**CORNELL ILR ALUMNI ASSOCIATION**

**Board of Directors Meeting**

**ILR Extension Program Office NYC**

**MINUTES**

**January 9, 2017**

**INTRODUCTION**

President Esta Bigler called the meeting to order at 1:05 p.m.  She welcomed everyone and wished everyone a happy new year.  Introductions were taken from all present and on the phone.

Present and on the phone were: Esta Bigler, Jordan Berman, Jacqueline Brady, David Matthews, Martin Schmelkin, Eliot Schuman, Rob Whitman, Mary Zwiter-Millman, Tom Barreca, Robert Landau, Susan Panepento, Jasen Nhambiu, Dawn Levy-Weinstein, Raphael Sebastian, Ames Collins, Jason Jendrewski, Joel Friedman, Suzette Simon-Rubinstein, Dean Burrell, Barry Hartstein, Beth Florin, Joe Cartafalsa, Don Zinn, Harvey Sanders, Ellen Dember, Rick Lustig, Marion Zinman, Lisa Hunter, Jennifer Thurston, Sue Sappington and Chris Wais.

**ADOPTION OF THE MINUTES**

Draft minutes of the June 13, 2016 Board of Directors meeting were presented by Susan Panepento.  Marty Schmelkin made a motion to approve the draft minutes.  Beth Florin seconded the motion.  The minutes were unanimously approved.

Draft minutes of the October 15, 2016 Board of Directors meeting were presented by Susan Panepento.  She corrected the name of the women’s group referred to on page 5 of the minutes to: ILRAA Women’s Network. Suzette Simon-Rubinstein also asked for her name to be corrected in the final version of the minutes and the amendment was made.  Don Zinn made a motion to approve the draft minutes.  Mary Zwiter-Millman seconded the motion. The minutes were unanimously approved.

**FINANCIAL REPORT**

Don Zinn presented the financial report [attached] noting that not all of last year’s funds were spent. Don responded to questions about the report and the new funding model.  Dave Matthews asked for additional details regarding spending on events in the last fiscal year.  Mary Zwiter- Millman echoed this request. Don reported that most of the available detail was contained in the current report.  Sue Sappington explained that some event details are not kept by Alumni Affairs.  Don Zinn responded that to the extent greater event detail is available it will be provided.

**AFFINITY GROUP/CHAPTER GUIDELINE AND BY-LAW REVISION COMMITTEE REPORT**

Susan Panepento gave the Committee report and summarized the proposed revisions to the Chapter Guidelines and By-laws. [See attached report] She explained that for the most part the Chapter Guidelines have been revised to conform to the recently adopted Affinity Group Guidelines. Exceptions to this are that the Committee recommends that Chapter Chairs continue to hold a seat on the Board of Directors and that there be no term limit for Chapter Chairs. She also noted language changes to the provisions on ILRAA financial support were intended to provide the Board with flexibility in funding Affinity and Chapter events.  Susan responded to questions concerning the revisions. Dave Matthews made a motion to approve the Revised Chapter Guidelines, Jason Nhambiu seconded the motion.  The motion was approved unanimously.

Esta explained the By-Law amendment requirements and stated that today’s vote is only a preliminary step in the revision process. Susan explained that the proposed revisions to the By-Laws are minor at this point and directed the Board to those revisions concerning the voting status of Chapter Chairs [Art. V.2.G.] and the acknowledgement of Affinity Groups [Art. VIII]. Beth Florin moved to adopt the proposed amendments.  Don Zinn seconded the motion.  The motion was approved unanimously.

**AFFINITY GROUP/CHAPTER REPORTS**

Dawn Levy-Weinstein gave a report on the ILRAA Women’s Council.  The group applied to be an affinity group and that application was approved in November. The Council’s December meeting featured Prof. Bacharach.  The next meeting in March will feature Prof. Nishii.  Dawn responded to questions about the meetings.

Esta gave a report from the Finance Council. They held a December event as well that was well-attended.  The philanthropy efforts of the Council have been a focus and although they cannot directly attribute the increase to the Council’s efforts the December 2016 fundraising numbers were $10,000 higher than the prior year.

A written report of Chapter Events was presented to the Board. [attached to minutes]

**FALL EVENT REPORT**

Joe Cartafalsa reported that the Fall 2016 event was successful.  Feedback received was positive.  He is working with Ames Collins to continue to tweak the event to improve the student experience.  They are open to any ideas but are considering speed panels in the afternoon to allow students to meet with more than one group of alumni and getting the Affinity Groups involved in the program. Joe reported that a date was not set, but the 2017 event would not be October 19-21.  Questions were answered regarding student input into the planning process.

**TERM LIMIT/BY-LAW REVISIONS**

Esta announced that she was asking the By-Law Committee to further explore revisions.  She explained that the Executive Committee had been discussing the need to continue examining the existing by-laws based on the broader membership and new funding model.  In particular, the Executive Committee would like to examine whether there should be term limits for the Executive Committee, a formal officer succession process, and the selection of officers.  Susan Panepento stated that she was prepared to continue to serve as Chair of the Committee and noted that the committee would also address interim appointments to the Executive Committee.  She solicited input from the Board on these issues.  Dave Matthews asked for clarification of the process to become a member of the Executive Committee/Officer and current term limits.  Esta explained that there were no term limits on the officers except that in practice the President has not served for more than two-two year terms.  A discussion followed concerning the process by which someone is selected to serve as an officer – self-nomination, nomination by a member of the Board, or nomination by the Executive Committee. Concerns were expressed that the current by-laws may not clearly state this process.  Additional discussion of the issue of term limits followed with various Board members explaining that there was a need for some continuity and leadership succession within the Executive Committee but also the need for transparency and opportunity to serve. Joel Friedman suggested that the By-Law Committee address clarifying the by-laws concerning the nomination process and consider imposing some term limits.  He noted that it would be important to consider the length of an officer’s term, the need for clear leadership succession, and the need to provide reasonable opportunity for new leadership but limiting the total number of years on the executive committee and/or a lengthy hiatus before becoming re-eligible to serve.  Tom Barreca noted that in reviewing this issue the By-law committee will need to address whether the Board should permit rival slates of officers. Other suggestions for the committee to consider included: whether a Director seat should be released while a Board Member serves on the Executive Committee, the need to preserve leadership continuity on the executive Committee, should there be clearly defined responsibilities for each officer, whether both current and former Board Members should be eligible to serve on the Executive Committee and whether the current size of the Executive Committee appropriate.

Esta explained that the Committee would report back in June. Questions were raised and answered concerning the upcoming Board of Directors election.  It was also explained that the process to adopt revisions to the By-laws on this issue would not be completed prior to June 2017 and not likely until January 2018 at the earliest.

Break 3:10 p.m.

The meeting resumed at 3:20 p.m.

**PROGRAMMING COMMITTEE REPORT**

Beth Florin reported that planning for more webinars continues and they continue to be well-rated and attended. The committee plans to do a wider social media outreach on the next one. The committee has begun to think about leveraging the ILR reading project. The current book is Vanishing American Corporation by Gerald Davis. Members interested in contributing to this idea should sign up for the committee.

**COMMUNICATIONS COMMITTEE REPORT**

Jordan Berman introduced a vendor presentation- Dynamic Signal- on a platform that can be used to leverage social media. The idea is to find a way for Board Members to be social media “influencers” and expand how we get ILRAA content out into our wider social networks. Dynamic Signal already works with a few alumni associations to do this. Dynamic Signal’s presentation followed. The vendor will provide a platform to the association free for one year. A brief discussion followed the presentation. Ellen Dember suggested that we begin putting the association’s social media links at the bottom of all emails.

**ELECTION COMMITTEE**

Ellen Dember announced the formation of this year’s committee and encouraged members to sign up. She gave a brief report on last year’s election. This year’s process will begin in February and last thru May; the committee will set the calendar, review the nominations, reach out to other alumni to run, if necessary, and finally review and edit the biographies. There are only three Board Members whose terms end this year and have completed their second term. Those current Board members who are running for re-election may not serve on the election committee.

**PHILANTHROPY COMMITTEE**

Esta Bigler gave the committee report for Rich Lovely who could not attend. The Committee’s efforts to increase Board Member giving has resulted in 88% of the Board participating in giving in the last fiscal year. The focus of the campaign has been to have all donations steered to ILR. Don Zinn suggested that all Board Members be required to donate $20.00 minimum. Joel Friedman stated that he also strongly supported mandating a set amount of contribution. Suzette Simon Rubinstein stated that she did not think a particular amount should be required since younger alumni generally have less resources. Dawn Levy Weinstein suggested an amount could be set by graduation year. Dave Matthews suggested $65.00 would be reasonable. Jennifer Thurston reported that the next big alumni solicitation will be in March 2017.

**STUDENT COMMITTEE**

Ames Collins reported that the committee is working on this year’s senior event. It will be a barbeque and be held on May 10- the last day of classes. Last year’s event was very successful – good student turn out and an increasing number of alumni.

The meeting concluded at 4:50 p.m.