

**National Speakers Association
Board of Directors Meeting Minutes**

[Thursday, April 8, 2021]

[Virtual - ZOOM]

CURRENT BOARD PRESENT:		
Barry Banther, CSP, CPAE Chair	Meridith Elliott Powell, CSP Vice Chair	Mary Lue Peck President & CEO
Bill Bachrach, CSP, CPAE Director	Valda Ford Director	Russ Riddle, JD Secretary
Joel G. Block, CPA, CSP Director	Anna Liotta, CSP Immediate Past President	Mike Staver, CSP Chair-Elect
Karen "Casey" Carpenter Director	Josef Martens, PhD, CSP Director	"T" Thompson, JD, CSP, Chair Board Appointee
Shirley Davis, PhD, CSP Treasurer	Troy Nash, Ed.D, JD Director	Crystal Washington, Director

CURRENT BOARD ABSENT:	
None	

NSA STAFF:	
Rhette Baughman	Director, Marketing & Communications
Nikki Harris	Director, Member Engagement

ADDITIONAL BOARD ATTENDEES:	
Peter Stark	Finance Committee Member
John Molidor	Past President
Reid Lehman	Governance Consultant

I. Call to Order

Chair Banther called the meeting to order at 4:03PM EST and made opening remarks.

II. Chair Announcements

Chair Banther gave update regarding his call with Chapter Leaders immediately preceding this board meeting. Chair Banther then spoke about the board's core value of COURAGE. At the Chair's request, President/CEO Peck gave an update on the new website launch and INFLUENCE 2021.

III. Action Items

Consent Agenda:

1. Reaffirm Mission Statement, Vision, and Values
2. Reaffirm Code of Conduct and Core Values for the Board
3. January 19, 2020 Board Meeting Minutes

The Consent Agenda stood without change (no directors objected or requested an item's removal for discussion)

IV. Discussion Items

A. Headquarters Building Sale and Closing Update

Chair-Elect Staver reported that the closing went well and gave a PowerPoint presentation of details. Sale price was \$1.2 million. After Realtor commission and other expenses, net deposit in NSA's account was \$1,107,544.31.

Chair Banther gave updated the board on movement and storage of NSA's archives to Highpoint University, where there will be a virtual display, a traveling exhibit and possibly a permanent display. Meanwhile, Patrick Henry has some of the items in his possession and others are in storage units.

A brief discussion was had.

B. Governance and Policy Manual Update

Presidential Board Appointee Thompson updated the board on all the committee's efforts to date, then introduced our consultant Reid Lehman who presented about his facilitation process with the committee. Mr. Lehman spoke to each section of the resultant Board Policy Manual, with particular detail on the "Ends" and Executive Limitations.

- Motion by Director Martens to approve and adopt the entire document
- Seconded by Immediate Past President Liotta
- Discussion was had
- Passed by affirmative vote of 13 members (Director Bachrach abstained, and Director Nash did not participate – photo indicated he was present online, but no audio or live visual)

C. Finance Committee Report

Chair Banther made introductory comments before giving the floor to Peter Stark, who gave a brief financial update. A discussion was had among the board members.

- Motion by Immediate Past President Liotta to spend up to \$200K of building sales proceeds on updating NSA's online technology and place the remaining proceeds in NSA's investment accounts
- Seconded by Director Bachrach
- Discussion was had
- Passed by affirmative vote of 13 members (Vice Chair Powell had departed the meeting for a previously scheduled booking and Director Nash did not participate)

-
- Motion by Treasurer Davis to change our accounting from the fiscal year to calendar year
 - Seconded by Director Bachrach
 - Discussion was had
 - Passed by affirmative vote of 13 members (Vice Chair Powell had departed the meeting and Director Nash did not participate)

-
- Motion by Immediate Past President Liotta that NSA pay for the year 1 Foundation audit expense
 - Seconded by Director Carpenter
 - Discussion was had
 - Passed by affirmative vote of 13 members (Vice Chair Powell had departed the meeting and Director Nash did not participate)

D. CAP & FY22 Budget

President/CEO Peck announced that the Fiscal Audit and 990s would be available the following week, as well as a new staff member being hired (Candice York). The CAP (Comprehensive Association Plan) was presented, including a PowerPoint deck, indicating the CAP was tracked to the newly adopted "Ends." A high-level update of NSA's marketing strategy was given. President/CEO Peck then presented the proposed final budget.

Discussion was had among board members.

**[AT 6:22PM EST, CHAIRMAN BANTHER RECESSED THE BOARD MEETING
TO A FUTURE DATE
AS ALLOTTED MEETING TIME HAD ELAPSED (AND THEN SOME)].**

Resumption of April 8, 2021, BOD Meeting
[on Tuesday, May 11, 2021]
[Virtual - ZOOM]
[Called to order by Chair Banther at 3:02PM EST]

CURRENT BOARD PRESENT:		
Barry Banther, CSP, CPAE Chair	Meridith Elliott Powell, CSP Vice Chair	Mary Lue Peck President & CEO
Bill Bachrach, CSP, CPAE Director	Valda Ford Director	Russ Riddle, JD Secretary
Joel G. Block, CPA, CSP Director	Anna Liotta, CSP Immediate Past President	Mike Staver, CSP Chair-Elect
Karen "Casey" Carpenter Director	Josef Martens, PhD, CSP Director	Crystal Washington, Director
Shirley Davis, PhD, CSP Treasurer	Troy Nash, Ed.D, JD Director	

CURRENT BOARD ABSENT:	
"T" Thompson, JD, CSP, Chair Board Appointee	

NSA STAFF:	
Rhette Baughman	Director, Marketing & Communications
Nikki Harris	Director, Member Engagement

ADDITIONAL BOARD ATTENDEES:	
Peter Stark	Finance Committee Member
John Molidor	Past President

E. Board Chair Terms

Chair Banther made introductory comments, then gave the floor to Dr. Molidor who presented three alternative options for lengthening board chair terms (to be effective with Chair-Elect Staver's time of service). Rationale for lengthening is two-fold: Longer term provides more consistency in the Chair and President/CEO's working relationship and aligns NSA with industry practice.

Discussion was had and Dr. Molidor answered questions posed by board members.

- Motion by Director Martens to adopt the first option (see below)
- Seconded by Director Bachrach
- Discussion was had
- Passed by affirmative vote of 10 “yays,” with 2 “nays” and one abstention (Note: Director Ford had not yet arrived to the meeting)

New Chair Term = 1+2+1 years (i.e., four years total), in which an individual would be selected for the following length of service:

1-year term as the Chair-Elect, followed by
Two consecutive 1-year terms as Chair, and then
1-year term as Immediate Past Chair

F. Recap of CAP Discussion

President/CEO Peck recapped the CAP discussion had on April 8th Zoom.
Discussion had.

G. Foundation Board Update

Chair Banther gave update.

H. Board Nominations Update

Immediate Past President Liotta announced the slate of new Board Members: Tony Chatman, Ann McNeill, Shari Levitin, John Register, Joe Mull, Courtney Clark and T. Thompson

I. Bylaws Update for New Member Model

Secretary Riddle provided introductory remarks and highlighted the Bylaws revisions.

- Motion by Immediate Past President Liotta to approve and adopt the Bylaws revisions as presented
- Seconded by Director Nash
- No discussion
- Unanimously passed

V. New Business

Director Davis gave update regarding her Diversity, Equity & Inclusion Task Force’s progress.

President/CEO Peck gave update on INFLUENCE 2021.

VI. Old Business

No old business was discussed.

VII. Closing Remarks and Adjournment

Chair Banther made closing remarks and adjourned the meeting at 4:54PM EST.