

**AMERICAN ORCHID SOCIETY RE-ORGANIZATION MEETING
SATURDAY, APRIL 28 AT 11:25 A.M.
SANDRA TILLISCH SVOBODA, PRESIDENT, PRESIDING**

I. Call to order

The meeting was called to order by President Sandra Svoboda at 11:25 A.M. CDT following the AOS Town Hall Meeting.

II. Roll Call

Proof of due notice: Secretary Jean Hollebhone confirmed publication of due notice of the meeting in Orchids, February 2012.

Roll Call:

Officers Present: Sandra Svoboda, Chris Rehmman, Tim Brooks, Fred Missbach, Karen McBride, Max Thompson, Jean Hollebhone

Officers Excused: None

Trustees Present: Jeanne Buchanan, Tom Etheridge, Mario Ferrusi, Ron Giles, John Ingram, Alan Koch, Nancy Mountford, Barbara Noe, Frank Smith

Trustees Excused: Jeff Bradley, Russell Clark, Fred Clarke, Norman Fang, June Simpson, Linda Wilhelm

Staff Present: Ron McHatton

Declaration of quorum: Secretary Jean Hollebhone declared a quorum

II. Incoming President's Message:

Sandra Svoboda

The new president introduced the topic of *The future of the AOS, how we get there*. Full text presentation is attached. She summarized 4 goals for the trustees and indicated the AOS will get there by asking the right questions, getting the right answers, making the right decisions and getting the right results. She indicated the Board's responsibility is to determine policy and set strategic directions. As first steps she announced:

i) a Strategic Planning Task Force: (Sandra Svoboda, Karen Mc Bride, Taylor Slaughter, Harry Gallis Tom Etheridge and Carol Zoltowski) to create

a comprehensive matrix map of the AOS business and program elements to allow the board to analyze each of the components in terms of external impact on the membership and AOS finances.

ii) Review of the IT committee document re IT staffing needs by the Finance Committee for impact followed by discussion at the first Board meeting in June;

iii) other staffing needs to be reviewed by COO and EC to determine how to best meet organizational needs, and present findings and recommendations to the Board;

iv) a Membership Task Force to meet with Fairchild Gardens staff to help with marketing retention of membership;

v) a Multi-committee Membership Task Force to review the tiered membership level proposals, budget implications and impact on membership and make recommendations to the Board of Trustees.

The president outlined a reporting format she expects from each committee report. (example provided). She indicated that regular meetings would be held as follows:

- Executive Committee (4th Monday of the month),
- Finance committee (before EC and after the 15th), and
- Board of Trustees on the 4th Thursday of each month.

Logistics were discussed (agenda to be circulated at least five days before the meeting, meetings to be 1-1 1/2 hours or less, cancellation if no business, meetings via *GotoMeeting*).

The president announced two umbrella committees to enhance work between committees, each presided by a VP, who will guide the work and be the first line for questions. Action items will require a written report including financial implications. Committees will work with the Treasurer, the Finance Committee, and appropriate staff. The Umbrella Committees are:

- Education (Tim Brooks): Education, Publications, Library/Archives, Judging Committees
- Outreach (Fred Missbach): Membership, Affiliated Societies, Marketing, Development
- IT will float among these committees,
- Research and Conservation will remain separate.
- Each committee was asked to come up with a short strategic plan in consultation with the Board, to set up measurable goals for new projects in line with AOS mission and to report whether goals have been met or not.

IV A. Confidentiality Policy

The president reviewed the issue of confidentiality, stressing the importance that all respect inappropriate disclosure of confidential information recognizing the potential harm it may cause.

B. Duality of Interest and Conflict of Interest Policy

The president indicated that according to the Bylaws, the EC, BOT and Committee members are expected to sign conflict of interest disclaimers. The policy (Appendix 1) was read to the Trustees by Ron McHatton. It was noted that some administrative updates (replacing AOS Executive Director with Chief Operating Officer) will be made. Ron will seek legal advice as to extent of coverage. Trustees are asked to fill out the form electronically (Appendix 2) and return.

V. Other business

In closing the president said she looked forward to the next few years and urged Trustees to be active ambassadors for the AOS. She prefers that any issues be brought to her early attention at (805) 959-4536, cell (805) 637-1100.

The question of whether there is a process to remove inactive members from committees was raised. While it is no longer necessary to go through the Board for approval, except for EC, governance and BOT, changes should be sent to the President so they can be corrected in *Orchids* and appropriate letters of thanks can be written.

VI. Adjournment

Upon a motion duly made and seconded, the Trustees VOTED to adjourn the meeting at 12:10 C.D.T.

Respectfully submitted,
Jean Hollebhone
Secretary
April 28, 2012.

APPENDIX 1: Duality and Conflict of Interest Guidelines

All members of the Board, including the officers, shall conduct themselves in accordance with the following policy regarding duality of interest and conflict of interest. Any duality of interest or possible conflict of interest on the part of any member of the Board or Officers of the Society shall be disclosed and entered into the minutes of the meeting and made a matter of record prior to motions, resolutions, discussions, disclosures, or any other appropriate method of conducting the business of the Board.

The foregoing requirement shall prevent the Board member, after disclosing their duality of interest or conflict of interest, from voting on the matter in which the conflict exists. The member of the Board disclosing the duality or conflict of interest may be available to answer pertinent questions since his or her knowledge may be of assistance.

Any new member of the Board shall be advised of this policy upon entering into the duties and responsibilities of the office of membership. Trustees shall execute a written Conflict of Interest Policy approved by the Board on an annual basis.

APPENDIX 2: REPORT FORM

NON-DISCLOSURE AND CONFIDENTIALITY AGREEMENT American Orchid Society Board of Directors and Officers

During the time that will you serve on the Board of Directors, or as an officer of the American Orchid Society, you will gain access to information that is considered to be confidential and/or proprietary and is crucial to the operation of the organization. Because the American Orchid Society has the obligation to protect such information, it is a condition for serving on the Board of Directors or as an officer of the American Orchid Society, a 501c(3), non-profit organization, that you agree to enter into this Non-Disclosure and Confidentiality Agreement and to comply with its terms and conditions.

1. Confidential Information

The board member or officer agrees that in the process of dealing with the business of the American Orchid Society, he/she may obtain, acquire and become aware of information, and may in the future acquire non-public information, relating to or concerning the American Orchid Society and/or its employees during a board meeting, executive session or executive committee meeting. The board member/officer acknowledges and agrees that all such information and items described in the foregoing sentence acquired during the transaction of the society business may be private and confidential.

2. Agreement not to Disclose

The board member or officer agrees that he/she shall not, directly or indirectly, verbally or otherwise either during, or after publish, disseminate, disclose or cause to be published, disseminated or disclosed, any Confidential Information to any person, firm or entity whatsoever, including but not limited to, electronic communications (emails, Weblogs etc), voice conversations or messages, newspapers, periodicals, magazines, publications, and any other enterprise involved in the print or electronic media, including individuals working directly or indirectly for, or on behalf of the American Orchid Society.

3. Disclosure is Wrongful

Any disclosure of confidential information to Third Parties of any Confidential Information may cause irreparable harm. The board member or officer acknowledges that any disclosure to any Third Party of any Confidential Information shall constitute a breach of the terms of this agreement, and shall constitute a breach of trust and confidence

4. Severability

The board member or officer agrees that any breach of this confidentiality agreement shall result in termination of service to the American Orchid Society in a leadership role for the time that he/she may be a member of the American Orchid Society.

5. Voluntary Agreement

The board member or officer agrees that he/she has entered into this Agreement freely and voluntarily.

Board Member/Officer

Signature _____
Print Name _____
Print Title _____
Date _____

Witness

Signature _____
Print Name _____
PrintTitle _____
Date _____