



MINUTES - Meeting of the
AEG FOUNDATION BOARD OF DIRECTORS

Teleconference
6:00 PM ET (3:00 PM PT), Monday, December 9, 2019

- 1) Call to Order and WelcomePresident Flanigan
 - a) President Flanigan called the meeting to order at 5:02 PM CST.

- 2) Roll Call to Establish Quorum..... Secretary Higgins
 - a) Attending Officers—President Flanigan, Treasurer Smith, Secretary Higgins; Directors—Cato, Evans, Lasky, Lenz, Luce, Munro, Tepel, Vetter; Operations Manager—Vasquez; Guests—Committee Chair Doyle, Board Candidate Neal; Absent--None

- 3) Agenda Additions or Changes and/or Orders of the Day (Action).....President Flanigan
 - a) None

- 4) Secretary's Report..... Secretary Higgins
 - a) Approval of Meeting Minutes of November 11, 2019 Teleconference (Action)
 - i) **Motion: To approve minutes of the November 2019 Teleconference of the AEG Foundation Board of Directors was approved by a vote of 10 yes, 0 no and 1 abstain.**
 - b) Secretary's action on signing documents--None

- 5) President's Report.....President Flanigan
 - a) 2020 Annual Board Meeting Update—FYI the AEG and AEG Foundation board meetings will stay on Tuesday at the Portland annual AEG meeting due to lack of availability of rooms on Monday.

- b) Jahns Appeal from AEG Newsletter—Reminder that the appeal was sent to Board members by email and you are encouraged to donate.
 - c) Confidentiality Agreement—A draft sample agreement is included in your packet and was discussed by the Board. **Action Item: President Flanigan and Secretary Higgins will work on a draft agreement based on this sample and the Board discussion.**
 - d) Board Transitions
 - i) President Flanigan expressed his appreciation to out-going Directors Cato and Luce for their dedication, hard work and accomplishments during their service to the Foundation.
 - ii) Chair Doyle has requested to step down as chair of the Programs Committee. Director Lenz volunteered to serve on the committee. **Action Item: President Flanigan will search for a chair for the committee.**
 - e) Policy Transparency—The Board discussed transparency issues considering Foundation policies. **Action Item: Discussion will continue in January.**
- 6) Treasurer’s ReportTreasurer Smith
- a) Monthly Treasurer Report—See attached report.
 - b) Financials—See attached report.
- 7) Operations Manager’s ReportOperations Manager Vazquez
- a) Membership List—See attached report.
 - b) 2019 Donors—See attached report.
 - c) YTD Fund Donations—See attached report.
 - d) Fundraising Appeal—See attached report.
 - e) 2017 Final Annual Report—See attached report.
- 8) Continuing Business.....President Flanigan
- a) Operating Reserve Policy (vote)
 - i) **Motion: To approve the Operating Reserve Policy as presented was seconded and passed unanimously.**
 - b) Fund Policy (vote)
 - i) **Motion: To approve the Fund Management Policy as presented was seconded and passed unanimously.**
 - c) General appeal for chapter newslettersDirector Lasky
 - i) Director Lasky reported this is in-progress.
 - d) Website updates Director Lenz

- i) Director Lenz reported on his progress in the review of the website. **Action Item:** Directors are requested to review their bio and send modifications (if required) to the OM. If your picture is missing or outdated, please send in a replacement.
- e) Nominations Committee Report Secretary Higgins
 - i) **Motion: The Nominations Committee recommends the election of Mr. Kenneth Neal to the AEG Foundation Board of Directors (effective January 1, 2020) to fill a three-year term. The motion was seconded and approved unanimously. (Mr Neal will replace retiring Director Cato.)**
- f) Org Chart
 - i) The attached revised version of the Foundation organizational chart was discussed by the Board. There will be further discussion at the next meeting.
- g) Conflict of Interest Form
 - i) **Action Item: A Conflict of Interest Form was emailed to each Director. Please complete and return to the OM ASAP.**
- h) Programs Committee Report Guest Doyle
 - i) See attached report.
 - ii) **Action Item: The committee will make changes agreed to by the Board and submit a copy for approval at the January teleconference.**
- 9) New Business..... Chair Flanigan
 - a) Letter from Deb Green, Susan Steele Weir, and Dorian & Tom Kuper
 - i) The Board delayed discussion until the Midyear Board Meeting. **Action Item: Review the letter and President Flanigan’s answer and send comments to the President.**
- 10) Old Business
 - a) Mid-Year Meeting—The Board has agreed upon March 28-29 in Dallas. **Action Item: OM Vasquez will begin making arrangements with a hotel.**

Consent Agenda ItemsCommittee Chairs

- 1) None

11) Next Meeting

- a) Monday, January 13, 2020 at 3:00PM Pacific / 6:00PM Eastern

Adjournment—Meeting was adjourned at 6:38 PM CST.

Respectfully submitted by:

Jerry Higgins, 2019 Secretary, AEG Foundation

Rosalind Munro, 2020 Secretary, AEG Foundation

Approved 1/13/2020

