

Etudes Board of Directors Meeting Minutes

Meeting Date: Thursday, October 18, 2012
Time: 2:00pm – 4:30pm
Location: 5th Annual Etudes Summit
Naples Boardroom, Marriott Downtown Long Beach

Meeting called to order at 2:15 pm

1. Roll Call

John Wagstaff, Chair – present
Diane Rosner, Vice-Chair – present
Jon Townsend, Secretary – present
Jennifer Azzaro – present
Matthew Coombs – absent
Eric Ichon – present
Margie White – present
Vivie Sinou, Executive Director – present

Guests: Glenn R. Golden, Chief Architect, Etudes, Inc.

2. Reading of the Minutes of the preceding meeting

The October 10, 2012 meeting, held by telephone, was an Executive Session meeting to review nominations and vote on new Board members. Only members present during this meeting reviewed the minutes.

The Executive Session minutes were approved as written.

The Executive Director asked that item 6.1, Chair/Vice-Chair Elections, be moved to this position, prior to continuing with item 3 of the agenda. This was moved/seconded.

Approved.

Following discussion, two nominations were made and accepted by the nominees.

John Wagstaff was nominated to be Chair for the coming year.

Approved.

Eric Ichon was nominated to be the Vice-Chair for the coming year.

Approved.

It was decided that going forward, the Vice-Chair would become the Chair for the following year.

It was also decided to extend the current Board Secretary's term to align with the new term of Chair and Vice-Chair. These terms will now run from Summit to Summit.

3. Reports of Committees (if any)

Nothing to report.

4. Reports of Officers & Executive Director

4.1. Financial Report

The Executive Director states things are looking good. Financial report will be sent out at end of month.

Several inquiries have been received for small pilot programs.

Costs have gone up for staff medical benefits. The Executive Director found a better deal with another insurance company.

We currently have 20% of our expenses held in reserves. Vivie will be paying for the *MathML* editor with funds from the budget, not reserves. She negotiated a good contract for the editor (one-time fee), and it should be integrated into Etudes by December. This expense may keep any additional funds from being placed in reserves at the end of the year. This is not a problem since we currently have sufficient reserves.

The Board needs to have a conference call meeting by November 11 to review IRS filing. Vivie will contact the Board to set a date.

4.2. Etudes Production – Chief Architect

The purging and archiving of files has been completed and the data retention policy is now current. This has cleared up a lot of space. Daily backups are running much more quickly.

Glenn explained that it is time to think about updating hardware. It is working fine and we have sufficient capacity, but due to age, perhaps it should be considered.

The data retention policy and archiving process were discussed.

4.3. Software Development

Some items will be rolled out at Christmas. This will mainly deal with unifying the editor and adding *MathML*. There will also be some updates to the Discussion tool to bring operation into alignment with the other tools, for example, "Allow until."

There are also brand new, and exciting, developments looking forward for the next year or so. Some of these will be showcased during the Summit.

4.4. Community Update

As mentioned earlier, requests for new small pilots. The current concentration is on Hartnell College and making it painless for them. Vivie and Jim Marteney will be visiting and providing workshops. Hartnell will be at Enterprise Level next year.

4.5. Other Operational

Nothing to report.

5. Old and Unfinished Business

None

6. New Business

6.1. Chair/Vice-Chair Elections – *moved to earlier in meeting*

6.2. Review of By-Laws

Following the requirements of ARTICLE X AMENDMENTS of the Etudes Bylaws, the Board discussed possible amendments to the Bylaws and decided on proposed amendments that will then be voted on at the next meeting.

The review started with *6.5 Board Elections*.

Discussion was held regarding the "annual meeting" and beginning Board terms with the new fiscal year.

It was agreed that a term of office should start in relation to the Summit, not the fiscal year, and that section 6.5 be amended to:

"New directors shall be elected by a majority of directors provided there is a quorum present. Directors so elected shall serve a term beginning on the date of the next Board meeting at the Etudes Summit."

The review continued with *6.3 Board Size, Member Term, Meetings*, item *d) Meetings of the Board*, section *3) Annual Meeting*.

It was agreed to propose that this item be amended to the following:

"At least once a year there must be an opportunity for the Etudes community to be provided with a project status update and meet with Board members to ask questions."

6.3. Call for Board Nominations - Outreach

The Executive Director asked for review of the Bylaws, *6.4 Nomination of Board Members*.

After discussion, the following is proposed as an amendment to section 6.4, replacing the existing first three sentences.

Anyone may be nominated for consideration for election to the Board of Directors. Each member organization's representatives shall be requested to submit nominations for board member elections.+

6.4. Staff Compensation: Review Holiday Bonus

Motion:

The Board of Directors requests that the Executive Director determine staff holiday bonuses as appropriate for this fiscal year.

Approved

In a brief compensation discussion, the topic of a retirement benefit program for Etudes employees came up. This will be put on the agenda for a future meeting.

Motion:

That the board grants a bonus of \$1,000 to the Executive Director.

Approved

6.5. Next Summit Dates and Location

The next Summit will be held in Northern California. It was enthusiastically agreed the *Hotel Sofitel San Francisco Bay* should be first choice, depending on costs. Vivie and Marlene will go back to get a quote.

The proposed dates for the next Summit are October 16-18 or November 6-8, 2013.

7. Adjournments

7.1. Next Meeting Date and Location

Conference Call meeting to review IRS form. Vivie will contact us with date/time.

Spring meeting to be held at Lake Tahoe Community College.

The meeting was adjourned at 4:19 PM