

**National Peace Corps Association
BOARD OF DIRECTORS MEETING
Ben Cherrington Sie Center #150, University of Denver, Denver, CO
August 7, 2017
Meeting Minutes**

Directors Present: Randolph Adams, J. Henry (Hank) Ambrose, Keith Beck (incoming), Glenn Blumhorst (*ex officio*), Jayne Booker, Sandra Bunch, Bridget Davis (incoming), Patrick Fine, Janet Greig (out-going), Chip Levengood (incoming), Katie Long, Jed Meline (incoming), Mary Owen, Kelly Parsons (incoming), Tom Potter (incoming), Susan Senecah, Maricarmen Smith-Martinez, Tai Sunnanon, Joby Taylor

Directors Absent with Apology: Tony Barclay (out-going), Corey Griffin, Angela Harris (out-going), Marjorie Harrison (out-going), Maddie Kadas (incoming), Linda Stingl,

Staff and Fellows Present: J.M. Ascienzo (Government Relations), Anne Baker (Vice President), Kevin Blossfeld (Finance and Administration), Ella Dowell (Community Technology Systems), David Fields (Analyst and Special Projects), Rachel Mannino (Development), Jonathan Pearson (Advocacy)

Guests: Karen Keefer, K. Richard Pyle

Call to Order – *Joby Taylor, Board Chair*

The Board Chair called the Meeting to order at 9:05 AM Mountain Time. A quorum was present. He thanked the staff and the RPCVs of Colorado for an excellent Peace Corps Connect.

Minutes Review – *The motion by Janet Greig to approve the June 5, 2017 minutes as published in the Board Book was seconded and carried.*

Interim Action by the Executive Committee – *Joby Taylor, Board Chair*

As provided in NPCA Policy 2015014M, the Executive Committee approved three applications for group affiliation.

EXCOM ACTION 1 – June 26, 2017

Resolved: that the Executive Committee of the NPCA Board of Directors approves the application of the **Federal Emergency Management Agency RPCV Affiliate Group** as an NPCA Affiliate Group.

The motion by Taylor was seconded and carried.

EXCOM ACTION 2 – June 26, 2017

Resolved: that the Executive Committee of the NPCA Board of Directors approves the application of the **Peace Corps House** as an NPCA Affiliate Group.

The motion by Taylor was seconded and carried.

EXCOM ACTION 3 – August 7, 2017

Resolved: that the Executive Committee of the NPCA Board of Directors approves the application of the **Friends of The Gambia** as an NPCA Affiliate Group.

The motion by Taylor was seconded and carried.

Governance Committee Report – Hank Ambrose, Chair

The Governance Committee welcomes the following Member-Elected Directors who were elected by their constituents during the May 5 to June 5, 2017 voting period. They are hereby seated as voting members of the Board for a three-year term, 2017 – 2020:

- Thomas L. Potter, PhD (Philippines 75-77) -- Southern U.S. division
- Jed Meline (Micronesia 90-92) -- Asia and the Pacific country-of-service division
- Keith Beck (Micronesia 69-70) -- West U.S. division

Board-Elected Directors Nominations and Elections

MOTION 1: The Governance Committee nominates the following as Board-elected Directors for the designated terms to begin immediately upon their election and continue until their successors are seated:

- ***Bridget Davis, Thailand 91-93 (2017 – 2020)***
- ***Madeline (Maddie) Kadas, Guatemala 88-90 (2017 – 2020)***
- ***Chip Levensgood, Costa Rica 66-68 (2017 – 2018)***
- ***Kelly Parsons, Guatemala 93-96 (2017 – 2020)***

The motion as presented by the Governance Committee was approved unanimously.

Recognition of Directors whose terms have been completed

MOTION 2: The NPCA Board of Directors resolves that we acknowledge and express our appreciation for the commitment and service of the following Directors whose terms are now completed. We further recommend that they be offered Board Emeritus status.

- ***Joby Taylor – board-elected (2011 - 2017); Board Vice Chair (2013 – 2015); Board Chair (2015 - 2017)***
- ***Tony Barclay – board-elected (2011 – 2017); Board Chair (2011 – 2015); Interim Board Treasurer (2016); Awards Advisory Committee Chair (2015 – 2017)***
- ***Janet Greig – board-elected (2009 – 2017); Board Treasurer (2011 – 2014)***
- ***Angela Harris -- member-elected – Southern Tier Division (2013 – 2017)***
- ***Marjorie Harrison -- member-elected – Asia and the Pacific Division (2014 - 2017)***

The motion as presented by the Governance Committee was approved unanimously.

Recognition of Directors who resigned prior to completion of their terms

MOTION 3: The NPCA Board of Directors resolves that we acknowledge and express our appreciation for the commitment and service of the following Directors who resigned before completion of their terms.

- ***Juliana Essen -- member-elected (2016 – 2017), Governance Committee, resigned 2017***
- ***Mal Warwick – board-elected (2015 – 2018), Business & Development Committee, Community Fund Steering Committee, resigned 2016***

The motion as presented by the Governance Committee was approved unanimously.

Committee name change

MOTION 4: The Business and Development Committee changes its name to Fundraising Committee.

The motion as presented by the Governance Committee was approved unanimously.

Officers Nominations and Elections

MOTION 5: The Governance Committee nominates the following as officers of the Board of Directors for a one-year term (2017-2018) to begin immediately upon their election and continue until their successors are seated:

- ***Board Chair: Hank Ambrose (Board-elected Director since June 2013)***
- ***Vice Chair: Tai Sunnanon (Board-elected Director since September 2016)***
- ***Secretary: Jayne Booker (Board-elected Director since June 2012)***
- ***Treasurer: Patrick Fine (Member-elected Director/West, Central, and Southern Africa Division Representative as of September 2016)***

The motion as presented by the Governance Committee was approved unanimously.

Hank Ambrose took over as chair for the remainder of the meeting.

President's Report – *Glenn Blumhorst, NPCA President and CEO*

NPCA's principal priorities during the third quarter of 2017 included the following:

- Senate-focused advocacy for Peace Corps/International Affairs appropriations
- House-focused advocacy for Sam Farr Peace Corps Enhancement Act
- Planning and development of Peace Corps Connect
- Completing 2016 audit and developing a reformulated 2017 budget
- Preparation of 2016 Annual Report
- Recruitment and hiring of development director and finance/admin assistant
- Transitioning Ella Dowell from consultant to staff to focus with community technology needs

MOTION 6: NPCA extends its appreciation to RPCVs of Colorado for their outstanding work in putting on Peace Corps Connect.

The motion made by Chip Levengood was seconded and passed unanimously.

The president also acknowledged summer Events Intern Zoe Esposito for her outstanding support towards a successful Peace Corps Connect.

Treasurer/Finance Committee Report – *Patrick Fine, Treasurer*

NPCA passes the halfway mark of the 2017 fiscal year in its strongest financial position in years. A combination of strong contributions, strong performance by the two investment funds, and lower than forecast expenses have resulted in an increase of \$292,835 in net assets over this time last year. This reduces the negative net asset balance to \$15,850, the lowest level since 2013.

An important factor contributing to the improved financial position has been the strong performance of NPCA's two investment funds. The higher than forecast yields on these two funds have been driven by the historically strong performance of the stock market over the last six months.

The board voted at the March 2017 board meeting on an updated investment policy and requested staff to allocate funds invested through the Silicon Valley Community Foundation to

comply with the updated policy. Given that compliance with the policy was still open to interpretation, the board voted on the following:

MOTION 7: NPCA should move investments in both the Global Leaders Fund and the Legacy Fund with Silicon Valley Community Foundation to the Social Impact Fund to comply with policy as voted at the March 4, 2017 board meeting.

The motion made by Randy Adams was seconded and approved with two abstentions.

NPCA's 2016 audit was completed on schedule in mid-July, 2017. The audit provides an unqualified opinion on the organization's financial accounts and identifies no material weaknesses or significant deficiencies. Past language questioning NPCA's ability to survive as a going concern due to successive large negative net asset balances was removed, reflecting NPCA's improved financial position. The Finance Committee reviewed and accepted the audit at its meeting of June 24, 2017.

The Finance Committee asked management for a revised budget for the remainder of the fiscal year that reforecasts revenue and expenditures based on year-to-date actuals; reflects needed changes to compensation; and maintains the targets set by the Board of Directors for achieving a positive net asset balance. The revised budget was presented to the board for approval.

MOTION 8: The NPCA Board of Directors approves the revised FY2017 budget as presented.

The motion made by Patrick Fine was seconded and approved unanimously.

Policy and Advocacy Committee Report – Sue Senecah, Chair

Sue referred to the written report as submitted for updates on legislation and appropriations. Staff are focusing efforts on the #ProtectPeaceCorps campaign and are pursuing a partnership (including a grant) with Open Society Policy Center for capacity building support at the affiliate group level.

Business and Development Committee Report – Sandra Bunch, Chair

The committee requested a name change to the Governance Committee, as voted on earlier in this meeting. A title of "Fundraising Committee" better aligns the name with the committee's charge.

The committee welcomes the new Director of Development, Rachel Mannino, and congratulates staff on the engagement and energy coming out of Peace Corps Connect.

Community Fund Steering Committee Report – Glenn Blumhorst, Ex-Officio

This committee is being reconstituted. The first priority is on establishing grants disbursement policies.

Awards Advisory Committee Report – Anne Baker, Staff

The board commented on the inspiring awardees this year. The committee's priorities going forward are on improving the process to get more nominations and to build on the impact with past awardees.

Peace Corps Connect and NPCA Events Task Force Report – *Glenn Blumhorst, Ex-Officio*

The board commented on the high engagement and energy coming out of Peace Corps Connect. The Task Force will review evaluations, look at the model for the conference and adjust as needed to ensure that Peace Corps Connect is a profit center going forward.

Executive Session – *Hank Ambrose, Board Chair***Adjournment** – *Hank Ambrose, Board Chair*

It was moved, seconded and carried that the meeting be adjourned at 1:00 PM Mountain Time.

*Jayne Booker, Secretary
NPCA Board of Directors*