NACAS BOD Meeting Minutes  
March 18, 2015

<table>
<thead>
<tr>
<th>NACAS Board of Directors:</th>
<th>NACAS National Office Staff:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kathryn Le Gros</td>
<td>Ron Campbell</td>
</tr>
<tr>
<td>Bill Redwine</td>
<td>☑ CEO</td>
</tr>
<tr>
<td>Diane Reynolds</td>
<td>☑ Eleanor Mower</td>
</tr>
<tr>
<td>Carlos Garcia</td>
<td>☑ Caleb Welty</td>
</tr>
<tr>
<td>Jean Kwaterski</td>
<td>☑ Dianne Hamilton</td>
</tr>
<tr>
<td>Scott Seagren</td>
<td>☑ Marcia Oakley</td>
</tr>
<tr>
<td>Peter North</td>
<td>☐ Financial Manager</td>
</tr>
<tr>
<td>Eddie Mills</td>
<td>☑ Executive Assistant</td>
</tr>
<tr>
<td>Neil Markley</td>
<td>☐</td>
</tr>
<tr>
<td>David Looney</td>
<td>☑</td>
</tr>
<tr>
<td>Chris Bradie</td>
<td>☐</td>
</tr>
<tr>
<td>Matt Sirinek</td>
<td>☑</td>
</tr>
<tr>
<td></td>
<td>☑</td>
</tr>
</tbody>
</table>

1. M/S/P Garcia/Kwaterski “to approve the agenda with the addition of the NACUBO letter response regarding banking relationships.”

2. M/S/P Garcia/North “to approve the February 20-21, 2015 minutes as presented.”

3. Treasurer’s Report
   - Mr. Garcia reported that the Finance Committee held a very productive meeting in Charlottesville this week.
   - The group reviewed the cash flow of NACAS, the 2015 budget, the financial calendar, the contract with CCBO and started the 2016 budget process.
   - Discussion was held during the Finance Committee meeting on the Investments and Reserves policies. Ms. Kwaterski recommended that the reserves section be rewritten and updated.
   - The Finance Committee will meet the day prior to the West Regional Conference in June.

4. NACAS National Office Update
   - Mr. Campbell announced that the first interview for the Director of Corporate relations position was conducted and resumes are still being reviewed. Mr. Sirinek and Tony Lynch, chair of the Business Partner Committee were part of the process.
   - The deadline for the Annual Conference Call for Programs is April 3rd. The regions will be asked which of their regional conference educational programs would fit for the national conference program.
   - The NACAS National Office staff is working with the regions on items needed for their regional conferences.
   - The audit is on-going and the auditors were in the NACAS National Office last week.
   - The NACAS National Office staff is clarifying the group 990’s filings for the regions with the regional treasurers.
Action item:
- Mr. Campbell will work with Ms. Reynolds to contact the committee chairs to see if they want to give a brief committee report during the regional conferences.

Old Business

5. Leadership Team Meeting (LTM) Follow-up
- President Le Gros reviewed the LTM Survey feedback.
- Discussion was held about the Education Foundation board members being active in future LTMs.
- A list of action items is being created from the LTM.

Action Item:
- President Le Gros will send out the document to the board with suggested next steps.

NACUBO Letter
- Mr. Looney reviewed the letter from NACUBO regarding banking relationships and discussion was held on how to vet this and what NACAS has to gain from participating. Mr. Bradie gave further clarification on this issue. A response is due back to the Consumer Financial Protection Bureau by March 30th. President Le Gros asked for three members of the board work on this and email a recommendation back to the board.

Action Item
- Mr. Looney, Mr. Sirinek and Mr. Campbell to meet via a conference call to work on the response to the NACUBO letter and bring back a recommendation to the board. Ms. Oakley will send out a Doodle poll.

6. NACAS Policy Manual
- Ms. Kwaterski reviewed the major changes to the NACAS Policy Manual draft since the last board meeting.
- Section 206 Executive Session – closed session changed to executive; added language to include a description of what an executive session is; #1 changed “the CEO” back to “employees”; added #2
- Carlos suggested remove “included or” on #3
- Section 305 Financial Reporting Form 990 – added “request” before an individual report for the four regions; added #3
- Section 307 Reserves – made this its own section (was Reserve and Investments)
- Section 308 Investments - made this its own section (was Reserve and Investments)
- Section 401 Compensation/Evaluation - CEO – changes made to the timeline (changed March to December) and some wording; and added language
- Section 402 CEO Contract Renewal – created this new section

Action item:
- Ms. Kwaterski will email the updated NACAS Policy Manual draft to Ms. Oakley to post in the NACAS Lounge. This will be included on the April agenda for a vote.

7. 50th Anniversary Committee Chair & Member Appointments
- Ms. Kwaterski reported that NACAS past presidents, Lee Vasquez, Ron Martel and David Lord have agreed to work on this committee. Matt Sirinek will represent the Education Foundation and Frank Mumford and Deb Huebler have volunteered from the West region. The other three regions have been asked to participate on the committee, but Ms. Kwaterski did not receive a response. Mr. North reported that the East region is putting out an e-blast to seek volunteers. Mr. Mills
reported that the South board has not discussed this yet. There was no representative from Central on the board call.

- A chair has not been appointed.
- Campaign ideas and suggestions are needed. Ms. Kwaterski asked that these ideas be sent to her (items to display, fundraising ideas, etc.). It was noted that we need to give people a reason to donate and increase value to the NACAS membership.
- An auxiliary services/ancillary services repository of information was suggested, as well as holding a summit of international leaders to help our association look forward.
- Discussion was held about conducting a needs assessment of the membership.
- The plan is to have suggestions for campaign ideas to give to the Education Foundation in the next two months.

**Action item:**

- Appoint a chair for the 50th Anniversary Committee in the next month or two.

8. **2019 Annual Conference Site Selection Recommendation**

- Mr. Campbell reported that conference site visits were done in New Orleans and Phoenix. The recommendation of contracting with the Sheraton Phoenix was presented to the board. This will be voted on during the next meeting. This would be NACAS’ first national conference in Phoenix. The NACAS National Office has a proposed contract that is being vetted by NACAS’ attorney, Jeff Leiter.
- Ms. Reynolds asked if the NACAS membership has been asked about future conference location preferences. Mr. Redwine noted that this is part of the conference survey that is sent out each year.

**New Business**

9. **CHEMA Events**

- The list of CHEMA events was posted as part of the board materials in the NACAS Lounge.

10. **Nominations Process Committee Vacancies**

- The standing committee list for November 2015-November 2016 was posted as part of the board materials in the NACAS Lounge. This will be emailed to the group for further discussion.

**Other Business**

11. **CEO Evaluation/Contract Renewal Process**

- A conference call is set for April 6, 2015 11:00 am ET for the board to discuss this without any NACAS staff present.

M/S/P Kwaterski/Garcia “to go into Executive Session without NACAS staff present.”

12. **CEO Evaluation Closed Session Status Report**

- Present for the Executive Session – Kathryn Le Gros, Bill Redwine, Diane Reynolds, Carlos Garcia, Jean Kwaterski, Peter North, Eddie Mills, Neil Markley, David Looney, Matt Sirinek
- President Le Gros has detailed minutes of the Executive Session.

M/S/P Mills/Redwine “to come out of Executive Session.”

Mr. Garcia moved to adjourn the meeting at 5:18 pm ET.
Respectfully submitted,

Ron Campbell
CEO
Marcia Oakley
Executive Assistant

Future Meetings
April 22, 2015 (Wednesday) – Task Force reports, finalize the CEO Evaluation, NACAS Policy Manual
May 18, 2015 (Monday) – 2016 annual conference planning team site visit, 2016 LTM site location decision
June 24, 2015 (Wednesday) – Final Task Force reports, summer board meeting agenda
July 23-25, 2015 (Thursday – Saturday) - Summer board meeting in Indianapolis, 2019 conference site selection, 2016 draft budget recommendations, board and committee nominations, new BOD orientation, 2015 Action Plan updates, decision for 2016 summer board meeting location, MOU between NACAS and the NACAS Education Foundation and designate task force
August 26, 2015 (Wednesday) – 2016 final budget review, 2015 annual conference reports
September 30, 2015 (Wednesday) – 2016 LTM planning
October 30, 2015 (Friday) - (all day meeting in San Antonio) 8 am - 5 pm. 2015 Action Plan updates, 2016 budget approval
November 4, 2015 (Wednesday) - (post-conference meeting in San Antonio) 7 - 8 am,
December 9, 2015 (Wednesday) – 2015 budget projections, 2016 LTM schedule of events

Future Annual Conferences
NACAS 47th Annual Conference
November 1 - 4, 2015
Grand Hyatt San Antonio
San Antonio, TX

CCBO 33rd Annual International Conference
September 19 – 22, 2015
Tropicana Las Vegas
Las Vegas, Nevada

2015 Regional Conferences

South
April 11-15, 2015
Sandestin Golf & Beach Resort
Sandestin, FL

West
May 31-June 2, 2015
Embassy Suites San Diego - La Jolla
San Diego, CA

East
June 7-10, 2015
Hyatt Regency Philadelphia at Penn’s Landing
Philadelphia, PA

Central
June 14-17, 2015