



**ASHY BOARD OF DIRECTORS  
Meeting Via Zoom  
Monday, September 17, 2018  
8-10 AM EST**

**MINUTES**

**Present:** John Seelye, Maria Grazia Orlando, Kim Friedman, Laura Casini, Adolfo Fernandez Sauri, Christina Fu, Royce Battleman, Letizzia Wastavino, Cecile Gayet, Aida Ponce Del Castillo, Gionvanni Nigris (joined at approximately 9:00 AM New York time)

**Absent:** Aat Bos, Desiree Eastham, Benjamin Finnerty

TOPIC	KEY DISCUSSION POINTS	DECISIONS	ACTION STEPS
Brief welcome – Roll Call - Centering			
Approve July 2018 Board of Director’s Meeting Minutes	Cecile <ul style="list-style-type: none"> <li>• Clarify that computer expenses re. licensing related to <i>computer</i> licensing costs</li> <li>• Delete the incomplete sentence re. MBO: “The former head of Operations Team, Deb Payne, Kim and John”</li> </ul>	<u>GOA</u> Royce: 1 Laura: 1 Christina: 1 Cecile: 1 Grazia: 1 Aida: 1 Adolfo: 1 Letizzia: 1 John: 1  <b>Minutes were approved pending 2 corrections.</b>	Desiree: make 2 corrections
Brief Committee Updates	<u>Marketing (Laura)</u> <ul style="list-style-type: none"> <li>• Only Adolfo, Laura &amp; Kim are on the committee at the moment, but Jennifer Harbour will join the committee.</li> </ul>		

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	<ul style="list-style-type: none"> <li>• Jennifer provided helpful comments on new ASHY narrative.</li> <li>• ASHY narrative is finalized and will soon be sent to Country Coordinators for translation.</li> <li>• Heart of Anusara Event Series: We are working on developing a marketing plan.</li> <li>• Our main foci:               <ul style="list-style-type: none"> <li>○ translation (country teams that can translate documents, emails, etc.);</li> <li>○ country-specific webpage/website;</li> <li>○ internal Communications Guide</li> <li>○ 2<sup>nd</sup> issue of <i>Anusara Marga</i> in October</li> </ul> </li> <li>• The 300-HR TT Committee is considering our proposal to create elective Karma hours.</li> </ul> <p>Royce: question re. content of Communications Guide; Laura explained that it will include tips to using email &amp; other means of communications.</p> <p><b><u>Fundraising (John)</u></b></p> <ul style="list-style-type: none"> <li>• We will undertake a modest year-end fundraising campaign in the USA only.</li> <li>• We are starting to market the Spring (March-June) 2019 “I Am Anusara” fundraising event. We will make improvements based on what we learned in 2018.</li> <li>• Cecile did an excellent job developing our Case for Support. Our NFG coach will help us finalize it. This document will serve as the</li> </ul>		<p><b>John:</b> follow up with Aida re. status of ASHY’s contract with MBO &amp; share that document with Aida</p>

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	<p>basis for our marketing &amp; fundraising efforts.</p> <p><b><u>Policy (Aida)</u></b></p> <ul style="list-style-type: none"> <li>• The MBO contract has been signed. <ul style="list-style-type: none"> <li>○ We need to be careful regarding legal issues related to data protection.</li> <li>○ John is working with MBO re. Aida's questions (legal requirements &amp; risk assessment).</li> </ul> </li> </ul> <p><b><u>Nominating Committee (Royce)</u></b></p> <ul style="list-style-type: none"> <li>• Interviewed candidates during the summer</li> <li>• Agreed on a slate of candidates to recommend to the Board for consideration at October meeting</li> <li>• Great process; thanks to the committee</li> </ul> <p>Recommendation for future meetings (Laura): Committee chairs prepare short written summary prior to meetings.</p>		
<p>May BOD Action regarding the Quorum (see below for details)</p>	<ul style="list-style-type: none"> <li>• John explained that when the BOD discussed the quorum in May, no one realized that this language was already in existence.</li> <li>• John's recommendation: <b>Set aside the language approved in May</b> since it is preceded by existing language in the BOD's by-laws (in the BOD's Governance Handbook) and the Governance Agreement. By-laws are a formal, legal document that must be formally amended</li> </ul>		

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	<p>if the BOD desires to change them.</p> <ul style="list-style-type: none"> <li>• Kim: The Board's Governance Agreement also contains language on a quorum. She recommends that the <b>Policy Committee review the by-laws, the Governance Agreement and the language discussed in May to ensure consistency and possibly make a recommendation for changes to the by-laws for consideration at the October BOD meeting.</b></li> <li>• Cecile: The by-laws address proxy votes. She prefers that the proxy option apply only on a case-by-case basis. (Royce support this.)</li> <li>• Aida: She recommends that <b>we leave the May language as it, postpone this item until the October meeting and discuss the Policy Committee's report &amp; possible recommendation at the October BOD meeting.</b></li> </ul>	<p><b><u>GOA (binding)</u></b>  John: 1  Royce: 3  Laura: 2  Cecile: 2  Grazia: 2  Aida: 2  Adolfo: 2  Letizzia: 2  Christina: 2  Giovanni: 2</p>	
August Treasurer Report	<ul style="list-style-type: none"> <li>• Cecile: What accounts for lower revenue from license fees this year? → Kim: a combination of slow renewals in China &amp; other teachers outside China who have not renewed for various reasons</li> <li>• Royce: We may want to discuss additional retention strategies of licensed teachers.</li> <li>• Cecile: Can a teacher suspend their license</li> </ul>		<p><b>Kim:</b> ask Denise re. length of time a license can be suspended without losing one's status with Anusara (pay a small amount to do this if not an option currently)</p>

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	without losing their standing with Anusara?		
<p>Proposal of Increasing Fees from Fundraising Committee</p>	<p><u>Overview (John)</u></p> <ul style="list-style-type: none"> <li>• We don't have the same revenue stream as Anusara, Inc. (John Friend brought in a significant amount of \$ every year), <u>and</u> ASHY took on a substantial new expense by paying the Operations Team Coordinator a competitive salary.</li> <li>• <b>The Fundraising Committee, Deb Payne and Jayendra Hanley recommend that ASHY increase its license fees in 2019.</b></li> <li>• Italian teachers are prepared to pay higher fees (Grazia).</li> <li>• What is the best way to determine the amount/% of this increase (if the BOD agrees conceptually)?</li> </ul> <p><u>Discussion of the Concept of Increasing Fees</u></p> <ul style="list-style-type: none"> <li>• Laura: Keep the increase modest then give people the opportunity to pay more as a donation (both options). We may need regional differences, but we may want to account for differences among individual teachers. (Individuals' capacity to pay varies greatly.)</li> <li>• John: We need to take regional differences in mind.</li> <li>• Royce: She needs more information on what other yoga schools charge &amp; how we articulate Anusara's value in our Case for Support before she can</li> </ul>		<p><b>John:</b> The Fundraising Committee will prepare a business case for increasing fees to present to the Board for its consideration at the October meeting. Ask Aat first for his help &amp; then follow up with Cecile if Aat is not available.</p>

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	<p>take a position on this recommendation. (These are important considerations when making this decision.) The analysis and business case must include regional data.</p> <ul style="list-style-type: none"> <li>• Christina: She is concerned about increasing fees in Asia, especially China. This might push them to affiliate with a different method.</li> <li>• Kim: Since SSCD is currently in the process of renewing 2018 &amp; 2019 licenses, an increase in 2019 license fees would <u>not</u> apply to China in 2019.</li> <li>• Cecile: She would need to hear the <b>business case</b> for increasing fees. Do a SWOT analysis, look at the numbers and then make a decision.</li> <li>• Giovanni: He agrees with Cecile.</li> <li>• Letizia: She agrees with Cecile and Adolfo.</li> <li>• Adolfo: He agrees with Cecile. <b>What benefits would teachers receive in exchange for this increase?</b> This is particularly relevant to Inspired teachers. (Transitioning teachers from Elements to Inspired is a concern.)</li> <li>• Aida: She agrees with Cecile.</li> <li>• Grazia: She supports a fee increase with diversity in the regions. This is one way of affirming our value as a school, and we need to ensure a reliable revenue stream. We can't count on fundraising right now. She agrees on doing an analysis</li> </ul>		

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	<p>and developing a specific proposal.</p> <ul style="list-style-type: none"> <li>• Letizzia: Is it OK to reach out to teachers in Austria to get a sense of how they feel about this? <ul style="list-style-type: none"> <li>○ Grazia: This needs to be carefully messaged.</li> <li>○ Cecile: <b>Wait to do this until we can provide a case for support, analysis, etc. so the question is asked in context and our messaging is consistent.</b></li> </ul> </li> </ul>		
<p>Renewal of NFG Contract (Fundraising Committee's Recommendation: renegotiate a less costly contract more tailored on Ashy's need, if that is not possible, then do not renew the contract.)</p>	<p>Kim: ASHY's contract with NFG ends on November 13, 2018. Start a conversation on Slack to help prepare for the BOD's discussion in October and clarify .</p>		<p><b>Kim:</b> Ask Desiree to follow up with NFG-do not automatically renew our contract; terms of a possible renewal.</p> <p><b>Kim:</b> create a Slack channel for the Board &amp; post the Fundraising Committee's recommendation for discussion between now &amp; the October BOD meeting</p>
<p>OTC June &amp; July Report</p>	<p>Laura: The Compassionate Communications workshop in October will be in Milan, not Rome.</p>		
<p>Re-cap decisions &amp; tasks</p>			

**“11. QUORUM AND VOTING OF DIRECTORS [in the Board’s Governance Handbook; pre-existing when this was discussed in May]**

***A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be***

***counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Articles of Incorporation.***

***A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law."***

Please contact Desiree Eastham, ASHY Board Secretary, with any questions, concerns or suggestions about this agenda or related materials at [desiree@anuserayoga.com](mailto:desiree@anuserayoga.com) or phone: (630) 362-0740.