MINUTES OF THE AOS TRUSTEE MEETING,
Minneapolis, Mn.
Friday, May 2, 2014
Sandra Tillisch Svoboda, President - Presiding

I. Call To Order:

The president called the meeting to order at 10:33 CDT.

II. Proof of Due Notice of the Meeting:

The meeting was advertised in the January through April, 2014 editions of Orchids magazine. In addition, the Orchid Society of Minnesota has actively publicized the meeting over the last two years.

III. Roll Call:

**Officers present:** Sandra Svoboda, Fred Missbach, Tom Etheridge, Jean Hollebone, Peter Furniss, Chris Rehmann,

**Trustees present:** Jeanne Buchanan, Mario Ferrusi, Harry Gallis, John Ingram, Nancy Mountford, June Simpson, Frank Smith, Carol Zoltowski

**Excused:** Ron Giles

**Absent:** Jeff Bradley, Max Thompson, Fred Clarke

**Staff present:** Ron McHatton

**Honorary VP:** Tom Sheehan

**Visitors:** Howard Bronstein, Susan Wedegaertner, Bill Zimmerman, Loretta Rehmann, Lynn Fuller, Juan Felipe Posada, Carlos Fighetti, Aileen Garrison, Gail Furniss, Lowell Jacks, Lois Holmes, Scott Ware, Greg Filter, Frank Slaughter, Jr., Taylor Slaughter, Jennifer Reinoso.

IV. Declaration of Quorum

A quorum was declared.

V. Approval of Minutes of April 17, 2014 Board of Trustees' meeting  

Jean Hollebone

The minutes had been distributed earlier (Attachment1). Since no comments were received,

upon a motion made and seconded,
the Trustees VOTED to APPROVE
the minutes of May 17, 2014.

VI. Report of the President  

Sandra Tillisch Svoboda

The president thanked the AOS for an amazing two years full of challenges and opportunities, and outlined the highlights and successes of this time (Attachment 2).
closing, she challenged members to consider new ideas and proposals, and to be proactive. It takes courage to map out a path forward, she said, but we must all do it to make AOS a better organization than when we came into it.

Upon a motion made and seconded, the Trustees VOTED to ACCEPT the President's Report.

VII. Report of the Chief Operating Officer Dr. Ron McHatton

The COO presented his report (Attachment 3).

Upon a motion made and seconded, the Trustees VOTED to ACCEPT the report of the Chief Operating Officer.

VIII. Finance Committee Pete Furniss

The Treasurer presented his report (Attachment1).

Upon a motion made and seconded, the Trustees VOTED to APPROVE the TREASURER'S REPORT.

a. Budget

The Treasurer referenced the Wednesday Planning Session where the budget for 2014-5 was discussed in detail. The Treasurer confirmed that the proposed expenditures (related to anticipated legal fees and the marketing plan which gives the AOS an opportunity to grow), will be closely monitored. The Treasurer asked for approval of the draft budget.

Upon a motion made and seconded, the Trustees VOTED to APPROVE the PROPOSED BUDGET for 2014-5.

IX. IT Committee Report Greg Filter

The IT Committee Report (Attachment1) was discussed in the Planning session. Greg Filter reiterated the two key goals of the Committee and asked for a motion to accept the IT report.

Upon a motion made and seconded, the Trustees VOTED unanimously to ACCEPT the report of the IT Committee.
X. Membership Committee Report

Frank Smith reminded Trustees of the Membership Report developed a year ago under the direction of Jeanne Buchanan and the concurrent investigation of membership strategies at FTBG. This lead to the very successful expiring membership initiative which has been effective in increasing the number of membership renewals. In January the Membership and Affiliated Societies Committees were merged by the Board of Trustees. Frank Smith announced that Laura Newton is the new chair. He thanked Jeanne Buchanan for all her hard work on this file, and the President thanked Frank for the very effective donation of his office personnel to help with the membership renewals.

Upon a motion made and seconded, the Trustees VOTED to ACCEPT the MEMBERSHIP REPORT.

XI. Judging Committee Report

Dr. Gallis presented the report of the Judging Committee (Attachment 4). The personnel recommendations were discussed in Executive Session and approved as indicated in Sections a-g, below; the remaining personnel changes did not require Trustee approval and are found in the Judging Committee Report. Rewording of the Robert B. Dugger Odontoglossum Award and the Milton Carpenter Intergeneric Oncidiinae Award was presented for approval and is also contained in the Judging Committee report (XA and XB).

Upon a motion made and seconded, the Trustees unanimously APPROVED the revisions to the Robert B. Dugger Award criteria.

Upon a motion made and seconded, the Trustees unanimously APPROVED the revisions to the Milton Carpenter Intergeneric Oncidiinae Award.

The proposal to update AOS publications and the electronic awards records in Orchids Plus/AQPlus with current RHS and WCSPFO terminology was presented. The proposal was amended to remove the phrase "as feasible by staff" in the third sentence. Greg Filter agreed to develop a mechanism for keeping the historical (parent) data preserved so that it will not be lost and can be matched to current nomenclature.

Upon a motion made and seconded, the Trustees unanimously APPROVED the amended proposal.
to update AOS print- and web- based publications
with current RHS and WCSPF terminology.

The following personnel changes were approved by trustee vote:

A. Elevation of Certified Judges, Probationary to Certified Judge, Accredited:

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Kessler</td>
<td>Atlanta</td>
</tr>
<tr>
<td>Carol Klonowski</td>
<td>California Sierra Nevada</td>
</tr>
<tr>
<td>Curtis Gean</td>
<td>California Sierra Nevada</td>
</tr>
<tr>
<td>Cheryl Erins</td>
<td>Chicago</td>
</tr>
<tr>
<td>Anne Hill</td>
<td>Hawaii</td>
</tr>
<tr>
<td>Jeff Bagshaw</td>
<td>Hawaii</td>
</tr>
<tr>
<td>Peter Wiggin</td>
<td>Hawaii</td>
</tr>
<tr>
<td>Monica DeWitt</td>
<td>Pacific Northwest</td>
</tr>
<tr>
<td>David Edgley</td>
<td>Pacific Northwest</td>
</tr>
<tr>
<td>Ben Rostrom</td>
<td>Pacific Northwest</td>
</tr>
<tr>
<td>Nancy Augustine</td>
<td>Pacific South</td>
</tr>
</tbody>
</table>

Upon a motion made and seconded, the Trustees VOTED
to APPROVE the elevation of the above
from Certified Judge, Probationary to Certified Judge, Accredited.

B. Elevation of Students to Certified Judge, Probationary:

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barbara Barnett</td>
<td>Atlanta</td>
</tr>
<tr>
<td>Michelle Dobard</td>
<td>Pacific South</td>
</tr>
</tbody>
</table>

Upon a motion made and seconded,
the Board VOTED to APPROVE the elevation of the above
from Student to Certified Judge, Probationary

C. Accepted as Students in these Centers:

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
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</thead>
<tbody>
<tr>
<td>Chris Aiena</td>
<td>Alamo</td>
</tr>
<tr>
<td>Steven Van Kampen-Lewis</td>
<td>Alamo</td>
</tr>
<tr>
<td>James Curtis</td>
<td>Carolinas</td>
</tr>
<tr>
<td>Anthony Curtis</td>
<td>Carolinas</td>
</tr>
<tr>
<td>Jayne Holt</td>
<td>Northeast</td>
</tr>
<tr>
<td>George Iannetta</td>
<td>Pacific Central</td>
</tr>
<tr>
<td>Kevin Witham</td>
<td>Pacific Central</td>
</tr>
<tr>
<td>Gin Gan</td>
<td>Pacific South</td>
</tr>
<tr>
<td>Elizabeth McAlpine</td>
<td>Toronto</td>
</tr>
<tr>
<td>Andriananjamanantsoa (Tahiana)</td>
<td>Notahianjanahary</td>
</tr>
<tr>
<td>Andriananjamanantsoa (Montreal)</td>
<td>Toronto (Montreal)</td>
</tr>
</tbody>
</table>
Upon a motion made and seconded, the Board VOTED to ACCEPT the above as Students

D. Request for change in status to Senior Judge:

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
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</thead>
<tbody>
<tr>
<td>Jan Ragan</td>
<td>Florida-North Central</td>
</tr>
<tr>
<td>Diane Davis</td>
<td>Florida Caribbean</td>
</tr>
<tr>
<td>Jose Exposito</td>
<td>Florida Caribbean</td>
</tr>
<tr>
<td>Kurtis Iwata</td>
<td>Hawaii</td>
</tr>
<tr>
<td>Alice Barrios</td>
<td>Houston</td>
</tr>
<tr>
<td>James Huffman</td>
<td>Pacific Northwest</td>
</tr>
<tr>
<td>Lois Huffman</td>
<td>Pacific Northwest</td>
</tr>
</tbody>
</table>

Upon a motion made and seconded, the Board VOTED to ACCEPT the change in status to Senior Judge

E. Request for change in status from Senior to Accredited Judge:

No nominations were received.

F. Request for change in status to Retired Judge:

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dixie McCulloch</td>
<td>Cincinnati</td>
</tr>
<tr>
<td>Dr. William Sakai</td>
<td>Hawaii</td>
</tr>
</tbody>
</table>

Upon a motion made and seconded, the Board VOTED to ACCEPT the change in status to Retired Judge

G. Request for change in status to Judge Emeritus:

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Julius Klehm</td>
<td>Houston</td>
</tr>
<tr>
<td>Inge Poot</td>
<td>Toronto</td>
</tr>
<tr>
<td>Peter Poot</td>
<td>Toronto</td>
</tr>
</tbody>
</table>

(see JC Report; Attachment A)
(see JC Report; Attachment B)
(see JC Report; Attachment C)

Upon a motion made and seconded, the Board VOTED to APPROVE the change in status.
of the above to Judge Emeritus

H. Request for change in status to Retired Judge Emeritus: None

I. Termination for cause: None

The remainder of the Judging Committee's Report can be found in Attachment 4.

Upon a motion made and seconded,
the Board VOTED to ACCEPT
the report of the Judging Committee

XII. Research/Conservation Committee Report

Carol Zoltowski

Carol Zoltowski indicated the newly amalgamated Research/Conservation Committee has had its first meeting and that 16 members of the former Committees have agreed to continue and will be meeting monthly via an e-mail forum. The Committee is actively preparing a work plan which will be presented at a future BOT meeting. One of the concerns of the Committee members is the lack of dedicated funds to support Conservation. The Chair asked the Board for approval to develop a proposal to raise monies for a temporarily restricted fund to support conservation projects approved by the Board. The Committee also plans to investigate the potential of aligning goals and objectives with other conservation based organizations.

Upon a motion made and seconded, the Trustees VOTED to SUPPORT the request of the Research/Conservation Committee to DEVELOP A PROPOSAL for the raising of funds to support Conservation projects, and to DESIGNATE any funds so raised to the temporarily restricted net assets Conservation Fund

Upon a motion made and seconded,
the Trustees VOTED to ACCEPT
the REPORT of the Research/Conservation Committee

XIII. Other Reports

Committee Chairs

The remainder of submitted committee reports have been filed (Attachment 1). Note: The Board can ask for a report from any of the following committees and it will be placed on the agenda for full discussion.

a. Education Committee
   Bev Tall (No Report)

b. Publications Committee
   Greg Allikas
c. Public Relations Committee  
   David Toyoshima  (No Report)  

d. Special Funding Committee  
   Jennifer Reinoso  (No Report)  

e. World Orchid Conference Trust Report  
   Peter Furniss  

f. Library/Archives Committee  
   John Ingram  (No Report)  

g. Governance Committee Report  
   Mario Ferrusi  (No Report)  

h. Finance and Administration Report  
   Gladys Garcia Greenberg  

XIV. Unfinished Business  

a. Status of Employment Discrimination Claim  
   Ron McHatton  

Ron McHatton reported that an AOS volunteer filed an Employment Equity Discrimination claim which has been dismissed by the Department of Labor. The individual has 90 days to file a federal law suit of which 21 days have passed. AOS will monitor the status of the case. If a law suit is filed, it will be turned over to the AOS insurance adjustors.  

b. Update on Fall Meeting  
   Frank Smith  

Frank Smith gave an update on the plans for the 2015 fall meeting in Orlando which is coming along well. Speakers, judges and volunteers are in place. Physical arrangements are well in hand. A deposit on hotel rooms has been paid, courtesy of Frank Smith. The Portland Orchid Society has confirmed they will host the Spring 2016 meeting and the San Marino County Orchid Society is prepared to host the fall 2016 meeting.  

XV. New Business  

a. Sun Bulb Endorsement  
   Ron McHatton  

The collaborative marketing agreement with Sun Bulb expires on December 14, 2014. The COO presented a draft agreement for renewal of the contract to December 31, 2016 (Attachment 1). In exchange for advertisement of their (listed) products, AOS would receive $8000 per annum in quarterly payments. After discussion and  

upon a motion made and seconded,  
the Trustees VOTED to APPROVE  
the contract for continued endorsement of Sun Bulb  
for an additional 12 months  

Dr Gallis raised the issue that vendors, in general, are having a difficult time and that the AOS has not focused their attention on the interaction of vendors with the AOS. He suggested Trustees need to determine how to improve this partner relationship. Several possibilities were identified. After discussion,
upon a motion made and seconded,  
the Trustees VOTED to investigate vendor- AOS interactions,  
in order to determine how to improve the relationship.

b. The Art Needlepoint Company (ANC) Proposal Ron McHatton

The Art Needlepoint Company (ANC) sells needlepoint canvases derived from licensed art including florals and botanicals which account for approximately 30% of their annual sales. The ANC has proposed to the AOS that in exchange for recurring advertising of ANC in AOS publications, the ANC will donate 10% of all sales (not just orchid kits) from ANC's website or phone associated with the code AOS, to the AOS. Advertising by the AOS would include notice of this 10% donation. The proposal (Attachment1) also includes an option for the AOS to develop its own line of products. The proposal was received with interest, and after discussion,

upon a motion made and seconded,  
the Trustees AGREED to request the COO  
to INVESTIGATE THE PROPOSAL further  
and report back to the Board.

XVI. Executive Session;

The president called for a motion to go into Executive Session, to discuss nominations for major AOS awards, to discuss the recommendations of the judging committee with regard to judging personnel (results reported in section XL). Jeff Bradley also requested an opportunity to address Trustees in this session.

The president reminded Trustees that all such discussions in the session remain confidential, and must not be discussed outside the Session.

Upon a motion made and seconded,  
the Trustees VOTED to go into Executive Session.

The Trustees entered Executive Session at 1:15 CDT, and ended the Session at 1:55 CDT.

The results of the Session are as follows:
- Trustees approved several awards, to be presented at the Spring Meeting of members, the following day (May 3, 2014).
- Jeff Bradley, Trustee, addressed fellow Trustees regarding his concerns and position relating to specific temporarily restricted funds held by the AOS.
- approval of the JC recommendations, reported in full in XI a-g.

XVII. Adjournment

There was no additional business, the President called for Adjournment.
Upon a motion made and seconded, the TRUSTEES VOTED to ADJOURN.

The meeting adjourned at 2:05 CDT.
Respectfully submitted,

Jean Hollebone,
Secretary.
May 14, 2014

Attachments:
Attachment 1: Trustees Handbook for the Spring Meeting

Attachment 2: The President's Report

Attachment 3: The COO's Report

Attachment 4: Judging Committee Report (updated)