

## **MINUTES - Final**

### **CAI CHESAPEAKE REGION CHAPTER Board of Director's Meeting June 13, 2019 8901 Herrmann Drive, Suite B Columbia, Maryland**

**Call to Order** – Allen Mott called the meeting to order at 3:07 p.m.

#### **Roll Call**

Board members present were Ruth Harlan, BK Swartwood, Maura Hancock, Gail Windisch, Allen Mott, Bill Hasselman, Vikki Eaton and Kerrie Zander.

Also present were Camille Cimino, Mike Frey and Nan Blake.

Board members absent were Rod Clark.

#### **Approval of the Minutes**

Ms. Swartwood **motioned** to accept the minutes of the May 22, 2019 meeting as presented. Ms. Windisch seconded. Approved with all in favor. Going forward, draft minutes will be sent to the President, President Elect, Secretary and CED for review prior to the Board meeting.

#### **President's Report**

Artwork has been purchased and hung in the CAI office. Mr. Mott thanked everyone for their work to move the organization forward.

#### **Report from Bookkeeper – Michael Frey**

- At the December meeting, Mr. Frey suggested using QuickBooks Online. However, after further review, he sees no real benefit to using the system. Mr. Frey proposed that he continue to work directly on his computer and transfer information to the CAI office computer system monthly.
  - Ms. Eaton **motioned** that the bookkeeping procedure will be that Mr. Frey will hold a live copy with monthly updates to the CAI office files; password for access to be held by the Board President, President elect and the Treasurer. Ms. Swartwood seconded. Motion approved with all in favor.
- Some updates from 2017 were entered into QuickBooks.
- No changes to Board reports for 2018. Any changes required after the 2018 review will be reported to the Board.
- 2019 QuickBooks files will be sent to the audit firm by January 30, 2020. Any discrepancies will be discussed with the bookkeeper.
- Mr. Frey recommends that going forward, CAI require W-9 forms from vendors and issue 1099 tax forms when required. COI's should also be on file.
  - Ms. Eaton **motioned** that going forward, all vendors need to submit W-9 forms and COIs for payment. Ms. Swartwood seconded. After discussion, the motion was amended to include:
    - ❖ CAI bookkeeper will issue 1099's.
    - ❖ CED will issue W-9's to all Chapter vendors and obtain a completed W9 prior to disbursing funds. Mr. Frey will assist with the selection of vendors that will require a W9 to be submitted.

Motion approved with all in favor. Office staff will review which vendors need to submit information.

- *Capitalization Policy* – Mr. Frey noted that a capitalization policy is needed going forward.
  - Ms. Eaton **motioned** to instruct the bookkeeper to only capitalize single items with a purchase cost of \$1,000 or more. Ms. Windisch seconded. Motion accepted with all in favor.
- Mr. Frey discussed bookkeeping protocol. Bank statements and the financial report do not always report the same numbers. The difference is a result of outstanding checks and deposits. Ms. Harlan has the bank records reconciliation information. Balance sheet represents progress from the start of the business; Profit and Loss report is for a specific period in time.

#### **Finance (Ruth Harlan)**

- June Treasurer's Report
  - Morgan Stanley
    - Cash \$ 50,028.47
    - CDs \$201,030.45
    - SECU Checking \$127,968.81 (\$147,529.04 – on statement)
    - SECU Savings \$ 105.06
    - 1<sup>st</sup> National MM \$ 2,069.01
    - Credit Card Rebate \$ 3,151.53
    - Total \$384,353.33
- The following reports were provided in the Board packet:
  - SECU & First National Bank Statements and Morgan Stanley
  - Year to Date Profit and Loss
  - Balance Sheet 5-31-19
- The following were mailed electronically in advance of the Board meeting:
  - All Programs Second Quarter
  - All Programs May 2019
  - General Ledger May 2019
  - General Ledger YTD
  - Profit Loss 5-31-19
  - Profit Loss all Programs YTD
  - 2019 Account Codes
- RFP's for Annual Review of Audit sent to:
  - Anderson Davis & Associates CPA
  - Gilman Rosenberg & Freeman
  - Sarfino & Rhoades LLP
  - Tate & Tryon

Hard copies to be submitted to Ms. Harlan by 7/12; electronic copies to Mr. Mott, Ms. Eaton and Ms. Harlan by 7/12. Selection to be made by 8/12.

- Treasurer will continue to meet with Mr. Frey (bookkeeper) once a month at the CAI office.
- Contract Binder and Request for Separate Electronic File for contract matrix and contract copies submitted to staff.
- *Suggestions:* Request Beacon Committee research printer companies to make sure CAI is getting the best deal. Also research printer companies for the directory in case an electronic directory is not possible. Contact other chapters to see how they handle directories.

## **CED MANAGEMENT & COMMITTEE REPORTS**

### **Education (Bill Hasselman)**

- The following were included in the Board packet for review:
  - May 22 Breakfast Seminar evaluation results and financial statement
  - Minutes of the May 29th Committee meeting
- The May program provided a large amount of information, but it was difficult for attendees to stay focused. The insurance presentation was very good.
- Board reviewed the Educational Committee's recommendation for coordinating future seminar topics.
  - Ms. Eaton **motioned** that for each seminar, one Committee member will be appointed lead coordinator for that topic; volunteers will be solicited at the Annual Education Planning Retreat. Mr. Hasselman seconded. Motion approved with all in favor.
- *September Speaker:* Mr. Mott provided an information packet from the speaking firm "The Professional Edge".
  - Ms. Windisch **motioned** to approve the speaking proposal from The Professional Edge at a cost of \$1,800 plus mileage (.58/mile). Ms. Swartwood seconded. Motion approved with all in favor. Point of contact to be Mr. Hasselman. W-9 to be requested.

### **Expo (Kerrie Zander)**

- Minutes of the June 4, 2019 meeting were provided in the Board packet.
- The Committee's goal is not to pay for a speaker for the event. Alternative option is that the Committee provides the content. Committee to have further discussion.
- *Action Item from Committee* - Committee recommends removing the 40<sup>th</sup> anniversary portfolio sponsorship and to instead make it a Chapter giveaway to everyone including Business Partners.
  - Ms. Eaton **motioned** to award one gift with the CAI logo to each attendee and for CAI to absorb the cost. Ms. Hancock seconded. Approved with all in favor.

### **Membership & Marketing (Ruth Harlan)**

- Minutes from the May 22nd Membership Committee Meeting were provided in the Board packet. No actions needed.
- Items sent electronically to Board members:
  - New Members
  - Expired Members
  - Chapter matrix
- Total members as of 5/31/18 – 1,027
- Total members as of 5/31/19 - 1,118

### **DelMarva (BK Swartwood) – No Report**

### **Newsletter (Gail Windisch)**

- Minutes of the June 6th meeting provided in the Board packet. No Board actions were requested.
- The Committee plans to vary the format monthly. Steve Randol was asked to write the article that the Board requested at the last meeting. He is working on it.

### **Annual Social (BK Swartwood)**

- Minutes from the May 29th Committee meeting were provided in the Board packet. No Board action items were requested.
- Committee discussion is ongoing at this time.

### **Golf (Maura Hancock)**

- All 4-somes are sold. Staggering the sale of 4-somes worked well.
- Trash sponsorship is the only unsold item. Committee may need to rethink how to market this item for next year.
- Ms. Eaton **motioned** to accept a new sponsorship from Kirk McKewen for 2020. Sponsored amount is \$600; cost to CAI is \$500. Ms. Hancock seconded. Motion approved with all in favor.

### **Nominating Committee**

- Minutes of the June 11<sup>th</sup> meeting were provided by Ms. Harlan.
- **Policy Resolution** – Nominating Committee Procedures - Committee has requested clarification from CAI National of language included in Nominating Committee Procedures, Article VIII, Section 2. Question to be clarified is do the Past President and President Elect count towards the rule of no more than two members of the same Membership class may be on the Committee.
- Committee does not have a charter. A draft charter was reviewed and amended.
  - Ms. Harlan **motioned** the Board of Directors approve the CRC-CAI Nominating Committee Charter as amended as Administrative Resolution No. 2019-02. Ms. Windisch seconded. Motion approved with all in favor.
- Committee reviewed National's recommended revisions to the CRC-CAI Bylaws.
  - Ms. Harlan **motioned** the Board of Directors approve CAI National's recommended revisions to the CRC's Bylaws. Ms. Eaton seconded. Motion approved with all in favor.
- Committee reviewed the Nomination Committee Procedures (Revised June 14, 2017) and Ballot Procedure. Committee combined the two documents into one.
  - Ms. Harlan **motioned** the Board of Directors approve the CRC-CAI's Nominating Committee Procedures as Policy Resolution No. 2019-02. Ms. Windisch seconded. Motion approved with all in favor.
- Committee discussed the policy passed by the Board on July 15, 2015 that extends the term of the President Elect in certain instances and recommends the Board revoke this resolution/motion as it is basically contrary to the Bylaws Director Term policy.
  - Ms. Harlan **motioned** that the Board revoke the changes made to Article 6, Section 3 of the CRC-CAI bylaws that read: "Notwithstanding the maximum terms as specified in Article 6, Section 3., if the President-Elect term would expire prior to his/her serving as the President, his/her term will be extended for one year, and if they are eligible and choose to run for a second term, it shall be limited to two years." Mr. Hasselman seconded. Motion approved with all in favor.
- *Board Vacancies:* A copy of Section 11. Vacancies was provided for the Board's review. The Committee recommends that if there is an open seat on the Board with less than a full term the Board shall appoint a chapter member to the open seat thus maintaining long term Board stability. The appointed member shall meet all the requirements for a Director as stated in the Chapter's bylaws, policies and procedures. – *tabled for future discussion*
- A revised 2019 Election Timeline from the Committee was provided to the Board for review.

- Ms. Harlan recommended that there be an in-depth review of CAI bylaws to ensure that the organization is working with the most current and complete version and that CAI is in compliance with National. Any concerns would be sent to National.

### **Old Business**

- *Signage* – CAI sign was installed by Duff Signs. Interior artwork has been purchased and hung.
- *Website* – RFP was distributed to New Media Horizons, Mount Vernon Marketing and Elemental Consulting with a 14 June due date. Response from Bruce Smallwood (Mount Vernon Marketing) has been received. Further discussion will be held at the July meeting
- *New Office Open House* – Event was a success with approximately 30 attendees. Event came in under budget. Ms. Windisch will send a thank you card to Mindy with ETC for the flowers she provided.
- *Senator Kelley Plaque* - A date to present the plaque is needed. We are waiting to hear back from Steve Randol regarding a date to present her with the plaque. Allen will coordinate with the chapter staff.
- *Washington Metro Chapter Expo Proposal Reconsideration*: Mr. Mott spoke with WMC-CAI regarding their proposal for CRC-CAI to work with them on their 2020 Conference & Expo. A summary of the discussion was provided for review. WMC-CAI is willing to eliminate the provision that CRC-CAI provide its client list (database) to WMC-CAI. The Board discussed the benefits of participating as well as WMC-CAI's expectations from CRC-CAI.
  - Ms. Eaton **motioned** to approve the WMC-CAI proposal with the understanding that Mr. Mott will request a revised proposal from WMC-CAI for a one-time pilot project pending the CRC-CAI's client list is not required to be provided. Ms. Zander seconded. Motion approved with all in favor.

### **New Business**

- Language drafted by Ms. Windisch regarding a policy for removing committee members who are missing committee meetings was sent to Board members. *tabled and will be added to the July agenda*
- Discussion of the role of the Executive Committee and how to improve the efficiency of BOD meetings is ongoing; Ms. Eaton suggested inviting Board members who may wish to attend to Executive Committee meetings. Mr. Mott asked that Board members review bylaw requirements for the Executive Committee.

Ms. Eaton motioned to adjourn the Board meeting at 5:12 p.m. Ms. Windisch seconded. Motion approved.