

ASHY Board of Directors Meeting
Monday, June 11th, 2018
Meeting Minutes

Agenda Items	Main Discussion Points	Decision	Action Steps
Welcome & Roll Call (via Zoom)	<p>Present: John, Adolfo, Desiree, Cecile, Aida, Aat, Benjamin, Christina, Grazia, Royce, Letizzia, Kim</p> <p>Absent: Laura, Giovanni</p>	<ul style="list-style-type: none"> ➤ N/A 	
Approve May 2018 Board of Director's Meeting Minutes	<ul style="list-style-type: none"> • Letizzia expressed concern re. decision-making process regarding MBO. Her colleagues from Germany & Austria have had trouble with MBO and have concerns about data being stored in the USA. • Grazia: This depends on the organization's use of MBO. ASHY will use it from the USA, not from Europe. • Cecile expressed concern regarding straw polls becoming votes. She needs more information regarding ASHY's financial situation. She cannot participate in careless & uninformed decisions. • John: Board's practice has been to do straw 	<ul style="list-style-type: none"> • John: Until the Board agrees to a different procedure, use a 2-step process to make it clear at the time of a decision as to whether the decision is binding or not: <ul style="list-style-type: none"> ○ <i>1st step:</i> Use a straw poll to illuminate everyone's perspective. If that looks favorable, then proceed to a vote. ○ <i>2nd step:</i> Use GOA <u>again</u> to make a decision. Make this very clear as a decision point. 	<ul style="list-style-type: none"> ➤ Review use of GOA to ensure everyone has a common understanding. ➤ Policy Committee (Aida): (1) re-visit the approved quorum policy especially 3c; (2) review by-laws: Do they include a mechanism that allows for decision-making between Board meetings? (3) discuss use of straw polls as a way to take the "pulse" of the Board without being binding ➤ John: Inform Deb of the Board's decision.

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	<p>poll. If that poll indicates agreement, then it becomes a binding vote.</p> <ul style="list-style-type: none"> • John: The Board recently approved a new quorum policy that permits the Board to move ahead even if some members aren't present. • Letizzia: The Board needs documents farther in advance of meetings so everyone has time to review them. • Benjamin: 1-3 on the GOA = agreement. Maybe we shouldn't use GOA as a straw poll. • Desiree: Should she add actions taken <u>after</u> the meeting to the minutes? (Kim: If this happens, the minutes have to be clear that these actions were taken after the meeting concluded.) • John: ASHY has made 1 payment to MBO. • Kim: Moving to MBO is part of ASHY's plan to become GDPR-compliant. <p>Grazia: ASHY needs to</p>	<ul style="list-style-type: none"> • Grazia: Send out proposals as they become ready rather than wait to send them out until everything is ready. Then send them again with the agenda. <p>APPROVED: The decision re. MBO will be put on hold. John will schedule a special Board meeting as soon as possible within 2 weeks to re-visit this decision at a time when Deb Payne is available (tentative: June 25). Related documents and resources will be sent out again ahead of time.</p> <p><u>GOA</u> Benjamin: 1 Christina: 1 John: 1 Adolfo: 1 Royce: 1 Aida: 2 (she may not be present at the next</p>	<ul style="list-style-type: none"> ➤ John: Send Doodle poll for special MBO meeting ➤ Desiree will revise May minutes to indicate lack of clarity re. MBO decision. ➤ John: Ask MBO how they will protect ASHY's teachers in

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	increase efficiency at all levels, including the Board, especially around decision-making. Have 2 meetings monthly?	meeting) Aat: 1 Desiree: 1 Cecile: 1 Grazia: 1 Letizzia: 1	
Treasurer's Report	<ul style="list-style-type: none"> • Grazia: Focus on increasing revenues (especially license renewals) rather than decrease spending. • Kim: John, Kim, Benjamin & Elisa have a plan for renewals of teachers in China. Also, this is in part a cash flow issue. <p>Cecile: It is premature to draw any final conclusions on fundraising until we close out the year and know the results of our fundraising efforts.</p>	<ul style="list-style-type: none"> • Letizzia: Wait to make any more decisions that require additional expenses without having up-to-date information 	➤ Aat & Kim will review the specifics of the budget (June 12)
Letter to the Board from Aida, Cecile, Letizzia	<p><u>PRESENTATION FROM CECILE, AIDA & LETIZZIA</u></p> <ol style="list-style-type: none"> 1. Decision-making & implementation 2. Diversity in action 3. Trust in skills & competencies 		

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	<p>4. Data protection</p> <p><u>DISCUSSION</u></p> <p>1. Grazia re. data protection: Her company received a lot of different (conflicting) information re. compliance. Grazia has not received opt-in emails. Most were similar to ASHY's. A consultant's advice may not apply to her company; it has to be adapted to the situation. Not always black & white. It is often difficult to know what is the right decision.</p> <p>2. Grazia would like to have an opportunity to read the presentation.</p> <p>3. Letizia: Policy Committee met twice. The Board approved a decision to send a particular email, which was different from what was sent. What happened in between?</p> <p>4. Grazia: We need to get legal advice.</p> <p>5. Royce: Do you have</p>		

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	<p>specific recommendations as to how to move forward and/or a process for moving forward?</p> <ul style="list-style-type: none"> a. Cecile: This is not their place. See “opportunities.” <p>6. Royce: GDPR discussion is a tricky one. Very complex.</p> <p>7. Cecile & Aida re. key points:</p> <ul style="list-style-type: none"> a. Change our mindset at the governance & operational level with an eye toward sustainability (including more inclusion) b. Change procedures <p>Desiree: Following up on steps from previous Board meetings would be helpful. We need a committee that is focused on diversity.</p>		
<p>Revised Strategic Plan</p>			<p>John/Grazia: discuss the proposed revised Strategic Plan goals & strategies at the next</p>

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<p>Re-cap decisions & tasks</p>	<ul style="list-style-type: none"> • Adolfo: There are many opportunities to focus on/work with. • Grazia: It is important to find a balance between reaching for these good goals while not getting stuck. 		<p>meeting</p> <ul style="list-style-type: none"> ➤ Agenda Items not presented due to time: <ul style="list-style-type: none"> ○ Approval of May BOD Meeting minutes ○ OT Monthly Report ○ Committee Updates ○ Update to BOD Contacts
<p>Next BOD Meeting!</p>	<p>July 9th 2018, 8 AM Eastern</p>		<ul style="list-style-type: none"> ➤ Please Calendar!