

Special Meeting of the APMP Board of Directors

Date:	December 8, 2021		
Purpose:	Special Meeting of the Board of Directors		
Notice:	<ul style="list-style-type: none"> • Notice provided on November 24, 2021 (14 days) • Materials provided on December 1, 2021 		
Invitees			
P	Krystn Macomber - Chair	Pro	Steven Coles – Vice Chair
P	Mike Walsh – Past Chair	P	Helene Courard - Treasurer
Pro	Kedren Dillard – Affinity Resources Leader	P	Jody Alves
Pro	Felix Becker	P	Alison Coon
Pro	Patrick Gueth	P	David Gray
Pro	Anatalia Macik	Pro	Leigh Ann Newman
Pro	Nicole Shaffer	P	Kumiko Shikimachi
P	Bette Sturino		Rick Harris – CEO (Ex Officio)
P	Andrew Goldman (Invitee)	P	Peter Frank (Invitee)
Agenda			
Special Meeting of the Board of Directors:			
<p>Supporting Documents: <i>All supporting documents are found in the corresponding APMP Board meeting section.</i></p> <p>A. Welcome – Call to Order (Krystn Macomber, Chair)</p> <p>B. Roll Call (Peter Frank)</p> <p>C. Discussion and Vote of APMP Board Motion 2021-12-01 Motion to Elect the Proposed Slate of Directors for the 2022-2023 APMP Board of Directors</p> <p>D. Discussion of Member Advisory Committee Slate</p> <p>E. APMP Member Meeting (12/14)</p> <p>F. Discussion of Rebrand Lessons Learned</p> <p>G. ADJOURN</p>			
Notes			
Meeting was Called to Order at 10:07 am EDT on 10/10/21, with 8 voting members present in person and 7 proxy votes submitted			

APMP Board Motion 2021-12-01

- The recommendation was to elect three Board members, who had consistently high scores and a significant gap over all other scores.
- Suggestion of fear that APMP is losing some of the international participation, there needs to be a strategy to attract more European candidates next year.
- Some concern about shrinking the Board size as the Board put in a lot of time on related projects/committees. There needs to be a strong push to reach out for more volunteers (Leadership, MAC, former Board).

APMP Board Motion 2021-12-01

Motion to Elect the Proposed Slate of Directors for the 2022-2023 APMP Board of Directors

Offered by Krystn Macomber – Chair
Second by Stephen Coles – Vice Chair

WHEREAS Article IV Section 2 of the APMP Bylaws requires that APMP maintain no fewer than 3 and no more than 20 Directors at any time;

WHEREAS Article IV, Section 3 of the APMP Bylaws require annual election of terms for expiring APMP Directors, and require that APMP Directors have staggered terms, so that all terms do not expire in the same year;

WHEREAS the Board of Directors has requested nominations for the APMP Board of Directors from the APMP membership, including application videos of their candidacy;

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;

WHEREAS the rating system has resulted in a slate of three, highly-qualified and recommended candidates;

BE IT RESOLVED that the Board of Directors elect the following slate of candidates for a two-year term on the APMP Board of Directors, as Directors with full voting authority:

- Stacey Lee of the MapleLeaf Chapter;
- Daniel Walker of the Liberty Chapter;
- Erin Green of the NCA Chapter;

RESOLVED FURTHER that these new Directors will begin their terms on January 1, 2022;

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

RESOLVED FURTHER that the Vice Chair/Chair-Elect be charged with contacting the elected candidates and coordinating Board Orientation.

This Consent may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument. The actions set forth in the foregoing resolutions were taken in a virtual meeting of the Board of Directors, with two (2) days' proper notice in accordance with Article III, Section 5 of the Bylaws, and shall have the same force and effect as if taken in person at a duly noticed and constituted meeting of the APMP Board of Directors.

- **All present vote in favor – all but one proxy vote in favor**
- **None present vote opposed – one proxy vote opposed (Anatalia Macik)**
- **No abstention**

Member Advisory Committee

- Only one ATO and only one student-apprentice self-nominated for the Member Advisory Committee. APMP would like to ensure that these groups are properly represented with a choice of candidates, particularly as we received more than 80 total nominations. It is a perceived issue reaching out to these groups specifically.
 - APMP wants to ensure proper outreach to the young professional community. It's possible that young professionals and students felt unqualified and intimidated.
 - The ATO that self-nominated is not very active in APMP. Staff is working on a new approach to ATOs.
 - **Decision: The Board will not ask if the top tier Board candidates would like to apply for the MAC.**
 - Many Board members are in favor of expanding the "student" member of the MAC to student or young professional within the first five years of their career. There are so few people in the student role in APMP and the goal is probably more of the young professional representation.
 - **Decision to table the approval of the MAC candidate slate until after changes to the Charter and an attempt to reach out for Young Professional and ATO options.**

Motion 2021-12-02 to amend the MAC Charter to change the "student" spot to "student or young professional in the first five years of their career." Further that the Board Secretary will be charged with changing the MAC Charter.

- **Motion by Walsh, Second by Shaffer**
- **Passes unanimously (all in attendance, no proxy)**
- **None against**

- **No abstentions**

Annual Meeting

- New Bylaws will be announced, policies and board nominations.

Lessons Learned Document

- Hope that the feedback will be used to encourage further discussion, there was not enough time last meeting.

Meeting Adjourned at 10:46am EDT (General Consent)

Motions

Motion	Made	Second	Y-N-A	Attend
Approve the Slate of Board Members	Macomber	Coles	14-1-0	15
Amend the MAC Charter to Include “Young Professional” instead of “Student”	Walsh	Shaffer	8-0-0	8

Key Decisions

- The Board will not ask the top two candidates for Board to submit for a MAC seat.
- Approval of the MAC Charter will be tabled until after another attempt is made to recruit ATO and Young Professional Candidates

Action Items

Item	Owner
Update the MAC Charter	Goldman
Recruit MAC Candidates in ATOs and Young Professionals	Harris/Frank
Reschedule MAC Slate Approval	Macomber