

# **NAA Board of Governors Minutes May 22-23, 2018**

**President Miller** welcomed the BOG to Vancouver.

**Betsy Wesman**, 2018 Annual Meeting Program Chair, reported on the program.

**Randi Abramsky**, Local Host Chair, Vancouver, reported on the President's Dinner, the entertainment for Friday's dinner/dance, and the Dine Around options.

**Michelle Miller-Kotula**, Advocacy Continuing Education, reported that Lancaster House is conducting this year's advocate training, which includes 40 participants with 28 from Canada

President Miller thanked Wesman, Abramsky, and Miller-Kotula and their respective committees for their work.

**Consent Agenda** – On motion by Abramsky and second by Wesman, the BOG unanimously approved the Consent Agenda.

## **Executive Secretary-Treasurer:**

Membership: Walt De Treux reported on a steady decline in active membership due, in large part, to more than 100 retired members. 489 active members with Membership Committee at this meeting considering 13 new applicants and 4 new members entering at this meeting. Financials: Reported sufficient money in checking and investment accounts, but meetings are supposed to pay for themselves and dues pay for everything else. Dues are now paying for almost everything; but not Chronicle and Proceedings. Meetings don't pay for themselves, resulting in a structural deficit. Reserve funds a little more than \$1 million. Haven't yet needed to use investment account money to pay the bills; but will happen soon. About 185 at this meeting. Will lose money on this meeting. Projection for this meeting was 235 attendees. Registration will pay food and beverage minimum; but all else will be coming from other funds. Met the necessary room block because people coming early or staying late. Expect to lose about \$30,000 this meeting but lost \$60,000 for Chicago meeting. Can't sustain that model. Will be subsidizing meetings thru 2019. Would have lost \$40,000 if Miami REF been held. Some members prefer to stay in hotels because they get points from hotel points systems, which affects our room block guarantees. Members should be reminded to stay at conference hotel. Investments: 60% stock and 40% bonds. In Vanguard total stock fund and an intermediate term bond fund. Will have auditing committee review investments for NAA and LRF.

Operations Center Updates. Started a payroll service. Staff had no retirement benefits previously. Staff now gets a 3% match on IRA contributions. Had large number of

points on American Express card but they were on card with Petersen as primary cardholder. Used the Amex points to buy printers and computers for the office before switching primary cardholder. Upgraded meeting software so registrants could self-register online. That freed up considerable staff time. Mobile app for phone implemented for Vancouver. Will look to eliminate hard copy program book in Austin. Dues collection and REF donations will be done online. Using Quick Books online so accessible to multiple people with passwords.

Currently updating BOG member policy manual before the Fall meeting 2018. Has not been updated in 15 years.

**Action Items:** On Motion by Abramsky and seconded by Fincher, Board unanimously approved registration fee structure for Vancouver meeting. BOG acknowledged previous BOG votes (by email) approving 2018-19 budget, suspension of three members for non-payment of dues, and presidential succession plan in light of David Petersen's death.

**Amicus Brief Report.** Chair Steve Befort reported on the Supreme Court decision in Epic Systems that decided in favor of employer's right to preclude employee collective actions in absence of CBAs. Committee looking at two other potential issues for amicus briefs. Independent contractor case and California definition of employee case. New Prime brief is due July 18. Vohnhoff and Befort drafted a press release in reaction to the Epic systems decision by the Supreme Court. On motion by Brogan, seconded by Wesman, BOG approved press release and posting on arbitrationinfo.com to be done by tomorrow morning.

Question of BOG response to the Janus decision? Ed Krinsky (next President) says we should wait until there is a decision by the Court.

**Austin FEC** — Program Chair Amedeo Greco explained the fall program as currently planned: practicalities of arbitration; do's and don'ts, hearings, remedies, and retaining remedial jurisdiction; red light-green light. Effort to get members to sponsor non-member arbitrators to come to the meeting.

**Auditing Committee.** Incoming Chair David Williams reported that NAA is hiring a new auditor to complete 2017 audit which will cover Petersen tenure January 1-May 31 (the "bring down" audit) and the remainder of 2017. Previous auditor was nonresponsive to requests and didn't fulfill requests for what was to be done. Have selected a new auditor, in Cortland. Seeking BOG approval pending approval of Auditing Committee to terms of engagement letter. On motion by Williamson and seconded by Odom, the Board unanimously approved the hiring of the new auditor subject to the Auditing Committee's review of the engagement letter.

**REF Report.** Incoming President Richard Fincher reported on the REF's new external marketing strategy. Members contacted organizations; received many inquiries and some proposals. In the last year, the REF gave 5 grants on a mix of labor &

employment arbitration topics. He also reported good success in fundraising. Two officers nominated would be Fincher as President and Phil LaPorte as Vice President; both will be on BOG. Plan to do silent auction in Philadelphia.

**Social Media** -- Ed Krinsky reported that the EC discussed social media. Question of whether NAA should be involved in social media for publicizing meetings or other things that NAA wants to provide information about. If so, in what way? Kathy Van Dagens could do it if BOG and EC interested. LinkedIn was identified as the most likely social media site for the NAA. Katie in Ops can do postings, if directed by others. Krinsky suggests a committee to discuss and make proposal. On motion by Abramsky, seconded by Brogan, the BOG unanimously directed the NAA to explore possibility of social media presence through a committee.

**New Logo.** Graphic designer provided some alternative logos. At Annual Meeting, members to vote on preferences, including old logo. Vote on style is to advise the Board. Will be considered at the Saturday BOG meeting.

**Paula Knopf** raised the Idea of NAA creating an archive of stories by retiring arbitrators and members regarding their career history. NAA would provide a list of questions to guide the writing process and establish a mechanism for submission that will include the scope of release. On motion by Vonhof, seconded by Wesman, the Board unanimously agreed to pursue Paula's idea. Paula offered to submit a draft to be sent to members.

**CPRG:** Chair Dan Nielsen noted that case activity was reported in the Chronicle. Complaint guide is now on the website. Bylaws amendment on Saturday with a one-word correction. Policies and procedures being revised and current. Substantive items on CPRG agenda for tomorrow on advocacy: Should advocacy be more narrowly defined, de minimus exception?, should it be in ethics rules or just in the bylaws? Article VI. Possible session at FEC about nature of advocacy. Should Code be amended? Susan Stewart will be new chair of CPRG.

**Bloch Committee:** The BOG began discussion on the Bloch report. Some recommendations do not require membership approval; most need BOG approval; some could be implemented by Secretary-Treasurer.

Questions raised by BOG: How would one meeting a year affect functioning of committees? How did cancellation of Miami affect operation of committees? Phone BOG meeting was not as successful as one might like. Might Board meet in person at another meeting, like a regional meeting. If there is only one meeting, would there be funds for regional meetings? Should we be subsidizing advocates' attendance and see if that brings in more advocate attendance? Regional meeting has a focus on upgrading skill of arbitrators and advocates; should the goal of the unified annual meeting be more of the same? Is a Proceedings-driven annual meeting a turn-off for advocates?

Allen Ponak reported on the survey results: not so enthusiastic response as one would like about the programs; repetitive, lack of zip, not a good enough reason to come to the meetings. Budget constraints limit the quality of the programs.

Laura Cooper questioned whether we can separate the content of the Proceedings from the content of the meetings and thereby get better meetings and better published papers. Matt Franckiewicz suggested that it should be made clear that the Proceedings Editor has discretion to refuse to publish papers that are not of publishable quality.

Roberta Golick explained that the substitute for dinner dance would be smaller rooms on multiple nights with dessert and alternative environments, such as one with music for dancing, one quiet, and one with a program such as an author speaker.

Ponak recommended off-site events such as at museums. De Treux responded in past off-site events only if hotel catered at that venue. Changes in program content would mean that contracts with hotels would have to be structured differently with regard to room guarantees and food and beverage requirements, so off site events are a possibility.

In reponse to a question, Ponak explained that the survey was only of members, and did not include advocate guests from prior years. Meeting advocates was not listed as a significant reason for members to attend meetings. Abramsky asked if members come to socialize with other members, why not have more days with members only and only one with advocates? De Treux explained that the committee's recommendation is not necessarily one day for members and two with advocates; could be two with members and one with advocates. Knopf offered that different members may have different objectives; newer members might value meeting advocates higher than more established arbitrators. Attendance of advocates depends a lot on meeting location. Bill Marcotte stated that the most fundamental question is one meeting or two. What kind of single meeting is a separate question. If we end the FEC, why not make the one meeting a meeting in the Fall?

The BOG questioned, If the report is approved, how does its implementation occur? Discussed the possibility of a Bloch Report Implementation Committee to address issues, including by-law changes, raised by implementation of report recommendations. De Treux emphasized the need to resolve the meeting issue promptly because need to contract with hotels about two years in advance. Should resolve whether one meeting and what time of year soon. Brogan suggested that the membership be introduced to the financial issue and the need to change to one meeting per year. Sense of the board: unanimous to move to one meeting per year.

Broader issues raised by the BOG: membership standards; greater outreach to advocates including their inclusion on program committees. The bylaws now require an annual meeting in the spring. Maybe cheaper options with hotels if we are more flexible on dates, such as finishing by Friday noon. If the annual meeting time is changed, that is going to affect the length of the President's term for the transition year. Would a

separate edition of the Chronicle be necessary to explain the various changes to the annual meeting under discussion here? Should time be spent in Austin on program design and revising meetings? Another issue is whether it should be required that to retain membership a member attend a meeting every 5 years, for example. Key is one meeting per year; could alternate years as to whether there are two days with advocates and one for members only, and the following year two days for members only and one with advocates. Presentation at the business meeting should not phrase it as adoption of the Bloch report, but rather recommending one combined meeting per year. The BOG directed the Bloch Committee members to revise the recommendations to address BOG concerns. With assistance from Abramsky, revisions were made. On motion by Marcotte, seconded by Abramsky, for a “sense of the Board” vote, the BOG unanimously indicated its support of the revised Bloch Committee recommendations.

**Membership Committee:** Chair Sarah Garraty reported on the Committee’s recommendation to admit the following new members: David Breen, David Weinberg, Debra Neveu, Daniel Saling, Betty Widgeon, Pilar Vaile, Richard Zaiger, and James Hayes. The Committee deferred AlmaLee Gutshall for two years for lack of diversity. It unanimously recommended Christopher Cameron under alternative standard. Kathleen Spilker’s membership had lapsed. She reapplied and was deferred to increase diversity and did so. The Committee recommends her admission. 11 considered; 10 admitted, and one deferred. Garraty explained the rationale for admission of Christopher Cameron by alternative standard – commendable achievements and scholarship and strong national support from NAA members. On motion by Marcotte, seconded by Vonhof, the Board unanimously approved the Committee’s recommendations for admission of the 10 new members.

**2018 FEC.** Local Host Chair Beber Helburn, reported on the activities of the Committee, including transportation, the President’s Dinner, the Friday reception, and the Dine Around. President Miller and Krinsky thanked him for his work.

President Miller thanked the outgoing Board members for their service: Past President Brogan, VPs Cooper and Odom, Governors Knopf, Toedt, VanDagens, and Franckiewicz.

Adjourned.

**NAA Board of Governors  
Minutes  
Saturday, May 26, 2018  
Vancouver, BC, Canada**

**President Edward Krinsky** welcomed the Board and noted new BOG members LaPorte and Zeiser and VP McKee. He also welcomed new BOG members Lowitt and Eisenmenger and VP Symonette who were unable to attend the BOG meeting.

**President Krinsky** presented his 2018-19 appointments for Chairs and Coordinators.

On motion by Marcotte, seconded by McKee, the BOG unanimously approved the **Executive Committee** for 2018-19: President Krinsky, Past President Kathy Miller, President-Elect Barry Winograd, At-Large Member Randi Abramsky, and EST Walt De Treux.

**EST De Treux** gave a report on Membership and Financials. De Treux assured the BOG he would consult with auditing committee chair David Williamson regarding the NAA's current investments and strategy.

On motion by Miller-Kotula, seconded by Abramsky, the BOG unanimously granted **check signing authority** to the EST to conduct the NAA's normal financial business for 2018-19.

On motion by McKee, seconded by Javits, the BOG unanimously approved the expenditure of funds for the distribution of a **Press Release** announcing the election of the new Officers and Governors.

The BOG discussed the **Bloch Committee Report**. On motion by B. Miller, seconded by Wesman, the BOG unanimously accepted the recommendations of the Committee.

**President Krinsky** announced his intention to appoint a Bloch Report Implementation Committee to consider changes to be made to by-laws, meeting format, and governance issues in light of the decision to move to one meeting per year beginning in 2020. The Committee is expected to address its recommendations to the BOG at the 2018 FEC in Austin. The Committee will also be directed to consider whether the Proceedings should be uncoupled from the Annual Meeting.

The BOG discussed **potential new logos** for the NAA and decided that it would prefer to have more options before considering a change.

The BOG directed the EST to consider and investigate Denver, Toronto, and Kansas City as potential sites for the **2020 Annual Meeting and Members' Education Conference**. President-Elect Winograd suggested sites in Las Vegas that are adjacent to casinos but would not require members to walk long distances to meeting space.

At the request of **VP Wesman**, the BOG authorized her to study the formation of an internal grievance/complaint procedure as a forum for complaints against members that are not covered by CPRG (e.g., sexual harassment). VP Wesman will contact other members who have expressed an interest in the same.

Hearing no other business, the meeting was adjourned.