

American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors
April 12, 2009

Board Members in Attendance: Paul Aucoin, Mary Baxton, Sam Conte, Adrienne McDay, Nora McLaughlin, Glenn Munson, Wanda Simpson Munson, Michele Sandlin, Jeffrey von Munkwitz-Smith, Paul Wiley

Staff Members in Attendance: Matt Ogle, Jerome Sullivan

Call to Order

President Wiley called the meeting to order at 6:30 p.m. Central Time.

Minutes

MOTION 2009.4.01 – It was duly moved and seconded that the minutes from the meeting of the Board of Directors via conference call on March 17, 2009, be approved. ADOPTED

Reports of Standing Committees

Compensation Committee

The chair of the Compensation Committee presented its report.

MOTION 2009.4.02 – It was duly moved and seconded to accept the Executive Director Performance Review Policy. ADOPTED

Governance Committee

The chair of the Governance Committee presented its report.

MOTION 2009.4.03 – It was duly moved and seconded to accept the proposed order of business for Board meetings. ADOPTED

MOTION 2009.4.04 – It was duly moved and seconded that Board meeting dates should be established and announced at least one year and ideally two years in advance. At least once each calendar year, the Board should discuss future meetings and the Governance Committee shall communicate with the President-Elect, the Board, and the appropriate AACRAO staff to review dates. ADOPTED

The chair of the Governance Committee reviewed the committee's discussions regarding assessing the Board's performance and effectiveness.

Finance & Investments Committee

The chair of the Finance & Investments committee presented its report.

President Wiley ordered the written reports of the standing committees (Compensation, Governance, and Finance & Investments) to be filed.

Executive Director Report

Executive Director Sullivan presented a brief update on the status of the annual meeting.

Adjournment

MOTION 2009.4.05 – It was duly moved and seconded that the Board of Directors meeting be adjourned. ADOPTED

The Board of Directors meeting adjourned at 7:45 p.m. Central Time.

Attachments

Board of Directors Meeting Minutes, March 2009
Executive Director Performance Review Policy
Order of Business for Board Meetings

**American Association of Collegiate Registrars and Admissions Officers
Minutes of the Meeting of the Board of Directors**

March 17, 2009
via Conference Call

Board Members in Attendance: Paul Aucoin, Mary Baxton, Sam Conte, Adrienne McDay, Nora McLaughlin, Glenn Munson, Wanda Simpson Munson, Michele Sandlin, Jeffrey von Munkwitz-Smith, Paul Wiley

Staff Members in Attendance: Matt Ogle, Jerome Sullivan

Board Nominees

Cherie Hatlem, Betty Huff, Robert Watkins

Call to Order

President Wiley called the meeting to order at 1:04 p.m. Eastern Time.

Minutes

MOTION 2009..01 – It was duly moved and seconded that the minutes from the meeting of the Board of Directors on February 20, 2009, be approved, as amended. ADOPTED

Reports of Standing Committees

Finance & Investments Committee

The chair of the Finance & Investments committee presented its report.

MOTION 2009.3.02 – It was duly moved and seconded that the Board approve interim changes to the Investment Policy, including the wording of subsections 7.2 and 7.3 under “Guidelines for Financial Advisors” and the equities allocation percentage under Addenda I-A, I-B, and I-C, as a means to preserve the principal on AACRAO’s long-term investment portfolio. ADOPTED

Compensation Committee

The chair of the Compensation Committee presented its report.

MOTION 2009.3.03 – It was duly moved and seconded that Board approve the Compensation Policy. ADOPTED

MOTION 2009.3.04 – It was duly moved and seconded that the Board accept the Executive Director’s request to waive section 3.2 of his contract this year and next. ADOPTED

Governance Committee

The chair of the Governance Committee presented its report.

MOTION 2009.3.05 – It was duly moved and seconded that Committees of the Board of Directors are established or dissolved upon the recommendation of the Governance Committee and a majority vote of the Board of Directors. Members of Board committees shall be appointed annually by the Board Chair, who shall be bound by membership requirements and restrictions articulated in each committee charter. In addition to Board members, the Chair may appoint other members from inside or outside of the membership of the Association to serve on Board committees as needed to ensure that the committees have access to a variety of perspectives and expertise that may not be otherwise represented on the Board. The Board Chair shall appoint the chair of each committee from among the Board members. Every effort should be made to distribute workload equitably, and assignments should cover the spectrum of the Board's work. ADOPTED

MOTION 2009.3.06 – It was duly moved and seconded that the Board directs the Executive Director to maintain the Bylaws in a primary format that renders them more useful and easily understood. Amendments to the Bylaws should be embedded within the Bylaws rather than appended at the end, and stricken language removed. Font styles and effects (bold, italic, underlining, color coding, strikethroughs, etc.) should not be used. The dates of the most recent amendment of the Bylaws should appear at the end. Finally, the Bylaws are to be made available in PDF format for ease of printing and downloading. ADOPTED

Strategic Planning Committee

The chair of the Strategic Planning Committee presented its report.

MOTION 2009.3.07 – It was duly moved and seconded to revise the listing of Values approved at the February 2009 Board of Directors meeting to read as follows: Accountability, Collaboration, Inclusiveness, Innovation, Inquiry, Integrity, and Learning. ADOPTED

President Wiley ordered the written reports of the standing committees (Finance & Investments, Compensation, Audit, Governance, Program Review & Development, and Strategic Planning) to be filed.

Ad Hoc Committees

MOTION 2009.3.08 – It was duly moved and seconded that we receive the report of the Ethics Task Force. ADOPTED

Reports of Officers

MOTION 2009.3.09 – It was duly moved and seconded to accept the resignation of Lisa Miller as Co-Chair of Volunteers for the 2010 Annual Meeting in New Orleans. ADOPTED

MOTION 2009.3.10 – It was duly moved and seconded to appoint Robert Doolos Co-Chair of Volunteers for the 2010 Annual Meeting in New Orleans. ADOPTED

President Wiley ordered the written reports of the officers to be filed.

Unfinished Business

There were no unfinished business items to be discussed.

New Business

There was no new business to be discussed.

Adjournment

MOTION 2009.3.11 – It was duly moved and seconded that the Board of Directors meeting be adjourned. ADOPTED

The Board of Directors meeting adjourned at 2:59 p.m. Eastern Time.

Attachments

Board of Directors Meeting Minutes, February 2009

Board of Directors Financial Update, January 2009

Investment Policy Interim Changes

Compensation Policy

**American Association of Collegiate Registrars
and Admissions Officers**

COMPENSATION POLICY

Program Philosophy and Objectives

AACRAO's primary objective is to provide reasonable and competitive compensation consistent with market-based compensation practices for individuals possessing the experience and skills needed to advance the goals and performance of the association. Compensation should be equitable across comparable positions.

The organization's compensation program is designed to

- Encourage the attraction and retention of qualified and talented individuals.
- Provide a competitive compensation package, including benefits.
- Reinforce the goals of the association.
- Ensure that compensation is fair and equitable.
- Ensure that the program can be reasonably explained, understood, and administered.
- Balance the need to be competitive within the limits of available financial resources.
- Ensure that the program complies with state and federal legislation.

Governance and Procedures

The compensation committee of the Board of Directors is responsible for the administration of AACRAO's executive compensation program. The compensation committee is responsible for establishing and maintaining a competitive compensation program for the Executive Director and the associate executive directors (hereafter referred to as key executives) of the association. The committee meets as needed to review the compensation program and to make recommendations to the board for any changes.

The compensation committee conducts a periodic review to evaluate the organization's executive compensation program against the competitive market. The evaluation is intended to ensure that the compensation program falls within a reasonable range of competitive practices for comparable positions among similarly situated organizations.

The committee reviews and approves, for key executives, base salaries and objectives and goals for the upcoming year. The committee reviews and recommends to the board salary approval for the Executive Director, as well as any recommendations for an incentive plan and any proposed incentive adjustments.

The Executive Director is responsible for the administration of AACRAO's compensation program for all other employees. The executive director will conduct a periodic review to evaluate the organization's staff compensation program against the competitive market. The compensation program will include a job evaluation program and compensation policies. Among the goals for the compensation program will be the promotion of internal equity, reward for meritorious performance, effective recruitment, and retention of staff.

The compensation committee and the Executive Director will maintain records of their deliberations and decisions regarding compensation.

Program Market Position

AACRAO focuses on comparable nonprofit organizations in higher education to benchmark pay, but recognizes that the market for executive talent may be broader than this group. Market information for private foundations, and published not-for-profit compensation surveys may be used as a supplement. In addition, AACRAO may collect other published survey data, when appropriate, for for-profit organizations.

Together with data from the comparable local organizations, data from these market segments are used to form a “market composite” to assess the competitiveness of compensation.

In general, AACRAO places total compensation, including benefits, at the median of the market. Programs are designed to be flexible so that compensation can be above or below the median based on experience, performance, and business need to attract and retain specific talent.

Approved by the Board of Directors 17 March 2009

**American Association of Collegiate Registrars
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EXECUTIVE DIRECTOR PERFORMANCE REVIEW POLICY

Philosophy and Objectives

The Board of Directors monitors the performance of the Executive Director to ensure that he or she is competent, effective, and accountable, and conducts an annual review and appraisal of his or her performance. This review process provides an opportunity for the Board and Executive Director to review the goals and objectives for the Executive Director, ensures that the expectations of the Board are communicated effectively and consistently, and offers timely feedback and direction to the Executive Director.

The Board evaluates the Executive Director's performance by measuring it against the Association's overall achievement of organizational goals and operations, and in light of the specific goals and objectives developed at the beginning of each review period. Because the Board's ability to observe directly the management of the AACRAO office is limited, the Executive Director is evaluated regularly by those key executives who report directly to him or her. Those key executives are, in turn, evaluated regularly by those employees reporting directly to them.

Although assuring effective performance is the primary purpose for conducting the evaluation, the Compensation Committee takes into account the results of the Executive Director's evaluation in making recommendations for compensation increases and contract renewal to the Board.

Process and Outcomes

The Compensation Committee is responsible for managing the evaluation process, and presents its recommendations to the Board of Directors for approval. The committee develops and administers any evaluation instruments, ensures the safekeeping of the Executive Director's confidential personnel file, and keeps records of the committee's actions.

The performance review process includes the setting and review of goals and objectives, the evaluation of the Executive Director's performance by direct reports, the development of a written evaluation, and the opportunity for the Executive Director to review, discuss, and respond to the evaluation.

The review includes the following steps:

- 1) At the beginning of the review period, the Chair of the Compensation Committee and the Board Chair will discuss and develop with the Executive Director his or her annual goals and objectives which will serve as one basis for the performance evaluation. They will discuss and determine the means by which the association's organizational and operational goals will be measured.
- 2) The Executive Director will ensure timely and accurate reporting to the Board of the information necessary to evaluate the achievement of the goals and objectives.

- 3) The Compensation Committee will develop and, as needed, modify the evaluation instrument to be used by the Executive Director's direct reports.
- 4) The Compensation Committee will conduct an annual assessment of the Executive Director's performance by key executives of the association.
- 5) The Compensation Committee will prepare a draft of the Executive Director's performance evaluation for discussion with the Board Chair and subsequent review by the Board. After approval by the Board, a copy of the written performance evaluation will be given to the Executive Director. Early each year, the Board Chair and the Chair of the Compensation Committee shall meet with the Executive Director to review and discuss the performance evaluation.
- 6) The Executive Director may respond to the evaluation in writing to the Board; the Board is under no obligation to change the evaluation.
- 7) The Board Chair will notify the appropriate accounting staff in writing of any salary adjustment approved by the Board and direct that the Executive Director's salary be adjusted accordingly. If the evaluation occurs after the anniversary of the effective date of the Executive Director's contract, any salary increase will be retroactive to the effective date.
- 8) The Chair of the Compensation Committee will ensure that a copy of the evaluation and of any attendant correspondence are filed in the Executive Director's confidential personnel file.

Approved by the Board of Directors 12 April 2009

ORDER OF BUSINESS FOR BOARD MEETINGS

1. Approval of agenda
2. Reading and Approval of Minutes
3. Reports of Standing Committees, Ad Hoc Committees, Officers, Staff
 - a. Standing Committees
 - b. Ad Hoc Committees
 - c. Officers
 - d. Staff
4. Special Orders
5. Unfinished Business
6. New Business
7. Executive Session
8. Adjournment

Two weeks prior to each Board meeting, committee reports, agenda items, and any items to be voted on should be submitted. Board agendas shall be distributed one week prior to the meeting.

The Executive Director is expected to attend all Board meetings. Recognizing that staff report to the Executive Director and not to the Board, staff members inclusion at Board meetings may be requested when his or her knowledge and expertise is required to assist the Board in a particular aspect of its work. Appropriate use and inclusion (or exclusion) of staff at Board Meetings should be considered in advance.

March 23, 2009