**MINUTES**

**PSBA**

**Governing Board – Virtual Zoom Meeting
 Monday, April 13, 2019, 12:00 pm – 1:20 pm**

**In Attendance**

**Member**Daniel O'Keefe, At Large Representative West; David Hutchinson, Immediate Past President; Eric Wolfgang, President; Maura Buri, At Large Representative East; Mike Gossert, Treasurer; Sabrina Backer, Sectional Advisor Co-Lead; Tom Kerek, Sectional Advisor Co-Lead; Art Levinowitz, President Elect; David Hein, Vice President; Julie Preston, At Large Representative Central

**Staff**

Nathan Mains, CEO; Chrisi Griffiths, COO, Annette Stevenson, Chief Communications Officer, John Callahan, Chief Advocacy Officer; Kyle Fronk, Senior Director of Finance; Jennifer Cramer, Director of Conferences and Events, Jim Scheirer, Chief Information Officer; Sherri Houck, Executive Assistant

**Not in Attendance**

**Member**

Bethanne Zeigler, Advisory Council Chair

*Pennsylvania School Boards Association
The Association of public-school leaders advancing excellence in education through superior training and powerful advocacy*

1. **12:05 - pm**

Call to order

1. **12:06 pm – Review of Documents Provided to Governing Board Prior to Meeting for Review**
	1. Background/Actions PSBA has taken to Date – COVID 19
		* Nathan reviewed with the Governing Board the Actions and Background Information which PSBA has been providing to membership since the start of COVID-19
		* PSBA – continues to be the go-to association for information; making it available to membership as soon as possible
			+ Press releases
			+ Interviews
			+ Governmental Information
		* PSBA wants to continue to be in front of any issues that we could be faced with dealing with membership and staff
	2. Financial Summary
		* 2019-20 FY
			+ PSBA to end fiscal year with a small surplus
		* 2020-21 FY Planning
			+ Concerned with financials for coming year
	3. Looking Ahead / Requested Board Actions
		* PSBA Dues – Freeze dues for membership for 2020-21 and 2021-22
			+ Decision will hurt the association
			+ Strong message to membership that PSBA understands what they are faced with and dealing with at this critical time and the coming year(s)
		* Resolution: The Governing Board of PSBA directs a freeze on all PSBA member dues for the 2020-21 and 2021-22 fiscal years in recognition of the impact of the COVID-19 pandemic had had on all LEA’s
			+ Motion to approve resolution – Art Levinowitz; Second – Tom Kerek; Passed
		* 2020 PSBA Annual Leadership Conference
			+ Conference to be canceled – PSBA strongly feels that it would be inappropriate to hold due to the financial distress that entities are under and asking individuals to attend at live event with future information on the pandemic is still unknown
			+ Looking at alternatives
			+ Will notify Hershey Lodge and Hotel this week
			+ PSBA will let membership know by the end of April; Governing Board will be made aware of the message that will be sent to membership
		* Resolution: The PSBA Governing Board authorizes the CEO to cancel the contracts with Hershey Hotel and the Hershey Lodge (along with any connected agreements) for the 2020 PASA/PSBA Leadership Conference. This cancellation will be done on or before April 15, 2020. The cancellation will remain confidential until the CEO and staff develop and distribute the appropriate notification to the membership.
			+ Motion to approve resolution – Tom Keren; Second – Maura Buri; Passed
		* Alternative for On-Site Conference; Virtual Conference – software and technology would need to be purchased
			+ No charge to entities
			+ Keynote Speakers; possibility of obtaining individuals that we couldn’t secure on-site due to their cost
			+ Governing Board will be kept informed of the process
		* Resolution: The PSBA Governing Board authorizes the CEO to allocate financial resources not to exceed $200,000 for the purchase of appropriate software and technology to conduct an alternative virtual conference. Expenses in excess of the appropriated amount will require additional board authorization.
			+ Motion to approve resolution – Dan O’Keefe; Second – David Hein; Passed
		* Timeline needs to be looked at for LDC, Bylaws and Platform Committees due to conference being canceled and looking at alternatives
			+ New schedule will need to be presented to each of the committees
		* Resolution: The PSBA Governing Board directs the CEO or his designee to develop a timeline and plan for:
			+ Development of the annual PSBA Platform
			+ Announcement/call for nominees and appropriate LDC virtual meeting plan
			+ Call for bylaws and schedule for consideration of proposals
			+ Schedule for a Fall delegate assembly and plan for in-person and virtual gathering – results would be announced
				- Motion to approve resolution – Julie Preston; Second – David Hein; Passed
		* 2019-20 Workplan & Human Resources Items
			+ PSBA was meeting goals and objectives; but due to the COVID-19 pandemic and the association responding/assisting members we have had to pause all further work outlined on the workplan for the current year.
			+ 2020-21 Workplan would normally begin work on that in April/May for July 1 implementation
				- Due to all association resources being used towards COVID-19 responses/information, the development of the 2020-21 workplan will be delayed until time permits.
		* Annual Budget Proposal – being developed without a full understanding of the impact that COVID-19 will have
			+ Potential Loss of
				- Dues
				- Sponsorships/Partnerships
				- Other Revenues
		* Resolution: The PSBA Governing Board authorizes the development of the 2020-21 budget to include the use of reserve funds as required. Every effort should be made to minimize the use of reserves funds, but the board acknowledges that it is vital to maintain core operations and services during these challenging economic times. Specifically, the Governing Board authorizes the remove of up to $300,000 in funding currently designated for building improvements to be moved to a designated account to be utilized to offset any reduction in income generated from annual membership dues for 2020-21 fiscal year
			+ Motion to approve resolution – Mike Gossert; Second – Julie Preston; Passed
		* Cost Savings Measures – Effective July 1, 2020
		* Resolution: The PSBA Governing Board directs management to implement the following cost savings measures effective July 1, 2020
			+ Reduce consultant and Ambassador expenses by $40,000 annually
			+ Reduce staff and volunteer travel by $50,000 for FY 2020-21 (in/out of state travel)
			+ Eliminate stipends for cell phones for all staff
			+ Reduce publication expenses by $60,000 through the conversion of the PSBA Bulleting to a digital format
			+ All positions that are vacant as of April 1, 2020 shall remain vacant. New vacancies will not be filled without additional approval of the Governing Board through June 30, 20201
		* Performance Raises
		* Resolution: The Governing Board is grateful for the hard work of the professional staff. However, the board recognizes the economic challenges that lie ahead for the association, our members and the communicates we serve. As such, no performance raises will be granted through June 30, 2021
			+ Motion to approve resolution – Tom Kerek; second – David Hutchinson; Passed
		* 125th Anniversary
			+ Funds collections are in a separate account
			+ Use of funds will be communicated to donors/sponsors
			+ Due to the cancellation of the annual conference; celebrations slated to occur will be eliminated; Management requests official approval to use the already secured sponsorships in the following manner:
		* Resolution: The Governing Board approves the use of available 125th funds to be utilized for special programs to be provided to members honoring the association milestone to include a Spring online educational series and a student scholarship program. Specific programs, services and allocations shall be made at the discretion of the PSBA CEO within the funds available and account for required promotion and recognition of donors, sponsors and volunteers.
			+ Motion to approve resolution – Mike Gossert; second – Julie Preston; Passed
		* Prior Approvals at the Governing Board Meeting held on April 2, 2020; dealing with facility cleaning and employee wellness
		* Resolution: The Governing Board approved the allocation of $45,000 for use in a facility deep cleaning
		* Resolution: The Governing Board approved the allocation of up to $10,000 to be used for employee wellness initiatives related to the COVID pandemic
			+ Motion to approve resolutions – David Hutchinson; second David Hein; Passed
		* Payroll Protection Program – a loan that will be forgiven if PSBA meets all requirements
			+ PSBA has already applied for this loan
			+ Would assist PSBA in minimizing any cuts that need to be made to the upcoming budget
			+ Policy 405 (provided to Governing Board for reference); PSBA CEO authority to approve/authorize agreements
		* Resolution: The PSBA Governing Board authorizes the PSBA Chief Executive Officer to apply for any and all programs offered during the COVID-19 pandemic that may assist the organization with its financial and programmatic obligations. The CEO’s authority to approve applications is contained within PSBA Policy 405. The CEO has provided notice to the Governing Board of his intent to utilize this policy
			+ Motion to approve resolution – Julie Preston; Second – David Hutchinson; Passed
	4. Adjourned
		* Eric Wolfgang adjourned the meeting at 1:20 pm