



**APPROVED Minutes
National Executive Board
Virtual Meeting
October 26, 2021 – 6:00 pm – 8:00 pm CT**

I Board Members Present

Mackie V. Spradley, NAFME President (2020-2022)
Scott Sheehan, NAFME President-Elect (2020-2022)
Kathleen D. Sanz, NAFME Immediate Past President (2020-2022)
Susan Barre, President, Eastern Division (2021-2023)
Karen Salvador, President, North Central Division (2020-2022)
Tom Muller, President, Northwest Division (2021-2023)
Sonja Williams, President, Southern Division (2020-2022)
Anne Dawson, President, Southwestern Division (2021-2023)
Renee Shane-Boyd, President, Western Division (2020-2022)
Keith Hodgson, Immediate Past President, Eastern Division (2021-2023)
Judy Bush, Immediate Past President, North Central Division (2020-2022)
Scott Barnes, Immediate Past President, Northwest Division (2021-2023)
Dian Eddleman, Immediate Past President, Southern Division (2020-2022)
Mike Raiber, Immediate Past President, Southwestern Division (2021-2023)
Sam Tsugawa, Immediate Past President, Western Division (2020-2022)

II Staff Members Present

Christopher B. Woodside, Executive Director
Chaudlier Moore, Chief Financial Officer
Kim Henry, NAFME Director of Governance & Administration

III Observers

Michael Brownell, President-Elect, Eastern Division (2021-2023)
Richard Tengowski, President-Elect, North Central Division (2020-2022)
Dusty Molyneaux, President-Elect, Northwest Division (2021-2023)
James Daugherty, President-Elect, Southern Division (2020-2022)
Martha Gabel, President-Elect, Southwestern Division (2021-2023)
Scott Hedgecock, President-Elect, Western Division (2020-2022)

IV Call to Order

President Mackie V. Spradley called the meeting to order at 5:07 p.m. Central Time on Tuesday, October 26, 2021. President Spradley reviewed the meeting expectations provided to the board that would be in place for the remainder of her Presidency. The meeting norms included

decorum that is outlined in policy I.K.001 Governance Code of Conduct. Immediate Past President Judy Bush requested the board discuss MEA Updates at this meeting and President Spradley agreed.

V Review and Adoption of Agenda (Appendix A)

IT WAS MOVED BY WILLIAMS, SECONDED BY MULLER, AND CARRIED UNANIMOUSLY TO ADOPT THE AGENDA, INCLUDING THE CONSENT AGENDA, WITH FLEXIBILITY AS DIRECTED BY THE PRESIDENT:

- *APPROVAL OF JUNE 24, 2021 NEB MINUTES*
- *APPROVAL OF SEPTEMBER 28, 2021 NEB MINUTES*

VI Reports

A Report of Chair, Executive Committee

President Spradley asked Executive Director Chris Woodside to update the board on current MEA activities over the past month. Mr. Woodside shared information regarding the global situation with the affiliates. Mr. Woodside, the respective Division Presidents, and President Spradley have spent a great deal of time assisting numerous state MEAs with various organizational issues. Mr. Woodside shared with the board that significant bandwidth is necessary to maintain this level of support. Mr. Woodside thanks the Division Presidents and the Executive Committee for their time and efforts in this work.

President Spradley asked Chief Financial Officer Chaudlier Moore to provide a high-level overview of the finances as they related to discussions regarding travel in the latter part of the fiscal year. Mr. Moore informed the board that current finances are still down from what was anticipated for the first quarter of this year. NAFME membership has not yet met the goal for this time of the fiscal year. Mr. Moore estimates total revenue is down approximately half a million dollars; approximately \$325,000.00 behind in membership dues and another \$250,000.00 behind from other non-dues revenue. Given this current financial situation, leadership and staff should continue to operate in a cautionary manner.

North Central Division President Karen Salvador provided feedback to the board regarding the IL join/renew situation. North Central Division President Salvador reported hearing from IL members that the stopgap measure NAFME has put in place is not working. Members are not finding the current solution easy or appealing. Members would find it easier to join NAFME directly, without joining a different state for their membership. Mr. Woodside agreed and noted this process needs to be simplified after attempting to make a well-intentioned solution work for everyone. The board discussed moving toward a time delineated IL only NAFME option that would apply to Collegiates and active members alike, while continuing to consider whether NAFME will create a new affiliate in IL in the future.

IT WAS MOVED BY SALVADOR, SECONDED BY BARRE, AND CARRIED UNANIMOUSLY TO ALLOW IL RESIDENTS TO JOIN NAFME DIRECTLY UNTIL JUNE 30, 2023 BY WHICH TIME WE WILL CREATE A PLAN FOR IL MOVING FORWARD.

IT WAS MOVED BY SALVADOR, SECONDED BY HODGSON, AND CARRIED UNANIMOUSLY TO REQUEST THAT STAFF START AN EXPLORATORY PROCESS TOWARD A NEW IL AFFILIATE.

President Spradley led a discussion with the board about the upcoming town hall with the candidates for National President-Elect 2022-2024. President Spradley informed the board of the planning process to date, explaining about unexpected requests from State MEAs and Divisions wishing to host events with the Presidential candidates. President Spradley stated the importance of a fair process for both candidates leading up to the election. President Spradley and President-Elect Scott Sheehan both emphasized the need to review NAFME Policies I.J.001 and I.J.002, which outline the nominating and elections processes for NAFME at the National and Division levels.

President Spradley led the board in a discussion of three revisions to the NAFME Bylaws: appointing two members of the Equity Committee to the board with full voting rights, making the Equity Committee a standing committee, and allowing the Division Presidents-Elect to be made full voting members of the board. The board discussed the importance of equity amongst board members which should include the right of all board members to vote. President Spradley and staff have drafted revisions to the NAFME Bylaws that have been provided to the board for review. The board discussed separating the two bylaw changes of the appointment of two board members from the Equity Committee and the naming of the Equity Committee a standing committee. The board agreed to separate these bylaw amendments.

IT WAS MOVED BY WILLIAMS, SECONDED BY SALVADOR, AND CARRIED UNANIMOUSLY THAT THE QUESTION BE PRESENTED TO THE MEMBERSHIP TO REQUEST APPROVAL OF AN AMENDMENT TO THE NAFME BYLAWS THAT WOULD MAKE THE EQUITY COMMITTEE A STANDING COMMITTEE OF THE ASSOCIATION.

IT WAS MOVED BY SALVADOR, SECONDED BY WILLIAMS, AND CARRIED UNANIMOUSLY IN ACCORDANCE WITH THE BYLAWS, TO FORWARD TO THE MEMBERSHIP CHANGES TO INCLUDE ALL DIVISION PRESIDENTS-ELECT AS FULL VOTING MEMBERS OF THE NATIONAL EXECUTIVE BOARD.

President Spradley led the board in further dialogue regarding the addition of two appointments from the Equity Committee to the board. The board discussed the difference between appointed and elected members of the board, the shift in culture this change in status of board members would cause to the organization, the thought of how best to bring people with DEIA experience to this board and how these individuals would be vetted, and how to speak to representation issues on the board. The board discussed the recommendations from the Cook Ross Study which advocated for this change to the board, as well as the current pipeline to leadership. The board spoke about how the states were incorporating their Equity Committees into their state MEA board work and the need to research that process in order to help frame the best structure at the national level. President-Elect Sheehan was tasked with leading this research with the Division Presidents to find out more details from the state MEAs.

IT WAS MOVED BY RAIBER, SECONDED BY SALVADOR, AND CARRIED UNANIMOUSLY, TO TABLE THE MOTION THAT THE QUESTION BE PRESENTED TO THE MEMBERSHIP TO REQUEST APPROVAL OF AN AMENDMENT TO THE NAFME BYLAWS TO ADD TWO EQUITY COMMITTEE APPOINTMENTS TO THE NEB.

VII Old Business

President Spradley led the board in a discussion of upcoming travel and events. President Spradley thanked Eastern Division President Sue Barre for working with the Division Presidents and bringing their thoughts and suggestions regarding upcoming travel and events to the board. Mr. Woodside also thanked Eastern Division President Barre for these efforts. Mr. Woodside reiterated that the organization is not making its revenue goals, and the board should remain thoughtful about how funds are spent. Mr. Woodside stated that if it is determined to be the board's will to resume travel to state MEA events, that directive can be provided and NAFME will facilitate, and signed documentation related to COVID risks will be required. The Division Presidents requested the ability to attend in person conferences if invited and if they are individually comfortable with the health situation related to the location of each invitation. The Division Presidents also requested funding for travel to said events. It was decided the same funding allotment would be provided to each Division President and the Division President would determine how that funding allotment was spent on travel.

President Spradley reviewed the planning and details for the National Conference in November 2022, as well as the current planning for National Assembly 2022. Mr. Woodside asked the board for further guidance in order to finalize plans for National Assembly 2022. Staff reviewed the research done to date for an in person "skinny" National Assembly that was bylaw compliant. It was noted it would be helpful to have dates to work with to continue planning for National Assembly 2022. President Spradley requested that President-Elect Sheehan work with staff before the next board meeting to narrow down the dates and bring that back to the board to finalize.

VIII Adjournment

IT WAS MOVED BY HODGSON, SECONDED BY BARNES, AND CARRIED UNANIMOUSLY TO ADJOURN THE NATIONAL EXECUTIVE BOARD MEETING ON TUESDAY, OCTOBER 26, 2021, AT 8:01 P.M. CENTRAL TIME.

