

TAPPA BOARD MEETING

Meeting Date: July 18, 2015

Meeting Location: Embassy Suites San Antonio Airport Hotel
Cedar Room

The meeting was called to order at 9:10 a.m. by James G. Norcom III, President.

Board Members Present:

- Roberto "Rob" Ramirez – Immediate Past President
- James G. "Jim" Norcom, III – President
- Richard "Rick" Lobato – Vice President
- Sallie Spotanski – Secretary/Treasurer
- Mike Billingsley – IT Information Services Director
- Bettie Simpson-Weeks - Director
- Michael Brantley - Director
- Yana Stephens - Director
- Terry Pritchett – Director
- Dee Littlejohn - Director

Board Members Absent:

- Christopher "Chris" Campbell - Director – unable to attend
- Robert "Bob" Casagrande – BP Liaison – unable to attend
- Rhonna Endres – BP Liaison – unable to attend

Guests:

Gloria Fuller – TAPPA Event Administrator

Michael White – Managing Partner - White, Samaniego, Campbell, LLP - El Paso, Texas

Note: In the following minutes the names which were noted in asterisks for all board members listed above will be used in the following minutes and also first names will be used for the remaining board members although some board members were noted as absent.

President: - Jim Norcom

Jim requested Sallie to call roll in order to deem if a quorum was present. Following the roll call from the sign in sheet, Jim deemed a quorum was valid based upon the voting board members present.

Jim suggested all board members introduce themselves and give a brief bio since there were several who were elected at the annual conference. Jim welcomed everyone and congratulated the new board members. Jim mentioned we had a very long agenda today and hoped that we could cover everything. At this time he mentioned "his" report would be forthcoming later in the meeting.

The first item to be addressed were the minutes from the Secretary/Treasurer.

Secretary/Treasurer: - Sallie Spotanski

Sallie reported all board members were emailed a copy of the draft minutes relating to the board meeting held on March 28, 2015 in Dallas, Texas at the Hyatt Regency Hotel. The meeting took place

in Shawnee Trail A&B #362. A motion was made by Terry and second by Bettie to accept the minutes as emailed. The motion carried unanimously.

Next the minutes from the Annual Conference held in Dallas, Texas, March 28-31st which had been emailed previously to all board members were voted upon.

Dee made the motion to accept and Rick seconded to accept the emailed minutes. The motion carried unanimously.

Sallie reported the following information for the treasurer's report as of June 30, 2015:

- o Account 0525 (Main) - \$75,764.62
- o Account 4750 (Savings) - \$12,411.96
- o Account 1837 (Merchant) - \$84,228.01
- o Account 1639 (Scholarship) - \$18,765.24
- o **Sub Total - \$191,169.83**

Conference Accounts:

- o Account 8127 (2016 Conference) - \$14,040.57
- o **Combined Total - \$205,210.40**

Jim asked for a motion to accept the treasurer's report as reported; however a lengthy discussion followed. Bettie stated she an issue with the report since no documentation was provided to support the given report. Sallie stated she failed to bring copies to the meeting; however, she would be happy to go to the business office and print "off" the June report for all bank accounts. Sallie explained since 2007 a detailed spreadsheet has been provided at the annual conference not only to the board but also general membership as well. Also, there was \$7,000 in the scholarship fund which was outstanding as checks had not been cashed and this would reduce the total.

Jim and Bettie both expressed concerns as there should be an operational budget for the current year, so that the committees will now and also the members what is available and how the amount each committee is given. It appears according to the information given previously to the board and recently by our CPA that TAPPA is operating in the "red". Sallie will contact the CPA regarding this concern and will provide an update to the board at the next meeting.

Sallie indicated funds made at each conference is what TAPPA operates with during the next year. So bank balances vary from year to year depending on the previous conference. Also, matching funds scholarship donations, new website programs, travel and board expenses, increase in yearly insurance premiums, etc. has a direct effect on our budget. Previously, board meetings held each fiscal year included (one in the fall, another one in first couple of months of the following year, and the final one at the conference). In recent years a summer board meeting has been added.

Rob stated there should be some type of complex expense report or document (work draft) not for the Business Partners to see provided to all board members.

Jim reconfirmed to everyone "going forward" details regarding treasurer's reports be available at each board meeting. Sallie stated that she uses "Excel" for her detailed financial reports. Jim and others mentioned possibly using "Quick books" instead. Sallie stated that she was unfamiliar QuickBooks but is "willing and wants to do" whatever the board desires. Sallie requested that a conference call be set-

up with the CPA, Jim and Rick to review the information provided by TAPPA's CPA. Following this discussion a motion was made by Rick to accept the treasurer's report and Dee seconded. Rick was not in the room when the vote was being conducted. Bettie's vote was abstention however the treasurer's was accepted.

The contract with CVent will expire in 2018 and the annual fee is \$4,750. The guidebook fee in the amount of \$2,000 was paid in June. The annual fee of \$3,150 for Memberclicks expires in April, 2016.

OTHER OFFICERS REPORTS:

Immediate Past President – Rob Ramirez

Rob stated he had nothing to report at this time.

Vice President: - Rick Lobato

Rick announced he had nothing to report at this time but is honored to be Vice President. He mentioned we had a good board and is also working to expand our membership. Rick wishes to set-up a bi monthly conference call with the committee chairs and once the call is established, he is anticipating that they should last about 15 minutes. In addition, he will provide a second report later on in the day since he serves as chairperson for the By-laws Committee.

President: Jim Norcom

Jim began his report by:

1. Mentioning the letter he sent to all board members on May 1st as "Chairman of the Board and to the Board". In that letter he stated he had listened and formed a vision and thanked everyone for their feedback in reference to issues facing TAPPA; also included was:
 - (a) A hearty welcome to those who recently were elected and/or re-elected to the board and also thanked all who had served in the past and acknowledged their experience and wisdom.
 - (b) Communication would be the key to this year's activities and plans and he is looking forward to working with everyone this year.

2. Jim presented the board with a power point presentation which included:

Vision for TAPPA Board and used the quote from an Author unknown which read: "I plan to introduce change but only in those areas where I believe change is necessary. There is always the temptation to make change where change is not needed, which, of course, I will not do." Jim stated he understands what is role and responsibilities are as defined by the bylaws, so he wants to introduce primary goals that he would like the board to focus on in the next financial year.

1. Improving internal processes and systems (e.g. website and membership)
2. Increase membership and conference attendance and participation
3. Maintain and improve our TAPPA profile
4. Establish a baseline for a sustainable and functional organizational structure, which will be viable in the future.

3. Goals for 2015-2016:

One of the main objectives this year is to increase our capacity for success as a professional association. We can do this by increasing membership and membership involvement with standing/other committees. Much time and study has been spent to identify this as one of the most important root issues facing TAPPA.

Due to inadequate member involvement, a dependence on a few members (primarily the board of directors) is left to get things done. Also as a result, certain constituents are left underserved or not served at all. Some examples as stated during our last conference are:

1. Business Partners: Increase facilities managers' membership and attendance at conferences.
2. Distribution of a newsletter.
3. Better and timelier communications.
4. Develop a forum for members to discuss industry issues.

4. A few things the team has accomplished:

- Distribute into letter by President to membership.
- Reinstate Committee Chairs for 2015-2016.
- Establish TAPPA 2015-2016 Budget.
- Institute new reporting format for Committee Chairs.
- TAPPA Membership Newsletter.
- Initiated Home Web Page format revision.
- Consultant to present Non Profit Association best practices to Board.

5. Next steps:

- Association audit
- Stars Across Texas Recognition
- Communicate with CAPP and APPA leadership
- Welcome video by TAPPA President

Jim's presentation ending with a quote from Gen. Collin Powell US Army Retired, Former Chairman of the Joint Chief of Staff and Former US Secretary of State: "If you are going to achieve excellence in big things, you develop the habit in little matters. Excellence is not an exception, it is a prevailing attitude."

Jim announced at this time Rick would introduce Michael White who would provide a 1.5 hour presentation so the board would have a better understanding with what is expected of everyone and also expectations of a non-profit organization which TAPPA is.

10:05 a.m. Jim asked Rick to officially introduce guest, Michael White, Managing Partner - White, Samaniego, Campbell, LLP - El Paso, Texas. Rick mentioned Michael's firm performs El Paso Community College's internal audit. Rick mentioned he had contacted Michael in June and that his institution and he was very pleased and gain some "great insight" during the audit at his university.

Michael expressed his appreciation for the opportunity to come to the meeting today and distributed literature and brochures relating to his company. He explained the literature on non-profit organization

was based upon information from Canada; however, essentially it was about the same. Michael's presentation focused on:

1. By-laws
2. Mission – (should be a one liner)
3. Goals - Purpose
4. Insurance Policies: Officer and Director's, Crime, General Liability
5. Secretary/Treasurer position split or add language for Secretary
6. Term limits
7. More Information on Treasurer's duties
8. Annual Audit
9. 990 Review filing to the IRS

Michael also mentioned General Practices need to be in place for non-profit organizations such as:

- Audit
- Review
- Compilation Report

Michael stated all board members can be held personally accountable for any information and reporting especially to the IRS and/or State filings during their term as board members.

There was a brief question session following Michael's presentation and Sallie stated the association had all insurances policies in place. Michael asked questions as to the amount of coverage and if I had copies with me. I stated that I did not bring them to the meeting as I wasn't told to do so prior to the meeting; however, copies would be emailed to the board of all insurance policies. Michael also explained that internal and external audits should be and must be handled by separate firms. Internal Audits are a professional service while external audits are a financial service. Michael also mentioned the Secretary/Treasurer should be separate and limited terms assessed for these positions.

Sallie commented TAPPA's CPA could have done a presentation if advance notice was given. Sallie stated that she signs the 990 filings on behalf of the association and brings a copy of the filing to the first board meeting upon completion. Sallie also stated that it didn't make any difference to her if the duties were split regarding Secretary/Treasurer as this decision is based upon whatever the board determines needs to be done.

Michael requested that he be sent the prior two year's 990 forms for the organization and financial statements as well. Sallie stated she would contact Kapp and Miller upon her return to provide the information and will also copy Rick and Jim with her correspondence.

Sallie expressed her concerns that it appears following Michaels presentation that she was doing something incorrectly or fraudulent. Sallie stated the books were open at all times for anyone to inspect and all documents pertaining to her position was "in place". Jim stated that my perception wasn't true.

Jim passed the gavel to Rick so remarks could be made:

Jim explained, since TAPPA's membership and bank accounts have increased over the past several years, the board needs to be in compliance with what is expected of them as an officer and/or director and also what is expected as a non-profit organization as a whole.

Sallie suggested that 3 quotes be obtained locally since the cost of the audits would be less expensive than having Michael's firm perform an audit since his firm is in El Paso and all of the records currently coincide with the Secretary/Treasurer's location. Sallie also mentioned she didn't think it was in good taste to have an auditor that has an agreement with the university or institution.

Rick passed the gavel back to Jim.

Jim expressed his appreciation on behalf of TAPPA to Michael for the presentation and documentation provided.

Rick mentioned he would obtain an invoice from Michael and will send an itemized bill to Sallie for today's presentation, travel, etc.

IT Director: - Mike Billingsley

Mike stated he had nothing to report at this point but would provide a report under the Web Committee since he serves as chairperson

By-Laws Committee – Rick Lobato, Chairperson

Rick began his review of the draft by-laws as noted in his email on Friday, July 17th. One of the items to be removed from the draft was the addition of K-12 which Rick suggested. Due to the lunch being served at noon, Jim called the meeting to temporarily recess at 11:53 p.m. Lunch will be in the hotel at Ellington's.

12:31 p.m. – Meeting Resumed

By-laws Committee: (Cont'd)

Jim asked Rick to continue with his report. Rick reconfirmed that K-12 would be removed from the draft. Sallie brought up other items needed to be changed in the by-laws and voting on the draft at this time would be prove beneficial. She indicated by-laws should be carefully reviewed and only submitted one time during a year time frame. Some other changes which currently need to be reflected and/or changed in the bylaws are:

- a. Terms of office (election years) for Secretary/Treasurer and IT Director since we currently hold 3 year terms instead of two year terms. I was elected in 2014 so my term will cease in 2017.
- b. Stars Across Texas Recognitions
- c. Section G – Membership committee to contact members during the first 3 months and payment thereof.
- d. Section H – Nonpayment
- e. Addition of Second Business Partner
- f. Code of Ethics, Conflict of Interest Form and Policy (Sallie stated she had contacted Shelton Riley, Past President of CAPP and will be sending information to her within the next few days, at which time she will provide these documents to Rick).
- g. Scholarships – Restricted and non-restricted and awarding needs to be updated.

After some in depth discussion between various members Rick will edit draft by-laws and sent them to Sallie, Jim and Robert for review as it appears some changes which Rob made last year and voted upon did not make it to the by-laws shown currently on the website. Once the new draft has been updated and approved the revised by-laws will be emailed to all board members for their review.

A motion was made by Sallie and seconded by Dee to accept the By-laws committee report.

Nominating Committee: Rick Lobato

Rick stated he had not received any nominations at this time.

Special Awards Committee: Rob Ramirez

Rob stated he had nothing to report at this time but will be adding the Stars Across Texas recognition award/or awards for the 2016 conference. Sallie will provide Rob the recipients for the past conferences. Sallie will also provide Rob with the cost of the awards.

Scholarship Awards: - Terry Pritchett

Terry Pritchett will serve as the chairperson this year instead of Chris Campbell. Terry indicated he will be mailing the Business Partners a letter but would need postage. He also inquired as to what method of payment is required. Gloria stated she must be notified as soon as possible regarding donation as we accept credit cards and/or checks; however, all information as to type of donation, restricted or non-restricted, donation amount, contact information of donor and a contact name in case she needs to contact them must be provided. Currently, registration is scheduled for September 1st so before this date contact her directly. Once registration is open the donor can process everything on line. Terry stated he would need postage for his letters. Gloria will provide postage and will also provide him with a Business Partner list.

Membership Committee: - Bettie Simpson-Weeks

Bettie went over some of her thoughts and suggestions for the membership committee and apologize for the delay in contacting her committee due to personal and organizational changes at work. She encourages all members of the board to actively participate in getting out the newsletters. One person cannot make this happen by themselves. Rick's newsletter which he has been sending to the board is a good example, along with the news article from Jim. Sallie stated she had sent in an article last fall and Bettie wanted to know if she was made aware of this and she responded "yes". Sallie stated she had sent a copy of her letter to both she and Mike and the newsletter was on the website at this time. So, to give others an opportunity she would not be sending in another article this year.

Bettie stated that she had been working with Yana and gave a complement to her wealth of knowledge regarding social media and also providing intuitive ideas and technology. Yana provided a brief power point presentation with suggestions, recommendations and cost which included:

- o Social media
- o LinkedIn
- o Facebook
- o Twitter
- o Media Dash

- TwitDoc
- WhoTweet - \$9.99 month

Everyone was impressed with Yana's presentation and Jim indicated this was a great beginning to creating a "Wow" factor for TAPPA. Yana stated she begun the process of getting everything implemented and will be working closely with Bettie and others in this area.

Bettie inquired the frequency of the newsletter. It was determined quarterly should be sufficient after a brief discussion from various board members. A motion was made by Sallie and seconded by Rick to accept Bettie's and Yana's report. Motion carried.

Break: 2:21 -2:30 p.m.

2015 Conference Report: - Gloria Fuller and Sallie Spotanski

Gloria an overview of the 2015 Conference Report and stated all documentation had been sent to the CPA. She stated the 2015 Conference was the most expensive conference TAPPA has experienced since she has been serving as Event Administrator. The cost of the AV, lodging, food was very expensive. Also the lack of participation by both business partners and facilities members contributed to low attendance; however, we did make a profit but it wasn't what she had anticipated. According to the documentation provided our profit was \$54,288.30 for 2015.

Sallie stated the low attendance from the UNT and UNT Health Science Center was due to no over-night stay for anyone that works for either institution. Comments from various employees expressed was due to traffic construction they did not wish to commute daily. Gloria stated the Business Partners were being "hit" very hard with budget constraints as there were not as many "associate" registrations this year and only a handful of day passes.

2016 Conference Report: - Gloria Fuller

Gloria stated there would be 90 exhibit spaces for this conference with 73 booth spaces and 17 table tops. The conference will be April 16-April 19th at the Hilton Hotel and Conference Center in College Station. State rates will be available at the hotel and the golf tournament will be at the Campus Course at Texas A & M University. This year the tournament will be handled a little different as hole sponsors will be sold at \$600.00 and includes a 4 man team. She also stated Metro Golf Cars would be giving away a golf cart and that Shoppa's would be giving away a golf cart for the talent show. Gloria announced at least 3 entries had been received by Bob and/or his staff. The winner will be selected by a panel of judges Bob has assembled. The Guidebook will be available again this year as it has proven to be a huge success.

24 Business Partners have already signed up and 3 sponsorships have been sold. Yana requested Gloria will provide a list of the sponsorships available to the board.

2017 Conference Report: - Gloria Fuller

Gloria stated she has signed the hotel contract with the Hilton Hotel and is working with the hosts regarding golf tournament, etc. and will have more information at the fall board meeting. TCU will be hosting the 2017 Conference and this is the same hotel where the 2009 Conference was held. The dates will be April 7-11, 2017.

Rick made a motion to accept Gloria's Conference Report from 2015-2017 and Bettie seconded. Motion carried unanimously.

SOP's – Dee Littlejohn

Dee stated she was working on the SOP's and would provide copies of her report to the board within the next 2 weeks. Dee indicated she had met with Bridget previously but due to her work load and vacation she was unable to complete the committee report format as Jim requested from all committee chairs or SOP committees. Rick, Sallie and Terry will serve on the SOP Committee and will review the SOP's. No motion was made.

Business Partner – Bob Casagrande

No report available since Bob and Rhonna were absent. Sallie said she had not received a report from Bob as she was emailed earlier in the week a report from Bob would be forthcoming. Sallie asked Jim if he had received a copy of Bob's report and the answer was "no".

Website Committee – Mike Billingsley

The board was given a copy of the committee's report and the current website was displayed.

Mike announced the listserv no longer exists and began his report. The committee determined TAPPA does not need any other membership software as Cvent works 100% better than Memberclicks. Thus, TAPPA needs only one database as most of our emails are sent out through Cvent and Membership Dues are collected via Cvent when registration occurs. In addition, hosting can be anywhere as long as there is a reliable hosting server. Mike stated in the month of May, 2015 he received 13 problem announcements from Memberclicks. When a group add-on of members or updates are needed, it takes two or three tries to process the request. The committee's recommendation were:

1. To use "Go Daddy" or someone similar for a host service.
2. Use Web Expressions or the actual website design and maintenance (similar to MS Word).
3. Use Cvent to replace the listserv for mass emails.
4. Create a forum for Board, Members and Business Partner's communication.
5. Annual cost savings \$6,700. Current Expense with Memberclicks \$11,700 and recommended Annual Expense - \$5,000.

Jim passed the gavel to Rick and ask Mike to stop with his report and get to the bottom line. Mike was not allowed to give the committee's full report and Jim made the following statement:

"The web page must be better than what it is now and this was not the "Wow" factor that he nor the board was wanting."

Mike's response was he understood that everyone was pleased with the updated website based upon the feedback from last fall.

Dee, as a member of the web committee inquired why couldn't we have someone or a web design company provide to the board by October, a viable website with costs.

After numerous comments back and forth between various board members. Jim instructed Mike to contact Memberclicks and discuss issues which were noted in the report which was distributed and at the October Board Meeting provide an update. The committee is also to come up with a new web

design and cost per Jim's request. Jim added Rhonna, Bettie, Curtis King, and Marshall Lasswell to existing committee.

The gavel was given back to Jim.

A motion was made by Dee and Bettie seconded regarding Jim's request and the motion carried.

Old Business:

A discussion was briefly held relating to the return of funds to an institution when they receive a restricted scholarship. Sallie since the inception of the restricted funds policy a spreadsheet is sent to the institution providing them with the amount awarded and amounts disbursed since all arrangements relating to the scholarship must go through the secretary/treasurer. A motion was made by Dee and seconded by Sallie that unused funds regarding restricted scholarship remain in the TAPPA account instead of being sent to the institution which originally was awarded the scholarship. However, Scholarships as noted in the By-laws has been tabled.

A discussion was held regarding having shirts for the 2016 Conference. Dee and Betty recommended the shirts be pulled; however, Gloria and Sallie stated these were sponsorship items which were noted in the packets in March distributed at the conference. In addition several packets have been distributed since that time and the shirts were listed as a sponsorship item.

Gloria further explained that if we did not get a sponsorship the shirts would not be ordered. On the other hand, from past experience, the members expect a shirt since we ask for shirt sizes. Shirts must be ordered at least two months in advance and we have no way of knowing what sizes are needed unless we ask in advance. Rick stated he would check with some of his business partners to see if a sponsorship could be obtained and get back with Gloria.

Term Limits for President and Vice President

Jim removed himself from the President's position and the gavel was passed to Rick. Discussions and opinions were expressed by Jim and Rick with the gavel being passed back and forth. Finally, a motion was made by Bettie to extend the term of both offices to a two year term and Dee seconded. Also, this motion brought up the matter of the by-laws stating the Immediate Past President shall serve only a one year term. Dee made a friendly amendment to Bettie's motion that the Immediate Past President's position be eliminated after one year; however, that individual would become a director and serve out the term of office for the second year. A vote on this motion was called by Jim and also noted for the record that Rob had to leave the meeting earlier and was not present for the vote. There were 6 who voted "yes", one "nay" which was Mike and I abstained. The majority wins and motion carried.

New Business:

Jim announced the resignation of Chris Campbell and expressed his regrets. A brief discussion followed this announcement. Sallie stated in the past when a vacancy occurred the previous board made the selection from the nominees at the annual meeting (one who had the next highest votes) to fill the vacancy as it did with Dee in 2014. Mike Feyen had the next highest votes. Jim enquired if he would be willing to serve and Sallie responded with "yes". Sallie will notify Mike when she returns to the office on Monday.

Gloria to provide cost and projection of conference at the October Board Meeting.

A brief discussion was held regarding brochures which were previously distributed. Sallie provided everyone with the brochure which was "pulled" from distribution last year. It was determined the design and contents be left up to the membership committee.

It was announced the registration widget and Guidebook app widget will be on the home page and Gloria and Mike are working on these applications at this time. In addition Gloria will check into what is required to "poll" votes regarding election at the conferences.

Terry suggested a meeting be held at the 2016 conference for facilities personnel. Gloria will check on the room space available and will get back with Terry. Terry will oversee this session. Questions were asked if there is a way to track session attendance and Gloria replied "yes" via Cvent; however, if someone changes their mind, it is impossible to track attendance. Too many individuals do not select any sessions when they register, they just attend the sessions.

The topic of targeting new institutions and old members was discussed and after numerous comments it was deemed that all board members should strive to increase participation and to work closely with Bettie and her committee this year.

Sallie recommends the law firm of Shannon, Gracey, Ratliff & Miller, LLP to provide legal representation for TAPPA in regards to any legal issues that may arise in the future. This firm has offices in Fort Worth, Fort Worth, Dallas, Houston, Austin, Arlington and Rhome. With this being mentioned in the letter presented to the Board, Sallie suggested we go with a firm that has offices in the cities where future conferences will be held. After a brief discussion the board agreed.

Sallie also asked everyone to review by the next board meeting in October the following: incidentals by board members and the Tax Exempt Cards which everyone has.

The board was provided the cost analysis spreadsheet regarding future board meetings elsewhere. After reviewing the information, it was determined we would continue to have the meetings at the Embassy Suite Airport Hilton Hotel. The next board meeting will be October 17th.

Rick Lobato stated he would also supply a list of financial auditors and Sallie would also obtain a least 3 firms from the Fort Worth area and present these names at the October meeting.

The board dinner tonight will be at the Olive Garden and a shuttle will be provided and we will meet in the lobby.

Jim expressed his appreciation to the board for working so diligently and making great progress with the topics and matters listed on the agenda. There being no further business the meeting was adjourned at 5:28 p.m.

Respectfully submitted,

Sallie Spotanski
Secretary/Treasurer