

NACAS Foundation Summer Board Meeting Minutes
August 1-2, 2018
Phoenix, AZ

<input checked="" type="checkbox"/>	Matt Portner	President	<input checked="" type="checkbox"/>	Kelsey Harmon Finn	CEO
<input checked="" type="checkbox"/>	Melissa Moore	Vice President	<input checked="" type="checkbox"/>	Marcia Oakley	Executive Assistant
<input type="checkbox"/>	Laura Stevens	Treasurer	<input checked="" type="checkbox"/>	Chris Dastoli	Director of Finance
<input checked="" type="checkbox"/>	Matt Sirinek	Past President	<input checked="" type="checkbox"/>	Kennedy Turner	Sr. Dir. of Business Dev.
<input checked="" type="checkbox"/>	Nancy Becerra	Director (BP)	<input checked="" type="checkbox"/>	Ashley Vercellone	Sr. Dir. of Operations
<input checked="" type="checkbox"/>	Teri Bump	Director (BP)	<input checked="" type="checkbox"/>	Lillian De Lisle	Assoc. Exec. Director
<input checked="" type="checkbox"/>	Aubry Wooten	Director (BP)			
<input checked="" type="checkbox"/>	Mary Perry	Director (BP)		Guest	
<input checked="" type="checkbox"/>	Mark Kraner	Director (East)	<input checked="" type="checkbox"/>	Ryan Greene	NACAS Vice President
<input checked="" type="checkbox"/>	Dan Adams	Director (South)			
<input checked="" type="checkbox"/>	Eddie Mills	Director (South)			
<input checked="" type="checkbox"/>	Bill Redwine	Director (South)			
<input checked="" type="checkbox"/>	Tony Lynch	Director (West)			
<input checked="" type="checkbox"/>	Carlos Garcia	Director (ex-officio, voting)			

FINAL 9-12-18

Call to Order / Roll Call

President Portner called the meeting to order at 2:00 p.m. on August 1st.

Approval of May 9, 2018 Minutes

M/S/P Adams/Redwine “to approve the May 9, 2018 minutes as presented.”

Strategic Issues

Campaign for the Future Update

- Mr. Turner gave an update on the Campaign for the Future. \$435,000 has been pledged to date.
- Ms. Moore will ask the South and West regions to donate toward the campaign before C3X to assist in reaching the goal of \$500,000.
- NACAS has been working with indiCo to develop an online NACAS store on the website and will launch soon. Discussion was held on the possibility of the proceeds of the NACAS store sales going to the Foundation.
- The Foundation’s KPIs and prospect list were reviewed. The KPIs will be reevaluated during the next Leadership Team Meeting (LTM).
- The regions exceeded their goal of selling 10% more Flip-a-Coin beads at the regional conferences this year (compared to last year). The goal was to sell 443 sets of beads and collectively the regions sold 450 sets for this fundraiser.

MOU between NACAS and Foundation Review (discussion was moved to Thursday)

- Ms. Finn gave an update on the IRS audit for tax year 2013 (the revocation of both NACAS’ 501(c)(3) status and group exemption). In June 2018 the IRS agreed to move NACAS to a 501(c)(6). Once everything is finalized with the IRS, NACAS will move forward as a 501(c)(6) tax-exempt organization.
- The NACAS Foundation is a 501(c)(3) and must operate for broad, charitable purposes. If a 501(c)(3) ever dissolves, it must give all its assets to another 501(c)(3) or a government entity. The Foundation would not be able to legally give its assets to NACAS.

- Venable (NACAS' attorney) recommends that the legal relationship with NACAS should be outlined in governing documents (e.g., Articles of Incorporation and Bylaws) and the operational relationship should be outlined in the MOU between NACAS and the Foundation.
- Venable also recommends designating NACAS as the sole voting member of the Foundation. Best practices for 501(c)(3) and 501(c)(6) relationship – the NACAS Board of Directors would be able to:
 - Select the leadership of the Foundation
 - Approve future amendments to the Foundation's Articles of Incorporation and Bylaws
 - Approve any fundamental corporate transactions, such as the transfer or sale of significant assets, merger, or dissolution
- The Foundation Board would have full authority over its budget, finances, endowments, and other donations; as well as full control of its fundraising activities, strategy, and other operations.

Action item:

- **Ms. De Lisle to work with Venable to draft a new broader purpose statement for the Foundation and add the legal and operational relationship, as well as the CEO relationship to the Foundation in the MOU between NACAS and the Foundation.**

Review & Adjustment of Strategy

Treasurer's Report

- Mr. Dastoli reviewed the quarterly financials.
- The proposed 2019 Budget was reviewed and will be presented to the membership during the Annual Business Meeting at C3X.

M/S/P Kraner/Perry “to approve the NACAS General Program Support amount on the 2019 proposed budget.”

2018 Fundraising Events

Regions

June Flip-a-Coin Fundraisers Update

- Fundraising goal met.

C3X

- Mr. Turner presented on the Foundation fundraiser events that will be held at C3X: Topgolf, the Golf Tournament and Raffle. Sponsorship opportunities were reviewed. It was noted that business partners that purchase a foursome for the golf tournament are responsible to choose which registered golfers that they want to golf with.
- Mr. Lynch noted that solicitations have begun for the Raffle. There will be three tiers of raffle items available based on the value of each. The Foundation is looking at selling a 3rd set of beads for the Flip-a-Coin fundraiser and raffle off an item at Topgolf.
- Discussion was held on different ways to approach business partners for raffle donations.
- Foundation Board members were asked to seek 3-5 donated items valued at \$350 or less for the Raffle.
- Volunteers will be needed to help sell raffle tickets.

Action item:

- **Mr. Dastoli to send out a list of those registered to business partners that are seeking to put together a foursome for the Golf Tournament.**

Regional Donations to the Foundation

2018

- President Portner noted that the Central region has decided to create a restricted fund with the intent of providing an annual \$1,000 scholarship for Central members to attend C3X. This fund will be managed by the Foundation.

- The East region held a golf tournament with proceeds going to the Foundation. Mr. Dastoli and Ms. Vercellone are waiting on final billing and will then calculate the results (expected to be approximately \$4,000).
- The South region also held a golf tournament with proceeds going to the Foundation. Approximately \$4,000 was raised.

Quarterly Dashboard

- Ms. De Lisle presented the quarterly dashboard in a new format which will focus on the strategic goal progress.
- The three main areas to reference on the dashboard is total paid membership, total sponsorship and total participation.
- Total paid membership as of July 30th is 568 institutions. The goal for 2018 is 720.

CCC Quarterly Report

- Mr. Garcia reviewed the updated Committee Chair Council (CCC) report as of the second quarter of 2018, which is also in a new format and includes goals and KPIs.

Thursday, August 2nd

The meeting reconvened at 9:00 a.m. on August 2nd (Tony Lynch, Mary Perry & Ashley Vercellone not in attendance)

Nominating Committee Update

- Mr. Sirinek reviewed the upcoming open Foundation Board positions. Terms ending in 2018 – Mr. Sirinek and Mr. Mills.
- Mr. Adams noted that 2018 will be his last year on the Foundation board.
- Mr. Wooten, Mr. Mills and Mr. Redwine’s terms end in 2018 and they are eligible for reappointment.
- A slate will be provided during the September call to include a recommendation for the Vice President position.
- The business partners on the Foundation Board were invited to participate in the Business Partner Advisory Group.
- Mr. Sirinek will look at the language of the Foundation Bylaws on the required attendance of business partners on monthly calls.
- Discussion was held on the size and composition of the Foundation Board of Directors.

Policy Determination: Public & Operational

Policy Manual

- Mr. Sirinek noted that he has worked with the NACAS staff to create a Foundation Policy Manual to document current practices.
- Ms. De Lisle reviewed the proposed Foundation Policy Manual, which is modeled after the NACAS Policy Manual.
- Discussion was held on solidifying the language on the CEO’s relationship to the Foundation.
- Section 307 – NACAS and Foundation Financial Relationship, 3rd paragraph, 3rd sentence change “operational” to “administrative”.

Action item:

- **Ms. De Lisle to make the edits to the Foundation Policy Manual and present this during the September Foundation Board call.**

Job Descriptions

- Ms. Moore worked with the NACAS staff to create Foundation Board of Director position descriptions.
- Attending the NACAS summer board meeting and shadowing the Foundation President in his/her role on that board will be added to the Vice President position description.
- Discussion was held on adding skill sets to the written descriptions.

- The position descriptions will be added to the NACAS website.

M/S/P Kraner/Adams “to approve the Foundation Board of Director position descriptions with edits discussed.”

- The position descriptions will be reviewed every year during the summer board meetings.

Routine Board Business

NACAS Board of Directors Report

- Mr. Greene reported that the NACAS board spent time during the summer board meeting on committee structure and the work of the Committee Chair Council.
- NACAS is looking at a possible benchmarking program.
Ms. Finn noted that 2019 is the last year that NACAS is contracted to hold the LTM in Las Vegas. The 2019 LTM meeting will be held at Harrah’s. Ms. Vercellone is looking at a new hub location for the following years.
- Mr. Greene noted that the proposed Slate of Officers was presented and approved to fill the positions of NACAS vice president (Mark Ironside, East region) and the West regional board representative (Alan Coker) effective at C3X. This will be voted on by the membership at the Annual Business Meeting at C3X.
- The city of Toronto was chosen as the C3X location for 2023.
- The NACAS Board held strategic conversations regarding continuing to manage CCBO and whether to continue or end the partnership. This will be further discussed in October.

NACAS Office Report

- Ms. Finn **noted** the dates and locations for the 2019 regional CX conferences:
 - South CX, March 31 - April 3, 2019 in Destin, FL
 - East CX, June 2-5, 2019 in Virginia Beach, VA
 - Joint Central/West CX, July 21-23, 2019 in Chicago, IL
- NACAS is looking at scheduling the 2019 Summer Board Meetings the week of July 29 – August 2 in Anaheim, CA.
- Mr. Turner gave an update on C3X registrations and booth sales (both pacing ahead of this time last year).
- The national office is looking at securing new office space in downtown Charlottesville.

New Business

- Mr. Portner noted that the Foundation will have a hospitality space at C3X and board members will be able to hold relationship building events in that space.

M/S/P Wooten/Becerra “to adjourn the meeting at 11:53 a.m. on August 2nd.”

Respectfully submitted,

Kelsey Harmon Finn
CEO

Marcia Oakley
Executive Assistant