

NATIONAL ACADEMY OF ARBITRATORS BOARD OF GOVERNORS

October 8, 2020
Zoom Videoconference

BOG Meeting Minutes

President Dan Nielsen welcomed the BOG to the videoconference meeting. He reported that the Academy, unable to meet due to the pandemic, has focused on a four-pronged approach to ensure communication and visibility with the membership: 1) online presence through VTF training and webinars with the Continuing Education and International Studies Committees; 2) direct communication via the Chronicle, regular newsletters, and ebulletins; 3) increased committee activity through a new committee structure and greater membership participation on committees; and 4) robust Regional activities.

After a motion and second, the BOG unanimously approved the Committee Reports submitted in advance of the Fall BOG meeting.

After a motion and second, the BOG ratified the State and Local Public Sector Committee's request for \$600 to format an electronic copy of its state-by-state report.

The BOG noted its prior electronic, unanimous votes to approve a change the date of the 2021 Annual Meeting and Member Education Conference from April 2021 to the week of June 14, 2021; to approve proposed by-law amendments subject to a membership vote at the Annual Business Meeting; and to set the date of the Annual Business Meeting for November 7, 2020 via Zoom videoconference.

EST Walt De Treux reported the following:

a) Membership/Financial Status (as of September 23, 2020)

Membership

	<u>2020</u>	<u>2019</u>
Total membership	584	604
Regular (full dues)	436	456
A-1 (half dues)	3	4
A-2 (zero dues)	104	102
B (half dues)	31	34
Honorary (zero dues)	10	8

Financials (as of 9/23/20)

NAA Accounts:

	<u>2020</u>	<u>2019</u>
Checking --	\$ 207,045	\$ 98,892
Investment Account (non-reserve) --	\$ 678,335	\$ 641,176
Reserve Funds --	\$ 1,087,747	\$1,065,375
LRF Accounts--	\$ 483,592	\$ 484,822
REF Accounts --	\$ 602,666	\$ 555,447

De Treux also presented a proposed 2021 budget (attached), which after motion and second, was unanimously approved by the BOG.

De Treux reported on the implementation of new membership and meeting software for the Operations Center that will consolidate many of the software programs currently in use. The new software will allow for the introduction of a new members-side of the website and a revised meetings website. Launch of the software is scheduled by the end of the month.

De Treux reported on the schedule of upcoming meetings. The BOG had considerable discussion about the prospect of holding an in-person meeting as planned for the June 2021 Annual Meeting/MEC in Marina del Rey. The BOG discussed various options, including postponing the meeting until the fall, and expressed concern about waiting too long to take action. President Nielsen advised that the EC will continue to monitor the impact of COVID on the meeting plans and will need to begin weighing the various options by the end of this year.

De Treux reported that all members had paid their 2020-21 dues or taken a waiver.

2021 Annual Meeting/MEC Program Chair Paul Roose was unable to attend the BOG meeting, but he did submit a comprehensive written report. President Nielsen informed the BOG that Paul is expected to give a verbal report at the Annual Business Meeting.

Auditing Committee Chair Randi Lowitt reported that the 2019 Audit is near completion and will be reviewed when received.

REF President Alan Symonette reported that the REF was “on solid footing.” He stated that there has been a good influx of donations, and he advised the BOG that the REF was planning a Silent Auction for the 2021 Annual Meeting/FEC and a virtual 5K Run/Walk. He also touted the early success of mini-grants that have been awarded to date.

International Studies Committee Chair Chris Albertyn called the BOG’s attention to a section of his written report that addressed the subject of Overseas Correspondents. He explained the history of this group of international academics and neutrals and recommended several proposals to improve the committee’s interaction with this group. After considerable

discussion, a motion was made and seconded to remand the proposals to the Committee to take the following actions: 1) designate the individuals as International Correspondents; 2) compose a short description of the criteria for an IC; 3) develop a process for selection, review, and recommendation of potential ICs; 4) provide for final approval of the ICs by the BOG; and 5) invite for inclusion in the IC group, Anna Booth (Australia), Prof. Halton Cheadle (South Africa), Tanya Venter (South Africa), Judge Steve Adler (Israel), Prof. Mordehai ("Moti") Mironi (Israel), and Prof. Ryuichi Yamkawa (Japan). Albertyn also announced that the Committee hopes to present a one day seminar before the 2022 Annual Meeting/MEC featuring some of the ICs. **Governor Phil LaPorte** recommended that the Committee look at Fulbright Scholars as a possible resource for potential ICs.

Vide Conferencing Task Force (VTF) Chair Jeanne Charles reported on the many activities of the Committee as outlined in her written report. She noted that the VTF has requested REF funding to professionally edit its training videos, which will be posted on the public side of the Academy website. She also promoted VTF's production of a mock videoconference arbitration and a best practices guide, both of which will be released in the future. **Vice President Homer La Rue** shared his article scheduled to appear in the upcoming Chronicle (attached) recognizing Charles' leadership of the VTF. **President-Elect Susan Stewart** extended her congratulations and thanks to the Committee.

De Treux reported that the Membership Committee is meeting on October 9 to consider applicants. Once the Committee makes its recommendations, the BOG will vote on approval via the Email Protocol.

Nominating Committee Chair Randi Abramsky could not attend the meeting but submitted the following nominees for the 2021-22 Slate:

President-Elect: Homer La Rue

Vice-Presidents (2nd term): Amedeo Greco, Joshua Javits
(1st term): Maretta Toedt, Kathryn Van Dagens

Governors: William Hartsfield, David Stanton, Sherri Rose Talmadge, Keith Greenberg

Under Other Business, LaRue advised the BOG that the RCI is now fully staffed with the addition of Barry Winograd and David Weinberg to the committee members named in his written report. **Vice President Amedeo Greco** complimented President Nielsen on his leadership of the Academy during these difficult times.

After motion and seconded, the meeting adjourned.

VIDEOCONFERENCE ARBITRATIONS: KUDOS, TIPS, AND LESSONS LEARNED

By Homer C. La Rue

Kudos

In the first installment of what the Videoconference Task Force (“VTF” or (Task Force”) hopes to be a regular column in the *Chronicle*, Jeanne Charles, the Chair of the Task Force, recounted many of the accomplishments that “zoomed” the Task Force into prominence. I will not repeat the accomplishments named by her or recall the names that she already noted. As the Vice Chair of the Task Force and the author of this installment; however, I will use whatever prerogatives that may attach to those roles to say something about the leadership of Jeanne as the Chair of the Task Force. To fail to do so would be to “throw shade” instead of giving her due props.

Jeanne’s ability to influence and guide the individuals and teams that make up the Task Force is in no small measure the reason that the VTF has “zoomed” to prominence in the minds of our members. Through Jeanne’s untiring and optimistic leadership, the VTF has found ways to keep the machinery of labor-management dispute resolution going in the face of a pandemic that promised to bring the process to a screeching halt. When the next twenty-five year history of the Academy is written, Jeanne will be heralded as the woman who guided us in the development of both short-term and long-term best practices and procedures for the use of videoconferencing in the place of an on-site arbitration hearing.

Past President Margaret Brogan, in her 2017 Presidential Address, remarked that there had been a 25-year gap in the Academy’s history when no woman was called to be a president of the Academy “... despite many illustrious and worthy female members in our ranks.” Jeanne

deserves to be placed among those illustrious women who lead us now and will do so in the future.

**NATIONAL ACADEMY OF ARBITRATORS
2021 Proposed Budget**

<u>Income</u>		<u>2020 Proposed</u>
Dues	294,450	\$297,375
Application Fees	2,600	2,600
Royalties	0	2,000
Meeting Registration	144,500	144,500
Miscellaneous	500	500
Investment Gain/Transfer	34,545	37,820
TOTAL INCOME: \$	476,595	\$484,795

<u>Expenses</u>		
Annual Meeting/MEC	\$144,500	144,500
Chronicle	14,100	16,000
Proceedings	0	15,000
Professional Services	6,500	6,500
Contingency		
Governance	311,495	302,795
TOTAL EXPENSES: \$	476,595	484,795

Estimated 2021 Governance Expenses**2020 Proposed**

Banking and Credit Card Fees	\$ 9,900	11,400
Committees	1,000	1,000
Executive Committee	4,000	4,000
Extraordinary Exp Reimbursement	9,000	9,000
Fall BOG Meeting	10,000	10,000
Health Insurance	23,600	23,400
Retirement Plan	3,775	3,125
Insurance D&O, Business Owners		
Workers' Comp	7,500	7,400
Office Supplies & Software	10,050	9,400
Payroll (Gross) and Taxes	190,000	180,500
Postage & Shipping	9,300	7,400
Presidential Travel & Hospitality	7,500	7,500
Rent	13,020	13,020
Telephone, Internet, Utilities	3,650	3,650
Toshiba Printer Lease	6,200	6,000
Website	2,000	5,000
Miscellaneous	1,000	1,000
TOTAL: \$	311,495	302,795

2020 Budget Assumptions

Income

Dues

453 FTE Members @\$650 = \$294,450 (assuming no dues increase for 2021)

Application Fees

13 applicants per year (3-year average) @ \$200 = \$2600

Royalties

Contract with BNA terminated.

Meeting Registrations

Annual Meeting 165 Members @\$600 (\$99,000) and
70 Guests @\$650 (\$45,500)
Total - \$144,500
(assuming \$600 registration fee in 2021)

Miscellaneous

Checkbook interest, directory and DVD sales, etc.

Investment Gain/Transfer

Available while maintaining Article IX and Board-designated Reserves

Expenses

Meetings

Annual Meeting costs not to exceed \$144,500 registration fees
Fall BOG meeting is estimated, if held in person rather than by Zoom

Extraordinary Expense Reimbursement

Previously budgeted under meeting costs; moved to Governance in 2020.
Based on 2019 costs and assuming an in-person 2021 Annual Meeting.

Governance

See estimated governance costs based on 2020 actual projected over full year.
Extraordinary expense reimbursement previously budgeted under meeting costs.
Executive Committee expenses dependent on in-person hearing v. Zoom

Health Insurance

Assuming 5% increase over 2020 actual costs.

Chronicle

Based on 2020 actual

Payroll

Including 3% increase over 2020 actual (\$184,900)

Presidential Travel and Hospitality

Annual budgeted amount

Proceedings

No immediate plans for 2020 Proceedings in light of Annual Meeting cancellation.

Professional Services

Based on 2019 actual CPA fees, plus payroll service.