



**MINUTES - MEETING OF THE  
AEG FOUNDATION BOARD OF DIRECTORS**

**2015 Spring Board Meeting,  
8:30 AM to 5:00 PM Saturday, June 6, 2015  
8:00 AM to 11:30 PM Sunday, June 7, 2014  
Colorado School of Mines, Geology Dept. Conference Room (221 Berthoud Hall)  
Golden, CO**

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Red indicates action items.

**SESSION ONE**

1. Call to Order and Welcome .....President Fenster
  - a. Meeting called to order at 8:46 am MDT
2. Roll Call to Establish Quorum.....Secretary Doyle
  - a. Attending: President Fenster, Treasurer Cato, Secretary Doyle, Executive Director Bryan, Director Chase, Director Gill-Shaler, Director Higgins, Director Keaton, Director Smith, Director West; AEG Vice-President Paul Santi joined at 9:32 am and left at 11:40 Saturday; Roy Shlemon joined at 1:27 pm Saturday
3. Agenda Additions or Changes and/or Orders of the Day (Action) .....President Fenster
4. Secretary's Report .....Secretary Doyle
  - a. Tabled until Sunday morning session so previous meeting minutes could be added to packet
  - b. Approval of Meeting Minutes of May 20, 2015 (Action)

Motion to approve minutes of May 20, 2015 conference call as amended. Seconded. Approved unanimously.
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- c. Secretary's action on signing documents
      - i. No documents to sign since previous meeting
5. President's Report.....President Fenster

- a. Recent Activity
  - ii. Phone conversation with AEG President Ken Fergason on AEG priorities and how AEG and AEGF can work together
  - iii. Reviewed GLAT contract for Dan O'Brien; will be discussed in GLAT report
  - iv. Approved invoices from AEG: GeoScience World; joint lunches for Scottsdale and Seattle
  - v. Jahns payments still outstanding
- b. Other Issues under Continuing and New Business.
- c. Discussion about Shlemon Funds
  - i. Purpose of call to Roy Shlemon was to address Roy's feelings on fund use with respect to AEG
  - ii. Roy has requested a proposal from AEGF for use of excess funds in Shlemon Specialty Conference Funds in other ways
    - 1) Other potential funds: Shlemon Mentor Fund; Quaternary Engineering Geology Scholar (graduate level at first); Continuing Education; K-12; Cornerstone (Roy was not supportive of Cornerstone due to level of overhead that usually goes to Universities)
    - 2) For Mentor, K-12, etc., have a feedback system for reporting and sharing
      - a) Could K-12 be used to support Earth Science Teachers or EST organizations?
  - iii. Need to keep Roy and other donors informed on how money is used and what good it does.
    - 1) **AEGF Foundation Scholar – Executive Director Bryan will send AEG Foundation Scholar by email to Roy Shlemon.**
  - iv. Director Higgins suggests AEGF make sure funds Roy Shlemon has donated to are active
  - v. On the call, Roy Shlemon became very positive about future involvement and donations; but issues still exist with Shlemon Specialty Conference Fund
    - 1) Can Foundation copyright the name?
    - 2) Should Foundation take lead on Shlemon Specialty Conference?
      - a) Could Foundation approach people about putting together Shlemon Specialty Conference?
      - b) AEGF BOD and AEG Section chairs can help to identify people to organize Shlemon Specialty Conference
    - 3) Should host section get a portion of the profits?
    - 4) Keep to model of Penrose Conferences – small, break-even conferences
    - 5) If AEG staff is assisting in planning/administration then should AEG be reimbursed for the use of staff?

- 6) AEG President-Elect Paul Santi: shift in focus for AEG; move from membership-driven financials to other support including meetings other than Annual meeting. Spring Professional Forum (topical meeting; recruiting of non-members). EC still sees place for small focused conferences like Shlemon Specialty Conference that are not necessarily profit-driven, perhaps every couple of years if it is AEG finding the people to set up the Shlemon Specialty Conference
  - c) AEG has not needed seed money because they can float the prep money – but, perhaps fund money be used to pay for:
 

Field trip at a conference; support publications from the conferences as Proceedings volumes or Special Publications series (CD/flash drives; peer reviewed); funding/subsidizing invited speakers
- d. Discussion with Roy Shlemon
  - i. AEGF wants to continue Shlemon Specialty Conference but would like to discuss potential changes to fund charter or new funds
  - ii. Roy's comments
    - 1) Roy's experience is that other Foundations will review donor intent to see if it is still appropriate. It is then the responsibility of the foundation to contact the donor or heirs to discuss effectiveness of funds and possible changes.
    - 2) Intent of Shlemon Specialty Conference was to be like Penrose. Numbers in Charter were to be a guideline, not an absolute. Shlemon Specialty Conference are to be proposed and initial funding requested from Foundation. Hope was to break even and possibly small profit that went to support future conferences. Money also intended to support publications from the conference.
    - 3) Roy: if given as grants, it could deplete the fund very quickly
    - 4) Question now is what to do with the proceeds or even to continue the fund. Should it be refined or eliminated?
    - 5) Would not like to see any funds paying for overhead of Foundation or AEG. Very important to Roy.
    - 6) Use of surplus from either Shlemon Specialty Conference or Shlemon Continuing Education Fund
      - a) If Shlemon Specialty Conference keeps corpus of \$75,000 and use remaining balance of \$65,000 for other use or new fund
      - b) Quaternary Scholarship – Roy likes the idea very much, it's his background and appeals to him. Plus scholarships do not have anything to do administratively with AEG – all controlled by AEGF. "Applied Geomorphology / Quaternary" has immediate application to engineering geology. Start at \$65,000 and grow to \$100,000 - \$150,000
      - c) Director Cato will work on a proposal(s) to Roy Shlemon with justification and rationalization with what can be done with Shlemon Specialty Conference. Include reasonable corpus in Shlemon Specialty Conference (i.e. \$75,000) and then suggest amount to be transferred to a QS Fund. For Shlemon Specialty Conference Charter, suggest changes to Charter to reflect that

when Shlemon Specialty Conference are held, a percent (i.e. 25% as in Shlemon Continuing Education Fund) that should be returned to the fund and then remainder to be put into funding Quaternary Scholarship. State that none of the surplus can go to AEGF overhead. May have to address issue of some % of profits going to organizer as incentive.

- 7) Continuing Education Fund started but not utilized – should it be kept? Needs additional marketing/communication.
- 8) Any recipient of funds needs to have written summary/final report (that is published).
- 9) What a donor wants: Where did my money go and what was it used for? Recipient should write personal note to donor.
- 10) A conference does need to produce: (1) small profit; (2) enough to keep up with inflation; (3) overhead fee to foundation; or corpus could be in jeopardy. If conference meets 1-3, Roy is open to the idea that anything that is surplus beyond conditions 1-3 can go to a Quaternary Scholarship Fund (when developed)
- 11) Roy is open to revision of Charter that remains in line with intent of donor and of the Foundation overall

iii. Potential Shlemon Mentor Fund

- 1) Potential levels for mentorships:
  - a) Visiting Professionals type funding: local professionals visiting schools, fund pizza and drinks
  - b) Wider-scale lecturer, less focused on research talks (like Jahns) and more focus on what is actually done with a geology job– what a student can or will do with their degree; what do engineering and environmental geologists actually do; how do you get a job
  - c) K-12 (or 7-12) mentoring

6. Treasurer's Report ..... Treasurer Cato

a. Review of Financials

- i. Report attached
- ii. Financials somewhat lower due to scholarship payouts and some market issues
- iii. Since FY13-14 is done, First Bank account will be closed
- iv. Old financials

- 1) FY13-14 received and in review by Finance Committee and Treasurer/Executive Director
- 2) FY14-15 should be completed by end of June
  - a) CPA has not been able to resolve issues with transfers from AEG that are being held for several months at a time – leads to lost interest from Fidelity; not always clear which fund donations are going to; must find another way to do donations routed through AEG webpage and renewals

- 3) Once reviewed, need to be sent to Bauerle for audit of FY13-14; FY 14-15 will undergo review by Bauerle but not full audit.
  - 4) Annual Reports needed
    - b) Complete FY13-14 Annual Report rough draft for review by AEGF BOD by late July / early August to possibly be made public by Pittsburgh meeting in September.
    - c) FY14-15 Annual Report at end of calendar year 2015
  - 5) May need to review policy on review and audit schedule; with assets over \$1 million, audits may need to be more often
- b. Review of FY2014/2015 Budget
    - i. Tabled until financial are completed
  - c. Review of FY2015/2016 Draft Budget
    - i. Tabled until financials are completed
7. Executive Director's Report.....Executive Director Bryan
- a. The attached report summarizes the recent activity: [see attached report](#) (April donations total should be changed)
8. Continuing Business.....President Fenster
- a. Insurance Coverage review – moved to Session Four, Item 23 AEG Foundation Operations
  - b. Jahns Lectureship Funding – Approval of AEG invoice resubmittal for payment for Jim McCalpin's 2013 Jahns Lecture tour and Scott Burns, 2012 tour
    - i. Application form received from AEG ([see attached](#))
      - 1) Documentation is there for Scott Burns; documentation is not there for James McCalpin but had been in prior backup that included extraneous receipts.
    - ii. Paul Santi stated that AEG has budgeted for Jahns funding as a pass-through that the Foundation paid. Lecturers are told they have a budget but more by word-of-mouth between lecturers than info from AEG/GSA. AEGF can pay up to \$5000 by Charter, but funding is to be split between AEG and AEGF.
    - iii. [Jahns MOU should be developed between AEG and AEGF to clearly delineate process for grant application and funding and cost-sharing](#)
      - 1) Paul Santi requested that during annual AEG budgeting process, AEG should contact AEGF to determine if it is likely that the Jahns Fund will be able to support \$5000 grant. He also asked if with appropriate documentation, additional amounts could potentially be funded (either before or after the lectureship) on a case-by-case basis.
      - 2) A list of procedures for Jahns lecturer are needed; expense forms for lecturer would be good idea. This should be done at the AEG/GSA EGD level.

Motion: AEG Foundation will pay amount of \$2486.88 to AEG for 2012 Jahns Lecturer Expenses, which is the amount for which we were provided backup documentation. Seconded. Passed unanimously.

- a) AEGF will consider paying remainder of the invoices when proper documentation is provided.

**SESSION TWO**

9. New Business

- a. Possible New Program fashioned after AAPG Foundation Professorial Award – Geoscience Education
  - i. Suggested by Ken Ferguson
  - ii. Award for accomplishment (\$1000)
  - iii. Possible future fund, but no start-up funding source right now
- b. Review of and discussion concerning AEG Foundation Committee Structure
- c. Are Foundation committees structured in the most efficient way and how should overlap be handled?
- d. Should BOD be focused more on policy and big picture with less emphasis on committee implementation? Difficult without staff
- e. Need additional volunteers (non-board members) on committees to do the work while BOD is oversight
- f. Issues need to be fixed so we can move on to implementation
- g. BOD needs to develop 5-year plan
- h. Roy Shlemon: The smaller the number of committees the more efficient the organization. Development (i.e. fundraising) is most important, need to find out from potential donors what they want. Need more communication with AEG for their time and ideas and discussion of cost/benefit for AEG and AEGF. Foundation has always attended AEG BOD meetings.
- i. Director West sees expansion of Donor Reception/Acknowledgement as a way of stewardship or mining of donors.
- j. Personal phone call: Thank you, this is what your money did, what can we do for you?
- k. All communications should have one sentence statement of Planned giving and contact information
- l. Set Standing call date and time
- m. 2 meetings per month

**COMMITTEE REPORTS – Part 1**..... Committee Chairs

10. Awards Committee..... Director Gill-Shaler

- a. Select and Order scholarship trophies
- b. Director Gill-Shaler will chair, Director West will help; Director West and Executive Director Bryan will send information to Jane with information from last year.

11. Communications Report .....Secretary Doyle
- a. Website updates
    - i. Direct link to AEG Foundation website for donors on AEG site
      - Delay in getting donations; several months at a time into Fidelity, not always clear which funds donations are for
      - Have link during renewal or registrations; and DONATE HERE link, not just general link to Foundation webpage
      - Paul Santi thinks this can be handled through Offinger
    - ii. Update charters to include grant applications – in progress; **Executive Director Bryan will send applications to Secretary Doyle.**
  - b. AEG Insider
  - c. AEG NEWS
    - i. Article was submitted for June issue
  - d. AEG Foundation Scholar
    - i. Need to be finalized and posted on website and sent to AEG membership
    - ii. Add Carolinas Scholarship to Scholar
12. Development Committee Report ..... Treasurer Cato
- a. [See attached report](#) and discussion under New Business
  - b. Mentorship Program
13. Donor Acknowledgement Committee ..... Director Chase
- a. Publishing donor names in AEG News, addressing omissions, include all donors
    - i. As donor database is finalized, Director Chase and Executive Director Bryan will work on getting donor levels list together
  - b. Review of Acknowledger List
    - i. All funds are covered by acknowledgers
  - c. Donor Acknowledgment Cards Ordered
  - d. Tracking Thank You Notes
    - i. Up to date database and working effectively
    - ii. Once 501c3 letter and handwritten notes are sent it is recorded in the database
    - iii. Suggested to call donors as discussed in 9b viii. i.
14. Donor Reception Committee ..... Director West
- a. Director West spoke to AEG Meetings Manager Heather Clark and reception is scheduled for Wednesday 5:30-6:15. It will be in AEG President Ferguson's suite. The hotel is a union hotel, they will not provide glasses, etc. Scott Burns will advise Director West on wine and beer. Director West will bring wine, Director Gill-Shaler and President Fenster have offered to help.
  - b. Greg Hemen is soliciting sponsors.
  - c. Joan Hemen has offered to help with setup. Director Higgins will also help with setup.
  - d. Executive Director Bryan will revise invitation and send to Director West for edits. Invitations should include chairs of sections that have made donations.

- e. Director West will make personal calls to major donors to extend invitations
- f. Consider inviting scholarship recipients so they can thank donors in person

15. Finance Committee ..... Chair Peck
- a. Chair Peck could not attend but committee report is attached.

### SESSION THREE

#### COMMITTEE REPORTS – Part 2..... Committee Chairs

16. Geoscience Internet Library Committee Report..... Director Keaton

- a. Current Status
  - i. Director Keaton has picked up remaining boxes from Denver storage unit
  - ii. Bulletins have been scanned but can't be on GLAT; AEG wants them for members only
  - iii. AEG's mission is to benefit the profession; making Bulletins public would promote the profession – may want to address with AEG in future
    - i. May not be possible because of contract with GeoScience World
    - ii. Other organizations going to open source; more accessible to non-members – can draw people in
- b. Dan O'Brien Contract
  - i. Dave has reviewed contract and thinks it can be simplified
  - ii. Dave, Patty, and Julie will have a conference call to discuss changes to contract
- c. What's next?
  - i. Director Keaton will set up Dropbox account with Dan O'Brien to transfer materials
  - ii. Director Keaton will set up conference call for committee soon.
  - iii. Rick Kent had offered to scan all old AEG NEWS (5+ year old) but Julie has most issues and will do the scanning
  - iv. Director Keaton will look at scanning fieldtrip guidebooks, etc., and getting permission from AEG to put on GLAT
  - v. Director Keaton will look into permissions for consulting reports, such as those from the Marliaves
  - vi. Director Keaton would like to know if she is GLAT coordinator as well as committee chair. BOD agrees that she should be coordinator as well as chair
  - vii. Numbers of logins by month are attached; 2014 had over 6000 logins

17. Marketing Committee ..... Treasurer Cato & Director Chase

- a. AEG Store Website (Director Chase) Status of E-Store MOA
  - i. MOA attached
    - i. AEG asked for and got change that puts only link to e-store on AEG website
  - ii. AEG still does not seem to understand \$1100 start-up funding is for vendor. AEG thinks they can set up the site themselves.
  - iii. Eric will prepare statement for AEG BOD explaining benefits to AEG of letting AEGF do the store

- iv. Vendor has been cooperating and patient, but may not continue to be patient and we may lose vendor
- v. President Fenster will call AEG President Ken Ferguson and Executive Director Bryan will call AEG Association Manager Marrijane Jones to clarify benefits to AEG; note that website will be AEG specific, not just a link to vendor's store
- b. Marketing Initiatives
  - i. Foundation memberships = donor levels

18. Nominating Committee..... Director Smith

- a. Director Smith volunteered to chair; Director Higgins will be on committee; Director Smith will ask James May if he is willing to serve
- b. Slate of Officers 2015/2016
- c. New Directors – will need 3 new directors to fill empty positions

19. Planned Giving Committee..... Chair Peck

- a. No report – Chair Peck not present

20. Programs Committee Report..... Director Smith

- a. Report attached
- b. Charter Review and Revisions
  - i. Suggestion: Memorial Fund – contributions in memory of an individual to any fund or funds would put the person on the Honor Roll
  - ii. Student Chapter Support Fund Charter needs to be developed
  - iii. Revised Charter review schedule in attached to report to add West-Gray and Carolinas Scholarships

Motion to approve revised fund charter review schedule; seconded; approved unanimously

- c. Status of Shlemon Specialty Conference MOU regarding surplus funds
- d. Status of Shlemon Mentorship Charter
- e. Student Travel Grant Policy

21. Silent Auction/Fundraiser Committee Report..... Director Gill-Shaler

- a. Report is attached.
- b. Jane and Patty will meet to discuss how Silent Auction is run.
- c. Julie will serve on the committee

22. SYPSC Liaison Committee Report..... Director Chase

- d. Preparing for Annual Meeting and student travel grants

Meeting recessed for evening at 5:06 pm MDT

Meeting reconvened at 8:17 am MDT

Present: President Fenster, Treasurer Cato, Secretary Doyle, Director Chase, Director Gill-Shaler, Director Higgins, Director Keaton, Director Smith, Director West, Executive Director Bryan (until 9:25 am)

**SESSION FOUR**

23. Operations Overview.....Executive Director Bryan

- a. Donor Database
  - i. In progress.
  - ii. Executive Director Bryan and Director Chase will work to compile donor level list for submission to September AEG NEWS by July 31 submission deadline.
- b. Insurance Review
  - i. See attached
  - ii. Patty will look into whether additional liquor liability be necessary for donor reception or other events. Perhaps there is a short term policy that can be picked up for just the reception. Patty will also talk to AEG and see what coverage they have.
  - iii. Hartford is paid in monthly installments; Travelers is paid annually
  - iv. Patty will check if legal fees are included in D&O protection
  - v. Do not have workers comp. policy because AEGF does not have employees; Patty will look into whether we need workers comp. coverage for contractors (i.e. Dan O'Brien, Bauerle, Maniac Monkey, etc.).
  - vi. Patty will clarify whether a car rented in a Directors name is covered as long as intent is for use on Foundation business or if car has to be rented in Foundation's name.

**CLOSED SESSION**

Closed session convened at 9:40 am.

Present for closed session: President Fenster, Treasurer Cato, Secretary Doyle, Director Chase, Director Gill-Shaler, Director Higgins, Director Keaton, Director Smith, and Director West

24. Status of AEG Foundation.....President Fenster

25. Review of Executive Director Bryan .....President Fenster

**END OF CLOSED SESSION**

26. New Business

- a. moved to 9a.

27. moved to 9b.Set time and place of next meetings

28. Will send final Doodle Poll to determine set day and time for future meetings (same day and time for every meeting)

29. Annual Meeting in Pittsburgh - Tuesday 8-5
30. Plan joint meeting with AEG EC at Annual Meeting
31. Adjournment
  - a. Meeting adjourned at 11:27 am MDT

## BOARD ATTACHMENTS

Item 6	Treasurer's Report	Treasurer Cato
Item 7	Executive Director's Report	Executive Director Bryan
Item 12	Development Committee Report	Treasurer Cato
Item 15	Finance Committee Report	Chair Peck
Item 16	GLAT	Director Keaton
Item 17	AEG Store Website Status of E-Store MOA	Director Chase
Item 20	Programs Committee Report	Director Smith
Item 21	Silent Auction/Fundraiser Committee Report	Director Gill-Shaler
Item 23b	Insurance Review Report	Executive Director Bryan