

Minutes

AVA Board of Directors (BOD) Meeting
San Antonio, Texas
July 24, 2021

1. Meeting called to order at 3:45pm CDT by Chair Nancy Wittenberg.
2. All were present except for Rocky Mountain Regional Director (RD) and At-large Member Ben McDonald. Representing the National Office (NO) were Henry Rosales, AVA CEO and President; and Erin Grosso, Financial Director. Also participating were Deputy Regional Directors (DRD) from Atlantic, Mid-America, North Central, Northeast, Northwest, Pacific, Southeast, and Southwest Regions. A quorum was declared.
3. Agenda announced at meeting start was approved. The theme of the meeting was setting Board assignments and expectations.
4. Minutes were approved for the June 29, 2021, BOD meeting and the 22nd Biennial Convention General Membership meeting for June 30 and July 2, 2021.
5. Election of one RD to sit on the Executive Committee, which consists of AVA Officers, the AVA CEO/President, and one RD. Sharon Moats (NW RD) nominated Carl Cordes (PA RD). Motion seconded by At-large Member Dr. Kathleen Connell. Approved.
6. AVA Board Pledge. Chair Nancy Wittenberg distributed the AVA Board Fund Development Pledge. The pledge asked BOD members to commit to contributing to AVA personally and through some combination of securing new donors, writing thank you notes to donors, using peer-to-peer, speaking to organizations about volkssporting, making a planned gift to AVA through the AVA's legacy giving program, etc.
7. Board Committee Appointments
 - a. The Bylaws say the Nominating Committee Chair cannot be a Board member. Nancy will consider a chair in the near future.
 - b. Ed McCabe chairs the Finance Committee. Susan Pinneke (NC RD) and Bob Buzolich (MA RD) are on the committee, but the committee needs one more member.
 - c. Kathleen Connell chairs the new Strategic Brand Committee, with members Tom Alyea (SC RD), Kathryn King (SE RD), Jeff Giddings (AT RD), and Wayne Knapp (NE RD).
 - d. Carl Cordes (PA RD) will again chair the Awards committee, with members Suzi Glass (PA DRD), Cecilia Miner (Secretary), and potentially Sam Korff.

e. Nancy will ask Steve Sandridge (RM RD) to chair the Governance Committee. Sammy Hunnicutt, former SW RD, would like to continue on Governance Committee. The committee will need additional members.

8. New Business.

a. At-large Member Kathleen Connell asked about the AVA privacy policy and how personal information is handled. The AVA does not collect information like Social Security numbers and birth dates, although it is possible individual clubs may collect birth dates. Carl Cordes suggested AVA specify in the Club Policy Manual, which falls under Henry Rosales' purview, what data may be collected and how it is protected. Henry noted the Policy Manual update is about a six-month project, and the privacy policy is urgent. He recommends updating the privacy policy immediately and then working on the Club Policy Manual. Kathleen suggested Henry request that clubs destroy any personal data that should not be collected and report that the data was destroyed and how. In addition, negative reports (data never collected) need to be made. Note this is birth DATE (including year). Birthdays are okay.

b. Kathleen Connell expressed concerned that AVA staff does not have access to a tax-favored pension plan. Susan Pinneke (NC RD) reported there are investment plans with \$0 match that allow employees to have tax-deferred savings.

c. Referring to Henry's executive report at Convention, Kathleen asked if Henry had received adequate direction to move forward on the business model, a walking app, and the Olympiad. Henry said yes, except on the business model. However, the Board has contributed specifics that support examining a new business model. Nancy added that an immediate need is increased revenue, and while the retreat discussions did not focus much on raising immediate revenue, the CEO can change the fee structure.

d. Finance Matters.

(1) Kathleen Connell asked about the status of an audit for the time covering the change of fiscal year reporting in 2019. Erin Grosso, AVA Financial Director, reported that the six months in 2019 involving the fiscal year change were not audited, and the Board did not request a 2020 audit because of the budget. During that time AVA paid \$3600 for tax returns, and an audit would have been another \$10,000. The last audit covered July 2018 – June 2019. Tom Alyea (SC RD) asked if having an unaudited 18-month period would affect efforts to secure money from Texas for Olympiad. Henry said he would check. Susan Pinneke asked for clarification of the auditor's retreat presentation, in which she stated the six months in question were "reviewed" (the lowest level of audit). Erin replied that auditors received the same information for a review that they would request for an audit. A full audit would have the auditor visit the

office, interview employees, etc. Finance Chair Ed McCabe asked if the auditor supplied a letter saying there was a review. Erin: Yes. Ed then asked, based on figures Erin had provided for tax returns and audits, if AVA went back to audit the 18-month period in question, would AVA need to pay about \$15,000. Erin: Yes. Nancy Wittenberg responded that there would be a finance report in November, and the Board would look at an audit then. Kathleen Connell asked the Finance Committee to report at the November meeting on plans for future audits and budget support for those audits.

(2) There was discussion on how auditors are chosen. Henry Rosales stated he does not sign engagement letters for auditors; the BOD does through the Finance Chair.

(3) Nancy asked for the status of the second Paycheck Protection Program (PPP) loan. To bring new BOD members up to date, Erin described the history of AVA's use of the PPP. The AVA received \$50,700 from the initial loan application completed in March 2020. Sixty percent of that money had to be used to keep employees at work. It could be used in addition for rent and utilities, but it was all used on employees to work 24 hours (3 days) a week. When that initial \$50,700 was used up, the Texas Workforce Commission provided money to assist with the other two days the employees were not working through unemployment funds. AVA then applied for a second federal PPP loan and were again awarded \$50,700. Erin will apply for that loan to be forgiven as well.

e. Nancy stated the Board of Directors Handbook (formerly NEC Handbook) needed wholesale revision and would need volunteers to tackle the project.

f. For future meetings, the Board will talk and plan in central time zone for consistency. Also, the Board will use SharePoint on Office365 to drop documents rather than e-mailing them. Nancy asked that members not use "Reply All" for routine responses. Finally, Nancy wants committee reports 30 days before a Board meeting.

9. Next meeting: November 10, 2021, 7pm CST. Plan on second Wednesdays for future meetings, making the follow-on meeting February 9, 2022, 7pm CST.

10. Motion to adjourn: Jeff Giddings (AT RD), seconded by Sharon Moats (NW RD).
Adjourned 4:55pm CDT.

Respectfully submitted,

Cecilia Miner, Ph.D.
AVA Secretary