

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

**MINUTES OF THE BOARD OF DIRECTORS MEETING
VIA TELECONFERENCE
FEBRUARY 11, 2023, 1:30 P.M. ET**

BOARD MEMBERS:

Sally Van Wright	Secretary
Michele Elefante	Director
Michael Peñafiel	Director

GUESTS:

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

ABSENT:

Magdalena Diaz	Director
Onyemma Obiekea	Director
Faye Henry	Treasurer

1. CALL TO ORDER

There being no quorum, the Directors held a discussion without the ability to vote, commencing at 1:39 p.m. ET.

2. APPROVAL OF PREVIOUS MINUTES

The minutes of August 13, 2022, and January 7, 2023, will be approved at the next meeting.

3. EXECUTIVE DIRECTOR'S REPORT

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

- a. **Events:** The event planner in Costa Rica has relayed that there are no venues available for the annual meeting to be held in spring 2023. It would be valuable to have other options for the event planner, as this one may not have the necessary experience for such a large event. S. Waterman recommended postponing the event by one year. It is hoped that the annual event will eventually generate revenue. S. Waterman will be looking into sponsors.
- b. **Credentialing Program:** The next credentialing exam is being administered starting Tuesday, February 14, 2023.
- c. **Budget and Loans:** S. Waterman presented the 2023 Budget, which was distributed with the meeting package. There was an error whereby S. Waterman's banking information was being used rather than the Association's for Glue Up payments; and upon discovering the error, the

approximately \$3,000 was immediately transferred into the Association's bank account. S. Waterman deeply regrets the mistake, and will continue to review accounts for the next couple of months to ensure that any further errors are immediately corrected.

Funding for the second half of the year is expected to be similar to what the Association is receiving for the first half of the year, but nothing is certain. Operating needs may be less than what is anticipated in the budget, and revenue from the credentialing exam could be well over \$25,000. However, there are fewer sponsorship opportunities now that the annual conference has been postponed to next year. Staff will make the argument to sponsors that the reach of social media justifies sponsorships for podcast, magazine, job board, and GlueUp member portal. Planning for the podcast has begun, and staff hopes to have the first podcast ready in June.

4. BOARD DISCUSSION ITEMS

- a. General Matters– Update from Secretary S. Van Wright:** S. Van Wright has been having discussions with Darlene DeFour of the National Women's Martial Arts Federation (NWMAF), who had reservations about joining the Association but is open to talking about it.
- b. Ethics Committee – Update on Process for Addressing Grievances:** The Ethics Committee has been considering the difference between a Code of Ethics and Code of Conduct, which seems to be context and level of detail. S. Waterman noted that some codes of conduct are more procedural, whereas the codes of ethics are more philosophical.

The Ethics Committee is considering where organizations have gone wrong by not having a grievance process in the past and what kind of mechanisms could prevent those bad outcomes for the Association. Disconnections and departures are a key piece. M. Elefante noted that the grievance process should not be punitive or critical, unless the case is serious, such as a criminal assault. What is important is to have a resolution process, and for both parties to be made whole. There are limits to what the Association can do in terms of consequences, and the process should not be shame-based.

Board directors agree that restorative justice should guide the Board and Ethics Committee. There should be timeframes for resolution of grievances so that those lodging complaints and those against whom any complains are made experience timely resolution of the matter. Further, the accused should be notified, evidence considered, and both parties notified of findings and determinations. Transparency and communication are key. Most likely disciplinary measures include losing membership or credential status. There is a difference between charged, accused, and found guilty. The circumstances under which an ESD professional is representing the profession is a grey area – it is sometimes difficult to identify the line between personal and professional behavior and circumstances. However, Association members should be held accountable for their actions, especially in cases that involve discrimination, hate speech, abuse, and violence.

S. Waterman noted that there are several categories: substance of accusation, context of accusation, stage of accusation, mitigating factors, misunderstandings, and role of social media. One of the difficult areas to adjudicate is verbal misdeeds. Making amends and forgiving those who have committed wrongs or hurtful acts should play a role – this fits in with the restorative justice piece. M. Peñafiel added that there are cross-cultural considerations. There is a lot of work to do.

5. **EXECUTIVE COMPENSATION**

ACTION – The Board will review executive compensation for discussion in advance of the next meeting.

6. **NEXT MEETING**

The next meeting date is to be determined.

7. **ADJOURNMENT**

The discussion was closed at 2:57 p.m.

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 of the Board

Date