

**ASSOCIATION OF ESD PROFESSIONALS
4601 FAIRFAX DRIVE
ARLINGTON, VIRGINIA**

**MINUTES OF THE BOARD OF DIRECTORS MEETING
VIA TELECONFERENCE
JANUARY 7, 2023, 2:30 P.M. ET**

BOARD MEMBERS:

Sally Van Wright	Secretary
Michele Elefante	Director
Michael Peñafiel	Director
Onyemma Obiekea	Director

GUESTS:

Samantha Waterman	Executive Director
Cassidy Civiero	Recording Secretary, Minutes Solutions Inc.

ABSENT:

Magdalena Diaz	Director
Faye Henry	Treasurer

1. CALL TO ORDER

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order at 2:37 p.m. ET.

2. APPROVAL OF PREVIOUS MINUTES

Approval of the August 13, 2023, minutes was deferred to the next meeting.

3. BOARD DISCUSSION ITEMS

- a. Annual Event:** There have been discussions with an event planner on holding the proposed event in Costa Rica and postponing until June, 2023, rather than April, 2023. The planning team assumes 30 to 50 people for the event; however, S. Waterman was hoping for 200. ESD Professionals in Africa would need to obtain a visa to attend. The Latin American ESD community is growing. A virtual option will be offered for the event. M. Elefante expressed concern with holding the event during hurricane season, and a high season for travel.

S. Waterman noted that if the event is to be held in April, 2023, the save the date should go out next week. It must be decided how much to charge attendees, and whether to include meals and housing in the rates. International pricing could be considered, and whether there would be a lower rate for just attending the self-defense portion. S. Waterman noted that unless \$500 is charged for registration, it would be difficult to cover the \$50,000 in costs of the event, let alone generate revenue. However, there should also be sponsorships which will assist in covering costs.

The ticket price would include a breakfast buffet, luncheon on the first day, and an evening reception following dinner. Dinner would be the responsibility of attendees. The event will involve interactive workshops, rather than just presentations. The Board discussed who to contact for

sponsorship opportunities. M. Elefante recommended women's organizations, especially in sports, such as the Indigo Girls and the WNBA, and Latin American organizations. O. Obiekea suggested also reaching out to sporting goods stores.

ACTION – S. Waterman will contact M. Elefante for a list of names of potential sponsors in women's sports.

- b. **Grievances and Guidelines:** M. Elefante said that the Ethics Committee will return to the matter of developing a grievances and guidelines process, looking at the individual associations' processes. S. Van Wright agreed that this could be discussed in the next two weeks.
- c. **Standards Review Group:** M. Elefante said they will discuss the creation of a nominations process for the Standards Review Group. They may include S. Watson in these discussions.
- d. **2023 Board Calendar:** *ACTION – M. Elefante will ask M. Diaz about times which are favorable to her to attend Board meetings.*

The 2023 Board calendar will be shared with members, and members will be notified of any changes to the calendar. The Board approved the proposed calendar.

4. **EXECUTIVE DIRECTOR'S REPORT**

The Executive Director's Report was previously circulated to the Board for review. Items requiring elaboration are outlined below.

a. **President/Chair Vacancy:**

On a motion made by S. Van Wright, seconded by O. Obiekea, it was resolved to nominate M. Elefante as President/Chair of the Board. Motion carried.

M. Elefante accepted the nomination and assumed the position of President/Chair.

- b. **Director Vacancy:** The list of potential Directors includes Nagin Cox, Shanda Poitra, Hind Essayegh, Pâmela Mussi Valdez, Lauren Bailey, Carmel Drewes, Gentiana Susaj, Nuna Gleason, and Beth Capotosto. Expanding the Board will be considered following the vacancy being filled. There is nothing in the bylaws on how to expand the Board, whether the members have to vote on it or just the Board. Notice must be given to members before a new Director is selected, even if they do not participate in the vote.

The vote to elect a new Director will take place at the next meeting in February, 2023. Board members could approach the nominees to ascertain their interest before the vote is taken. The Board agreed to rank all individuals rather than create a shortlist, so that if the top choices are not interested/available, the next person down can be selected. The Board discussed postponing elections until 2024 if the process feels rushed for the annual meeting.

ACTION – S. Waterman will circulate a survey to the Board for ranking Director nominees.

c. **Changing Election Schedule:**

On a motion made by M. Elefante, seconded by S. Van Wright, it was resolved to have Seats 2, 4, and 6 on the Board have elections in even numbered years beginning in 2024, and Seats 1, 3, 5, and 7 have elections in odd numbered years beginning in 2025. Motion carried.

- d. **Allow Consecutive Board Terms:** The bylaws currently state that the Chair can only serve one two-year term. S. Waterman presented two options: one for unlimited consecutive terms for all Officers, the other unlimited consecutive terms for the Secretary and Treasurer, and no more than two consecutive terms for the Chair. S. Van Wright and M. Elefante expressed concern with unlimited terms for Chair.

On a motion made by M. Elefante, seconded by S. Van Wright, it was resolved to approve Option 1 regarding consecutive Board terms, that states “The Officers of the Board shall be elected for terms of office to coincide with the term of office for the Director assuming that Office, except that each Officer shall hold office until a successor shall have been duly elected or until resignation, removal, or death. Officers shall serve two-year (2-year) terms. Officers may serve an unlimited number of terms. Secretaries and Treasurers may serve their terms either consecutively or periodically. Chairs are limited to serving no more than two (2) of their terms consecutively. This does not limit the Director who is holding the office of Chair from serving as a Director more than two (2) terms consecutively, it only limits the number of terms they may serve consecutively as Chair. Nothing in this paragraph changes the requirement that Officer elections for Chair, Secretary, and Treasurer be held at the expiration of each term.” Motion carried.

5. **NEXT MEETING**

The next meeting is scheduled for February 11, 2023, at 1:30 p.m. ET.

6. **ADJOURNMENT**

On a motion made by M. Peñafiel, seconded by S. Van Wright, it was resolved to adjourn the meeting at 4:00 p.m. ET. Motion carried.

DISCLAIMER

The above minutes should be used as a summary of the motions passed and issues discussed at the meeting. This document shall not be considered a verbatim copy of every word spoken at the meeting.

Sally Johnson Van Wright
Secretary

Date