

Regular Meeting of the APMP Board of Directors

Date:	November 30, 2023		
Purpose:	Regular Meeting of the Board of Directors		
Notice:	<ul style="list-style-type: none"> • Notice provided on January 1, 2023 • Materials provided on November 20, 2023 		
Invitees			
P	Alison Coon - Chair		David Gray – Vice Chair (proxy)
P	Steven Coles – Past Chair	P	Leigh Ann Newman
P	Bette Sturino	P	Kumiko Shikimachi
P	Stacey Lee	P	Erin Green
P	Heather Finch	P	Sunil Agrawal
P	Sarah Miranda	P	Amy McGeady
P	Abhilasha Shiva		Jamie Ninneman (proxy)
P	Andrew Goldman – Secretary (Ex Officio)	P	Rachel Thompson
P	Julia Duke – COO (Invitee)	P	Rick Harris – CEO (Ex Officio)
P	Kimberly Kissel (Invitee)	P	Jay Denslow (Invitee)
Agenda			
<p>Supporting Documents: <i>This agenda and supporting documents are in the corresponding APMP (Association of Proposal Management Professionals) BoD meeting folder on SharePoint.</i></p> <ul style="list-style-type: none"> • Roll Call – Julia Duke, COO • Call To Order – Alison Coon, Chair <ol style="list-style-type: none"> 1. Opening Remarks – Alison Coon, Chair <ul style="list-style-type: none"> • Board Vote: 2024 Operating Budget • Board Vote: Ratification of the New Board • Board Vote: Dissolving The Nordic Chapter • Update on a New Legal Issue • Saying Goodbye to Board members leaving us December 31 2. APMP Financial– Rick Harris, CEO <ul style="list-style-type: none"> • YTD performance 3. Board Vote: 2024 Operating Budget – Coon, Harris <ul style="list-style-type: none"> • Budget Explanation • Questions and Answers • Potential Vote 4. Board Vote: 2024-2026 Board Slate – Coon, Harris 			

- Board Slate Expansion and Explanation
- Questions and Answers
- Potential Vote

5. Board Vote: 2024-2026 Dissolving the Nordic Chapter – Coon, Harris

- Nordic Chapter Expansion and Explanation
- Questions and Answers
- Potential Vote

6. Update on a New Legal Issue – Harris, Andrew Goldman

- Lawyer progress
- We are working on an attendance policy for live events.
- Best guess for an outcome

7. Committee Reports for Four Key Areas -- Coon

- Member Service Benefits – **Sturino**, Lee, Miranda, Thompson, Newman, Finch
- Future Forecasting – **Coon, Gray**, McGeady, Coles, Ninneman, Agrawal
- Corporate Membership – **Ninneman**, Coon, Finch, Coles, Green
- Strategic Growth – **Gray**, Sturino, Shikimachi and Shiva

8. Consent Agenda – Coon

- Approval of Meeting Minutes
- CEO (Chief Executive Officer) Report
- Event Reports
- Committee Reports (in the *APMP BoD meeting folder on SharePoint*)

9. Saying Goodbye to APMP Board Members

- Bette Sturino
- Leigh Ann Newman
- Kumiko Shikimachi
- Steven Coles

10. Final Passing of The Virtual Gavel to David Gray– Coon

Notes

Begin 10:03am

Treasurer's Report

- \$200k ahead of last year's revenue
- Added new staff and still have significant positive net revenue in 2023
- Question: All of the hires, are they in place?
 - The only one that needs to happen past this is the IMIS person, which won't be hired until 2024.

Operating Budget

- Budget provided in the Board materials.
- Projecting a significant positive net revenue for 2024, but budgeting is always conservative
- Questions: None
- **Motion to approve the Operating Budget as provided in the Board materials as written – McGeady, Coon**
- **Motion passes by General Consent**

Nordic Chapter

- Nordic Chapter has requested to dissolve/de-charter due to lack of participation
- It's been around for a long time and it's never gone beyond 40-50 people
- *Nordic Chapter Members will have the ability to join whatever Chapter they wish*
- In accordance with their Chapter Charter, all money in their bank account will be returned to APMP
- **Motion to approve the dissolution and charter revocation of the Nordic Chapter, per the request of the remaining officers – Coon, Coles**
- **Motion passes through general consent.**

Board Votes

- Board Expansion and Board Slate motions were passed around for unanimous written consent, but were not approved electronically. A reminder is that all electronic motions must result in a unanimous vote or we need to bring them to the full Board. We are doing that during this meetin. Those motions, with the same text (provided in Board materials) are provided.
- Q/A: We can talk about candidates individually, but the current motion is for the entire slate

Board Expansion

- **Motion to Increase the number of Board Members (attached as 2023-11-01) – Coon, Coles**
- Discussion
 - Several had concerns about “too many cooks in the kitchen” (already a large board) and to add four more spots makes it even larger, and can cause some voices to be lost. It might be too large to manage.
 - We have precedent for doing this. The reason we are doing it is because their votes are so close together. The Bylaws allow us to go to 20 Board members. It has been as many as 20 and as low as 11. Given the disproportionate number rolling off in future years, this balances the Board more.
 - The challenge that has been described is a positive challenge. If we are all clamoring for voices to be heard, we can add 30 minutes to a meeting. It's

important to have that top talent as a part of the leadership in the organization.

- Question: How many Board members do we tend to lose? The past three years, we have an average of 1 or 2 per year dropping off. If we increased to 19, we would not replace them.
- Could there be a future vote to raise the number per the Bylaws? Not in the immediate future, but possibly if the organization grows significantly.
- We've grown a bit in the last few years and it keeps in line with that.
- The Board is a working Board and does a lot of strategic work, and this expands that pool as well.
- *Alison moves to close discussion*
- *No dissent to close discussion*
- **Vote on Motion**
 - **In favor – 13**
 - **Opposed – 0**
 - **Abstention - 0**

Board Slate and Vice Chair

- **Motion to Approve the New Board of Directors and Vice Chair Slate as provided in the Board packet (attached as 2023-11-02) – Coon/Coles**
- Discussion: Moved into Executive Session – minutes closed
- *Move to end discussion – Coles, McGeady*
- *No dissent*
- **Vote on Motion**
 - **In Favor: 12 and 2 proxy (Gray/Ninneman)**
 - **Opposed: 1 – McGeady**
 - **Abstention – 0**

Legal Update

- Slip and fall at BPC is with insurance legal counsel
- Got the demand from their legal counsel for damages (split between 4 insurance companies and it was significant)
- Timeline: They can go on forever or just wrap up instantly, it's hard to tell

Committee Reports

- Review the posted reports

Consent Agenda

- **Coon: Moves to approve the consent agenda**
- **Passes via general consent**

Meeting Adjourned at 11:15am

Motions

Motion	Made	Second	Y-N-A	Attend
Approve the Operating Budget as provided in the Board prep materials	McGeady	Coon	13-0-0	13
Approve the dissolution and charter revocation of the Nordic Chapter, per the request of the remaining officers	Coon	Coles	13-0-0	13
Increase the number of Board Members (attached as 2023-11-01)	Coon	Coles	13-0-0	13
Approve the New Board of Directors and Vice Chair Slate as provided in the Board packet (attached as 2023-11-02)	Coon	Coles	14-1-0	15 (2 proxy)
Key Decisions				
None				
Action Items				
Item			Owner	
None				

APMP Board of Directors Motion 2023-11-01
Motion to Increase the number of Board Members

Offered by Alison Coon – Chair
Second by Stephen Coles – Past Chair

WHEREAS Article IV, Section 2 of the APMP Bylaws allows for the APMP Board of Directors to be made up of “not less than three (3) or more than twenty (20)” voting Directors “as determined by resolution of the Board of Directors”;

WHEREAS the Board of Directors currently has fifteen (15) voting Directors, including twelve (12) Directors and three (3) Officers;

WHEREAS the APMP Strategic Plan includes a desire to encourage and develop leadership skills for both the bid and proposals and APMP Communities;

WHEREAS the Board of Directors has requested and reviewed nominations for Directors, and received a large number of highly qualified applications;

WHEREAS the Board of Directors has reviewed the application videos, provided feedback and ultimately ratings and recommendations of all of the candidates who submitted videos, and the rating resulted in seven (7) candidates who were very highly-qualified;

AND WHEREAS the Board of Directors has three (3) Directors rolling off at the end of 2023;

BE IT RESOLVED that the Board of Directors increases the number of Directors by four (4), from fifteen (15) to nineteen (19) Directors:

RESOLVED FURTHER that such change shall take effect with the Directors beginning on January 1, 2024;

RESOLVED FURTHER that the CEO be charged with updating corporate documentation (IRS form 990), and any other updates needed to become Directors;

APMP Board of Directors Motion 2023-11-02
Motion to Approve the Board of Directors Slate and Vice Chair

Offered by Alison Coon – Chair
Second by Stephen Coles – Past Chair

WHEREAS Article IV Section 3 of the APMP Bylaws provide that “APMP Board members shall elect incoming and renewing Directors via a majority of the Directors at a regular meeting;”

WHEREAS Article V Section 4 of the APMP Bylaws provide that “the APMP International Board of Directors shall elect a Vice Chair every year;”

WHEREAS the Board of Directors has reviewed and ranked applications from all submitted Board candidates and the collated evaluations and rankings have suggested the proposed slate of potential Directors;

WHEREAS the Board of Directors has up to seven (7) open Director spots for the 2024 calendar year;

AND WHEREAS the Board of Directors has reviewed and ranked applications from all submitted Vice Chair candidates and the collated evaluations and rankings have suggested the proposed candidate for Vice Chair;

BE IT RESOLVED that the Board of Directors approves the following slate of seven (7) Directors to serve as Directors for three (3) year terms beginning on January 1, 2024;

Name	Chapter

BE IT FURTHER RESOLVED that Stacey Lee be elected as the Vice Chair beginning on January 1, 2024, and proceed to the Chair and Past Chair provisions as provided in the APMP Bylaws.

RESOLVED FURTHER that the CEO be charged with updating corporate documentation (IRS form 990), and any other updates needed to become Directors and Officers;