Board of Directors Meeting
Monday February 11, 2019, 2:00-3:30pm ET

Draft: Monday, February 11, 2019
Accepted: Monday, March 11, 2019

Attendees
@Denise S, @Gavan W, @Jeanette M, @Brett M, @Brandon S, @Tim H, @Dianne B

Regrets
@Laura K, @Aline G, @Erika Kustra k, @Bob S, @Christine G, @Valerie L,

Reference Material
- January 2019 minutes: Link
- EDC Annual Report 2018-19: Link
- Partnerships Report: Link
- “Emerging issue with President-elect model” discussion: Link
- Policy 9 Draft: Link
- STLHE Grant Program for TLNs and SIGs: Link
- “STLHE ListServ and Commercial Messages” discussion: Link
- Green Guides Sales Report: Link
- Green Guides MOU: Link

Notes
- The EDC annual report (link above) is provided for your information as a follow-up to the last EDC report to the board of directors; there will be no agenda item associated with the report.
Agenda

1. Call to order and welcome
   Leader: D. Stockley
   • Quorum (6) was not met at 2:00pm ET
   • Discussion took place
   • Agenda items were prioritized; agenda items were identified to be brought forward to the March 2019 board meeting.
   • Quorum was reached and meeting called to order at 2:40pm ET

2. Approval of the agenda
   Time: 1 min
   Purpose: make a decision
   Leader: D. Stockley
   Preparation: Review agenda
   • Amended agenda approved by consensus

3. Approval of minutes of January 2019
   Time: 5 minutes
   Purpose: make a decision
   Leader: D. Stockley
   Preparation: Review January 2019 minutes
   • Approved by consensus

4. Chair’s report
   Time: 5 minutes
   Purpose: share information
   Leader: D. Stockley
   Preparation: none.

5. Report: Awards portfolio
   Time: 15 minutes
   Purpose: 
   Leader: @Valerie L-
   Preparation:

6. Report: Partnerships portfolio
   Time: 15 minutes
   Purpose: Share information
   Leader: @Jeanette M-
   Preparation: Review Partnerships report
7. 2019 nominations committee
Time: 10 minutes
Purpose: Make a decision
Leader: @Denise S
Preparation: Review slate of 2019 committee members, below

The following STLHE members (in good standing) have put their names forward to stand as the 2019 nomination committee:

- Mandy Frake-Mistak (York University)
- Andrea Webb (UBC)
- Tim Loblaw (Bow Valley College)

MOTION (Moved by D. Stockley, Seconded by B. Sabourin): I move that the Board accept the 2019 STLHE nominations committee.
Yes: 6 No: 0 Abstain: 0

8. Does STLHE move towards a Past-President model?
Time: 20 minutes
Purpose: Share information, make a decision
Leader: @Gavan W
Preparation: Review “Emerging issue with President-elect model” discussion on Basecamp.

Gavan brought the following to the Board's attention for review.

In our current board model:
- any board member can sit for up to two terms; and
- a term is three-years long.

We have a President-elect position that does not follow this model. Rather:
- it is a one year term; and
- the President-elect becomes the President at the end of that term (unless the Board determines otherwise).

Currently, the President-elect also:
- Is a voting member of the Board.

The executive have identified issues with this model. Namely, there is no clarity around the election of a President-elect during the first term of a President.

Currently with this structure, if a first-term President did not want to seek a second term, then there would need to be an election for a President-elect in the year prior to the end of their term to ensure the one-year overlap.

This means that any first-term President needs to identify halfway (around 19 months into
their 36 month term—halfway for all purposes) through their first mandate if they are going to seek a second term.

There are other issues identified with the President-elect model (e.g. what happens if a President seeks a second term and is unsuccessful—what becomes of the President-elect model then?).

In this proposal, a Past-President would:
- be a role automatically assumed by a President at the end of their elected term;
- be a non-voting (ex officio) member of the board; and
- have a maximum 1-year term length.

Item open for discussion:
- Brett asks if the Past-President would attend a face-to-face meeting the June before the end of their term as Past-President (i.e. 11 months after the end of their term).
- Decision was yes, the Past-President could attend that meeting as it is still within their one-year term.
- There was discussion amongst the board members that the Past-President could decide not to attend this face-to-face board meeting, but that would be at their discretion.

MOTION (Moved by G. Watson, Seconded by B. McCollum): I move, subject to:
1) approval by the general membership at the next annual general meeting and
2) review of the updated By-law 1, Article 7.3 by STLHE legal counsel,
that the position of President-elect is replaced with a Past-President, a role that:
- is automatically assumed by a President at the end of their elected term;
- is a non-voting (ex officio) member of the board; and
- has a maximum 1-year term length.

Yes: 5 No: 0 Abstain: 1

9. Policy 9
Time: 10 minutes
Purpose: Make a decision
Leader: @Jeanette M
Preparation: Review draft Policy 9

MOTION (Moved by J. McDonald, Seconded by G. Watson): I move that the Board accept updates to Policy 9 with any changes noted.

Yes: 6 No: 0 Abstain: 0

10. STLHE Grant Program - TLNs and SIGs
Time: 10 minutes
Purpose: Make a decision
MOTION (Moved by J. McDonald, Seconded by G. Watson): I move that the Board accept the STLHE Grant Program for TLNs and SIGs with any changes noted. Yes: 6 No: 0 Abstain: 0

11. STLHE ListServ—commercial messages wording
Time: 5 minutes
Purpose: Make a decision
Leader: @Gavan W
Preparation: Review “STLHE ListServ and Commercial Messages” discussion on Basecamp.

Proposed wording:
  The STLHE ListServ is intended as a forum for postings that keep with the vision, goals, values and purpose of the Society.

  The STLHE ListServ is not the appropriate venue for commercial messages (e.g. posts that promote a for-profit service, product or venture) and messages of this nature should not be posted.

MOTION (Moved by G. Watson, Seconded by B. Sabourin): I move that the proposed language around commercial messages be accepted and is: 1) added to the STLHE ListServ webpage and 2) posted once to the STLHE ListServ. Yes: 6 No: 0 Abstain: 0

12. Green Guide discussion with Western University
Time:
Purpose: Share information
Leader: @Dianne B
Preparation: Review Green Guides Sales Report and MOU (linked above).

13. Other business

Next board meeting
Monday March 11th, 2:00-3:30pm Eastern

Decisions

Action items
Items for next meeting

- Due to lower board member attendance (meeting quorum, however) the following agenda items will be moved to March meeting:
  - 5. Report: Awards portfolio
  - 6. Report: Partnerships portfolio
  - 12. Green Guide discussion with Western University