

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
NATIONAL ORGANIZATION OF RESEARCH DEVELOPMENT PROFESSIONALS**

Tuesday, August 25, 2015

President Rachel Dresbeck called the meeting of the Board of Directors, National Organization of Research Development Professionals (NORDP) to order at 8:30 am Mountain on Tuesday, August 25, 2015 at the University Memorial Center on the campus of the University of Colorado Boulder.

The following Directors were present at the meeting: Jeff Agnoli, Rachel Dresbeck, Karen Eck, Gretchen Kiser, Alicia Knoedler, Ioannis Konstantinidis, Jacob Levin, Marjorie Piechowski, Terri Soelberg, Michael Spires, David Stone, and Peggy Sundermeyer. Anne Windham attended the meeting as a guest.

Approval of Draft July 28 Board Meeting Minutes – Rachel Dresbeck

David Stone moved (seconded by Gretchen Kiser) to approve the minutes as drafted. The motion passed unanimously.

Approval of Audit Expenses – Peggy Sundermeyer

The request for expenses was previously emailed to all Board members and posted to Basecamp. The audit will cost between \$5,000-\$7,000, depending on the amount of work required. The auditing firm won't know the actual expenses until it has begun its work. An audit is required because NORDP's revenues for this fiscal year exceeded \$300,000, which is the threshold under Illinois law for requiring a public audit for non-profit organizations. The firm in question is one that NORDP has worked with in the past, and since we are accounting on a cash basis, the audit will be simpler than might otherwise be the case.

Sundermeyer asked if any Board members had previous experience with non-profit public audits. Jeff Agnoli said he had, and indicated that what will most likely happen is that the auditors will trace transactions and select a certain number of them, then talk to people and ask whether they were reimbursed for any improper expenditures.

Michael Spires moved (seconded by Jacob Levin) to authorize the payment of up to \$7,000 for expenses related to the audit. Motion carried unanimously.

Approval of FY2016 NORDP Budget – Peggy Sundermeyer

There will be revisions to the budget, since it does not include a projection for hiring an executive director, and does not include the actual conference budget. Jacob Levin asked whether the budget included any increase in membership dues, and Sundermeyer replied that it does not, since she did not want to assume that the Board would approve any. Sundermeyer added that the Board has two options: it can either extend the current operating budget for another month or two, in the hopes of getting a more accurate FY2016 budget picture once decisions impacting it have been taken, or it can vote to approve this budget as a starting point, and revise it later to account for changes made necessary by other Board decisions. Michael Spires asked which of those options would create the minimum difficulty for the audit. Sundermeyer replied that she didn't think it really mattered. Jacob Levin observed that the budget before us is accurate as of today, so we can adopt it and make changes as needed when circumstances change.

Sundermeyer noted that the budget assumes \$50,000 in sponsorship revenues, all of which will go into the operating budget. The budget also has a contingency line of \$5,300. The contingency is small; most

non-profits run contingencies on the order of 5% of the budget, but NORDP has not been able to set that much aside as yet. Board expenses are higher, since the decision was made to budget funds to allow members of the Board to travel for partnership meetings or discussions with potential partners. The accounting fee is higher because of the need for the audit. Legal fees remain at \$5,000 for the year. Although we did not need that amount last year, this year we are looking at potential changes to the bylaws that will require time from the attorneys (and we will need to hire an employment attorney to assist in the executive director hiring process), so prudence dictates not reducing that line item although it is possible we will not need to spend all of that amount again this year. Memberclicks expenses have been increased, in anticipation of moving to a higher level of service (or the possibility of changing service providers). Similarly, although we are looking at less-expensive teleconferencing tools as part of the infrastructure assessment, the budget leaves that line item at the same level as last year to allow for maximum flexibility. The training and educational materials line was increased slightly, to allow for Board Source and other professional development opportunities for the Board members. Sundermeyer budgeted liberally for expenditures to allow for appropriate flexibility without running out of allocated funds.

Gretchen Kiser noted that several committees did not have budget lines, and asked whether the new leadership on the committees had been given the opportunity to request funding if they needed it. Karen Eck replied that the Enhancing Collaboration Committee did not anticipate needing funding this year: they have access to Qualtrics for their survey work through the University of Oklahoma, which would be the major expense they could foresee for the current project. Sundermeyer noted that a draft budget was discussed at the July meeting of the Board, and that the new committee chairs had the opportunity to weigh in and to ask questions at that time. Eck agreed, and mentioned that they had wondered about costs for a pre-conference workshop—but those costs would go in the conference budget, not NORDP's operating budget.

Michael Spires moved (Jacob Levin seconded) to move the line item allocated to the Communications Committee (\$5,000) from the committees section of the budget to the materials line, and to designate it as Communications Materials. The motion carried unanimously.

Jacob Levin moved (Jeff Agnoli seconded) to approve the budget as amended. The motion carried unanimously.

Report from the Nominating Committee on Revisions to Election Procedures – Michael Spires

Both the current election procedures document and the revisions proposed by the Nominating Committee after considering feedback received on this year's election process were provided to Board members in their meeting packets and posted to Basecamp. The actual redlined document was not shared, being quite complex.

Spires noted that the majority of the changes proposed by the committee involve moving sections of the existing text around. The current policy was written during last year's Board retreat, and when the Nominating Committee had its first meetings to begin the process, there was a lot of discussion about items being in the wrong place. The proposed draft addresses those issues identified by the committee.

The committee did add a few points:

- There was no formal requirement in the current policy that the Nominating Committee report its findings back to the Board, although historically this has been done. A formal reporting requirement has now been added to the document.

- The chair of the committee is now tasked with contacting individuals who were nominated for the ballot but who were not selected for whatever reason and notifying them about the committee's decision.
- The committee added language formalizing the procedures for the candidates' forum at the annual meeting, so that the chair of the committee (if s/he is present at the annual meeting) will be responsible for moderating the session. If the chair will not be attending the annual meeting, the committee will choose one or more of its members who will be in attendance to moderate the forum.
- In response to feedback from the membership, the description of the designated seats has been moved to its own section, and the language polished. The definitions used in the section, which were long and broke up the flow of the text, have been moved to footnotes, which will hopefully improve readability—and the policy citations have been verified and corrected as needed.

Peggy Sundermeyer asked how the policy addressed the issue of the institutional type representation in light of the decision to increase the number of Board members gradually from 12 to 15. Spires answered that the change in the number of Board members was not on the table at the time the Nominating Committee amended the policy. He suggested that the question of increasing the number of designated seats or changing the way designated seats are allocated is a decision that the Board should make, and that the committee will then amend the policy to conform to the Board's decision. Jacob Levin pointed out that the policy only provides minimum requirements that must be fulfilled—it is always possible to have more representatives from smaller institutions than the one filling the designated seat, so even if the overall size of the Board changes, there is no urgent need at this time to change the allocation. Jeff Agnoli moved (Peggy Sundermeyer seconded) to approve the election procedure as drafted by the Nominating Committee. The motion carried unanimously.

Report from the Task Force on Board of Director Terms – Alicia Knoedler

Alicia Knoedler has been maintaining the spreadsheet showing Board members' terms and the rotation schedule. However, this will need to be an item of succession planning for when she eventually steps off the Board. Michael Spires pointed out that at the last Board meeting, the task of keeping the spreadsheet was assigned to the Secretary. Rachel Dresbeck suggested including it as one of the responsibilities for the executive director, to general agreement.

Four Board members (Alicia Knoedler, Peggy Sundermeyer, Jacob Levin, and Marjorie Piechowski) were elected to three-year terms. The task force is recommending that two of these members' terms be extended by one year so that there will not be five open positions on the Board for the 2016 election cycle. Dresbeck added, for context, that the Board voted two years ago to change the term a Board member serves from three years to four, so most of the current Board was elected to three-year terms. Two years ago, David Stone's term was extended by a year, to allow him to hold the position of Immediate Past President in 2015-16. A year ago, Dresbeck's term was extended by a year so that she could serve as Immediate Past President in 2016-17.

Peggy Sundermeyer noted that she has served two consecutive terms on the Board (and four years as Treasurer), and she chooses not to have her term extended for another year. She added that with the move to member elections, the four individuals still on three-year terms could stand for election to one-year terms, which would give the membership the opportunity to participate. Knoedler replied that while we do have that flexibility under the bylaws, our election procedure is still very new, and adding two one-year slots to the regular slate might result in confusion or complications that could impact the success of the process overall. Marjorie Piechowski also indicated that she did not wish to have her

current term extended by a year, since she is attempting to retire and would like to make space for new people to come onto the Board. Knoedler and Jacob Levin both expressed a willingness to continue serving for an additional year each, should the Board decide to approve the recommendation of the task force.

Knoedler added, for context, that the bylaws require individuals who have served two consecutive terms on the Board to wait at least one year before running for re-election if they so choose. She served on the original NORDP steering committee for a two-year term, stepped off for a year, and was then elected directly to the presidency, without serving a year as vice president/president-elect. So although she has been involved with the Board for most of its history, she has not yet served two consecutive terms.

Gretchen Kiser agreed with Knoedler that having some candidates standing for one-year terms, while others were standing for four-year terms would be an unnecessary complication. Further, given that NORDP is a young organization, having members on the Board with the depth of institutional memory and experience that both Knoedler and Levin bring with them is a benefit that the Board should embrace.

Knoedler added that for the 2016 elections, there would be potentially four positions open on the ballot: David Stone's, Peggy Sundermeyer's, Marjorie Piechowski's, and the one new position to be added under the three-year expansion plan. Spires responded that the election policy speaks of electing approximately one-third of the Board each year, and four open positions is in line with that proportion. He added that, based on last year's experience of needing to extend the nomination period in order to have a candidate pool deep enough to provide at least two candidates for each open position, the Board should begin to think seriously about candidates who can be groomed or encouraged to apply. Kiser added that we should especially consider grooming or encouraging candidates from smaller institutions and minority-serving institutions to run. Dresbeck noted that she has been actively doing so, but added that this should be a charge to the new Board members as they work with people on their committees: plant the seeds now, so that even if a promising person doesn't run for office until three years from now, it's at least on their radar. Piechowski asked if we reached out to individuals who ran for office this year but were not elected, since they would be prime candidates for encouragement to try again. Dresbeck replied that yes, an email was sent to all of the candidates who were not successful, and agreed that they should all be encouraged to run again. Stone pointed out that we should encourage all of the unsuccessful candidates from last year to be active in the organization so that they can bolster their case for being engaged. Spires responded that to his knowledge all of them were doing so.

Knoedler added that another factor to consider is the question of regional representation. Currently, neither the Northeast nor the Southeast region is represented on the Board, although both regions have very active regional groups. This should be an action item from the retreat, to approach those groups and encourage them to encourage their regional members to consider getting involved if they aren't already, and to encourage their engaged members to consider running for the Board. The Southwest region has 4 members on the Board, and both the Great Lakes and Pacific regions have 3 each. Jacob Levin said that the increased communication from the Board to the membership decided on at this year's retreat, and the hiring of an executive director, should help encourage participation on the Board, and hoped that we would have little if any difficulty in recruiting another strong slate of candidates even with the extra position being open.

Dresbeck proposed, in light of the question posed by the task force report about a Board member who would keep track of NORDP member characteristics of interest so that the Board could make efforts to see that those characteristics are represented among its members, that the responsibility for keeping

the spreadsheet of Board terms and rotation, and the responsibility to look at NORDP membership characteristics, be shared between the Member Services Committee and the Secretary.

Jeff Agnoli asked whether some version of the terms and rotation document had ever been posted to the NORDP website. Sundermeyer replied that while we don't have a version of the exact spreadsheet posted, the site does list all the Board officers and members of the Board, with an indication of when each member's term expires.

At the end of the discussion, Alicia Knoedler, Jacob Levin, and Anne Windham left the room. Jeff Agnoli moved (Gretchen Kiser seconded) to extend the terms for Alicia Knoedler and Jacob Levin by 1 year each. The motion carried unanimously.

Additional Business

Partnership with NCURA for Training – Jacob Levin

NCURA sent around a request for proposals to do training (with a deadline of November 2) that NORDP could take advantage of. Levin noted that in some of the discussions at the retreat yesterday, we emphasized the need to build bridges to other relevant professional organizations (such as NCURA). Terri Soelberg asked how intellectual property would work in a joint program with another organization. Levin and several others felt that this was a valid point of concern, and asked what policies, if any, NORDP had for its own programs. Peggy Sundermeyer and Ioannis Konstantinidis replied that currently we negotiate agreements with the presenters of the pre-conference workshops, so we would have models available that could be modified if needed to enter into a partnership with NCURA or another outside entity. Konstantinidis added that for webinars that NORDP produces, the presenters own the content and NORDP seeks a license to provide that content to its membership. Gretchen Kiser asked how that provision would work if we wanted to re-use content at a later date, or potentially market it or sell it. Sundermeyer responded that since the license is restricted for use with the NORDP membership, we could sell it back to the members, but could not sell it outside of NORDP without getting an additional agreement (or modifying agreements entered into hereafter). Kiser suggested making that change to the agreements sooner rather than later, since if we are looking at production of content as a potential revenue stream, we would not want that process held up in a dispute over who owned the IP.

Kiser suggested forming a working group to look into IP language that we could use to ensure the maximum flexibility with regard to intellectual property produced by NORDP and its members, consistent with protecting the rights (moral and legal) of all concerned. The task force (Gretchen Kiser, Ioannis Konstantinidis, Terri Soelberg, Michael Spires, and Kari Whittenberger-Keith) will investigate and report back to the Board.

Levin added that the External Engagement Committee will reach out to NCURA and try to start a conversation about what a partnership might entail and how it might work. He will also attempt to get information from them on how they handle IP for their materials. Konstantinidis mentioned that he has a contact, Andy Burnett, who has worked on a joint ARMA-SRA project. He will ask Burnett about how they handled the joint IP in that case as well.

NORDP Northeast – Anne Windham

NORDP Northeast had its eighth meeting, with more than 60 participants, at the end of July. While the formal NORDP membership in the region is at approximately 68, the group's mailing list has more than 100 participants. The group is trying to do outreach to people, especially those participating in a

Northeast meeting for the first time, to discuss the benefits of NORDP membership. The group has decided, after discussion, that it will begin moving people off the list who have either not been active participants or who have been participating without joining the national organization after participating in two regional meetings. The group would like to build a page on the NORDP website, behind the password wall, where it can post presentations, meeting minutes, etc., for use of its members—and as a means of encouraging those who are participating in the group but who are not yet full NORDP members, of joining NORDP so they can get access to the materials.

Windham coordinated the first NORDP Northeast meeting in 2011, and the following year she recruited a small (four-person) advisory group to help. That leadership group has been managing the activities for the past three years, and is beginning to look at succession planning. As part of those discussions, they have been looking at how NCURA's Region I (the Northeast region) handles it in their regional groups. While the group is not looking to be designated a formal chapter of NORDP, it does feel a need to have a succession plan in place and some kind of language describing what it is that the advisory group does.

Rachel Dresbeck agreed that what Windham described would be a good idea. She would like to have NORDP Northeast take the lead in developing its own page, and some policies or procedures that could then be used as a model for other NORDP regional groups. The Southeast region has become more active, and could need guidance fairly soon, so having something in place from Northeast would be extremely helpful. Windham noted that Karin Scarpinato from the Southeast region had actually attended the Northeast regional meeting last year, so coordinating with her will not be problematic. Dresbeck noted that Southeast wanted to have a more public presence for its website, so it could be used as a tool for recruiting new members, but their request was beyond what was technically feasible with our current infrastructure. However, she suggested making use of the blog tool which allows posting of information to anyone and does not require a password or a NORDP membership to view, but using that for recruiting, and putting actual resources behind the firewall where they are only accessible to NORDP members, seemed like a logical compromise that also demonstrated the value of being a NORDP member. Windham agreed, and said that if there are other regional groups interested in getting started, they can contact her or Kathy Cataneo for information on how Northeast has developed.

In the course of a general discussion of the benefits and potential drawbacks to regional participation versus participation on the national level, Peggy Sundermeyer suggested that the Board consider sending a representative (if one is not already part of the group at the meeting) to regional meetings. This would allow the Board to see what is happening in the region and at its meeting, but would also allow the members in attendance to interface directly with the Board representative, which could be a good recruitment vehicle for involvement on the national level. Windham added that Board members could always participate via teleconference, if travel were not convenient.

David Stone added that while he supports the idea of developing template language and policies that can be provided to other regional groups, the Board should not be too strict in requiring all groups to use the same ones: what works for Northeast may not work as well for Southwest, for example. The Board should think very seriously about divisions of labor: what is regional-level programming, and what is national-level programming; what is a regional meeting designed to do, and how is that different from what happens at the national meeting? Once there are defined leaders in the regions, there should perhaps be regular (quarterly?) conference calls between the Board and the regional leaders. Ioannis Konstantinidis pointed out that the Southwest region has been having some of these conversations already. Dresbeck suggested that the Board devote some time at a future meeting to a wider discussion on this issue, and will invite both Windham and Karin Scarpinato from Southeast to participate.

There being no further business, Jeff Agnoli moved to adjourn (Peggy Sundermeyer seconded) at 10:06 a.m. Mountain. The motion carried unanimously.

By electronic mail on Wednesday, September 16, Michael Spires forwarded a request from the Executive Committee that the Board consider approving a contract in the amount of \$40,600 with Designing Events for services relating to the 2016 annual meeting in Orlando and preliminary work for selecting a site for the 2017 annual meeting. The Executive Committee discussed the contract at its meeting on Tuesday, September 8, and recommended the contract be approved. By a vote of 8-0 with no abstentions, the contract was approved on Thursday, September 17.

Respectfully submitted,
Michael Spires, Secretary

Note: The next Board Meeting is scheduled for Tuesday, September 22, 2015, from 1:30 p.m. – 3:00 p.m. Central Time (2:30-4pm Eastern, 11:30am- 1pm Pacific and 12:30-2pm Mountain).

Approved by the Board of Directors at its meeting September 22, 2015