

**SWAAAE Board of Directors Meeting
Virtual Meeting via Zoom (audio and video)
Friday, April 17, 2020 | 9:00 a.m. – 1:00 p.m.**

MEETING MINUTES - DRAFT

I. Call to Order, Roll Call, Review Agenda

- a. President Maples called the meeting to order at 9:05 a.m. after verifying a quorum was present and reviewed the virtual meeting guidelines submitted to attendees prior to the meeting. President Maples thanked those who participated in the virtual happy hour on Thursday, April 16.
- b. President Maples noted the following amendment to the Board meeting agenda:

- i. VII. Action Items, e iii Chapter Elections (addition)

Board of Directors: President Jennifer Maples, First Vice President Judy Ross, Second Vice President Jorge Rubio, Immediate Past President Jonathan Hudson, Director Brett Godown, Director Barney Helmick, Director Courtney Johnson, Director Corinne Nystrom, Corporate Director Matt Quick, Director Dean Schultz, Corporate Director David Sperling, Director Andrew Swanson, Director Welton Trang

AAAE Representation: National Director Kevin Bumen, AAAE Nominating Committee Representative Carl Newman, AAAE Director Barry Rondinella, AAAE BOE Representative Kevin Smith, AAAE BOE Representative At-Large Mark Witsoe

Committee Members: Technology Vice Chair Justin Bollum, Technology Chair Cole Hartfiel, Strategic Plan Ad Hoc Committee member Joe Husband, Summer Conference Committee member Kim Matthews, Legislative Chair Ken Moen, Winter Conference Chair Sean Moran, Scholarship Vice Chair Alex Smith, Diversity Chair Liliana Valle

Guests: Past President Jon Stout

Staff: Executive Director Cathy Herring

II. Minutes of the Board of Directors Meetings

- a. Monterey Plaza Hotel in Monterey, CA on January 26, 2020
 - i. **ACTION:** Director Johnson made a motion to approve the minutes as presented. Director Nystrom seconded the motion which passed unanimously.
- b. Special Teleconference Meeting held on January 31, 2020
 - i. **ACTION:** Immediate Past President Hudson made a motion to approve the minutes as presented. Director Johnson seconded the motion which passed unanimously.

III. President's Report

- a. President Maples reported:
 - i. AAAE Future Leadership Task Force tabled due to national crisis; will resume at the appropriate time.
 - ii. AAAE nominations process delayed; AAAE asked incoming candidates to re-verify the support of their employer due to national crisis.
 - iii. AAAE was hit hard financially due to COVID-19 as their main source of income is based on activities, trainings and conferences.
 - iv. SWAAAE continues to send email updates to the membership regarding COVID-19 and the resources available on the chapter's website.

IV. Ethics Investigation Update

- a. The Board of Directors entered closed session, no action was taken.

V. Executive Director's Report

- a. Membership
 - i. Non-Executive Memberships
 1. Executive Director Herring referenced the report included in the handout packet and presented a total of three non-Executive members for ratification. **ACTION:** Corporate Director Quick made a motion to ratify all members as presented. Director Swanson seconded the motion which passed unanimously.
 - ii. Executive Membership Applications
 1. Executive Director Herring referenced the report included in the handout packet and presented a total of nine Executive members for approval. **ACTION:** Director Nystrom made a motion to approve all Executive members as presented. Second Vice President Rubio seconded the motion which passed unanimously.
 - iii. Membership By Class Report
 1. Executive Director Herring referenced the report included in the handout packet and reported a total of 615 current members compared to 567 in April, 2019.

VI. Financial Report – Judy Ross

- a. 2019-20 Third Quarter Financial Reports
 - i. First Vice President Ross referenced the reports included the handout packet and noted the chapter was healthy with \$239,000 in liquid cash between the checking and savings accounts. Both the 2019 Summer and 2020 Winter Conference performed very well with net incomes over budget.
 - ii. All programs supported under the Program Fund and Board Approved Programs budget line items have been paid with the exception of the AAAE Annual Conference sponsorship. Due to COVID-19, the AAAE Annual Conference was postponed to 2021.
 - iii. A discussion took place regarding current savings accounts and CD funds.

VII. Action Items

- a. 2020-21 Budget Draft
 - i. First Vice President Ross thanked committee members for their work drafting three budget scenarios for the Board's consideration and referenced the drafts included in the handout packet. The Board reviewed and discussed the following budget scenarios presented:
 1. Proceed with the 2020 Summer Conference at a loss
 2. Postpone the 2020 Summer Conference to 2021; continue with the 2021 Winter Conference at a reduced level
 3. Postpone the 2020 Summer Conference to 2021 and postpone the 2021 Winter Conference to 2022
 - ii. A discussion took place regarding upcoming conferences, expenses in 2019-2020, as well as areas to save on costs in the next fiscal year. **ACTION:** Immediate Past President Hudson made a motion to postpone the 2020 Summer Conference in Reno, NV to 2021, record the annual cost for the chapter's association management software in 2019-2020, and purchase required upgraded microphones by June 30, 2020. Director Helmick seconded the motion which passed unanimously. **ACTION ITEM:** The Finance Committee is to take the Board of Director's recommendations into consideration and present a revised budget draft for approval to include the postponement of the 2020 Summer Conference.
- b. AAAE Scholarship Contribution
 - i. First Vice President Ross referenced the report included in the handout packet and stated AAAE's business model is primarily activity based with only 2% revenues coming from memberships and dues. Due to COVID-19, AAAE has postponed and/or cancelled many events and requested assistance from chapters. A discussion took place regarding chapter support and encouraging SWAAAE members who are not members of AAAE to join; a list of members with contact information was provided. **ACTION:** Immediate Past President Hudson made a motion to return the \$25,000 AAAE provided to SWAAAE in January, 2020. Director Helmick seconded the motion which passed unanimously. Director Nystrom and Director Schultz were not present for the vote. President Maples noted other chapters also returned the funds.
- c. Investment Strategy
 - i. First Vice President Ross referenced the report included in the handout packet and reported the committee researched placing funds with the AAAE investment portfolio. A discussion took place and the following recommendations were made:
 1. Establish an expanded Finance Committee to focus on an investment strategy for the chapter
 2. Negotiate with AAAE on investment options and review what AAAE receives from the chapter's investment
 3. Consider how the available investment options will benefit members
 - ii. **ACTION ITEM:** President Maples requested the Finance Committee work with the Governance Committee to update policy decisions based on the Finance Committee's formalization.
- d. Governance
 - i. Bylaws
 1. Second Vice President Rubio referenced the revised Bylaws included in the handout packet for the Board of Director's review. A discussion took place regarding the amendments presented and a suggestion was made to add language under X, Code of Ethics, Enforcement, stating if/when an investigation is opened on an ethics complaint, the existing Ethics Chair is to remain involved until the investigation is complete. It was also suggested to consider adding language should the Ethics Chair be involved in an ethics complaint. **ACTION:** First Vice President Ross made a motion to approve the amendments to Article VI and

Article XVII as presented. Immediate Past President Hudson seconded which passed unanimously. Director Schultz was not present for the vote.

ii. Policy Decisions

1. Second Vice President Rubio referenced the revised Policy Decisions included in the handout packet. **ACTION:** Director Johnson made a motion to approve the updated Policy Decisions as presented. First Vice President Ross seconded the motion which passed unanimously.

e. Nominating

i. Appointment for remainder of 2019-20 AAAE Nominating Committee Representative term

1. Nominating Committee Chair Hudson deferred to President Maples who reported the SWAAAE Executive Committee appointed Carl Newman to complete Rondinella's 2019-20 term as the chapter's AAAE Nominating Committee Representative. **ACTION:** Immediate Past President Hudson made a motion to ratify the appointment of Carl Newman as the chapter's AAAE Nominating Committee Representative. Director Helmick seconded the motion which passed unanimously. Director Schultz was not present for the vote.

ii. Board election and appointment of 2020-21 AAAE Nominating Committee Representative

1. Nominating Committee Chair Hudson reported email blasts were sent to the membership soliciting candidates for the AAAE Nominating Committee Representative 2020-21 term. One candidate packet was received by the Nominating Committee from Carl Newman, and the committee unanimously agreed Newman met all requirements and qualifications. **ACTION:** Director Helmick made a motion to appoint Carl Newman as the chapter's AAAE Nominating Committee Representative for the 2020-21 term. Second Vice President Rubio seconded the motion which passed unanimously. Director Schultz was not present for the vote.

iii. Chapter Elections

1. Nominating Committee Chair Hudson reported the Executive Committee had many discussions regarding COVID-19 and how to move forward with this year's Board of Directors election. Those in attendance agreed to conduct the chapter elections as scheduled regardless of the postponement of the 2020 Summer Conference. It was noted Director Schultz will be retiring in May, 2020. **ACTION ITEM:** The Nominating Committee is to send out a call for Board of Director nominations to the membership.

f. Credentials

- i. Director Johnson referenced the report included in the handout packet. **ACTION:** First Vice President Ross made a motion to approve Brett Godown's C.A.E. application. Immediate Past President Hudson seconded the motion which passed unanimously.

VIII. Discussion Items

a. Awards, Resolutions and Recognition

- i. Committee Chair Nystrom referenced the report included in the handout packet and noted the recommended changes to the chapter's awards program proposed by the committee. A discussion took place regarding the recommendations, potential new awards, and the history of existing awards. Those in attendance agreed to leave the Awards program as is for now and consider implementing changes in the next awards cycle.

IX. Informational Items

a. 2020 Summer Conference

- i. Conference Committee Chair Schultz thanked those who volunteered on the committee and plans to reconnect with volunteers in early 2021 due to the postponement of the conference.
- ii. A discussion took place on hosting a virtual event in the summer of 2020 in lieu of an in-person conference. President Maples noted the goal would not be to make money but to offer education and engagement for members free of charge. First Vice President Ross suggested looking into the software AAAE uses for their conference calls to conduct a virtual event. **ACTION ITEM:** SWAAAE's Technology Committee and Executive Director Herring are to work with the Corporate Directors to explore virtual event platform options.

b. 2021 Winter Conference

- i. First Vice President Ross stated she will connect with Conference Committee Chair Moran to discuss budget and planning the conference at a reduced level.

c. AAAE Accreditation Update/Final Interview Workshops

- i. BOE Representative Smith referenced the report included in the handout packet and noted the BOE is unable to conduct final interviews due to COVID-19. The BOE Retreat was cancelled but the committee is considering hosting something virtually.

- d. AAAE Corporate Committee Report – Jon Faucher
 - i. AAAE Corporate Committee Chair Faucher was not in attendance and did not provide a report prior to the meeting.
- e. AAAE Update
 - i. First Vice President Ross reported passage of the CARES Act approved \$10 billion in COVID-19 relief funds for commercial and general aviation airports, and encouraged Board members to utilize the COVID-19 resources available through the AAAE Member Hub. Ross also encouraged Board members to participate in the AAAE Emergency Working Group calls.
 - ii. The AAAE Annual Conference was postponed; date to be determined.
- f. Academic Relations Committee
 - i. Academic Relations Committee Chair Sperling referenced the report included in the handout packet and noted the committee has engaged with the Diversity Committee to focus on student activity and attendance at chapter and AAAE events.
- g. Corporate Member Update
 - i. Corporate Director Quick referenced the report included in the handout packet and reported the next FAA Roundtable is expected to be held in conjunction with the FAA Western-Pacific Conference August 25-27, 2020.
 - ii. Corporate member feedback provided at the last Corporate member meeting in January, 2020 was very positive and the Directors plan to engage with Corporate members over the summer.
- h. Diversity Committee
 - i. Committee Chair Valle referenced the report included in the packet and noted progress has been made since the last meeting regarding the diversity speaker series.
- i. Legislative and Industry Engagement
 - i. Committee Chair Moen stated most recent legislative activities have been centered on the CARES Act and its impact to airports. Included in the handout packet was a copy of the letter of support SWAAAE submitted for SB 988.
- j. Membership
 - i. Membership Committee Chair Helmick stated membership renewals will be sent later this month for the next fiscal year.
- k. Scholarship
 - i. Committee Chair Trang reported the committee will no longer accept scholarship applications for the summer conference but will accept applications for other existing scholarships.
- l. Strategic Plan
 - i. First Vice President Ross referenced the reports included in the handout packet and stated since the last meeting, the committee met and refined the chapter's draft Vision, Mission, Values and Focus Areas. Husband noted the committee has taken a step back due to COVID-19 and hopes to resume soon.
- m. Technology
 - i. Committee Chair Hartfiel reported the committee plans to focus on delivering digital benefits to members once the AV equipment is upgraded and purchased. Hartfiel suggested the Board of Directors consider forming a Social Media committee to improve member outreach.
- n. Time and Place
 - i. First Vice President Ross referenced the report included in the handout packet and noted the 2020 Summer Conference will be postponed to 2021, and the 2021 Summer Conference will be postponed to 2022. A discussion took place regarding future Board meetings and those in attendance agreed to change the date of the next Board meeting to Friday, July 17, 2020 and to conduct the meeting virtually. The October Board meeting is TBD and will potentially be hosted virtually.

VIII. Directors Comments

- a. Director Schultz thanked the Board of Directors for their dedication to the chapter and the industry and offered to continue to volunteer to serve the members as needed after retirement.

IX. Adjourn

- a. The meeting was adjourned at 1:37 p.m.

Respectfully submitted by: Cathy Herring, SWAAAE Executive Director