

**American Orchid Society Trustee's Meeting
San Diego, California
Friday, March 22, 2013
Sandra Tillisch Svoboda, President – Presiding**

I. Call To Order:

The president called the meeting to order at 1:05 P.M. PDT

II. Proof of Due Notice of the Meeting:

Notice of the meeting was given in *Orchids*, January, 2013.

III. Roll Call:

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

Trustees Present: Jeanne Buchanan, Russell Clark, Fred Clarke, Tom Etheridge, Ron Giles, John Ingram, Alan Koch, Nancy Mountford, June Simpson, Frank Smith.

Trustees Excused: Jeff Bradley, Norman Fang, Mario Ferrusi, Barbara Noe, Linda Wilhelm

IV. Declaration of Quorum:

The secretary declared a quorum.

V. Recognition of Visitors:

Committee Chairs present; John Sullivan for David Horak, Bev Tall, David Toyoshima, Carol Zoltowski, Jennifer Reinoso.

Honorary VPs: Peter Furniss, Tom Sheehan

Guests: Ruth Chun, Sallie Delahoussaye, Gail Furniss, Lowell Jacks, Frank and Taylor Slaughter, Scott Ware

VI. Approval of February Board of Trustee (Teleconference) Minutes: Jean Hollebone

The minutes were presented for approval.

**Upon a motion made and seconded, The Trustees VOTED to approve the minutes of
the February 28, 2013 BOT teleconference call.**

Note: Two copies of the approved minutes will now be signed by the Treasurer and the Director of Finance and Administration and forwarded to the investment councillor by Nancy Mountford, Chair of the Investment Sub Committee.

VII. Report of the President

Sandra Tillisch Svoboda

The full President's Report is available in Attachment 1.

Upon a motion duly made and seconded, the Trustees VOTED

TO APPROVE the President's report.

Chris Rehmann asked the status of volunteers helping with recruiting. Gladys replied that was on her to- do list and Martin Motes had volunteered help.

VIII. Report of the Director of Finance and Administration Gladys Garcia-Greenberg

The report of the Director of Finance and Administration can be found in Attachment 2.

**Upon a motion made and seconded the BOARD VOTED
TO APPROVE the Director of Finance and Administration's report.**

IX. Report of the Chief Operating Officer Ron McHatton

The full report with graphics is available in Attachment 3. After discussion, and

**Upon a motion duly made and seconded the Board VOTED
to ACCEPT the COO's report.**

X. Report of the Treasurer Karen McBride

The full report of the Treasurer is available in Attachment 4. After discussion, and

**Upon a motion duly made and seconded the Board VOTED
to ACCEPT the Treasurer's report.**

XI. Committee Reports

a. Judging Committee

A pre-meeting report can be found in the Trustee Meeting Backgrounder Trustees (Attachment 5). Dr Gallis reported that the Species Identification Task Force is working well. George Hatfield presented changes to the training program. No new changes were made to the handbook which required approval. Following review and discussion of proposed elevations of judges and student judges, the Board of Trustees approved the following recommendations:

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

Steve Beckendorf	Pacific Northwest
Doug Hartong	Atlanta
Roy Hofmeister	Shreveport
Ross Otto	Pacific Northwest
Jim Williams	Dallas

Upon a motion duly made and seconded, the Trustees VOTED TO APPROVE the elevation of the above to Certified Judge, Accredited

B. Elevation of Students to Certified Judge, Probationary:

Marie-Odile Benoit-Biancamano	Toronto (Montreal)
Ed Cott	Great Lakes
John Stommel	National Capital

Upon a motion duly made and seconded, the Trustees VOTED TO APPROVE the elevation of the above to Certified Judge, Probationary

C. Accepted as Students in these Centers:

Sylvia Darr	Pacific Central
Bryan Emery	Pacific Northwest
Bev Hanson	Pacific Northwest
Jeff Harris	Pacific Central
Tyler Jones	Mid-American
Joseph Kautz	Pacific Central
Michele Little	Cincinnati
Yunor Peralta	Pacific Central
Angela Tsai	Pacific Central
Ryan Young	Pacific Northwest

Upon a motion duly made and seconded, the Trustees VOTED TO ACCEPT the above as students

D. Request for change in status to Senior Judge:

Glen Barfield	Hawaii
Ethel Goldberg	Florida-Caribbean
Glenda McIntosh	Dallas
Tom McIntosh	Dallas
Glen Spoholtz	Florida North Central
Robert Stanton	Atlanta

Upon a motion duly made and seconded, the Trustees VOTED TO APPROVE the change in status of the above to Senior Judge

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

Upon a motion duly made and seconded, the Trustees VOTED TO APPROVE the change in status from Senior to Accredited Judge

F. Request for change in status to Retired Judge:

Paula Banner	National Capital
Dennis Dayan	Northeast
Cynthia Fleig	Pacific Central
Jerry Sellers	Florida North Central
Michael Spalding	Mid-Atlantic

Upon a motion duly made and seconded, the Trustees VOTED TO APPROVE the change in status of the above to retired Judge

G. Request for change in status to Judge Emeritus:

Renee Gerber Houston	(attachment 5 Trustee Backgrounder Judging section, attachment D,)
Byron McGraw Shreveport	(same, attachment E)

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

The Executive then went into Executive session. Discussion followed on whether to uphold the recommendation of the Judging Committee to not accept the elevation of a third judge to JUDGE EMERITUS. The Trustees came out of Executive Session and

upon a motion duly made and seconded, VOTED by secret ballot NOT TO ACCEPT the recommendation of the JC.

As the motion failed, the third judge will be elevated to JUDGE EMERITUS status.

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

I. Automatic Termination

Rita Miller	Mid-America
DeDee Ratiner	Florida-Caribbean
Andy Easton	Florida-Caribbean

Upon a motion duly made and seconded, the Trustees VOTED to AUTOMATICALLY TERMINATE the above.

The remainder of the Judging Committee report did not require recommendations to the Board of Trustees and can be found in the backgrounder to the Trustees meeting 22-03-13. Attachment 5.

b. Other Committee reports

The following reports can be found in the Attachment 5 the Trustee meeting backgrounder:

Affiliated Societies Committee	Lynn Fuller
Conservation Committee	David Horak
Membership Committee	Frank Smith
Publications Committee	Greg Allikas
Public Relations Committee	David Toyoshima
World Orchid Conference Trust Report	Peter Furniss

XII. Unfinished Business

a. Applied Research Grants

Carol Zoltowski

The Research Committee Task Force consisting of Carol Zoltowski, Chair; Ron Midgett, Theresa Hill, Bill Zimmerman and Tom Etheridge reviewed 14 proposals of possible research areas, ranked the top four and have sent these to Ron McHatton, COO, to make the decision for the topic to be studied. The Research Committee will then put out RFPs to universities.

b. Approval of Audit Report

Ron McHatton

The Finance Committee reviewed the audit report line by line and recommended that the report be accepted by the Board of Trustees. They are comfortable that the deficiencies identified as occurring during the transition period from April to June, 2012 have been addressed satisfactorily.

**Upon a motion duly made and seconded the Trustees VOTED
to ACCEPT the 2012 audit report.**

and request staff to submit a report of an action plan in response to the audit deficiencies noted in the 2012 audit on or before the April BOT meeting.

c. Governance Committee

Jean Hollebhone for Mario Ferrusi

i. Executive Session Proposal

The Governance Committee has yet to meet to go over the comments and update the ES proposal. Unmodified report available in Trustee Meeting Backgrounder. Attachment 5.

d. Information Technology Committee

Greg Filter

i. Update

Report provided. Attachment 5.

e. **Library/Archives Committee** **John Ingram**
i. Update on Singer Collection

The Library task Force has met with Fairchild senior staff and have talked about library space. No decisions have yet been made. A contract is needed with FG re the long term arrangement. The total combined assets are: FC library 7000 volumes (10% rare books) the Singer collection 3600 volumes (20% rare books), the AOS collection (10% rare books). John will pack the Singer collection in May and send it to join the AOS collection in climate controlled storage at Gainesville. John and Sandra are to lead the library project.

Upon a motion duly made and seconded, the Trustees **VOTED**
to **ACCEPT** the librarian's report.

f. **Membership Committee – MGI follow-up** **Jeanne Buchanan**
Falling from the planning meeting discussion on membership marketing , MGI will create a strategic marketing plan proposal in the next few weeks for review by the Board at their April meeting. It will include value propositions, and will offer specific recommendations on which membership markets to tackle as a priority.

g. **Strategic Planning Task Force** **Tom Etheridge/Carol Zoltowski**
No report was given.

XIII. New Business

a. **Governance Committee** **Jean Hollebone for Mario Ferrusi**
i. Job Descriptions

Item postponed to the April meeting. Board members were asked to comment on the draft President and Vice president job descriptions contained in the Trustee Meeting Backgrounder. Attachment 5.

b. **Fall Members' Meeting:** **Sandra Svoboda**
Sandra announced that the fall meeting will be held at Fairchild Tropical Botanic Gardens in Coral Gables, Florida November 14 - 17th (Thursday-Sunday). The auction and banquet would be Friday. There will be no show, but a tour of Fairchild Garden. Fairchild Board would be invited to a cocktail party.

c. **Finance – additional income sources other than dues**
Not discussed

d. **Special Funds Proposal:** **Chris Rehmann**

Chris Rehmann proposed that the T. Fighetti (Classic Orchid or Heritage Plant) Fund and the Founders Wall funds should be returned to their original amounts as established and the interest that would have been generated in the Special Project Fund Account should be divided, on a percentage basis, and added to these two individual accounts one time this year. Any losses in the Special Project Fund since

the donations were received should also be handled by reducing each individual account on a similar basis. This procedure is to be conducted after the interest income is determined for the fiscal year. An accounting of the balances in the individual special project funds should be provided to the Trustees on an annual basis. The rationale for this is that the survival of a non-profit organization is dependent on donations. The integrity of those donations is important to those who donate and a clear record is needed to ensure that the funds are to be used for the reason that they were donated. If the AOS cannot show how the funds are handled, then we risk the loss of donors. This proposal would establish a method to handle the Special Projects Fund so that everyone is in agreement with the accounting procedure.

During discussion, Ron McHatton explained that Heritage fund donations were a sub-account audited as Greenhouse Funds and he had determined that these funds had been released from restrictions as part of prior audits. The draft audit of fiscal year 11/12 returns these funds and returns market losses from prior fiscal years making all temporarily restricted net assets whole. Ron agreed to go back through the record, allocate losses and interest gained and record it against the appropriate restricted fund in question. This creates two Board Restricted Funds which will be accounted for internally as part of the Net Asset Roll-forward file and will hold unallocated funds which can be spent at any time by future Boards. Peter Furniss remarked that it is the responsibility of the Board to hold the money in restricted funds intact. If the AOS chooses to invest these funds and loses money, it is the AOS' responsibility to restore the funds to its whole and keep the total investment intact. In prior fiscal years we chose to book the loss, now we have the money from our investments, the right thing to do is to replace it.

Upon a motion duly made and seconded, the Board unanimously **AGREED TO RESTRICT** any funds that have been determined to be **EARNED** on the Heritage Plant Fund and the Founder's Wall fund.

If the calculation shows it to be less than 100%, the Board **AUTHORIZES** the Treasurer to make it whole (or if it is more, to use these funds for something else).

Ron indicated he will look at gain -loss in the years affected by donations and will work with Jeff Bradley to determine we have clearly identified the total number of donations.

f. Outreach to members whose memberships are expiring **Board**

Sandra urged each member of the Board to be an ambassador for the AOS and provide outreach to members whose memberships are expiring.

g. Auction funds

Alan Koch

Alan Koch indicated that a decision needed to be made re the disposition of auction funds from this meeting. He proposed the proceeds be placed in the general unrestricted funds.

Upon a motion duly made and seconded, the Trustees **VOTED**
that the proceeds from the Auction
be placed in the general operating account.

XV. Adjournment

Upon a motion duly made and seconded, the Trustees **VOTED**
to **ADJOURN** the meeting.

The meeting adjourned at approximately 4:00 p.m. PDT

Respectfully submitted,

Jean Hollebhone
Secretary.

Attachment 1. President's Report to BOT at San Diego



Report of the
President San Diego 2

Attachment 2. Report of the Director of Finance and Administration



GGG_SD_Presentation
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Attachment 3. Report of the Chief Operating Officer



COO_Report_Spring_
2013.docx

Attachment 4. Report of the Treasurer



San Diego
Treasurer's Report.pdf

Attachment 5. Trustees Meeting Backgrounder 22-03-13



Trustees Meeting
Packet February 2013