

**Chesapeake Region Chapter
Board of Director's Minutes
Wednesday, July 6, 2022
9:00 am
Zoom Conference Call**

Attendance: Susan Rapaport, President
James Anderson, Vice-President
Gail Windisch, Secretary
Cindy McKoin, Director (joined at 9:30 am)
Steve Randol, Director
Kelly Rae, Director
Gary Saylor, Director

Absent: Rebecca Clemson-Petrik, President-Elect
Vicki Eaton, Treasurer

Chapter Staff: Richard Coppage, Executive Director
Angela Marsh, Marketing and Events Manager

Call to Order

The meeting was called to order by Ms. Rapaport at 9:02 am.

Approval of Minutes

- Mr. Randol **motioned** to approve the Board of Directors meeting minutes dated June 1, 2022, as amended and the June 3, 2022 minutes as presented. Mr. Saylor seconded. VOTE: (6-0-0). Motion Passed.

Treasurer's Report

- There was no Treasurer's report given.

Strategic Planning Report

- Mr. Anderson gave a report on the status of the Chapter workforce development collaboration with The Complete Player Charity on July 20th at Piney Orchard. Mr. Anderson, Mr. Saylor, Ms. Clemson-Petrik, Ms. Windisch, Mr. El-Taher and Mr. Randol are finalizing the details and activities for the event. The date was changed to the 20th due to a scheduling conflict and will be held from 2:00 – 4:00 pm.
- National will have two representatives attend the event.
- Mr. Anderson will work on verbiage for a Chapter press release as well as verbiage to use on social media and the website to highlight this event.
- Delmarva committee/Strategic Planning committee – The Delmarva committee chairs, and a few committee members have been invited to attend the strategic planning meeting on August 1st.
- A doodle poll has been sent out for a Chair/Vice Chair meeting date.

(Ms. McKoin joined the meeting at 9:30 am)

CED Management Report (Ms. Marsh)

- Mr. Coppage gave an update on his onboarding process.
- Ms. Marsh provided updates on the following subjects: membership numbers, social media/website/email engagement, survey results from the June Lunch & Learn and an update on upcoming events.

Old Business

- **Update – Chapter Policies (Harassment/Code of Conduct Training and Policy, Travel Policy, First right of refusal policy, virtual backgrounds)**
 - Tabled until a future meeting – Ms. McKoin has agreed to help with updating the policies.
- **Annual Audit**
 - The audit is being worked on by the Chapter's auditing company.
- **Chapter Credit Card**
 - Ms. Rapaport is working with First National Bank.
- **Nominating Committee**
 - Ms. Windisch is working with the committee and the Chapter attorneys on the committee have agreed to draft the by-law amendments.
 - Mr. Coppage showed a sample of the election ballot from the online voting company.
- **Chapter Bookkeeper**
 - The contract has been signed with Flaherty Solutions and Mr. Coppage is working with them and Mr. Frey to make sure they have everything they need.
- **Insurance**
 - Mr. Saylor **motioned** to approve Ms. Rapaport's recommendation to get the enhanced form of cyber coverage as it includes coverage for extortion payments. Mr. Randol seconded. VOTE: (7-0-0). Motion Passed.
 - Ms. Rapaport is working with an attorney to write a letter to our insurance company to make sure the Chapter is protected during the period in question with the insurance company.

New Business

- **By-Law Amendments**
 - Mr. Randol will send what he drafted to Ms. Windisch and it will be reviewed by the nominating committee.
- **Hiring a HR Company**
 - Ms. Rapaport and Mr. Coppage will look into hiring an HR Company to be our consultants, keep our Chapter records and give harassment training to the Board and staff. They will have proposals at the next meeting.
- **Corporate Filings**
 - Ms. Rapaport and Mr. Coppage are looking into a service agency to change our principal place of business address and to be our resident agent. Mr. Coppage will get pricing for the Board to review.
- **Bank Signatory Cards & Resolution**
 - Mr. Saylor **motioned** to change the signatories on the SECU and Morgan Stanley accounts from Mr. McConoughey, Ms. Windisch and Ms. Eaton to Mr. Coppage, Ms. Rapaport, and Ms. Eaton. VOTE: (7-0-0). Motion Passed.

- **Photography Contract**

- Ms. Marsh will email the photographer to confirm there are no additional fees to the \$1,000 invoice for travel time and to confirm he will be photographing from 6:00-10:00 pm.
- Mr. Coppage will reach out to CAI National about their photography policies at events.
- It was discussed that we note that pictures will be taken and shared on social media and the Beacon on our events registration forms.
- Mr. Saylor **motioned** to approve spending \$1,000 for the photographer at the Annual Gala. Ms. McKoin seconded. VOTE: (7-0-0). Motion Passed.

- **LSM Contract**

- Ms. Rapaport **motioned** that in the event that we need to give notification of termination to the LSM company by July 31st, that we do not renew our contract. If we do not need to terminate the contract by July 31st, she recommended we review this decision again at the Board retreat. Mr. Randol seconded. VOTE: (7-0-0). Motion Passed.
- Ms. Marsh and Mr. Coppage will send Ms. Rapaport the contract to review the termination clause.

- **Retreat Agenda**

- The Board briefly reviewed the Retreat Agenda. Ms. Rapaport is asking the Board to send any recommended additions or changes to her and the Staff.

- **Committee Action Items**

- **Expo Committee:**

- Mr. Saylor **motioned** to approve to permit Jerry Frentos to have a booth/space to present his book outside near the registration area and to be paid \$1,200 by the Chapter for speaking. Ms. Windisch seconded. VOTE: (7-0-0). All in favor. Motion passed
 - Ms. Windisch **motioned** to approve to increase the 2022 Expo fees to:
 - Board Member now \$35
 - Managers \$85
 - Non-members managers \$110
 - Non exhibiting CAI service provider \$150
 - Non-member non exhibiting CAI service provider \$300Mr. Saylor seconded. VOTE: (7-0-0). Motion Passed.
 - Mr. Saylor **motioned** to approve the cost of wrap party not to exceed \$8,000. Ms. Rae seconded. VOTE: (7-0-0). All in favor. Motion passed
 - Mr. Saylor **motioned** to not have pipe and drape at the Expo. Mr. Randol seconded. VOTE: (7-0-0). All in favor. Motion passed

- **Social Committee:**

- Mr. Randol **motioned** to approve that the 2022 Social/Gala theme be “Jeans & Jewels”. Ms. McKoin seconded. VOTE: (7-0-0). All in favor. Motion passed

- **Delmarva Committee:**

- Mr. Saylor **motioned** to approve the updated 2022 Delmarva Expo budget. Ms. Windisch seconded. VOTE: (7-0-0). All in favor. Motion passed.

- **Business Partner Advisory Committee:**

- Ms. Rapaport **motioned** to approve to allow the gathering of Business Partners at both the Crab Feast and the Expo to discuss the best ways on how to navigate their membership with the Chapter. Mr. Randol seconded. VOTE: (7-0-0). All in favor. Motion passed.

Adjournment:

Mr. Saylor **motioned** to adjourn the meeting at 11:05 am. Mr. Randol seconded. VOTE: (7-0-0). Motion Passed.

Next meeting: The next Board meeting will be held on Wednesday, August 3rd at 9:00 am via zoom conference call.