

## Minutes from the CED Executive Committee Meeting

October 14, 2009

In attendance: Steve Wiehe, Kent Christison, Greg Anglum, Mike Elliott (by phone), Jason Caplain (by phone), Mary Musacchia, Ted Zoller, Anastasia Pucci, John Fogg, Steve Nelson (by phone), Joan Siefert Rose, Jim Ford, Stephanie Austin

Excused: Susan Acker-Walsh, John Glushik

Steve Wiehe called the meeting to order at 11:40 a.m. in CED's classroom.

Joan Siefert Rose shared the President's report and separate reports from the Development and Audit Committees, which will be distributed to the board in advance of the October 21 meeting. She also said that Jim Ford is planning to take a new position with a startup company, and will move to a half-time appointment at CED starting November 1. The Executive Committee expressed appreciation for Jim's work and wished him well in his new venture. Joan said there would be enough time to determine the best way to fill Jim's position before he moves to his new role full-time after the first of the year. She also thanked him for helping restore CED to stability, and for building confidence in the leadership team.

Greg Anglum shared the results of the audit and the IRS Form 990 for FY 2009. The Executive Committee reviewed and discussed both documents, and recommended that both be presented at the full Board of Directors meeting October 21. The Executive Committee recommended that CED post the audited financial statements from the past 3-4 years on the organization's website, along with documents presenting an overview of CED's budget, and a shorter version detailing Frequently Asked Questions about the audit. Joan said she would draft these documents for review prior to the board meeting. Greg said he would inform the auditors of our plans to make the report public.

Greg also discussed the auditor's internal control letter concerning separation of duties. He said that the Audit Committee has recommended, and CED has implemented, changes to address those concerns.

Greg asked that the Executive Committee approve the audit and IRS Form 990 as presented. John Fogg seconded. The motion passed unanimously.

Stephanie Austin reported that the Development Committee met last month and drafted a privacy policy: "CED values and respects the privacy of its members and supporters. We do not share your address, phone number or email with any third party without your express approval." Kent Christison suggested adding the words "as is consistent with law," as there are instances for tax reporting, for example, when CED would need to disclose information about donors to a third party. The Executive Committee unanimously approved the wording with the offered amendment.

Mary Musacchia reported that the Governance Committee met this month and agreed to review the organization's bylaws, part of an expanded role for what had been known as the Nominating Committee. She said that sections of the bylaws had been amended several times since 2004, and it is the Governance Committee's intention to present a comprehensive review for consideration by the

Board of Directors. The Governance Committee will circulate charters to existing standing committees to ask for their comments prior to the next Governance Committee meeting.

Mary said the Governance Committee nominated John Stewart of Dixon Hughes for a two-year term on the Board of Directors, and recommended that the full board consider his nomination at the October 21 meeting. In addition, she said the Governance Committee will create a formal nominating process, including a nominating form, which prospective candidates will need to complete by March 31. This will give the Governance Committee enough time to review the nominations and make a recommendation on a slate of candidates by the time of CED's annual meeting in June.

Joan said the staff is planning a strategic planning retreat October 15-16 with Rebecca Merrill of Merrill Leadership as the facilitator. Steve Wiehe plans to join the discussion. Joan will report back to the Executive Committee at its next meeting.

Joan shared the agenda for the October 21 Board of Directors meeting. The Executive Committee asked that the financial statements be distributed in a way that protects confidentiality. Steve Wiehe asked whether it is possible to make the board meetings more interactive and engaging for members. Joan and Jim said that each board member now has a committee assignment, and that this is a way we are trying to get people more involved with CED's work. Other Executive Committee members shared similar concerns about attendance at board meetings, and the fact that many board members don't know each other. Joan agreed to explore a bigger social hour in connection with the next full board meeting in February, as well as more interactive elements for the meeting.

The meeting was adjourned at 1:05 p.m.