

Annual/Regular Meeting of the APMP Board of Directors

Date:	May 22, 2022		
Purpose:	Regular Meeting of the Board of Directors		
Notice:	<ul style="list-style-type: none"> • Notice provided on December 31, 2021 • Materials provided on May 10, 2022 		
Invitees			
P	Steven Coles - Chair	P	Alison Coon – Vice Chair
P	Krystn Macomber – Past Chair	P	Helene Courard - Treasurer
	Kedren Dillard – Affinity Resources Leader		Anatalia Macik
P	Bette Sturino	P	Kumiko Shikimachi
P	Leigh Ann Newman	P	David Gray
P	Stacey Lee	P	Erin Green
P	Daniel Walker	P	Rick Harris – CEO (Ex Officio)
P	Andrew Goldman (Invitee)		
Agenda			
<p>BOD Meeting AGENDA May 22, 2022</p> <p>Breakfast: 8:00am-9:00am</p> <p>Meeting 9:00am-3:00pm</p> <p>San Antonio 6, Dallas, TX (Meeting in person for all attendees)</p> <p>Supporting Documents: <i>This agenda and supporting documents are found in the corresponding APMP BoD meeting folder on SharePoint.</i></p> <ol style="list-style-type: none"> 1. Roll Call – Rick Harris, <i>Staff</i> 2. Call To Order – <i>Steve Coles, Chair</i> 3. Welcome and Opening Remarks – <i>Coles</i> 4. RACI Updates - Coles <ol style="list-style-type: none"> a. Review Current RACI Document b. Committee/Task Force progress reporting c. Goals for the next six months 5. APMP Financial Update – H�el�ene Courard, Treasurer 6. Meet the APMP HQ Team 7. Votes 			

- a. Board Extension** – A board member has asked us to review and benchmark our Board terms (2 years) against other associations. The results are surprising. We will give a history of why we are at two years, followed by rationale for a potential change, and concluding with a board discussion and potential vote/Bylaws amendment (information and suggested change in materials)
- b. Policy and Charter Approvals** – Our policy committee has a new policy to consider (in materials) along with Affinity program charters to approve (in materials). – **Coles, Daniel Walker, and Nicole Shaffer.**

8. Generative Discussion

- a. Competitive Threats and Partnership Opportunities** – A discussion framing what is competitive and what is an opportunity for the association. Let us talk about both and see how they fit into our long-range plan.
- b. The Roles of our Affinity Programs, Committees, Councils and Task Forces** – How do we get the best from them, for all? How do we protect APMP from future calls of boycotts by potentially creating charters before they start?

9. Strategy

- a. What Does Success Look Like Over the Next Six Months** - Let's discuss what we can do over the next six months (remainder of the year) to achieve our goals by defining what success looks like. This is an opportunity for the board and staff to reset and refocus - **Coles**
- b. Five Years into APMP's Future** – Where do we want to be as an association and what should our services and educational offerings look like in coming years? What challenges will our members face and how can we meet those challenges? – **Alison Coon, Vice Chair**
- c. Committee Succession Planning** - Who is rolling off the Board and what coverage is needed to continue the important work on these committees. Additionally, we will look to see if any committees can be downgraded to task forces – **Krystn Macomber, Past Chair**
- d. Social Media** – We are picking up steam with our social media marketing and branding. This overview provides a look at the numbers. – **Jay Denslow, Staff**
- e. What's Working and Challenges?** – Let's explore what we are doing that works well and where we can identify and improve challenges in our projects and planning.

10. Consent Agenda – **Coles** (included in the APMP BoD meeting folder)

- a.** Approval of meeting minutes

- b. CEO Report
- c. BPC Reports
- d. Committee Reports

11. Future Events – Harris

- a. BPC Asia
- b. BPC 2023 Orlando
- c. APMP Professional Women’s Conference Online
- d. Capture & Business Development Conference Online
- e. Bid & Proposal Writing Workshop Online

12. Final News – Coles and Harris

- a. Database Technology Progress
- b. Webcast and video distribution technology update
- c. Update on Baachu situation

Notes

Meeting started at 9:04am CDT with 11 of 13 voting members present

Huddle

Who doesn’t love cutting grass on a tractor?

RACI Update

Policies – Leigh Ann

- There are 13 active policies out on the website now
- Today we will vote on some Charters, **and there should be a few more charters coming shortly**
- We are ready to consider standing down to task force level.
- Is there a maintenance plan after it’s brought down to Charters? There will be a schedule. Other areas where we might need to react or be proactive.

Ethics – Nicole

- The Ethics Committee will be announced at BPC Dallas that we are looking for 9-15 people.
- Hope to present the committee to the Board for approval at the July Board meeting.
- **New volunteer form in the member area will include Ethics Committee**

- The Charter ensures someone is a new member. It's running the same demographics as the MAC.

Member Advisory Council - Steve

- The MAC held their first meeting in April
- Rebecca Link is the Chair, Collette Creech is the Secretary
 - Rebecca invited as a Guest to the July meeting
 - Meeting schedule is set up for the rest of the year
- The MAC is currently working with liaisons to evaluate and interpret their Charter to determine their strategic role within APMP.

Learning Pathways - Alison

- This committee is planning several Micro-Certifications that we can bundle with some of our traditional ones.
- We mapped out 20-30, and picked 3 for this year to stand up.
- Look into getting tenured members to teach to some of these (premium experience that keeps them involved).
- **Daniel to be invited to the next session to discuss Corporate Members getting some Micro-Certifications bundled together on demand.**

International Expansion - Stacey

- Taking a data-driven approach to setting up Chapters where membership already exists, especially where people are seeking Chapter support from other places (i.e. a bunch of Singaporeans with the Japan Chapter).
- Singapore and the Middle East were the most viable to search for next steps.
- Goals are more long term, no date.

Chapter Engagement – Bette/Leigh Ann

- Kickoff meeting April 21 with the Chapters. Had roughly 40 on the call. Setting up what's coming and what's going on this Tuesday.
- **Lee Mixon (Mid-South) to get together and have a webpage for Chapter leaders to put together - Q3.**
- Focus on connecting Chapter leaders to help create a premium experience.

Events and Marketing – Bette

- Started working with Jay and Pedro. Social media is really taking off.

Technology - Daniel

- The Committee is working to develop a series of one-pagers on different tech in the industry (APMP positions), in a tech agnostic way.
- Possibly develop a Micro-Certification around bid and proposal industry technology.
- **Work with Learning Pathways to update the Body of Knowledge.**

Intentional Career Path – Krystn

- Started working with North Texas University about formalizing a proposal program.
- **Working with UNT to put together an MOU. Formal request for how we partner with them for this program.**
- **Need more volunteers for the committee. Try to leverage Chapter leaders who are already involved in their regions.**

Member Research – Erin

- Salary survey is put together and it will come out after BPC.
- Working on a future of the business “conference” (possibly online)

Leadership Academy – David

- Idea is to create a two-track educational program to prepare individuals to become leaders as part of their careers and for APMP.
- APMP doesn't train, it educates
- **This is something APMP could give to our Board as a session for new Board members**

ATO – David

- Drafted a new ATO Agreement, the previous one was more guidance and this one is more of an intellectual property contract. It is undergoing review from some ATOs
- Working on a guidance document helps the communication strategy. **Aim is to share the final approved agreement and comms plan by October.**

Finance – Helene

- The association is in terrific financial shape. We are focused on how are we going to fund things as opposed to reporting.

Certification – Kumiko

- Still working on the initial micro-certifications
- Database software will make CEUs easier to manage
- Is there still an opportunity to self-report? Yes, as long as it matches up with the industry.
 - Mentoring – we can even track them through the database and make it more automated
- **We need volunteers for this committee, put it on the volunteer form**

Membership – Steve

- Goals for key metrics of recruitment and retention
 - Grow individual membership by 10%. Averaged 7% in previous years (around 1000-1100 members)
 - New corporate members – 50% increase, last year 42% growth (214 new organizations)

- Retention numbers – 75% is what we know we have. Push it up to 80%

Resignation Letter of Kedren Dillard – Steve

- The letter brings DEI efforts to the forefront
- The Board needs to find more ways to increase engagement and involvement, the Affinity Groups are a good step in the right direction.
- Activity-based work is where you tend to see the greatest outcomes

Treasurer’s Report – Helene

- The organization is in good shape with this conference, it is a great testament to the marketing and conference planning staff.

Votes

Board Extension

Discussion For

- A single, two-year Board term seemed really short for Directors.
 - First year, Directors are just getting their feet wet
 - Potentially wasting qualified Directors
 - High churn can be disruptive to execution of strategy and LRP goals.
- Replacing qualified Directors is often difficult and it’s rare to come back after a five year waiting period.
- The “runner-up” in elections for Vice Chair rolls off the board at the end of their term as it stands – another potential loss of leadership talent.
- Board annual churn could be reduced (i.e. c.30% annually vs. c.50% currently, for example).
- An increased term enables board member pairing in the first year to provide mentorship, support and enhanced transition of duties.
- Improved succession planning capability and options.
- An informal survey (done through ASAE Collaborate) showed that most Boards were three year terms with either one or two consecutive terms. There were no other Boards with a single two year term and no consecutive terms.

Discussion Against

- Sometimes we can be stuck with inactive or unengaged Board members
- It is already difficult to remove Board members
- Potential optics issues in changing Board terms

Straw Poll

- 3 Years – 9, 2 years – 2 (11 present)
- One Term – 11, Two Terms – 0 (11 present)
- Two Year Wait – 7, three year wait – 2, Other – 3

Motion: WHEREAS Amendments to the Bylaws may be made during the Board session.

RESOLVED that Article IV, Section 2 of the Bylaws be revised to read:

Section 2. Number, Tenure and Qualifications. The number of Directors shall not be less than three (3) or more than twenty (20) as determined by resolution of the Board of Directors. Each Director shall hold office until a successor shall have been selected and qualified. A term of office is defined as three (3) years. Special exceptions may be provided for any board position, based on the needs of the association, as determined by its Board. A Board member can serve a maximum of six (6) consecutive years if serving in an Officer position. A Board member cannot start a three-year term of office where he/she will exceed the six (6) consecutive years of service on the Board. Board Members may run for a Board position again after two (2) years not serving as a Board Member.

In addition, the Board of Directors may elect any number of retiring members as Director-Emeritus. The qualifications for such positions shall be determined by the Board. A person holding this position shall have all the rights and privileges of a member of the Board of Directors, except the right to vote, and is invited to attend each Board meeting.

RESOLVED FURTHER that the Secretary be charged with incorporating all changes into a final master document, and the Chair be empowered to confirm the master document's compliance with the changes accepted in this meeting and finalizing the official master document.

RESOLVED FURTHER that the CEO be charged with updating the Bylaws in the official records of the Association and replacing the copy on the APMP website within forty-five (45) days of the passage of this motion, and that the Chair and Secretary be charged with ensuring the posting.

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 live meeting of the Board of Directors, with duly constituted notice. All were present aside from one Director.

In accordance with Article XI of the Bylaws, this Amendment shall take effect upon approval by a majority of the Board.

- **Motion by David Gray, Second by Nicole Shaffer**
- **Roll Call Vote:** Listed under separate cover.
- **10 yes votes**
- **1 no vote – Krystn Macomber**
- **0 abstentions**
- **1 not present – Anatalia Macik**

Young Professionals Affinity Group Charter

Motion to Pass Charter as Listed in the Board Packet offer by Newman

- Section 3 will be amended to read that “Membership of the Affinity Group will be open to any Members of APMP who are 40 years of age or under or have less than 10 years of experience in the profession.” **Friendly Amendment Accepted by Newman**
- Section 4 will be amended to read that “The Affinity Group shall be led by one Chair. The Chair may serve more than one consecutive term, but not more than two. **Friendly Amendment Accepted by Newman**
- **Motion by Newman, Second by Coles**
- **11 yes**
- **0 no**
- **0 abstentions**

Courard left the meeting

Professional Ethics Committee Charter

- Question about Chair term? No term given
- Question about “Practitioner” requirement – non sponsors, non-ATOs, non-exhibitors

Motion to approve the Professional Ethics Committee Charter as provided in the Board packet.

- **Motion by Newman, second Macomber**
- **11 yes**
- **0 no**
- **0 abstentions**

Chapter Engagement Committee Charter

Motion to approve the Chapter Engagement Committee Charter as provided in the Board packet.

- Section 6 to be revised to state that the APMP Board of Directors will evaluate the CEC annually every December. **Friendly amendment accepted by Newman.**
- **Motion by Newman, second by Green**
- **11 yes**
- **0 no**
- **0 abstentions**

Agenda Item 8a. was discussed with no motions.

Agenda Items 8b., 9, 11 and 12 were tabled to a future Board meeting

Consent Agenda

- CEO Report removed from the consent agenda as it was not included in the Board packet.
- **Remainder of the consent agenda (without the CEO Report) was presented for general consent motion by Coles.**
- **Motion passed by general consent (no dissent or discussion)**

Adjourn Motion – David Gray, Nicole Shaffer 2:53pm CDT

Motions				
Motion	Made	Second	Y-N-A	Attend
Extend the Board term from 2 years with no consecutive terms and a 5 year waiting period to 3 years with no consecutive terms and a 2 year waiting period (full motion in minutes)	Gray	Shaffer	11-1-0	12
Officially Charter the Young Professionals Affinity Group with the Charter provided in Board materials with friendly amendments	Newman	Coles	12-0-0	12
Officially Charter the Professional Ethics Committee with the Charter provided in Board materials	Newman	Macomber	12-0-0	12
Officially Charter the Chapter Engagement Committee with the Charter provided in Board materials with friendly amendments	Newman	Green	12-0-0	12

Key Decisions	
<ul style="list-style-type: none"> • The Leadership Academy will be offered to incoming Directors for free • The Leadership Academy will not be required prior to becoming a Director 	

Action Items	
Item	Owner
Develop Additional Charters	Newman
Add request for Professional Ethics Committee, Intentional Career Path and Certification Committees to the volunteer form	Harris/Coles
Daniel to be invited to the next Learning Pathways session to discuss Corporate Members getting some Micro_Certifications bundled together on demand.	Coon
Work with Lee Mixon to get a webpage put together for Chapter leaders to share information during Q3	Sturino/Mixon
Formal MOU with UNT	Macomber
Finalize ATO agreement and communications plan	Gray

Update Official Bylaws Copy	Goldman/Harris
Update Committee Charters	Goldman/Newman
Include Tabled Items: 8b, 9, 11 and 12 in the next Board Meeting	Coles