

**NABE BOARD OF DIRECTORS MEETING**  
**April 27-28, 2001**  
**Westin LaPaloma**  
**Tucson, Arizona**

Board Members Present: President Betty Braden, President-Elect Diane O'Steen, Vice President Tom Tinder, Treasurer Tom Pyrz, Secretary Sue Martin, Local Bar Directors – Evelyn Sullivan and Frank Moran, Directors at Large - Cindy Zwick and Mary Howerton and DBS Staff - Elizabeth Derrico and Shelley Joksimovic.

Absent: State Bar Directors – Janet Paul and Keith Norman and ABA Delegate, Tom Edmonds.

For those of us from the Midwest and East coast area, the 93° sunny and beautiful weather in Tucson is a welcome relief to the cool, rainy days at home as we begin this spring Board meeting.

**S.W.O.T. (Strengths, Weaknesses, Opportunities, Threats)**

Betty opened the meeting at 1:05 p.m. and began by addressing the need for a NABE Strategic Plan. She stated that there had been a lack of strategic level planning in the last few years and that the Board needs to do high level planning so that the Board agendas reflect important issues of the Association. Betty distributed an article written by Edward D. Barlow, Jr. entitled “Preparing for the Future Through Anticipatory Thinking.” The Association needs to take a leading role in preparing the members for the future. There are five roles the Association can play: scanning, convening, facilitating, providing and evaluating.

Elizabeth distributed the agenda for our NABE Visioning Session. She began with an icebreaker and then moved into NABE trends, which include retirement, new members, divergent needs, increased meeting attendance, increased expectations of DBS Staff by Committees and Sections, and increased membership after a membership dip.

Through a Play Doh exercise, Board members designed strengths of NABE and then described their “creations” with respect to organizational strengths. Frank commented that in looking at strengths we also must look at weaknesses. Elizabeth offered that to be responsibly invested, standards of success must be determined so the organization and leadership can judge success. Betty said measures are essential to the planning process and must be attached to every idea in the plan. In order to capitalize on strengths, the strengths need to be framed so that they become challenges.

At the conclusion of the exercise, Betty thanked Elizabeth for facilitating this Board session.

Betty called the Board Meeting to order at 2:55 p.m. and asked everyone to share any news they might have. The minutes of the February 12, 2001 Board Meeting were unanimously approved.

The To Do List was reviewed. Betty commented that the next Executive Committee phone meeting would be on June 26<sup>th</sup> if needed.

## **PRESIDENT ELECT'S REPORT**

### **A. E-Directory**

Diane reported that Membersclick will be online at the Atlanta Bar this week but it is too early to report. At this time, Diane is unable to make a recommendation.

PhotoBooks are very expensive for NABE because of their maintenance fee.

Legal Directories Publishing Company does both print and online pictorial web-based directories. They would do this at no charge to NABE if they could have an exclusive for five years.

NABE is not in a position to do a pictorial directory in hard copy before the summer but we could move forward to do a directory by July or August. On a motion by Diane and seconded by Tom Pyrz, Diane moved that NABE negotiate with Legal Directories to enter into a contract with them to do a non-pictorial directory in hard copy by the August meeting and in August decide about a pictorial web-based directory. Diane suggested that with the upcoming dues statement we request that members send an electronic picture. Tom Tinder said that by August, we should have some experience with Membersclick and can see about a pictorial directory. Frank suggested that NABE should have an attorney review the contract with respect to ads, non-performance, contract cancellation, etc. Elizabeth suggested that providing a hard copy pictorial directory would be duplicative if provided on the web and members had a hard copy directory. She believes the web pictorial would draw traffic to the site. At the conclusion of the discussion, the vote on the motion was unanimous.

### **B. Management Committee**

No report.

## **VICE PRESIDENT'S REPORT**

No report.

## **DECISION TO RETAIN/ELMINATE VICE PRESIDENT'S POSITION**

Tom Tinder again reiterated, as he had done at a previous Board meeting, that he believes this position should be eliminated. This would eliminate one leadership position but from a financial and work standpoint, he believes there is not much that the vice president does. He believes the current responsibilities could be delegated to the president elect. Tom Tinder moved to either eliminate the vice president position and transfer the responsibility to the president elect or eliminate the secretary and have the staff take minutes. The motion failed for lack of a second.

## **SPECIAL TEAM REPORTS**

### **A. Recognition Team**

On a motion by Sue Martin and seconded by Ev Sullivan, a motion was made to accept the report as submitted in the April agenda packet. The report was unanimously approved. Betty expressed appreciation to Chair Janet Paul and to the Committee for their work. The task is completed.

B. **Leadership Development Team**

Chair, Allan Head's report was reviewed.

C. **Knowledge Management Team**

Cindy reported that Stuart Forsyth's presentation on the web at the San Diego mid-year meeting will be requested for use by the Knowledge Management Team. Additionally, team members are contacting the National Association of CPA's and the Medical Association to see if NABE can gather information about knowledge management resources and how-to's.

**TREASURER'S REPORT**

Tom Pyrz began by pointing out that the Balance Sheet was not submitted to the Board in the agenda packet as suggested in his report.

Tom reviewed the Financial Report YTD 6/1/00 to 3/31/01. The Dues figure exceeded the budget by \$925 and we expect to meet the Investment budgeted income of \$1,000 by fiscal year end. Miscellaneous income is through the sale of books and materials.

Although the actual income for the Annual Meeting was under budget, the income for the mid-year meeting exceeded the budget. CSE will net about \$4,000 after all retreat expenses are paid. The Program Committee is doing significantly better than budgeted. Tom mentioned that a contested election was not budgeted this year but there is one. This will be about a \$1,000 hit to the 2000-2001 budget. Diane asked if that should be budgeted every year. Elizabeth believes there is usually budget flexibility in the General Committee line item to provide for this expenditure when needed.

Discussion followed regarding collection of past due sponsor fees. Sue Martin moved that Tom Tinder contact Peter Belise (PCNA) regarding the \$3,500 owed for the San Diego mid-year meeting. Frank seconded the motion. The vote was unanimous. Mary Howerton moved that 3X be contacted regarding the \$221 that they owe. Ev seconded the motion. The vote was unanimous. Betty will contact them. It was suggested that these payments be made by the end of the fiscal year, which is May 31, 2001. Tom Pyrz will contact Association Members Only regarding the \$1,000 that they still owe.

Tom is projecting that we will be \$30,000 to the good at the end of the fiscal year.

The Board reviewed the proposed 2001-2002 budget prepared by Tom Pyrz. Corrections to Total Meetings should be \$15,000 not \$15,500 as indicated and the Total Income figure should be \$92,000 as reported.

Tom also reported that the Program Committee is budgeted for \$12,000 in expenses and that they are responsible for their budget expenses. Where they hold their meetings is up to the Committee.

Tom Tinder moved that the ABA Delegate attendance at the spring and fall Board meetings be rescinded. The motion was seconded by Ev and the vote was unanimous. The delegate may attend these meetings at the expense of their bar. Tom Tinder also moved that the budget item for the Board of Directors be reduced from \$21,000 to \$20,000 for the 2001-2002 budget. The motion was seconded by Mary. The motion carried.

The Website Redesign line item was changed to read Website. Frank suggested that the newsletter and annual report be published electronically instead of in hard copy. The Website line item was increased from \$10,000 to \$11,000 moving the money from Printing Costs to Technology Costs.

Tom Pyrz moved to approve the 2001-2002 budget as modified. Seconded by Mary Howerton. The Board voted unanimously in favor.

Betty expressed a big thank you to Tom Pyrz for the fine job he did preparing the budget and also the oversight of the NABE income and expenses over the last two years.

Shelley concluded the meeting by explaining details for the dinner. The meeting ended at 5:40 p.m.

## **APRIL 28, 2001**

Betty reconvened the meeting at 8:55 a.m.

### **DBS STAFF REPORT**

Shelley reported for Roseanne and Elizabeth. Shelley reported that Jennifer Lewin is preparing another white paper on "Bar Journal/Newsletter Production." She also reported that the second bar execs workshop for new executives was held. Tom Pyrz suggested that it might be good to have an executive director at the meeting and Mary suggested that the NABE vice president might attend. DBS pays the expenses for the new executive directors to attend.

On June 5<sup>th</sup>, Tom Edmonds, Allan Head, Sam Clinch and Dave Blaner will meet. Betty asked Tom Tinder to be the direct link from the Board to this group. Tom Pyrz offered to attend this meeting due to his close proximity to Chicago. Pyrz will attend for Tinder.

Tom Tinder also raised the issue of increased demands from NABE on the DBS staff.

### **ABA DELEGATE REPORT**

The Board voted to accept the ABA's Delegates Report on Actions taken at February 19, 2001 meeting of ABA House of Delegates.

### **NABE STAFF DIRECTOR REPORT**

Shelley reported that the evaluations for the San Diego mid-year meeting were complete. Seventy-eight responded out of the 208 registrants. Marilyn Sherman was a great hit. Registration for the Chicago annual meeting is on the website.

Shelley pointed out that the election mailing is out and that the only contested race is the state bar delegate. Ballots are due by May 18, 2001.

Bill Kisner has informed NABE that he is changing the level of sponsorship and will not be sponsoring at the high level he has in the past. There are other sponsors that are willing to consider sponsoring the Wednesday night party.

The membership mailing will be out next week. Shelley also noted that she attended the CSE Retreat and is working on the evaluations.

### **SELECTION OF NABE DELEGATE TO THE ABA HOUSE OF DELEGATES 2000-2003**

Five submissions were received for consideration by the NABE Board. Frank wanted to touch on the criteria and responsibility for the ABA delegate. Frank stated that the delegate should be chosen with a great amount of care. This person represents NABE and serves as our alter ego reflecting on NABE. The individual we select should reflect that criteria. He believes that rotating leadership positions is important. Since he has been involved in ABA, he is aware of how it functions. The longer one is in the house, the better the ability to be more effective. The delegate gets to know the people and represent NABE. This appointment is a prestigious position.

After extensive discussion of each candidate, which included Tom Edmonds, Jean Pavela, Bert Tigerman, Bill Weisenberg and Paul Carlin, Tom Edmonds was reappointed.

### **SELECTION OF BOLTON AWARD FOR PROFESSIONAL EXCELLENCE**

At this time, Secretary Sue Martin excused herself from any further discussion on this item. Mary Howerton was asked to take minutes during this portion of the meeting.

Board members reviewed standards for the Bolton Award. Nominees for this award were as follows: Beth Keiger, Sue Martin, Chuck Turner and Diane Minnich. Discussion ensued and whether a sitting NABE Board member can receive the award. The Bylaws and Operational Manual were reviewed. It was not found in the information in cursory review but all were in agreement that the practice has been to eliminate sitting Board members. Since this is has been the practice, members felt a written policy was needed. Tom Tinder moved that no current or sitting Board of Directors member be eligible for the Bolton Award. Written criteria shall be reflective of this policy. The motion was seconded by Mary Howerton and the motion was unanimously passed. The Board considered all nominees and Beth Keiger was selected as the 2001 Bolton Award recipient.

Sue Martin rejoined the meeting.

### **SELECTION OF HONORARY MEMBERS**

The following were given honorary member status: Bobbie Lou Nailling Files, Gil Campbell, Kathy Sirovey, Peggy Halfpenny, Nancy Underwood, George Bousliman, Jennifer Davis, Jim Sajevic and Bill Litant.

The criteria for this award are that you must be a member of NABE for at least ten years, retired or departed from the Association before the April, 2001 Board meeting, and be a person whose membership in NABE has in some way strengthened or improved the organization.

### **SECTION REPORTS**

All reports were read and noted. The Chairs were complimented on their reports and the Board expressed its appreciation for the thoughtful reports and extensive work done by the Committees, Sections and Forums.

On a motion from Tom Tinder and seconded by Mary Howerton, it was moved that the CLE Section be dissolved and the function of that Section folded into the Administration and Finance Section as a sub-committee. The \$11,000 that is currently in the CLE Section fund would go back to the general fund. The vote was unanimous.

## **COMMITTEE REPORTS**

### **A. Bylaws Committee**

Frank moved that Article VII, Section 1 should be amended. Nominations for any position to be filled by election may be made by causing the president to receive,..." be amended to delete the word "president" and substitute the words, "Elections Committee." Tinder seconded the motion and the vote was unanimously in favor.

The next step is for the Bylaws Committee to present these changes to the Board at the Annual Meeting. Frank will contact the Bylaws Committee chair.

### **B. Membership Committee**

The Mentor Program is not yet in place and the Board is questioning why. Tom Tinder suggested that the Board volunteer to be the first buddies to be matched. The Leadership Development Committee could also be involved.

### **C. Sponsorship Committee**

The Board discussed the issue of the competitive nature of some of the Sponsorship Committee members with NABE sponsors. Requests for disclosure of conflicts from Committee members would resolve the problem. The President-Elect should be mindful of this issue when appointing members to the Sponsorship Committee.

Lexis will be given the exclusive for the Friday night joint event with NCBP. They understand that competitors will be in attendance at breakouts during NABE meetings.

### **D. Program Committee**

Program ideas for the Philadelphia and D.C. meetings are being discussed. Leadership will continue to be the theme. Tom Tinder asked whether we wanted to include national government leaders in the program. Ev offered that there would be staff that worked for these leaders who could educate NABE members.

Tom Pyrz and Mary both offered that they knew people who would make excellent speakers. Tom will talk with the Committee about including government leaders as leadership speakers.

### **E. Website Committee**

Regarding ads on the website, Tom Tinder suggested that the Board set a modest budget goal for the Website Committee for next year. He distributed rates used by the Florida Bar and the West Virginia State Bar Legal Vendors Mall for competitive purposes.

Betty questioned who would be responsible for marketing this concept. Tom Tinder said that Brian is already spending 16 hours per month on the website.

Diane asked if the Board would approve the ads prior to displaying these web ads. Frank cautioned that income projections for the future are probably limited. Advertisers don't seem as interested as they used to be. The opportunity to make some money is there but who would be responsible for undertaking the responsibility for obtaining the ads. Possibly the Website Committee could coordinate with the Sponsorship Committee. Frank believes we should have infrastructure ready to go when advertisers/sponsors are interested. Criteria needs to be developed for approval for all advertising. NABE must have complete discretion about what goes on the website but we also need standards established.

## **FORUM REPORTS**

### **A. Public and Community Education**

Cheryl Bruce asked the Board to consider methods to educate NABE members on the purpose of this Forum with the hope of getting more members involved in the work of the Forum. Suggestions included putting information on tables; report at membership meetings; use of the web page as an informational tool and blast e-mail.

### **Forum on Sections and Committees**

The Forum had two requests. One is that they be permitted to set up a listserv and the second that Forum membership continue each year without requiring annual renewal submissions to NABE. Cindy offered that NABE should provide listservs for each Section, Committee and/or Forum that requests it. There are questions about the DBS cost for setting up a listserv and who in each Section/Committee and Forum would be designated to maintain the listserv.

Tom Pyrz offered that the downside to non-renewal, unless the member requests removal would be that non-dues paying members would continue on the Forum. Shelley will check with DBS regarding the problems that might be involved with continuing annual membership.

### **State/Local Bar Liaisons Forum**

Chair Terry Scheid requested on behalf of the Forum that NABE budget \$1,500 to offset the registration fee for Forum members to attend the BLI (estimating 15 people at \$100 per Forum member). Mary Howerton moved that the request from the Forum for a \$1,500 increase in the budget to offset BLI registration fees be denied. Ev Sullivan seconded. The vote was unanimously in favor. NABE cannot subsidize one group (Forum members) and not others (Executive Directors) for BLI registration expenses. Terry may want to clarify the request and submit again.

Being no further business, the meeting was adjourned at 12:50 p.m. The next Board meeting will be Tuesday, July 31, 2001, 12:00 to 5:00 p.m. at the Hyatt Hotel in Chicago, Illinois.

Respectfully submitted,

Susan L. Martin

Secretary