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### BOARD OF DIRECTORS MEETING

October 12, 2018 • 8:30 AM – 5:00 PM

October 13, 2018 • 8:30 AM – 2:00 PM

603 Navarro Street, San Antonio, TX, 78205, US

<b>OFFICERS</b> Grant Axtell, President Mary Rogers, President-Elect Linda DeMore, Vice-President Misti Hodges, Secretary/Treasurer Cheryl Brown, Immediate Past President	<b>DISTRICT DIRECTORS</b> Mike Mrvichin, District I Denise Carey, District II Sherry Maddock, District III Jenny Yarian-ScalPELLI, District IV Stephanie Stevens, District VII Katsuto Hisano, District X Jason Huang, District XI	<b>COMMITTEE CHAIRS</b> Stephanie Stevens, Awards Amber Drake, Bylaws (Parliamentarian) Terri Pasternik, Conference Linda DeMore, Membership Donna Glacken, Chapter Development Rebecca Stancil, International Relations Nancy Fink, Professional Development	<b>COMMITTEE COORDINATORS</b> Sharon Mike, Senior Workforce Professionals Amber Drake, Conference Program Steve Strain, FLASH  <b>STAFF</b> Steve Bent, Executive Director
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AGENDA ITEM	LEAD	PURPOSE/ACTION	NOTES
Call to order	Grant		Grant Axtell called the meeting to order at 8:32 am central standard time.
Roll Call, Establish quorum	Misti		Misti Hodges took roll call. Quorum requirements met. Excused and not present: Katsuto Hisano, Jason Huang, Nancy Fink, Sharon Mike, Steve Strain and Rebecca Stancil
Approval of agenda	Grant		Jenny Yarian-ScalPELLI moved to approve the agenda. Seconded by Mary Rogers. Motion carried.
Approval of minutes	Misti	Motion to approve	The minutes from 09/10/18 meeting were presented by Misti Hodges. Sherry Maddock found a couple of grammatical errors. Jenny Yarian-ScalPELLI moved to approved minutes with corrections. Seconded by Sherry Maddock. Motion carried.

Parliamentarian procedures	Amber	Information	<p>Amber Drake discussed parliamentarian procedures. She stated organizations do not follow Robert Rules of order. However, IAWP has chosen to so. She used the acronym MACES for easier understanding.</p> <p>M-Making the motion. Make the motion in the affirmative in action voice such as, I move.</p> <p>A-Asking for a second. If a motion is on the floor and nobody seconds it, the motion dies.</p> <p>C-calling for the question. In order to do this, you must have the floor. This is a motion. If seconded takes 2/3 votes to carry. All discussion stops and then a vote takes place on the item on the floor.</p> <p>E-entertain a move. Person with the gavel (President) cannot ask, demand, or make a motion. They can state this instead.</p> <p>S-speaking on a motion. Not all boards allow nonvoting members to speak on a motion. IAWP does allow this.</p> <p>Additionally, Amber covered amendments to motions. The board must vote on an amendment and then the motion. Amber closed by stating once the New business portion of the meeting has been closed, additional items can only be introduced if it does not have a financial impact.</p>
Reports			
<ul style="list-style-type: none"> <li>Financial</li> </ul>	Misti	Motion to accept	Misti Hodges presented the financial reports. Stephanie Stevens moved to accept as presented, Seconded by Jenny Yarian-Scalpelli. Motion carried.

<ul style="list-style-type: none"> <li>Executive Director</li> </ul>	Steve	Information	<p>Steve Bent reported that the former Administrative Office property in Frankfort, KY has been sold. The initial offer was low, but negotiations resulted in a net of around \$100,000. Steve is now working with the bank to schedule the closing soon. Mary Rogers will be representing the association in the transaction at the bank in Frankfort. In addition to the funds from the sale, the association should also receive a partial refund on an abandoned building insurance policy. In addition, we will no longer have the utilities and upkeep expenses.</p> <p>Next Steve reported that we currently have about 160 students in the WPDP program and that it continues to grow. As a result, there is also now a renewed interest in CWP program.</p> <p>Steve reports he has also been working on the conference, this board meeting and with our committees. We continue to increase the communication to chapter leaders and members as well as former members and administrators in California. He stated California continues to take up time.</p> <p>Former District Director Tammy Barstad had previously informed Steve of North Dakota's intent to fold their chapter due to losing agency support. However, the individual members met decided to move their chapter forward without agency support.</p> <p>Steve lastly informed the board that a few days ago we had a lady from Alaska join the association. She is a</p>

			<p>police officer, so she may have joined in error. Although she has not asked for a refund at this time.</p> <p>Jenny asked about posting minutes on the website. Discussion included if we felt this information should be made public. After the discussion, Steve stated that he will work with Misti to get those posted by the beginning of November.</p>
<ul style="list-style-type: none"> <li>District Directors</li> </ul>	District Directors	Information	<p><u>District 1</u> – Mike Mrvichin reported the new chapter President for New York is Abby Woodward. He further reported the New Jersey has a meeting scheduled for October 25<sup>th</sup>. During his report Grant asked Mike for assistance in getting individual member names for the New York Chapter. Steve also added that he would be contacting both the New York and New Jersey chapters regarding the chapter affiliation agreement. Mike added to his report that he didn't see any issues with getting those chapters to sign the agreement at this point.</p> <p><u>District 2</u> – Denise Carey reported that North Carolina member Verna Wade's mother died. She further reported that the Maryland Chapter is growing, and plans include a learning academy on October 26<sup>th</sup>.</p> <p><u>District 3</u> – Sherry Maddock reported that unfortunately there hasn't been much movement in the district. A coat drive, however is planned in Georgia during December. Lastly Sherry reported that she is planning to retire but fully intends to stay involved with the association.</p> <p><u>District 4</u> – Jenny Yarian-ScalPELLI reported that there has been no communication from the Ohio chapter since the conference. She further reported the Illinois chapter</p>

			<p>meeting is to be held October 17-18. She concluded by stating she has included representatives from Minnesota on all her communications but has not received any responses.</p> <p><u>District 7</u> – Stephanie Stevens reports all four of the active chapters in the district attended the district meeting. She added the Washington Chapter is very active and the current president Donna Glacken has an active board. The Montana chapter is also active and has held a meeting. Lastly, the Oregon chapter is preparing for the annual wreath and carousel events.</p> <p>Grant closed this portion of the meeting by reminding all directors that if they'd like to invite Steve or one of the officers to attend one of their events to let us know.</p>
<ul style="list-style-type: none"> <li>• Committees</li> </ul>	Committee Chairs	Information	<p>Review Q3 goals</p> <p><u>International relations</u> – Rebecca Stencil was not in attendance and did not submit a report.</p> <p><u>Professional Development</u> - Nancy Fink was not in attendance but did submit a report. The committee is currently looking through WPDP questions for any issues. Further information included that Maryland has signed a 1-year contract with a webinar provider.</p> <p><u>Awards</u> – Stephanie Stevens reports that updates to the guidebook will be posted and that they mainly include language updates. She added the score percentage required for an award is one area that came up during last year's awards judging. Additional discussion will follow under new business.</p> <p><u>Membership</u> – Linda Demore stated her report was submitted and she had nothing new to add.</p> <p><u>Bylaws</u> – Amber Drake stated at this point there is nothing to report.</p>

			<p><u>Chapter Development</u> – Donna Glacken reports the committee has been busy. Work includes reviewing the chapter affiliation workbook and cleaning up the chapter affiliation agreement. Mike Mrvichin is working on the chapters section of the website and a PowerPoint will be forthcoming. There is also work being done on Chapter 3 of the Handbook. Finally, monthly conference calls with chapter leaders are being scheduled.</p> <p><u>Conference</u> - Terri Pasternik reports each year the committee works on improving the conference while also streamlining the costs. She added, the conference has not been self-sustaining for the last 5 years or so. She added that members do not appear to understand that it isn't cheap to hold a conference. For example, coffee for the hotel in San Antonio is \$95 a gallon. If the total conference cost was broken down into an accurate per person cost, the registration should be about \$685. They will be working hard on marketing and obtaining sponsorships. The Texas chapter is challenging other chapters to sponsor a portion of the conference. The Texas chapter will match up to \$2500 of any sponsorships from other chapters. Terri continued by description the conference schedule. Saturday will again be IAWP day. However, we will not have the tradition welcome reception. Instead, the conference committee will pick a local place as a gathering spot for everyone to purchase food and beverages at their own expense. Jenny asked why IAWP isn't included in conference dates. It was clarified that IAWP day is marketed as a free pre-conference workshop. Sunday will be a big change and will include breakout round table discussions. Opening session will be held on Monday. Other changes in the conference schedule include a first-time attendee luncheon and mini orientation. The</p>
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			<p>conference will also include longer breakouts. The awards luncheon has been removed from Wednesday and will now be combined with an end of the conference dinner celebration. The attire for dinner will be semi-formal. For the 2019 conference, the association will again be working with Ashland University for CEUS. We are also looking to partner with SHRM and associations. Planned costs for a full registration is \$479. Conference room rates are \$139 with a cut off date of May 17, 2019. The committee suggests attendees sign up for Omni rewards to take advantage of hotel perks.</p> <p>Conversations have begun regarding future conferences. We are looking for other options in the greater Denver area for 2020. Maybe a university or smaller city that has good airport and smaller convention center. This would also help support a smaller local economy. However, we must increase attendance. Steve also requested assistance is securing sponsorships.</p> <p>Finally, the conference website and registration should be up within the next 3 weeks or so. The goal to have agenda out by February.</p>
Old Business			
<ul style="list-style-type: none"> <li>• Updates on legal proceedings</li> </ul>	Grant, Steve	Information	Mike Mrvichin moved that the board go into executive session. Seconded by Stephanie Stevens. Motion carried. Executive session began at 10:21 am.
<ul style="list-style-type: none"> <li>• Foundation</li> </ul>	Grant	Discuss, Decision	
<ul style="list-style-type: none"> <li>• Tax Status</li> </ul>	Steve, Misti	Updates	Jenny Yarian-ScalPELLI moved to end the executive session. Seconded by Mike Mrvichin. Motion carried. Executive session ended at 10:45am.

	Grant	Motion to recess	Grant Axtell moved that the board recess until Saturday October 13 <sup>th</sup> at 8:30 am. Seconded by Mike Mrvichin. Motion carried.
New Business			Grant Axtell called the meeting back from recess to labor at 8:32am on Saturday October 13, 2018.
<ul style="list-style-type: none"> <li>Administrative Calendar</li> </ul>	Amber	Information, Discuss	Amber Drake distributed and reviewed a Dates to Remember rough draft. These are high level actionable items through August 2019. There was some discussing regarding language in the standing rules regarding the 1 <sup>st</sup> and 2 <sup>nd</sup> full day of the annual meeting. Discussion also included the sheet didn't include the date voting opens. It was determined that Amber had searched for the standing rules on the website and actually had an old version. This led to a discussion regarding the need for Steve to search the website and remove all these old documents. Further discussion included the layout of the website and accessing information through the administrative tab at the bottom.
<ul style="list-style-type: none"> <li>Awards Timeline &amp; Marketing</li> </ul>	Stephanie	Information, Discuss	Stephanie Stevens covered a proposed revolving timeline for awards. Part of her timeline also included awards from similar associations. Awards deadline is in March. She added we need to look at when we want to send out notifications regarding awards such as "keep in mind" or "don't forget" type of notices. These can be emailed, included in newsletters, etc. Stephanie also stated that we plan to start marketing our awards sooner. She also suggested that if anyone knows of organizations/employers that are doing great things within workforce profession to talk to them about

			<p>submitting their own award nomination. Awards don't have to be submitted by chapters.</p> <p>Stephanie revisited the discussion regarding the requirement for awards to meet 90% or more point value. Stephanie suggested adding the verbiage "or at the discretion of the awards committee". Discussion include that we need to have concrete criteria instead of an "at the discretion of the committee" statement. Mike Mrvichin moved to lower the bar of the chapter excellence award to 80%. Cheryl Brown seconded. Further discussion included if we lower the percentage requirement or always give an award, we may lose the integrity of the award. Mike withdrew his motion in order to rephrase. Mike then moved that the Chapter Excellence award point percentage requirement be changed from 90% to 80%. Seconded by Cheryl Brown. Motion carried. Discussion included that most of the other changes were not substantive changes but rather issues with the language. The proposed changes also include examples. Awards judging will take place in March and we hope to have nominations open around December 1<sup>st</sup>. Final discussion including small tweaks on the submission procedures and the tracking for submissions to easier identify the award winners.</p>
<ul style="list-style-type: none"> <li>Membership Categories</li> </ul>	Linda, Grant	Discuss, Decision	<p>Grant started by stating that last year's board did vote to make changes to the membership categories. The board did receive feedback that retirees wanted to be identified as such instead of the new senior category. The new proposal previously distributed adds in a retired category which also results in a change in the language for the senior category. Other changes are in the language for a life member. Jenny Yarian-ScalPELLI moved accept the changes in the membership</p>

			categories. Second from Denise Carey. Further discussion included the life membership and if we will lose some nomination for chapters that have extra money and want to do life members. The goal with life membership is solely to honor and award long term members. Motion carried. Changes will take effect November 1, 2018.
<ul style="list-style-type: none"> <li>• Dues</li> </ul>	Grant, Steve	Discuss, Decision	Grant began by stating the Standing rules require the board to set the annual membership fees. A previously distributed proposal sets dues at current rate for 2019 & 2020 except for adding in the new retired category. This was done as the result of the feedback from the last change. That being said, the proposal does include an increase in dues for 2021. Misti Hodges moved to accept the proposed due as presented. Seconded by Cheryl Brown. Discussion included if the life member may need to be a formula for the lifetime dues. Linda moved to amend the current motion to include due increases for 2019 & 2020 for the Lifetime, International Affiliate, and Organization Affiliate categories to the listed 2021 amounts of \$1125, \$1695, and \$1695 respectively. Seconded by Sherry Maddock. Mary Rogers then moved to amend the first amendment to increase the 2021 dues for the Lifetime, International Affiliate, and Organization Affiliate categories to \$1325, \$1895, and \$1895 respectively. Linda Demore seconded. Further discussion would these amounts keep chapters from submitting Lifetime member nominations. It was again mentioned that membership is designed to honor long time members and the decision shouldn't be an economical one. Vote was taking on the amendment to the amendment. Motion

			carried. Vote was then taken on the original amendment. Motion carried. And finally, a vote was taken on the original motion which now only included the top three member categories. Motion carried.
<ul style="list-style-type: none"> <li>Marketing to State Agencies</li> </ul>	Linda	Discuss	Linda Demore presented an idea to approach state agencies by offering training and information to all their employees as an “associate” member for a set amount each once a year. Initially we would not market this to states with active chapters. Steve reminded the board of our previous discussion regarding confidentiality. At this point, we want to keep this idea to the board level. Several board members expressed interest in assisting Linda.
<ul style="list-style-type: none"> <li>Changes to Committees</li> </ul>	Grant	Discuss, Decision	Last year we updated the committees in the standing rules. Through learning experiences we’ve learned there is still some updates needed. One change would be changing the Flash to the Marketing Committee which would help Steve with the website, marketing materials, etc. Additional changes would be updating language to be more in line with what we are calling the conference. There is also clarification language needed for the Membership committee and adding a statement about benefits. At least one member from each individual membership category should be included on the Membership Committee which would move the retiree chair to the Membership Committee. Professional Development Committee would have the biggest change. Currently there are three sub committees. Grant added that we are looking at managing WPDP and CWP in a different way. The committee would no longer oversee these programs but would instead assist the administrative office. Jenny Yarian-Scalpelli moved to accept the proposal as submitted. Seconded by Cheryl Brown. Motion carried. Stephanie Stevens originally

			<p>moved to make changes for grammatical errors but then withdrew her motion as the current standing rules allow for grammatical changes. Discussion included language on page 3 and other areas that needed to be changed to “this includes but isn’t limited to” instead of simply “includes”. Sherry Maddock moved that we add “but isn’t limited to” instead of simply “includes”. Seconded by Mary Roger. Motion carried.</p>
<ul style="list-style-type: none"> <li>• Association Policies</li> </ul>	Steve	Discuss, Decision	<p>Updated Code of Conduct and Ethics policy in addition to the Conflict of interest were previously distributed.</p> <p>The new Code of Conduct and Ethics policy simplifies our current policies by combining the two. In dealing with the California Chapter issue, a lot of things have come to mind that we, as an association, hadn’t addressed. It is time to update. We need to be very clear regarding these policies. Linda Demore moved to accept the proposed Code of Conduct and Ethics policy as presented. Seconded by Mary Rogers. Discussion included if this included volunteers. These policies are limited to positions of leadership. There is currently not a code of ethics for the general membership. It also does not cover the chapter level. Motion carried.</p> <p>The new Conflict of Interest policy require anyone with a potential conflict to disclose the situation and recuse themselves regarding such. Discussion included a variety of examples and the impact, if any, regarding the Foundation. Further discussion includes what happens if someone violates the policy. Currently we only have the options of doing nothing or revoking the membership. Mike Mrvichin moved that we accept the policy as presented. Denise Carey seconded. Motion carried.</p>

<ul style="list-style-type: none"> <li>• Additional Changes to Standing Rules</li> </ul>	Steve	Discuss, Decision	Grant tabled this topic until future meeting
<ul style="list-style-type: none"> <li>• Moving to Directors at Large</li> </ul>	Grant	Information	<p>Grant started by reminding the board this is our last year for district directors as we are moving to directors at large beginning July 1<sup>st</sup>. Therefore, we need to prepare ourselves and our rules for that change. Past President Cheryl Brown leads the nominating committee and Grant needs to choose 2 directors to serve with her. Once formed, the committee will need to create a new nomination form. Additionally, we need to think about any potential bank accounts, etc. that will need to be wrap things up with the old districts. Grant stressed that just because we won't have official districts doesn't mean that chapters can't still work together in hosting meetings or other events. There were several questions from some of the current districts. Grant addressed these by adding, the Directors At Large could have states assigned to them at the president's discretion. He explained Directors would act as liaison and would not be direct representation for any chapter or current district. It is a different governance model. Any member could contact any elected officer, director at large or staff member. There is no limit on directors from any area or state. The number of directors at large is based on membership numbers as of 12/31/18. As a result, there will be 2 one-year terms and 2 two-year terms for a total of 4 directors. Grant also clarified that retired members can serve as directors at large. Grant further explain that the initial application will include a choice to run as either a one year or two-year term. If a director is interested in serving as a director at large position, it is not recommended you volunteer for the nominating committee. Additional discussion included the need to make sure leadership directory is updated.</p>

<ul style="list-style-type: none"> <li>Aligning Standing Rules to Bylaws</li> </ul>	Grant	Discuss, Decision	<p>Grant reports some updates are still needed to align the standing rules to the bylaws. He then entertained a motion to delete sections 5 and 6 and all additional references to district directors effective July 1 2019. So moved by Stephanie Stevens. Seconded by Mary Rogers. Discussion included communication regarding such changes. Motion carried. Grant also entertained a motion to replace section 8.1 with the proposed language for election of officers and directors at large in the board proposal document. Stephanie Stevens so moved. Seconded by Linda Demore. Motion carried. Next Grant stated we have a need for a nominating committee. Currently this committee is made up of the Immediate Past President and two directors. The proposed language changes the committee to two Past Presidents and two members at large. Sherry Maddock and Jenny Yarian-Scalpelli are willing to serve on the nominating committee and Grant therefore appointed both to such. Changes to section 7.1 were tabled to a later meeting. Grant entertained a motion to insert a new section XX with changes as noted to add retired member category. So moved by Linda Demore. Seconded by Mary Rogers. This is the same language as communicated previously. There was one error found in Section 3 part 1. It should read director instead of delegate. Jenny moved to amend the motion to include the correction. Seconded by Mary Rogers. Motion and amendment carried.</p>
<ul style="list-style-type: none"> <li>2018 Chapter Affiliation Annual Report Requirements</li> </ul>	Donna, Steve	Discuss, Decision	<p>Steve stated that last year the board put into place the chapter affiliation agreement and requirement for chapters to submit information to International each year. This requirement eliminated the need for submission of chapter notebooks. We did receive feedback and have used that to make some changes.</p>

			<p>Discussion included the need for chapters to go ahead and update their own governing document but maybe hold off on obtaining their own tax status. The annual report is due by the end of February but if submitted by end of January, the chapter is entered into a drawing for a free conference registration. Most of the information required is for a reference tool in order for International better assist chapters. Grant entertained a motion to approve moving forward with the 2018 CAAR process. It had previously been suspended for 2017. Sherry Maddock so moved. Second by Cheryl Brown. Motion carried.</p>
<ul style="list-style-type: none"> <li>Approval of Ad Hoc Committees</li> </ul>	Grant	Discuss, Decision	<p>Scholarships &amp; Grants, Certification Advisory Committee Grant would like to ask for the board's support to create two ad hoc committees.</p> <p>Scholarships &amp; Grants Committee would review current offering, suggest any changes to current offerings or make any new recommendations. Stephanie Stevens so moved. Seconded by Jenny Yarian-ScalPELLI. Motion carried. Grant appointed Stephanie Stevens as chair.</p> <p>Certification Advisory Committee – Grant stated the name may change but the concept is to have a task force of thought leaders from community colleges, partners, agency leaders, etc. to evaluate the WPDP to ensure it meets the need of our profession today. We have received some feedback that it may need to be more life application based. Having someone outside the association would have a better view of the program. This committee would just make recommendations not do the work to update the program. Cheryl Brown moved that this committee be formed. Seconded by Stephanie Stevens. Motion carried. Grant added that if</p>

			anyone has individuals in mind to let Grant or Steve know.
<ul style="list-style-type: none"> <li>Community involvement</li> </ul>			Amber requested that this item be added to the agenda. Amber informed the board that November is National Career Development Awareness month. She inquired if IAWP had ever acknowledged this and, if not, that maybe we should. She added IAWP should have a voice in this. Grant asked Steve and Amber about their capacity to do something within the next few weeks. Amber stated she would type up some things to send to Steve.
Good of the order	All		<p>Grant briefly discussed the Quarter 4 goals.</p> <p>Misti reminded everyone about the submission of travel vouchers for this meeting and asked everyone to please submit those within the next week.</p> <p>Steve wanted to thank everyone for their commitments. He also informed the board that the officers would continue to meet for another few hours.</p> <p>Grant also thanked everyone but added there is still work to do. He closed by stating the association is experiencing an upward trend.</p>
Adjournment	Grant	Motion	Misti Hodges moved to adjourn. Seconded by Denise Carey. Motion carried. Meeting adjourned at 1:56 pm.

**NEXT MEETINGS:**

November 5, 2018      Phone, 10:00 AM pacific  
January 7, 2019        Phone, 10:00 AM pacific  
February 4, 2019      Phone, 10:00 AM pacific

**ACTION ITEMS:**

ITEM	RESPONSIBLE	DUE DATE

**AS A REMINDER, THESE ARE THE PRIORITIES FOR THE 2018-19 ADMINISTRATIVE YEAR:**

- Reviewing and potentially revising our vision, mission, and values;
- Reviewing and revising our scholarship and grant programs;
- Increasing the effectiveness of the IAPES Foundation;
- Building out our educational programs;
- Bringing on international and organizational affiliate members;
- Strengthening our relationship with workforce agency leadership;
- Marketing our awards program to our workforce partners; and
- Creating a strong foundation for chapters to thrive.

**FUTURE AGENDA ITEMS:**

- 2019 budget
- Strengthening our intellectual property
- Finalizing the vision, mission, and values
- Approving revised articles of incorporation
- Member interest groups
- Working with unaffiliated chapters and clubs
- Reviewing and approving chapter handbook
- Scholarship and grant programs
- 2020 and 2021 conference plans
- Strategic planning