



Board of Directors Meeting

July 20, 2016- 2:00pm to 3:30 pm (EST)- Teleconference

Rob French, Chair
Nigel Costolloe, Vice-Chair
Carol Adkins, Treasurer
Steve Skodak, Secretary/Executive Director

Board members: Mark Adams, Craig Bunting, Mike Duduokovich, Joel Hamburg, Mike Kelly, David Ryker, Daniel Ross, Kevin Sullivan and Tony Severino

Staff: Christina DeLurgio, Accounting Manager

Guest: Jim Preziosi, MS CPA, Preziosi Nicholson & Associates

Call to Order- Rob French, Chair
Steve Skodak completes Roll Call with all present at 1:02pm
Chair French calls meeting at 1:03pm

Approval of previous meeting minutes- Steve Skodak, Secretary/Executive Director
Dave Ryker suggests amending the minutes to reflect Past Chair versus Chair
Action Item: Carol Adkins brings motion to approve, Dan Ross seconds; all aye;

Previous Minutes Approved

Audit Review- Jim Preziosi, MS CPA, Preziosi Nicholson & Associates
Mr. Preziosi thanks the BOD for allowing them to complete our annual audit and 990 filings.

States corrective actions have already been taken in National Office to correct issues addressed in the management letter.

Action Item: Mr. Preziosi will return to the National office in August 2016 to complete walk through of adjusting entries with Christina DeLurgio, Accounting Manager.

Financial Report- Carol Adkins, Treasurer
Carol requests that the 990's be placed on the website following finalization
Action Item: Completed 990's will be uploaded to website

Operational Update- Steve Skodak, Secretary/Executive Director

- Board oversight
 - Meeting schedule

Action Item: Next meeting will be August 23, 2016 at 2:00pm EST

- Conflict of Interest forms
 - To protect membership and donations, rating agencies look for these types of forms
 - Dave Ryker states no past precedence of these forms being signed

Action Item: Forms will be available in the coming future for all BOD's to sign on an annual basis

- Non-disclosure forms

Action Item: To be completed by any/all PDCA volunteers

- Committee structure/work

Action Item: Committee work will be on hold for 6 weeks to allow time to organize direction

- Financial overview of operations

- Cost saving efforts
 - Working on evening out cash flow
 - Reviewing all expenditures and contracts for savings
 - Working to coordinate with other associations for cost savings
 - Technology has been moved in the cloud to eliminate the need for internal backups and equipment maintenance
- Financial reserves vs. loan payment
 - Chair French asks Jim Preziosi how to best structure the Loan payments on the financials to show intent to pay monies back
 - Jim explains it is a budgeting item rather than an accounting item

Action Item: Jim Preziosi will work through this structure upon his return to National office August 2016

- Charitable gift to the Foundation
 - Currently the IRS does not have the Ed. Foundation listed as a charity
 - I am working to provide the IRS necessary information to complete our charity
 - Several companies offer free and reduced cost items to charities, we are looking to secure some of these gifts
 - We need to register for fundraising in Missouri and other key states

- A Way Forward Presentation

- Review of slide deck with information about creating a certification program for painters
- Is this a good goal for the organization?
 - Dan Ross, Dave Ryker, Nigel Costoloe, Mike Dudukovich, Mike Kelly, and Tony Severino offer supportive comments on this new direction
- Can we begin the process of securing lead volunteers to develop the model?

Action Item: Chair French gives approval to move forward with the new direction

- Organizational structure- **This was not discussed**
 - Consolidate charitable entities
 - AE Friedman scholarship trustees have asked to be independent
 - Should scholarship processes be changed to eliminate inurement and apparent self-dealing?
 - Fundraising staging
 - Should we conduct an annual campaign for the charitable efforts of the Education Foundation?
- Membership structure
 - Simplify process
 - The process for becoming a member of PDCA is confusing
 - Current software system is not being used the way it was intended to be used

The pro-rating is an issue with the database, not an issue with direct staff involvement

- Should we consider an all-inclusive model? Single price nationwide?

Action Item: This will be tabled for now.

- Unintended consequences
 - Councils are experiencing challenges related to the many options for membership

Sharon Hilke sent a request to Rob French and Carol Adkins requesting approval for a national membership drive that would offer free months of membership; Chair French calls for Roll Call vote

Action Item: Steve Skodak completes Roll Call voting as follows:

Mark Adams, Craig Bunting, and Nigel Costoloe- No longer on call

Tony Severino- Abstains from voting

Mike Dudukovich, Mike Kelly, Dave Ryker, Carol Adkins, and Kevin Sullivan- No to proposal

Joel Hamburg and Dan Ross- Yes to proposal

Proposal does NOT pass with a vote of 5-2

- Yourmembership is intended to interface with Quickbooks, but because of the way we use it to duplicate entries are required

- Expo update

- Price increase vs. expenditure reduction
 - Budget for Expo did not include all expenses
 - Do we need to raise the prices?
Prices for EXPO 2017 will not increase more than the \$100 already approved

Action Item: Move forward with budget marked “Historical Pricing” with intent to heavily market and generate more sponsorships to cover the budgeted loss

- Do we need to decrease expenditures?
- Tradeshow consolidation
 - Could we work with other associations to share a show?
 - What vendors are saying
- Collaboration
 - Working with other associations to collaborate on program offerings
 - Working with sponsors to leverage relationships in the industry

New Business

Dan Ross requests that minutes from the ED calls be made available to the BOD

Adjourn

Chair French adjourns this meeting at 3:45 PM (EST)

Next meeting:

August 23, 2016- 2:00 PM (EST)

Teleconference