

National Peace Corps Association (NPCA)
2015 ANNUAL BOARD MEETING
June 7, 2015
Freeborn Main Lounge
University of California at Berkeley, Berkeley CA
Approved 9-28-15

Board Members Present: Randolph Adams (incoming), Tony Barclay, Jane Bardon, Glenn Blumhorst (*ex officio*), Jayne Booker, Sandra Bunch, Brian Forde, Janet Greig, Dennis Grubb, Marjorie Harrison, Sharon Keld (outgoing), Charles McConnell, Gary Schulze, Ruth Senchyna (incoming), Maricarmen Smith-Martinez, Linda Stingl (incoming), Joby Taylor

Board Members Connecting Remotely: J. Henry (Hank) Ambrose, Angela Harris

Board Members Absent with Apology: Teresa Devore (outgoing), Tim McCollum (outgoing), Kristina Owens (outgoing)

Board-Elected Nominees Present: Corey Griffin, Mal Warwick, Jayne Booker, Janet Greig

Staff Present: Anne Baker (Vice-President), Jonathan Pearson (Advocacy Director)

Guests: Jack Allison (Policy and Advocacy Committee), Thaine Allison, Michael Blumhorst (Intern), Barbi Broadus (Peace Corps), Jeb Eddy, Meleia Egger (Office of the Third Goal and Returned Volunteer Services), David Field (ARC Director), Barbara Junge (South Florida RPCVs), Karen Keefer, Lie Njie (Northern California Peace Corps Association), Beverly Rouse, Kate Schachter (WI-Madison RPCVs), David Sheinman (Houston RPCVs), Averill Strasser (Water Charity), Patricia Wand (Board Emerita), B.J. Whetstine (Director, Office of the Third Goal and Returned Volunteer Services), Frank Yates (Central Missouri RPCVs)

Berhane Daba, 2015 Harris Wofford Award Winner, joined the guests during the meeting and was greeted with applause from Directors and guests.

Call to Order – *Tony Barclay, Board Chair*

The Board Chair called the 2015 Annual Board Meeting to order at 1:17 PM Pacific Time and stated that a quorum was present.

Introductions: The Board Chair called on the Directors to introduce themselves and mention their current positions.

Appreciation: The Board Chair expressed the utmost appreciation, on behalf of the Board, to the Northern California Peace Corps Association (NorCal) for their part in hosting and coordinating Peace Corps Connect (PCC)-Berkeley and making it a successful event for all involved.

Minutes of March 7, 2015 Regular Meeting: Gary Schulze moved to approve the March 7, 2015 minutes as published in the June 2015 Board Book. The motion was seconded and carried.

Minutes of April 30, 2015 Special Meeting: Joby Taylor moved to approve the April 30, 2015 minutes as published in the June 2015 Board Book. The motion was seconded and carried.

Governance Committee Report – Part 1 – Jane Bardon, Governance Committee Chair**MEMBER-ELECTED DIRECTORS ELECTION RESULTS**

The following new Member-Elected Directors who were elected by their constituents for three three-year terms (2015-2018). There were no opposing candidates. The three Directors were seated as voting members of the Board.

Randolph (Randy) Adams – Mid-Atlantic and Nationwide Division Representative

Ruth Senchyna – Northeast Division Representative

Linda Stingl – Europe, North and East Africa Division Representative

The Governance Committee expressed its appreciation and thanks for the valuable contributions of the following Member-Elected Directors whose terms were completed.

Teresa Devore – Northeast Division Representative

Sharon Keld – Europe, North and East Africa Division Representative

Kristina Owens – Mid-Atlantic and Nationwide Division Representative

BOARD-ELECTED DIRECTORS NOMINATION AND ELECTION

MOTION 1: The Governance Committee nominates the following as Board-Elected Directors for a three-year term (2015-2018) to begin immediately upon their election and continue until their successors are seated.

Jayne Booker (Director since September 2011)

Corey Griffin (new nominee)

Mal Warwick (new nominee)

The motion by Jane Bardon on behalf of the Governance Committee was carried and the nominees were duly elected.

MOTION 2: The Governance Committee nominates the following candidate as a Board-Elected Director for a two-year partial term (2015-2017) to begin immediately and continue until a successor is seated.

Janet Greig (Director since June 2009)

The motion by Jane Bardon on behalf of the Governance Committee was carried and the nominee was duly elected.

The Governance Committee expressed its appreciation and thanks for the valuable contributions of the following Board-Elected Director whose term was completed.

Tim McCollum (Director 2012-2015)

BOARD OF DIRECTORS OFFICERS NOMINATION AND ELECTION

MOTION 3: The Governance Committee nominates the following as Officers of the Board of Directors for a one-year term (2015-2016) to begin immediately upon their election and continue until their successors are seated.

Board Chair: Joby Taylor (Board Vice-Chair 2013-2015)
Vice Chair: Charles McConnell (Director since June 2014)
Secretary: Jane Bardon (Secretary since June 2014)
Treasurer: Dennis Grubb (Treasurer since June 2014)

The motion by Jane Bardon on behalf of the Governance Committee was carried and the nominees were duly elected.

MOTION 4: The NPCA Board of Directors resolves that we acknowledge and express appreciation for the commitment and service of the out-going NPCA Directors: Teresa Devore, Sharon Keld, Tim McCollum, and Kristina Owens.

The motion by Jane Bardon on behalf of the Governance Committee was carried. Board Chair Tony Barclay presented a certificate of appreciation to Sharon Keld for her commendable service during her three years as an NPCA Member-Elected Director. NPCA Staff mailed certificates to the other outgoing Member-Elected Directors unable to attend the meeting in person.

MOTION 5: The NPCA Board of Directors resolves that we acknowledge and express our appreciation for the commitment and service of the out-going Board Chair Tony Barclay who has served in that position for three years, 2012-2015.

The motion by Jane Bardon on behalf of the Governance Committee was carried. Board Treasurer Dennis Grubb presented a gift from the Board to Tony Barclay in appreciation of his four years of inspired leadership as Chair of the NPCA Board of Directors.

NPCA Board of Directors Chair Transition

Outgoing Board Chair Tony Barclay passed the gavel to newly-elected Board Chair Joby Taylor.

Board Chair Joby Taylor thanked the Board, NPCA staff and NPCA partners for their contributions to the success of NPCA and welcomed the new members of the Board. He congratulated everyone on the increased attendance at PCC-Berkeley over previous years and remarked on the excellent Plenary Session which included the Annual General Membership Meeting. He noted that there have been many new developments since Peace Corps' 50th Anniversary in 2011 including: the MOU with Peace Corps, 2015 Bylaws, Board committee charges, Board Emeriti group, and new Vision, Mission and Goals statements.

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

President Glenn Blumhorst thanked outgoing Board Chair Tony Barclay for his encouragement, support, and mentoring. He expressed his appreciation to departing Director Tim McCollum for his work on the 2014-2018 Strategic Plan and the value proposition. He also thanked Lie Njie of NorCal PCA and NPCA staffer Kate Schwanhauser for coordinating PCC-Berkeley and making it a successful convention for all.

The President reported that among the highlights for the second quarter are: inclusion of a message about NPCA in COS materials by Peace Corps; establishing a Membership Standing Committee; the launch of the CALL (Cultural Agility Leadership Lab) program; Board approval of three new Affiliate Groups; PCC-Berkeley registrations are close to 500; a proposal for All Resources Connect has been submitted to the Paul Allen Foundation; a successful Affiliate Group Network Annual Meeting; the PCC-2015 Awards; and that NPCA is a convening partner on the Employers of National Service (EONs) initiative.

The President presented an update of progress on the Operating Plan and submitted a special report on the progress of the database upgrades. He noted that work on the database has been hampered by limited cash flow. The vendor is requesting payment of overdue invoices prior to installing any further upgrades. Some of our key improvements are dependent on upgrades.

In response to questions from guests about the matching grant for mentoring/database upgrades, the President confirmed that all funds raised for database support were sequestered (restricted to IT) and invested in consultant and staff time for deduping, purging and merging data. Vice-President Anne Baker noted that the database has improved back-end functionality and will enable a searchable directory.

Treasurer/Finance Committee Report – *Dennis Grubb, Treasurer*

The Finance Committee reviewed the 2014 Auditor's report prepared by the accounting firm of Jones, Maresca & McQuade and recommends that the Board approve the report as submitted.

MOTION 6: The NPCA Board of Directors approves the 2014 Audit as submitted.

The motion by Mal Warwick was seconded and carried.

Treasurer Dennis Grubb reported that although the deficit has been reduced in the last two years, we cannot continue to operate our programs without more and sustained revenues. An increase in both individual contributions and membership is needed. Grubb pledged to recruit five new Shriver Circle donors and 100 new members and urged other Directors to make similar pledges.

Business and Development Committee Report – *Sandra Bunch, B & D Acting Chair*

The Committee included three documents in the Board Book for discussion:

1. Gift Acceptance Policy

This policy is essential to the continued fundraising and donor cultivation strategy for NPCA as it provides a decision-making framework for staff and clearly articulates the guidance on donation acceptance, recording and recognition. There was a discussion of when a pledge is acknowledged and other details. The B & D Committee will continue developing this policy.

2. NPCA's Peace Corps Community Endowment

This financial mechanism, reflected in the NPCA's strategic plan, is essential for Legacy of Peace and other larger giving campaigns, as it will reinforce the long-term mission of the NPCA. The plan is to implement a passive campaign to raise the \$10,000 minimum required to open the endowment at Silicon Valley Community Foundation and then maintain a quiet campaign for now. A B&D sub-committee was assigned to further develop the endowment fund plan. Sandra Bunch, Corey Griffin, Joby Taylor, and Mal Warwick volunteered.

3. Peace Corps Community Fund

This fundraising mechanism is needed to support campaigns and activities that support the broader Peace Corps community. It is an interim step toward establishing the “Peace Corps Foundation” discussed at earlier Board meetings and approved in the NPCA’s strategic plan. Steps are being taken to move with this as a “fund” because it provides more flexibility and expediency than a foundation.

Governance Committee Report – Part 2 – Jane Bardon, Governance Committee Chair

2015 AMENDED AND RESTATED BYLAWS

The 2015 NPCA Bylaws was approved by the Board on April 30, 2015 and adopted by the NPCA Membership by an online vote of 304 to 4 which took place May 1 to June 1, 2015. The 2015 Bylaws went into effect on June 3, 2015.

GOVERNANCE POLICY RECOMMENDATIONS

MOTION 7: The Governance Committee recommends that the Board approve the “Directors Role and Responsibilities” document as attached.

The motion by Jane Bardon on behalf of the Governance Committee was carried.

MOTION 8: The Governance Committee recommends that the Board establish a Business and Development Committee as a standing committee of the Board as provided in the 2015 Bylaws and described as follows:

The Business and Development Committee is a standing committee of the Board that oversees fundraising efforts for NPCA, devises and recommends philanthropy and fund development policies to the Board and fosters relationships and opportunities that offer financial vibrancy for NPCA in furthering its mission. The Committee shall be governed by the provisions for standing committees in Article IX – Committees of the 2015 NPCA Bylaws.

The motion by Jane Bardon on behalf of the Governance Committee was carried.

MOTION 9: The Governance Committee recommends that the Board establish a Membership Committee as a standing committee of the Board as provided in the 2015 Bylaws and described as follows:

The Membership Committee is a standing committee of the Board that oversees membership development for NPCA. The Committee researches and recommends membership policies to the Board and guides and monitors policies and practices that encourage membership continuity and growth. The Committee shall be governed by the provisions for standing committees in Article IX – Committees of the 2015 NPCA Bylaws.

The motion by Jane Bardon on behalf of the Governance Committee was carried.

MOTION 10: The Governance Committee recommends that the Board establish an Awards Committee as an advisory committee of the Board as provided in the 2015 Bylaws and described as follows:

The Awards Committee is an advisory committee of the Board. It is responsible for oversight of the NPCA awards program and for making recommendations to the Board for awards to be given on behalf of NPCA, their criteria and their recipients.

The motion by Jane Bardon on behalf of the Governance Committee was carried.

MOTION 11: The NPCA Board of Directors resolves that the Board Chair shall appoint the committee chairs and committee members in consultation with the Governance Chair.

The motion by Jane Bardon was seconded and carried.

Public Policy and Advocacy Committee Report – *Jonathan Pearson, Advocacy Director*

Advocacy Director Jonathan Pearson thanked Kristina Owens who served as the committee chair the last year. He also addressed some of the details of Congressman Sam Farr's challenge to contact our congressional representatives.

Next Step Travel Task Force Report – *Janet Greig, Chair*

The NPCA is now launching a Next Step Travel education trip to Cuba (October 2015) and considering similar trips to Iran and Morocco. In May net income from Next Step Travel and the CALL program exceeded \$15,000. This area has clear potential for growth as a revenue generator for NPCA.

55th Anniversary & PCC 2016 Steering Committee Report – *Glenn Blumhorst*

A steering committee is in place to plan PCC-2016 to be held in conjunction with the Peace Corps 55th Anniversary in Washington DC in September 2016. A new task force led by Chuck McConnell will create a "cook book" to capture best practices and serve as a guide for future planning of the annual PCC conventions. McConnell will also assume the chair position of the steering committee, vacated by Kristina Owens' retirement. Maricarmen Smith-Martinez, Joby Taylor and Glenn Blumhorst are the other NPCA Board members on the steering committee.

Adjournment – *Joby Taylor, Board Chair*

It was moved, seconded and carried that the meeting be adjourned.

DIRECTORS: Please refer to the June 7, 2015 Board Book for the complete text of the President's Report and the reports of the Standing Committees and Task Forces.

***Jane Bardon, Secretary
NPCA Board of Directors***