

Board of Directors Virtual Meeting

MONDAY APRIL 24, 2023 11:00 AM – 1:00 PM EST

MINUTES

Executive Committee: Marialuisa Díaz de León Z. (President), Jane Okondo (Vice President), Richard Sims (Treasurer), Ellen Barlow (Member at Large) Elisa Cotroneo (Executive Director) Mandy Chan (Secretary)

Board Members: Bibiana Badenes, Florian Filtzinger, Kehinde Ishangi, Kima Kraimer, Sylvain Meret, Gayatri Schriefer, Ray Schwartz

Special Guests: Nirvan Ananda, Managing Director, Elisabeth Osgood Campbell, Assistant Director

Absent: E.E. Balcos

Goals:

- Connecting with one another as a full Board
- Discussing transitions
- Finance Committee FY 2024 Budget Proposal

Welcome and Call to Order

Welcome, Opening Remarks ~ Marialuisa Díaz de León Z., President

Somatic Arrival ~ Kehinde Ishangi

Consent Agenda ~ Mandy Chan, Secretary

The first official business of the meeting is to approve the consent agenda. This is where we vote to accept the Committee Reports into the organizational record and approve this Agenda for our current meeting. The Committee Reports should be read in advance and any questions addressed to the Committee Chair prior to the meeting.

Motion: Accept the Consent Agenda

Made by: Richard Sims

Second: Ray Schwartz & Ellen Barlow

All in Favor: Yes

Those opposed: None Abstained: None

Action Items

Change is in the air ~ Conversation about Transitions ~ Marialuisa Díaz de León Z., President

- 1. ISMETA's Consultants:
 - a. Elisa's Retirement effective on June 20th, 2023
 - b. New organizational configuration:
 - i. Executive Director: Elisabeth Osgood Campbell
 - ii. Managing Director: Nirvan Ananda
 - iii. Danique Paynado and Dana Davison's roles

2. ISMETA's Board:

- a. Board members leaving:
 - i. Alison Wesley resigned from Board as of April 17, 2023 via email communication
 - ii. Kima Kraimer and Marialuisa Díaz de León Z., complete their third Board service cycle on October 31st, 2023.
 - iii. Mandy Chan completes Board service cycle on October 31st, 2023.
- b. Committees affected by this:
 - i. Executive Committee
 - ii. Finance Committee
 - iii. Board Development Committee
 - iv. Professional Standards.
 - v. Government Relations

3. Two motions were made during the conversations:

a. To hold the Board Officer election prior to the end of fiscal year (June 30, 2023).

Made by: Ellen Barlow Second: Ray Schwartz All in Favor: Yes

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Those opposed: None Abstained: None

b. To hold off bringing new board candidates forward until the succession of Executive Director and Board President is completed. This decision can be reviewed and changed at anytime if three or more Board members ask for another vote. This is a YES or NO vote.

Votes for this motion was collected via email.

Voting result: 11 Board memebers voted in favor and 2 Board memebers (Sylvain Meret and Ray Schwartz) did not vote. The motion was passed.

FY2024 Budget Proposal ~ Elisa Cotroneo, Executive Director and Rich Sims, Board Treasurer

- <u>Supplemental Information</u>
- First Draft FY2024 Budget
- Budget Item Requests by Committee and Approval

Incompletion:

- 1. Decision about the In-person Board meeting on September 28 to October 31, 2023 cannot be made during the time of the meeting. Voting poll will be sent to the Board for the final decision.
- 2. Vote to adopt the FY 2024 Budget Proposal put forth by the Finance Committee at the April 24, 2023 Board meeting. As time was limited for a further discussion and explanation about the FY 2024 Budget Proposal. The Board was unable to vote and complete this action item. Therefore, Finance and Executive Committee will hold another meeting to answer any unresolved questions about the budget proposal. The extra Board Budget meeting is scheduled on May 17^{th.,} 2023, 2:00 PM Eastern.

Note for future reference: Once this meeting is held and a video is sent to the Board to review, an electronic vote will be taken.

Appreciation & Closure ~ Jane Okondo, Vice-President

Our Next Meetings:

CO-CHAIR MEETINGS: May 22, 2023 12:00pm - 1:30pm

LEADERSHIP COUNCIL MEETING: June 12, 2023 10:00am - 11:30am ET ~ All Board Members are invited

ISMETA BOARD MEETINGS: June 19, 2023 11:00am - 1:00pm ET

Meeting adjourned by Jane Okondo, Vice-President at 1:28pm.

Approval of Minutes: Maria Luisa Díaz de León Z., Jane Okondo, Mandy Chan, Ellen Barlow, Bibiana Badenes, E.E. Balcos, Gayatri Schriefer, Ray Schwartz, Sylvain Meret, Kima Kraimer, Kehinde Ishangi & Florian Filtzinger