**CSPP Board Meeting**

**December 7, 2019, 8:30 a.m. to 9:50 a.m.**

**In attendance:** Carrie Christensen, Mary Daly, Andrew DiFiore, Elaine Hunter, Dean Leone, Adna Linden, Ellen Nasper, Mary Pioli, Brianne Pollock, Nancy Sachner, Ann Singer, Wendy Stewart, Susanne Weil

**Absent**: Ryan Ochoa

**Approval of Minutes 9/28/19**

ENasper and MPioli moved to approve the minutes. The vote was unanimous.

**2. Treasurer Report**

ALinden presented the financial report, noting an overall balance of 53,087 on September 1, and an income of $13,856.16 during the fiscal period 9/1 to 11/30. And, expenditures were $17,096.38 during that same period. The report details the expenses.

She also discussed plans for an annual balance sheet and additional changes that will help the organization keep track of finances, and make more interest in the future.

Members thanked her for her solid efforts.

The Finance Committee report included four items. She notes, the State of CT annual filing is completed. Financial and cyber data security planning are completed. The committee confirmed that CSPP can accept donations. (See the report for details on the above items.)

There are 6 items that are in progress. These are: annual reports, IRS reports to be filed, income and membership forecasting reports, annual balance sheet presentation to the Board, the proposed annual budget, and Finance Committee policies and procedures guide.

Adna also followed up on a request for a breakdown of clinical conference expenses, noting that CSPP takes in an average of $3200/conference in registration revenue and spends $1000/honorarium and $300 on marketing expenses. The NHLC fees/conference are $4200. A detailed report will be available in the FC Committee report in 2020.

There was a brief discussion about the cost of the Lawn Club, as well as the overall expenditures by CSPP. In general, ALinden thinks the organization is financially conservative. Elaine raised the question about other things we might spend on related to incentivizing involvement in the organization.

**3. Wendy Stewart reported on the research she did to hire an attorney for CSPP**; the woman’s name is Lorinda Coon. She also serves the CT branch of APA and offers individual consultation to their members.

She will review the new policies and procedures that come in the wake of the reorganization.

The firm will charge $225/hour. She proposed that we approve Lorinda Coon and her firm to provide these services. We will sign an engagement agreement; Ryan, as president elect, will sign the agreement.

There was some discussion about how many hours she may work for us.

Dean made a motion; Carrie seconded it. The vote was unanimous.

**4. Code of conduct.** CChristensen reminded the group that the consultant suggested that we develop a code of conduct to clarify expectations and guidelines for members as they work together. NSachner reported on the committee’s work. The code of standards is a code of behavior. There are three sections. Elaine noted that the onus for the interventions should not be shouldered by the president alone. Instead, the president would bring it to the Governance Committee. Nancy noted she likes the idea of the committee doing the work and coming to a decision, but feels the president should execute the decision alone. MDaly suggested that in order to make sure such interventions are not viewed as personal, it could be helpful for more than one person to deliver and carry out the intervention.

Brianna noted it is important for members of the Governance Committee not be on the board in case there are board issues being addressed. Elaine clarified the amendment: the president will confer with the governance committee, and then proposed that we table this until, see below.

The group decided to leave the discussion until after the Governance Committee is confirmed.

ENasper said it is very hard to define when a situation reaches the criteria for expulsion, so that a person cannot argue that they did not violate it “enough”. Elaine noted that if it is a continual pattern that will bring it to the governance committee. Nancy noted that there are four levels. And, others noted that’s why it helps to have more than one person carry out the decision.

Nancy and CChristensen suggested we move ahead to approve the code of standards, as well as the steps. CChristensen and EHunter noted we have to wait for the steps until the governance committee is approved.

Nancy moved to approve the four steps.

Carrie moved: we’re voting on this code of conduct, with an amendment as to who implements the process of intervention to come later.

ENasper seconded it. Motion passed.

**5. Board Re-structuring.** CChristensen introduced the discussion. (The discussion was rapid and complex and much of it, but not all of it appears below.) Elaine Hunter, the chair of the committee, reported. She noted, “This was an amazing committee; it flowed really nicely.

She noted that “Our mission and the essence of what we already do are documented in this. Our current priorities are listed in the report; there are 4.

We’re proposing moving from a board of 14 to a board of 8.”

Committee chairs will report to specific board members.

She went over current board activities; there are 4, noting that the report proposes that there be a Coordinator of Educational programs.

She then pointed to the president’s responsibilities, noting the president be the Div 39 rep and that this not be a separate position. ENasper echoed the value of this.

The President elect also serves as the nominating chair. The treasurer will also serve as the Finance Committee chair; the chairs for the most part determine who will be on their committee.

The recording secretary does not have a committee.

She returned to the Coordinator of Educational programs, and explained the value of someone taking the big picture to survey what’s being covered, what might need to be developed, and how things are going. The Clinical Conference coordinator, Regional Reps, and teachers of mini courses will be on this committee.

The CEU coordinator is also part of this, and so is the Joint Conference Coordinator. She noted we could do joint conferences with other organizations.

She reported that the **Membership Development Coordinator** is also a new position, noting they will work with the Membership Coordinator chair, the Diversity and Inclusion chair, the Early Career chair, and the Community Outreach coordinator, also a new position. She also went over all the members of this committee. Brianna suggested that this be coordinated with the regional reps because they are already cultivating relationships with organizations in their region. Elaine added, “in collaboration with the regional reps.”

The next new position is the **Communications Coordinator** and Elaine went over the position and the members of the committee. There are 6.

MPioli had a question about the registrar being on this committee, noting that their questions are often mechanical in nature rather than on the content of the conference. Mary P. cont. said the registrar has a feel for who is attending, what they might be looking for etc. Andrew added that the registrar be removed from point a. under the Coordinator of Educational Programs.

Carrie noted that the registrar does not want to know the website and financial issues.

Mary P. noted that they have important info to share. CChristensen pointed out we will be discussing the Registrar’s position later in the meeting.

Elaine highlighted that the **Governance Committee chair** needs to have been a past president; they have 5 responsibilities and a committee that includes 4 members; the President-elect, the Treasurer, the Coordinator of Educational programs, and one member at large.

Elaine noted that the current functions of the board are included in these positions, and are distributed among its members. Also, there would be 3 year terms and no more than 2 consecutive terms. Ellen noted that these 8 positions would all be elected; we haven’t decided how non-board positions would emerge. She said certain positions need term limits. Wendy was concerned that regional reps are no longer on the board.

Mary P. asked what positions are gone: they are the Corresponding Secretary, Clinical Conference chair, the Early Career Mentor coordinator.

Mary P noted that all positions have been absorbed, except for that of the historian. She also asked, “What about long range planning?” The group pointed out that the Governance Committee absorbs this role.

Elaine and others further clarified that the Governance committee chair’s position is very close to the role of president; the president is ex-officio member of every committee, noting “This takes it out of the sole responsibility of one person; the president is part of a committee that handles key issues.” Dean noted there are some redundancies. He asked, “Where are the boundaries between the Governance Chair and the President?”

Adna noted she felt very good about the report and asked why the president is not on the Governance Committee?; what is the purpose of the committee if the president is already doing most of this work? As treasurer, I would not want to be on another committee.

She also wanted to know how the Coordinator of Educational programs interacts with the regional reps, and emphasized that we need to preserve their autonomy.

Brianna noted areas of overlap and potential conflict between the governance committee upholding the code of conduct if they are also on the board; she stated, “we need people who are not on the board to monitor behavior of board members.”

Brianna said she felts that as a regional representative she’s comfortable reporting to the coordinator of education.

Ellen said the president’s job is huge; we need to be mindful of how much work its been.

Dean said he agrees, and doesn’t want the president to be over-burdened.

Nancy expressed some concerns; “I see this as not just a slimming down; it’s a revamping of the whole structure; there’s a lot of change at one time. With so much downsizing, we’ve reduced the input of experienced members. I’m wondering about important people not being at the meetings, and their connection to the board. A sense of community could be lost.”

Wendy expressed that overall she is in favor of the proposed changes, noting the advantages are that it potentially includes more people at earlier levels, and developing leadership. And she also noted that it is replaces long-term planning through the governance committee.

“The concern I have is that the consultant’s original proposal was to eliminate certain positions and was more simple and this builds in a more complex hierarchical structure.”

I’m concerned about the heavy responsibilities of committee chairs and board members; with time people will be mentored and be ready, but we’re asking a lot. There are a lot of good ideas, but a lot of change.

Elaine responded, and noted her belief that these positions are not as much work as you are suggesting; board members are there to support and mentor; the people on their committee do all the work. It’s a lot of communication. We thought it was important that at any point the committee chair invite a member from their committee come to the board meeting to report.

Elaine notes there will always be at least one position that is a senior as governance committee chair.

Suzanne said we don’t need to nail all this down today; we can see how it continues to feel and it will be a living breathing document that will continue to change over time.

Elaine and CChristensen - we’ll need to figure out the elections.

There was a motion made to conclude the discussion.

**6. Registrar**. CChristensen noted that CSPP has a new registrar and we’ve had 7 registrars over the last 7 years. People have left without training the new person. Currently, she’s the only person who has the knowledge of how to manage the process. She let the group know that in consultation with the consultant, she proposes that CSPP begin to pay the registrar for a certain number of hours of their time. Recently, she took care of conference registration and was reminded that it can take over 10 hours of work on any one conference. The goal is to create more reasonable and fair expectations and to stabilize the function, so that CSPP is not in constant crisis trying to fill the position. She also announced that we have a new registrar that she is training; his name is Matt Bukowski. People were very grateful to Carrie for all the behind the scenes work she’s done to shoulder this

**7. Report from the Joint Committee**. Dean noted that the Joint Conference was very successful; 271 people attended, and they are finalizing the financial report, but they were able to pay the costs and did not lose money on the event.

WStewart noted that 3 new people became members of CSPP after attending the conference.

CChristensen reminded the group that next month is an open board meeting.

CChristensen made a motion to adjourn, which was seconded and approved by all.