**SAS GOVERNING BOARD MEETING MINUTES**

**NOVEMBER 20, 2017**

**TELECONFERENCE, 2:00 PM**

**I. Call to Order** Greg Klunder

**II. Roll Call** Gloria Story

|  |  |  |
| --- | --- | --- |
| **Voting Executive Committee Members:** |  |  |
| **Position** | **Name** | **Attendance (√ = present, empty = absent)** |
| President | Greg Klunder (GK) | √ |
| President-Elect | Mike Carrabba (MC) | √ |
| Past President | Ellen Miseo (EM) | √ |
| Treasurer | Diane Parry (DP) | √ |
| Secretary | Gloria Story (GS) | √ |
|  |  | 5 of 5 |
| **Elected Governing Board Delegates:** |  |  |
| **Name** | **Attendance (√ = present, empty = absent)** |  |
| Laura Bush (LB) |  | √ |
| Rina Dukor (RD) |  | √ late |
| Karen Esmonde-White (KEW) |  | √ |
| Igor Lednev (IL2) |  |  |
| Bernhard Lendl (BL1) |  |  |
| Michael George (MG) |  | √ |
| Glen Jackson (GJ) |  |  |
| Brian Marquardt (BM2) | Rob Lascola appointed as delegate | √ |
| Jean-Francois Masson (JFM) |  | √ |
| Scott Rudder (SR) |  | √ |
|  |  | 5 of 10; 7 of 10 later |
| **Regional/Technical/Student Delegates:** | |  |
| **Representing** | **Name** | **Attendance (√ = present, empty = absent)** |
| Baltimore Washington |  |  |
| Chicago |  |  |
| Cincinnati | Megan Schmale Stanton (MS) |  |
| Cleveland | Ka-Pi Hoh (KPH) |  |
| Delaware Valley |  |  |
| Detroit | Ian Lewis (IL1) | √ |
| Houston |  |  |
| Indiana |  |  |
| Intermountain |  |  |
| Mid-Michigan |  |  |
| Minnesota |  |  |
| New England | Richard Crocombe (RC) | √ |
| New York |  |  |
| Niagara Frontier |  |  |
| Northern California |  |  |
| Ohio Valley |  |  |
| Pacific Northwest |  |  |
| Piedmont |  |  |
| Pittsburgh |  |  |
| St. Louis | Lynn Zhang (LZ) |  |
| United Kingdom | Pavel Matousek (PM) |  |
| Process |  |  |
| Forensics |  |  |
| Chemometrics | Barry Lavine (BL2) |  |
| Chirality |  |  |
| Atomic |  |  |
| Coblentz | Brandye Smith-Goettler (BSG) | √ |
| CNIRS |  |  |
| Arizona State University |  |  |
| Brigham Young University |  |  |
| Clemson |  |  |
| Iowa State University |  |  |
| Purdue University | Ahmed Elsied (AE) |  |
| Truman State University |  |  |
| University of Buffalo |  |  |
| University of Delaware |  |  |
| University of Idaho |  |  |
| University of South Carolina |  |  |
| University of Utah | David Bryce (DB) |  |
| University of Wisconsin-Milwaukee |  |  |
| ADIS | David Heaps (DH) |  |
|  |  | 3 of 41 |
| **Second Past President Delegate:** |  |  |
| **Name** | **Attendance (√ = present, empty = absent)** |  |
| Diane Parry (DP) |  | counted as Treasurer |
|  |  |  |
| **Non-voting EC members:** |  |  |
| **Position** | **Name** | **Attendance (√ = present, empty = absent)** |
| Membership Coordinator | Ingeborg Iping Petterson (IP) |  |
| Newsletter Editor | Shawn Chen (SC) |  |
| Section Affairs Coordinator | Robert Lascola (RL) | Counted as a delegate |
| Web Editor | Anna Donnell (AD) |  |
| Student Representative | David Bryce (DB) |  |
| Journal Editor-in-Chief | Michael Blades |  |
| Journal Editor | Sergei Kazarian (SK) |  |
| Journal Managing Editor | Kristin MacDonald (KM) |  |
| Parliamentarian | Ben Manard (BM1) | √ |
| Executive Director | Bonnie Saylor (BS) | √ |
| Office Manager | Stephanie Iocco (SI) |  |
|  |  |  |
| Total number of voters present: |  | 13; 15 later |

**III. Meeting Rules of Order** Ben Manard

BM advises we are following Robert’s Rules of Order and SAS Bylaws and Constitution.

**IV. Discussion**

GS - 5 of 10 elected delegates are present – quorum not satisfied. GK – need to vote via email. Asks Rob Lascola (RL) to be a voting delegate. GK – Thanks to Diane for all the work to gather the information needed for the call.

**V. Budget** Diane Parry





Had enough time to cover all the questions and answers. Most have indicated they are ready to approve. Changes to expenditures can be adjusted throughout the year. If all on EC work to control costs (travel), I’m ready to move forward for approval. MC – Series of Q&A went out. Address any discussion here. Office salary budget increase for SI – no vote recorded in minutes. BS – In 2017 budget. DP – Discussed at PittCon. BS – during Bruce’s tenure. IL1 – Note – approved at Governing Board. MC – Locate the vote on it. GK - $7000 increase includes commission? DP – That is my understanding. BS – Bill’s commissions are separate from salaries. IL1 – Quick books check. DP – Not passed on. GK – Bill’s commissions are separate? BS – Yes. GK – Taxed? BS – Yes. IL1 – SI gets 10% commission. MC – Trying to understand the numbers. DP - $1.20/year and commission in same row. BS – The vote happens at SciX during budget. DP – Had to get taxes gathered this week too. MC – Look into this part of budget. BS/DP – Will be resolved carefully. GK – Any other follow-ups? EM – Recoup of bad debt? Discrepancy of bad debt and commission. DP – Bad debt written off. SI worked to get a chunk back but not all cold be recovered. Met with BC. We agreed to charge billing procedure. No action to recoup from BC or TPM. EM – commission on money never collected. Do we have any negotiating point? Discuss with TPM to reduce commission to recover it? MC – Lost more than documented – 90K vs. 70K. DP – Basically BC got a higher commission. BS – We could change verbiage to payment after collection. IL1 – Thought that was true when SI started earning. DP – Thought that was true…need to check. IL1 – Not only that, but we underwrite his travel to other meetings to sell advertising. MC – Think BC could say we should have done the collecting. DP – The real point is not having BC would be bleak. MC – Not talking about eliminating BC; not clear about his projections. DP – We’ve accounted for the lower estimates in the current proposed budget. MC – We should be able to see October numbers. $12,012 print revenue (Journal), $1,645 First eNews, and $1,205 Marketplace – $14,862 total. Total ad revenue = ? Total web revenue = ? DP - $21, 175 through October for web revenue. GK – A little lower with 2 months left for 2017 – not expected. DP - $101,435 through the end of October. GK – Close to target as currently set by DP. MC – Not expected budget. DP – Only asking to approve conservative budget. MC – Declining membership. Key question – budget doesn’t allow to create a kitty to invest in membership growth initiatives. SR – conservative budget? Especially Journal advertising. How are you determining reductions? DP – Industry trend and our own experiences. Go to slide 10 – 15.5 – 13% reduction. Print sales going down 15% a year. We’ll go down 16% to cover this trend. RC – Epiphany after changing jobs. The trends in unsettling at the tracks. DP – We’ve been here when IL1 and DP were Presidents. We both made plans to move up from there. This conservative budget is as close to a plan as we can have. We’ll use this as a place to start and we need to go off and find other avenues. EM – We are a scientific community. We need to plan a budget that makes it easier on future presidents. DP – But we have to start someplace – this is what is there. MC – We need to be able to reserve a kitty each year to invest. $5000 doesn’t do us. DP – WE get nothing from our national meeting. Print income is going down. BS – You can’t back financial on membership. We have no meeting. The Journal supports itself but it also supports the Society. GK – Need to consider a 3-year plan to turn it around. JFM – income from SciX. DP – None. IL1 – SciX never gave an annual amount, only during surplus. SAS had 40K and it has been spent down. MG – Need to move on – will we get anywhere now? DP – Are we generally aligned with current plan and ready to move forward?

Quorum check by GS – 7 of 10 delegates with GK’s appointment of RL as delegate.

MC – Anything to sharpen now? DP – Voting for a starting budget for 2018. IL1 – Not enough funds to invest in improving the Society. MC – 60th Anniversary – additional 5K. If no money around, can’t create a proposal. DP – the proposal was there – but dropped. BS – AW going out to get donations. EM – No. BS. There is no donations from sponsors due to economy. Agree with IL1 and MC – got to go beyond the status quo. RD – What do you mean by status quo? RC – You send newsletter info to your current members. We need to drive traffic to website. BS – We do all the time. RD – What does this have to do for the budget? IL1 – We couldn’t do a new journal due to no money. New advertisers, new members, etc. RD – Not only no money; concerned about running another journal – so many out there. Don’t recall that we nixed the idea due to money. DP – Our strategic plan for 2020 Vision was voted at the Governing Board to grow revenue. MC – agreed. Our income from advertisers is declining and our new initiatives aren’t replacing it.

GS had to leave at this time for a work meeting.

**Notes taken by BS:**

Rina moves to approve conservative 2018 budget. Diane seconded the motion.

Ellen wanted to include a friendly amendment that said we approve the conservative 2018 budget, but that the treasurer look at the budget to come up with expense cuts to bring us in the black by $30,000.

Rina rejected the friendly amendment.

Vote taken on original motion. Motion fails 10-5

Ellen moved to approve the conservative 2018 budget, but that the treasurer, in consultation and with approval of the EC, look at the budget to make cuts to the bottom line of expenses to bring bottom line of the budget into the black by $35,000 to be done by December 15, 2017. Second by Ian.

Discussion

Rina no basis in terms of numbers. Number of $35,000 was pulled out of the air. Would be nice to have a proposal that justifies why and how this would happen. How can they do this by December? Not a realistic proposal. There are only certain places left to cut so what else are we really considering. Be honest. Are you proposing to decrease the salaries, tour speaker, insurance etc. Be honest and say what you really want. Greg there are many areas up for consideration. Rina, why are you playing games? What do you want to see cut?

Mike called the question. Ian seconded. 14 agreed to the call the question and 1 No (Diane) Passed

Ellen amended her motion to include a target phrase.

New motion

Ellen moves to approve the conservative 2018 budget, but that the treasurer, in consultation and with approval of the EC, look at the budget to make cuts to the bottom line of expenses to bring bottom line of the budget into the black by a target $35,000 to be done by December 15, 2017. Second by Ian. Motion passed 13 yays and two abstentions (Diane and Rina)

Rina for the record has never seen this type of process in any org she has ever been part of and she is very disappointed and disturbed. The EC has had this for several weeks and contributed nothing and this is all very sad and disappointing. It was clear from the beginning how everyone would vote on this. She loves everyone on the board and EC as friends and humans, but this is setting a bad precedence and the process and the reasoning behind the requests needs to be open and above board.

Ian noted in response that not a single governing board member voted against the motion. Rina said that cutting $35,000 should not be the EC decision alone.

Mike George said in response to Rina saying she knew how people would vote that she was incorrect and that he has changed his mind several times and he is slightly insulted.

Rina said she was just saying it’s a strange process that never happened before. Rina said she can read the financials and can see where the cuts are. So we either cut salary or the meeting expenses for EC travel. Otherwise we are only cutting a $1000 here or there. Mike Carrabba has been working on a proposal to partly do what she just said about EC travel. We are moving forward on that. All things are being thought about.

Scott Rudder noted he is new to this team, said this forces us to take a critical look at line items to see what is not working for us. Mike Carrabba noted that free student memberships are an example of something not working. We are not keeping students.

Diane was asked to come up with a three-year plan to be presented at Pittcon. Diane noted that this was what the 2020 process was about and we made strides with it.

Mike Carrabba noted we need to get an EC meeting on the calendar to discuss the cuts that need to be made. Bonnie to set-up.

Adjourn

Secretary Notes from EC email thread:

There were email discussions among the voting EC members [GK, MC, EM, DP, and GS – 12/20/17] with a final approved 2018 budget with discussion by DP as follows:

All,

Coming out of today’s budget discussion is the enclosed for 2018, with:

1)      Revised Office expense, line 6000.  Includes $3000 for expected sponsor sales by Stephanie, but is corrected to be $5189.60 less than previous proposal.  I also reduced related payroll taxes in 6040.

2)      Revised PittCon spending for EC.  I took Mike’s total PittCon spending number down to $14,733.98, to reflect me, as Treasurer, not asking for money for PittCon travel.  Since the $17,000 amounts were split between travel and lodging for SciX and PittCon, I replaced both lines with ($17,000/2+$14733.98/2) = $15866.99 on lines 6101 and 6103.  This captures an additional $2266.02 in savings over the last budget proposed.

3)      Reduced Office PittCon spending to only one person traveling.  This reduced line 6850 by $2500 over the previous budget.

4)      Eliminated the Student Event at PittCon.  This reduced line 6435 by $2500 over the previous budget.

5)      Increased Marketing Clearance spending by $7000 to $15,000 on line 8950.

Net, bottom line improvement to $10,977.39, with increased Marketing spending.

Happy Holidays!  Diane

