

JULY 25, 2014 MEETING OF THE GOVERNING BOARD OF THE PCA/ACA IN COLUMBUS, OHIO

VOTING BOARD MEMBERS PRESENT, EITHER IN PERSON OR BY TELEPHONE/SKYPE

Roger Adams  
Lynn Bartholome  
Paul Booth  
Bruce Drushel  
Gary Edgerton  
Allen Ellis  
Gary Hoppenstand  
Mike Marsden  
Jay Nelson  
James Von Schilling  
Elwood Watson

VOTING BOARD MEMBERS ABSENT

Tricia Jenkins  
Vicki Karaminas  
Royce Smith

LEGAL COUNSEL PRESENT FOR A PORTION OF THE MEETING

Jim Petrie of Bricker & Eckler LLP  
Kevin Kinross of Bricker & Eckler LLP

The Meeting was called to order at 8:50 AM.

Upon a motion duly made and seconded, the Board appoints Mike Marsden to serve as Secretary to take minutes for the meeting.

Upon a motion duly made and seconded, the Board went into Executive Session to have privileged discussions with legal counsel.

Upon a motion duly made and seconded, the Board concluded the Executive Session and upon a motion duly made and seconded following such Executive Session, the Board unanimously adopted the following:

RESOLVED, that the April election of a President was invalid, that nominations for an Interim President from among members of the Governing Board be solicited immediately, that the Interim President

cannot be a candidate in the election of Vice President/President-Elect position, that a committee be formed to establish election protocols for officers and board members and report back to the Governing Board by October 1, 2014 and that a new electronic election for Vice President/President elect be conducted by November 15, 2014.

Upon a motion duly made and seconded, the Board unanimously adopted the following:

RESOLVED, that Mike Marsden be appointed Interim President from this meeting until the new President assumes his/her duties at the Association's 2015 National Conference in New Orleans.

Upon a motion duly made and seconded, the Board unanimously adopted the following:

RESOLVED: A subcommittee of the Board composed of Bruce Drushel, Chair, Gary Edgerton and Paul Booth establish the election protocols by October 1, 2014 to be reviewed by the full Board as soon thereafter as possible.

Upon a motion duly made and seconded, the Board unanimously adopted the following:

RESOLVED: In light of Jennifer Tebbe-Grossman's resignation as Vice President of Awards, effective July 7, 2014, that Roger Adams serve as Interim Vice President for Awards until such a time as a formal election for the position is conducted at the Association's 2015 National Conference in New Orleans.

Upon a motion duly made and seconded, the Board unanimously adopted the following:

RESOLVED: A subcommittee of the Board composed of Lynn Bartholome, Chair, Elwood Watson and Gary Hoppenstand is to prepare potential recommended revisions of the Bylaws, in consultation with the Association's attorneys, for consideration by the Governing Board by February 1, 2015.

Upon a motion duly made and seconded, the Board unanimously adopted the following:

RESOLVED: Kathy Merlock Jackson be issued a formal contract to complete her five year term as Editor, concluding in December of 2017. In addition, the Interim President is directed to rescind the letter of the EDOC sent to Dr. Jackson in 2013 and to forward a formal apology on behalf of the Governing Board. This motion was approved with the understanding that the appropriate representative from Wiley Publishers concurs with this Board action.

Upon a motion duly made, seconded, and approved, the Board went into Executive Session to have privileged discussions with legal counsel.

Upon a motion duly made, seconded, the Board concluded the Executive Session and upon a motion duly made and seconded, the Board unanimously adopted the following:

RESOLVED: To direct complaints regarding the April 2014 election filed by Royce Smith, Joe Hancock and Gary Burns to the Subcommittee of the Board previously charged with developing election protocols for them to investigate these complaints and make recommendations to the Board by October 1, 2014.

RESOLVED: To establish a subcommittee composed of Lynn Bartholome, Chair, Tricia Jenkins, and Gary Hoppenstand (with alternate James Von Schilling) to consider the complaints about gender discrimination and harassment filed by Mary Finley and Joy Sperling and charge them with investigating these complaints and making recommendations to the Board by October 1, 2014.

RESOLVED: The Interim President is directed by the Board to request annual budgets from the Treasurer from 2012 forward, including the proposed budget for 2014-2015 in time for discussion at the fall meeting of the Board. Included in the past reports are to be clear and complete expenditure explanations.

RESOLVED: The minutes of the May 8, 2014 meeting of the Board stand approved. (Bartholome, Edgerton, Hoppenstand and Marsden abstained since they had not been present at that meeting.)

RESOLVED: All requests for legal counsel must go through the Interim President of PCA/ACA.

It was duly noted that the motion to establish the position of Vice President for Diversity and Outreach was adopted at a previous Board meeting. Since it will require a change in the Bylaws, it was referred to the Board Subcommittee on proposed changes in the Bylaws.

It was also duly noted that the Director of Events is in the probationary year of a contract per the Bylaws and that the EDOC will need to arrange for an appropriate evaluation of the Director's performance. It was recommended that an evaluation occur in October, which will be six months from the start of the employment in March of 2014, and again at the end of the twelve months of employment in February of 2015.

Having no further business to discuss, upon a motion duly made and seconded the meeting was adjourned at approximately 3:00 PM.