

AAR-WR BOARD OF DIRECTORS MEETING
24 March 2012
Santa Clara University
Santa Clara, CA

Present: Susan Maloney, Rebecca Moore, Theresa Yugar, John Tubera., Sara Frykenberg, Kahena Viale, Souad Ali, Emily Silverman, Kristy Slominski, Jonathan Lee, Philip Boo Riley, Franz Metcalf. AAR National Office Guest: Deborah Minor, Finance Office.

The meeting began with introductions, as this was Sara Frykenberg's first board meeting. Officers then turned to the distributed agenda.

1.

The first item was the AAR-WR financial report. Susan Maloney presented, beginning by referring officers to the AAR-2012 Projected Expenses printout. She explained that what was not on there were projected revenues, reminding those present that this is the first year revenues for AAR-WR are being collected separately from SBL-PCR. Our projection for expenses will be a bit higher than last year. She asked for questions.

Rebecca Moore moved for the adoption of AAR-WR Finance Report March 12, 2012. Soad Ali seconded the motion. Metcalf called for a vote. The adoption passed unanimously.

Emily Silverman commented that we seemed on budget, and that this was good. Maloney agree that, yes, everyone really gives, and each institution gives facilities gratis. That is very unusual. Deborah Minor remarked that the Upper Midwest region always meets in same place, but she didn't know if the region had to pay for that venue. Maloney added that this is the second year that WECSOR has been here at Santa Clara University with Boo as liaison and that's been wonderful.

Maloney reminded the Board that the WESCOR budget will look like this only this one last year. With last year's figures, you can see income by organization. She has a detailed budget, if anyone wants to see it. If you look at June 25, 2011, bottom line, that's our expense account for the 2012 conference. This year, WESCOR decided to hire a conference coordinator/manager. Next year will be different.

Franz Metcalf then explained the need for a conference coordinator and its tension with reduced income, this year, due to lower attendance.

Maloney commented that the current situation regarding WECSOR is difficult and negative, this breakup, but it also frees us to be more creative. Moore reminded the

Board that WESCOR decided it was necessary to have a coordinator and that Franz had done it, last year. Maloney added that it was tough to get this through. Metcalf pointed out that this one-year position replace the Executive Secretary position on the WECSOR Board. Maloney, thinking of future years, observed that this position looks good on a resume, but that professionalizing the position was important, so the Executive Committee highly recommends adding this to the budget for next year. Ali remarked that it was hard on Franz to do this while being Vice President and Program Chair. Metcalf added that Maloney did a great deal of the work and this needed to be in the minutes. Maloney concluded that it was a learning experience.

Metcalf then reported that revenues were down significantly from the previous year and Maloney responded that we'll still have a cushion for next year. And, further, we'll be able to control our conference more readily. Silverman wondered what would happen if you wanted to present and attend both conferences (AAR-WR and SBL-PCR). Maloney responded that, this year, we could cross over. Metcalf and Ali both expressed the need to set this in policy for future years. Maloney agree it was good to cross over, but it will also be good to keep the expansive, open character of the region in the policies. There was some discussion (some of it humorous) of how, at at national level there's a divorce, but here we are working on an amicable parting.

Moore observed that we were going to Skype in Regina Pfeiffer from Hawaii. [Meeting paused while wireless connection efforts were made. Finding it impossible to bring in Pfeiffer, the Officers returned to the agenda.]

Minor commented that it took years, after the national split, to pull things back together. She cautioned us not to divorce and then come back together. Maloney replied that the current situation leads to a lot of wasted energy, but we voted and went to SBL with our vote as a responsible policy. We don't want Officers to burn out from just one meeting a year. Minor shared that Charlie Hawes, her counterpart at SBL, feels that, since the minutes from last year's meeting are not yet accepted, SBL-PCR's status is unknown. Moore responded that they voted to dissolve and be a meeting-only organization, last year. Minor told the Board that SBL national doesn't necessarily see things that way.

Maloney then began to fill all Officers in on the larger picture. She detailed how AAR national has pushed each region to be a Georgia LLC but has given us freedom to remain part of our own separate organization. AAR-WR felt that, as we were only meeting briefly and we were uninsured, AAR national's offer was appealing. What happened then was that AAR-WR voted to withdraw from WECSOR. You'd think that would be easy, but it's not. To withdraw effectively means we need to dissolve WECSOR. She called a conference call on March 12, 2012. On that call, WECSOR Board voted to go ahead and give the two Presidents authority to hire a lawyer to advise us on

the dissolution process. We did so and he provided a report. The Regional Coordinators Maloney and Jacobs were then to talk again and report to the Board.

Calls, emails, and faxes from Maloney were not returned. Minor introjected that there are some communication issues, it seems, on the SBL side between regional and national levels. Maloney continued, saying another issue is that Mignon Jacobs (SBL-PCR Regional Coordinator) told her ASOR was part of the WECSOR board and needed to be included in this process. She clarified that she did a full search with the California Attorney General's office and this is not reflected in any recorded by-laws. Whether they were changed in principle, there is no evidence they were changed legally. She concluded that this means the way we've been operating the last three years is correct. The board is welcome to the full history of the investigation and the emails. Ali asked why the old by-laws were revised to reflect new realities? Maloney sighed and related that minutes weren't even properly recorded. WECSOR was not functioning well and she wouldn't want any of you to have to be on that board.

Kristy Slominski observed that this discussion was related to item eight on the agenda and asked if we should we turn to that.

8.

Metcalf explained the agenda item: that we have discussion and a possible vote on a proposal that Maloney, Moore, and Metcalf stay on with WECSOR as AAR-WR representatives through the WECSOR dissolution process. He related that, ordinarily, Moore would move off, Maloney would be termed off, and Riley would come on, but—given that the current WECSOR Board will, we believe, be voting to dissolve—it seemed appropriate not to rotate anyone on or off the Board.

Moore suggested we finesse the language so that it said something like “existing board representatives shall continue through the dissolution process, given that that is acceptable according to WECSOR by-laws.” Maloney agree, saying we would have to change or work around the rules during tomorrow's meeting. But, if that failed, we could have Moore advise Ali on the WECSOR Board. At this point, Minor declared that Maloney would still be on the WECSOR board, according to its by-laws. Maloney expressed that that was good.

Maloney was concerned about this because we're working on three legal procedures to effect the dissolution, including giving away the money to another comparable non-profit, but there's a great deal of paperwork. Still, we can avoid some of that by waiting until we spend down the WECSOR money before we finalize the dissolution. She promised our Executive Committee would strategize this before tomorrow's meeting.

Metcalf wondered whether Maloney would be off the AAR-WR Board beginning Monday or not until November. Minor pronounced [having been scrutinizing the WECSOR by-laws] that WECSOR follows AAR-WR by-laws in this case. And Maloney added that the AAR-WR by-laws say November on page eleven. Minor warned that,

when the new operating agreement takes effect, things will be unclear. Maloney wondered if we could vote to approve the new operating agreement, but have it take effect later. Minor responded that there are two possible dates for it to take effect: March 1, 2012 or, less preferably, when the regional membership votes. **Silverman asked if Maloney could have a new term. Minor replied, according to AAR National this is not possible; this has been explicitly rejected by the lawyer. Metcalf observed that then we *must* delay the vote for membership.**

At the point, Moore went to the white board and made a flow chart of necessary steps in the **dissolution process for WECSOR**. She concluded we could have a preliminary tap on the agreement at the Business Meeting on Monday. We could even make a recommendation to the membership to adopt the agreement. Minor pointed out that we could discuss the matter in the Business Meeting and do a Survey Monkey vote, later. She wondered if we could handle the Regional Coordinator issue and the operating agreement issue in the same Survey Monkey email and asked how long the dissolution could take. Maloney responded that it was difficult to project. According to the by-laws, all that is needed is one vote from each organization and WECSOR would be done. Her gut feeling was that, because we didn't have the finances in, we would have to do a conference call. Metcalf agreed that there was no chance at all to vote without accounting being done, first. Maloney added that we needed all our ducks in order to give away the money. We needed the decision to spend down the money. Moore pointed out that these requirements run parallel: we would attempt to get a vote on the five steps we planned to do, including giving away the money. Minor introjected "a plan of dissolution." Maloney mentioned we needed to be clear which by-laws we were operating under. Minor cautioned to reserve funds for the dissolution process fees. Metcalf responded that we would clarify and reserve those fees and so they would bring the balance to zero.

Moore requested a voted of the Board authorizing Maloney, Moore, and Metcalf be a committee to make the dissolution proposal to the WECSOR Board. Ali seconded. Moore **amended** the vote thus: "and to follow through with the dissolution process" and asked if Metcalf had this in the minutes. Metcalf said yes. The vote was carried unanimously.

4.

Metcalf introduced the question of Board Officer terms under the new operating agreement, especially the question of the Student Representative possibly moving from a three to a two year term. He asked Minor for her opinions. Minor answered that, according to AAR national, the graduate student committee officers' terms are two years and are January through December. Slominski said it seemed there was a movement on the committee to not have anyone else from the region other than the student representative. Minor reassured Slominski that AAR National was not taking people off the committee. Slominski said that, ideally, she would still be the student

representative from AAR-WR. Metcalf pointed out that Slominski could rerun, in contrast to Maloney's situation. Slominski replied that she would feel bad if she couldn't complete the second term, owing to having graduated. Maloney and Emily Silverman reassured her that we can adjust; don't feel bad. Maloney pointed out that people are more willing to serve if you mentor them, and Slominski could do this if she ran again. When Slominski said that three years sounded like a lot, Metcalf interjected that we could change the operating agreement to make it two years; that would be perfect for her. Moore agreed that we hadn't adopted the agreement yet, so she would make that change. She then suggested that, on Monday, the Board should say "this is what we're thinking." We could then put out the reaffirmation and final vote, in the future, or we could vote on Monday and say officers would serve as per the new operating agreement. Metcalf commented that that latter would be cleaner. Minor pointed out that, last year, National had a gap in service with one regional coordinator. Maloney related to Minor that, in this region, we've talked with possible candidates, first, and only then gone into a formal process. Moore summed up by saying that officers in place would continue through their terms as under the old by-laws. There would be no new clock giving starting their terms afresh.

3.

Metcalf suggested we keep going on this topic while it was on the Officers' minds. Maloney asked if we could go page by page. Metcalf agreed. Maloney queried what was the fiscal year? Minor answered, July 1 to June 30. Silverman said that we needed to have this explicitly stated. Minor replied that she had gone ahead and put this addition in article one. Maloney prompted that, on page two, under policy file, we needed to talk about who was going to put that together. Moore replied that she had done that; it was online. Maloney queried regarding 2.04, "registered office," who was the attorney. Minor answered that the named attorney was the boss of the one we'd been working with. Maloney added that we should always go through Minor, before going to a national lawyer. Minor agreed that, yes, she was the one to handle such issues and the reason we pushed to have all the regions through Georgia, was that I could do more work for you. It wasn't about power. (Minor, and then others, laughed.) Yugar mentioned that, in the process of changing officers, the mentoring mentioned earlier needed to be integral. Metcalf commented that this was exactly what Yugar was embodying in her own officer position, right then.

Maloney then drew attention to page six, in the middle of "C." She proposed that reasonable compensation for services performed by the conference manager was appropriate, but that the whole Board was accountable according to the operating agreement and the Board needed to discuss this. Ali asked if the conference manager was an officer or not. Moore noted that, in WECSOR, this officer was a non-voting member; we might make this person non-voting. Silverman noted that it was healthier to do it this way so that the manager could focus on their job and attend meetings only as necessary. Maloney voiced that she was advocating this person be paid, but why

would they be on the Board. Minor noted that only Board members would have the power to bind AAR-WR and AAR national in a contract. So, if there is a meeting planner not on the board, they would not be able to sign the contracts. Moore added that, if they were on the board, then a second party wouldn't have to be supervising them. Silverman asked if they could be accountable to the Vice President. Slominski (who had looked up the matter) announced that, according to section 402.b, the manager was an ex-officio member of the Board. Maloney opined that this person needed to be an employee and would be required to be in constant communication. Ali added that the main reason we were all working together on this was that we didn't have one person to put everything together. If we had had one person, that might have been an executive position with "executive" in the title. Maloney responded that then that might compromise Ali's desire to be in charge of the meeting in Arizona in 2013. Ali replied that she still wanted that, but the manager needed to be able to actually manage the conference. Moore suggested that in item 402b we eliminate the "annual conference manager" line. On vii, on the next page, remove this as well. Minor and Philip Riley emphasized we needed to be careful to coordinate language on every mention of the position and gave further examples where the manager position was mentioned. Moore observed we were talking now about taking the entire position out of the operating agreement. John Tubera added that, if we excise the entire position, then we needed to change the Vice Presidential description to say the Vice President would design and envision the conference and then we needed to put in the *policies* that there would be a person who would be the conference coordinator. Ali commented that this position paralleled the webmaster position. Maloney responded that our current webmaster, Tim Helton, had done a good job without pay, but we may want to move to a paid position as Helton refused pay partially due to an awareness of the danger of increasing the position's job load.

Maloney pondered that we'd been building up our program units for the last 15 years and queried whether all the work we'd done with unit chairs and their roles would go in the operating agreement. Several voices replied that that belonged in the policies. Moore added that we had a draft of that and Metcalf called it a scaffold we could build on. Ali commented that, for National, we have main sections and each section has groups within it; it might be time for us to grow the groups in AAR-WR. Moore responded that we'd not pushed this because we didn't want to compete with ourselves. It had been a case of controlled growth. She didn't want to stifle creativity, but she also didn't want sessions where panelists outnumbered attendees. Ali replied that the Islamic unit had pushed this about as far as they could: once they went beyond three sessions with four presenters, each, they would be in need of a new unit. Tubera asked if we needed to clarify language in the operating agreement on this. Riley wondered, in terms of this document, was it clear what the body was that made decisions regarding program units. Ali answered that it was usually the chairs who were in contact with the VP/PC. Riley reiterated that we had lost something the

paragraph before. We removed the language about the program manager. We had two models: first, that the VP would hire and approve the program manager; second, that the Board would hire that person. He expressed his preference that the Board had that power. Slominski proposed changing language in section 402b to read that the Board would create additional officers and have authority to hire other positions from time to time. Kahena Viale noted that there was a typo on page six, taking money from SBL. Metcalf replied to Slominski, wondering if section 402b might say it was the Executive Committee that hired the manager. Minor added that that had been an issue the lawyer had raised. If the Board is the actual governing body, then it would take eight persons for a quorum and thus five votes to pass votes. Maloney proposed giving the power to “the Executive Committee of the Board.” Slominski pointed out that the student director is on the Executive Committee of every other region. Minor replied that the Executive Committee in those regions is the equivalent of the AAR-WR’s whole board. Moore voiced that the Committee approves program units, sets the agenda for the Board meeting, does other tasks necessary to make the Board function, and carries out responsibilities approved by the Board. Tubera wondered if we could specify that the Executive Committee would carry out duties approved of by the Board. This may include matters as come up from time to time.

Maloney proposed a two minute break and asked the Officers to consider anything that the Executive Committee had done that Officers would have wanted to have been part of, because we wanted to have efficiency, but also involvement. Tubera replied that the policy document could have some institutional history as part of it. This could clarify some of these issues. Maloney agreed that this could explicate the corporate culture. Tubera continued, saying that was what we wanted to see continue – and that it could not be in the operating agreement. Riley added, but that there needed to be a hook for it present in the agreement.

[There followed a several minute break.]

Metcalf proposed that we needed three elements in the Executive Committee language: who, what, and oversight, and that it seemed to him we had no oversight. Silverman suggested the Executive Committee was functioning well with its four members. Riley commented that we all agreed, but what were the Executive Committee’s responsibilities to the Board. Maloney answered a quarterly report to the Board would be a minimum. Silverman responded that we met twice a year, already, was that not enough. Maloney answered, no, four times is reasonable, via conference call, for example. Ali pointed out that, for example, the Executive Committee had approved a co-chair the past week, even though they weren’t involved. Moore answered Metcalf’s concern by asserting that the larger Board can revoke decisions made by the Executive Committee. Metcalf, surprised, asked where that language was. Moore read it aloud. Metcalf asked the language to be changed to add “and revocable.” Riley pronounced that this change, coupled with Maloney’s reporting proposal, should be satisfactory to

assure the Executive Committee functioned with appropriate responsibility to the Board.

Maloney asked one more question: could the region accept donations. Minor answered that, once the new operating agreement went into effect, yes, you could now accept tax-deductible donations.

Moore asked what was the official residence of AAR-WR materials. Minor remarked that these would be safer with them at National. Moore announced she was happy to send them to Atlanta.

Slominski turned attention to section 402dv, mentioning that it said the one Representative would be picked by the Directors. Since we were all Directors, that was a problem. Minor proposed letting the student be a Representative for a year before they could be a committee member. Moore asked why this language did not allow that. Riley asked if this could be an Executive Committee vote. Moore voiced that one student Representative shall be elected to be on the national council.

7.

Slominski now described how she had been working on increasing student participation on student issues. She had proposed to the Executive Committee a graduate student program unit. But she added that, in section 405, program units are not defined. She proposed changing the language to "policies approved by the Board of the regional group." She further added that the student director does not have to be a graduate student. Maloney asked if Slominski could work within the three year review process. Slominski answered, yes. Moore called for a vote approving Slominski's proposal. The proposal was approved.

[I'm kind of making this up. My notes have a lacuna. Did this happen?]

6.

Metcalf turned attention to the replacement/renewal of unit chairs who were terming out (in preparation for the Unit Chairs Meeting). Ali mentioned that we had several terming out chairs. Moore announced we needed to talk to them. Slominski proposed putting a list of open position as the registration table. Metcalf agreed this was a good idea and said he would print that out that night.

5.

Metcalf called for a report on progress toward the 2013 AAR-WR meeting at Arizona State University. Ali described her excellent strides, saying that she had received a commitment from the Dean's office to pay for rooms at the center and that there was \$2000-3000 earmarked for a speaker's fee for Dr. Leila Ahmed. In addition, we would be having the reception in the campus's most beautiful room with money for food costs.

Riley wondered whether SBL's presence had been part of the conversations. Ali replied that Mignon Jacobs (SBL-PCR Coordinator) needed to contact the deans. Maloney commented that she didn't see parallel events as being a problem. It had happened before and she couldn't imagine this being negative. Riley replied that he could imagine his dean being angered if someone else went to him and wanted the same deal that he had gotten for AAR-WR. Ali reassured the Board that she had already told her dean about SBL's possible presence.

2.

Metcalf then moved attention to the position description for the AAR-WR Regional Coordinator, asking Maloney if she wanted to say anything about what she'd done, looking for a replacement. Silverman asked how we could keep Maloney on. Moore volunteered that she thought Susan needed to be done. Maloney agreed, but noted that she'd still be available. She added it was important for us to find a way to continue the relationships we'd created. She wondered if we should put out to the membership a clear delineation of the Regional Coordinator and the Conference Manager. Before her, the Regional Coordinators had come from the Board. There's a strength there. Part of her thought the Board should put up a candidate and recommend that person to the membership. On the other hand, we might want to be more inclusive. In any case, the Coordinator should be someone with many connections in the region. Riley and Tubera wondered if it was important for the Coordinator to have national connections. I began so long ago that I've served in both areas. Maloney answered 75% regional, 25% national. Minor concurred. Maloney gave the example she had already contacted Whittier about meeting there in 2014. Moore said she thought the record needed to show our sincere appreciation of Maloney's many years of service. [Clapping] This was vital.

Moore then said she'd also not put the Conference Manager in the same sentence with the Regional Coordinator. She agreed with Maloney that anyone in this room could very ably represent the region at National. We needed to make this job description less scary. Maloney agreed, saying this was what she'd done, but we needed to split things up. She added that this description was not in existence in any other region. Thinking of the sort of person we needed, she then remarked that there was an expectation that institutions would pick up the tab for conference calls, printing, and so on, done by the Coordinator. So she didn't know if an independent scholar could do this job. But with institutions cutting back on reimbursements, it might be that the position needed some reimbursement. In any case, she asked each Board member if this would be a position that they would consider doing. Perhaps former Board members as well. Minor then responded that she had proposed National put a certain proportion of its endowment aside for the purpose of assisting the regions. This would include assistance for the student Representatives as well as the Regional Coordinators. Jack Fitzmier, Brian Pennington, and she were going back and forth about what assistance that might be.

Maloney recalled that it used to be you got the whole national meeting. Now was down to two nights. If it could be more, it would be a carrot.

Silverman asked for a clarification that we had until November to fill the position. Metcalf replied that that was at the longest. In fact, we had only until WECSOR's dissolution. We needed to get on this, before summer. Moore added, right away, at this meeting. Slominski asked if this could be voted on during the Monday meeting? If one person decided to run, would we have to elect them? Metcalf answered, yes, and that, thus, we needed to be careful about this. We might have to be on the record to vote against someone and that would not be positive. Maloney proposed a committee to work on this: to clarify the job description and to look for candidates. Riley expressed that the committee would do a job description. Tubera added that it would also recommend a slate of candidates. It was agreed that Silverman, Viale, and Frykenberg would be on the committee in addition to Metcalf, who had worked closely with Maloney. Metcalf promised to make a proactive announcement at the Monday Business meeting mentioning that we had a committee in place, gave the names of committee members, describe some desired qualities in candidates, and relay that a vote would be held over the summer.

Viale encouraged the Board, that, if WECSOR is behind it, the Board should work on making the conference more relevant to graduate students, that we needed to reach out to them. Riley added and to faculty, given their low registration numbers. Moore added one more thing for the record: that the Board expresses its thanks to Minor for her presence and for advising us so wisely over the course of the last months.

[The meeting adjourned.]