4) in favor, none against, one (1) abstention.

Policy Motion: 1083

Action: *Motion for a new policy that any new agreements with an entity with a preexisting agreement with a competitor must come to BOD was made by Director Goldsmith and seconded by Director Olekshy.*

Approval: Five (5) in favor, none against, no abstentions

Policy Motion: 1084

Action: *Motion that ECI work with MOU and renew the agreement regarding ECI programs in Malaysia for two (2) years and the agreement will include an addendum was made by Director Goldsmith and seconded by Director Olekshy.*

Approval: Five (5) in favor, none against, no abstentions.

Policy Motion: 1085

Item 7.0. International Expansion

RWA

Summary: The International Expansion report was reviewed and discussed. ECI staff has proposed expansion into the following countries: India, Thailand, and Japan.

Action: None

Item 8.0. Technical Developments

RWA

Summary: The Technical Developments report was reviewed and discussed. Technical goals for the next two (2) years were discussed.

Action: None

Item 9.0. Review of 2019 Organization Goals

RWA/MM

Summary: 2019 Organizational Goals were reviewed and discussed, including: online recordings, initial branding and Why Get Certified, marketing strategies for 2019, quarterly reporting, manual updates, ethics and rules and regs take home exam, rules and regs section for the manual, grants and 501c3 conversion, CPISM manual and Review development, admin and financial handbooks, and website advancement. The ethics violation page is now up. Marketing strategies were discussed, and any suggestions can be sent to Lori Moore.

Action: None

Item 10.0. Financial Budget 2019 & Special Projects

RWA/MM

Summary: The budget tracker for 2018-2019 was reviewed and discussed. \$ 5,000 for scholarships will be added to the budget as it was omitted. Expenses were reviewed and discussed. Lease is up in one (1) year and it would cost 15-20 thousand dollars to relocate. We now have a new copier and were bought out of agreement for previous printer. The CMS lease is up so there may be an increase. PSI lease is up, and alternate companies will be researched. There is an issue with PSI that a candidate can't see exam locations until after they have paid. Staff travel and exhibiting at conferences was discussed. There is not an uptick in certifications as a result of attending conferences.

Action: *Motion that the budget be accepted as presented* was made by Director Peterson and seconded by Director Goldsmith.

Approval: Four (4) in favor, none against, Director Olekshy was not present for the vote.

Policy Motion: 1086

Item 11.0. New and Future Business, Future Projects

BOD

Summary: New and Future Business, Future Projects were discussed as follows:

- The proposed conference schedule was reviewed and discussed. A presence can be made by holding Reviews and Exams, without having to exhibit.
- Google Analytics report was reviewed and discussed.
- Marketing to state governments should include transportation, Agriculture, Environmental Quality, and Natural Resources.
- The Organizational Chart was reviewed and discussed. Financial/Accounting to move under Controller. Executive and Associate Executive Director titles to merge into one box. Organizational Chart to be updated accordingly. In the future, we need to find someone to lead Technical.
- Board to ratify decisions by staff once per year, as is done with the Executive Committee.
- The Policy Tracker was reviewed including a list of policies to be written and policies for revision.
- IECA International bi-annual Conference for Iberoamerica to be held in Costa Rica, Mexico in 2020.
- Discussed Lifetime and Distinguished Service Awards. It was discussed that past Lifetime Award winners be given a vote on Lifetime and Distinguished Service Award recipients. Character should be a component of the decision.

Action: None

Item 12.0. Schedule for BOD Meeting & Workshops - 2019

BOD

Summary: The next meeting will be discussed as things develop.

Action: None

Item 13.0. Closed Session

BOD

Summary: Closed session items were discussed.

Action: None

Adjournment

Meeting Adjourned at 5:33 PM CT