

**AEA BOARD OF DIRECTORS**  
**December 3, 2011**  
 AEA Headquarters, Board Room  
**INITIAL DRAFT MINUTES**

**Present:** President Morrill, Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Berumen, Bufford, Calhoun, Carreon, Casperson, Coughlin, Daniels, Garcia, Gould, Gribble, Hydrick, Ireland, Kinman, Leyva, Moy, Nicol, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell.

**Absent:** Focht and Maza.

**Staff Present:** Executive Director Mathis; Managers Aicone and Costa; General Counsel Blevins; and, Executive Assistant Mayer.

Agenda Item	Minutes
<b>Call to Order</b>	President Morrill called the meeting to order at 9:03am. Attendance was taken and a quorum was present. President Morrill seated Alternate Region 4 Director Coughlin for Region 4 Director Maza. He made further attendance announcements.
1. Adoption of Agenda	It was moved/seconded by Lias/Leyva to adopt the agenda with flexibility. A voice vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Nicol, Pursley, Reed, Richards, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill. <b>PASSED</b>
2. Presentation of the 2010-2011 Audit	<p>Treasurer Lias presented an overview of the audit process that began in October 2011 for the year ending August 31, 2011. She introduced Charlene Garza, auditor from Henry &amp; Horne, LLP, who then presented the 2010-2011 independent auditors' report including the Financial Statement, the Auditor Requirements, and the Management Letter to the AEA Board of Directors. The auditor reported findings of a clean audit and sound financial systems. The auditor did not find any significant deficiencies or material weaknesses in AEA's financial controls. The directors asked clarifying questions of the auditor.</p> <p>It was moved/seconded by Hydrick/Gribble to receive the auditor's report for the 2010-2011 year as presented by Henry &amp; Horne, LLP. A roll call vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Kinman, Leyva, Moy, Nicol, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill. <b>PASSED</b></p> <p>Ms. Garza distributed the IRS Form 990, Return of Organization Exempt From Income Tax that will be filed with the Internal Revenue Service. She presented the details of the filing.</p>

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3. Previous Minutes a. October 21-22, 2011 b. November 2, 2011 c. November 21, 2011	<p>It was moved/seconded by Lias/Hydrick to approve the October 21-22, 2011 AEA Board of Directors' meeting minutes as presented. A voice vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Nicol, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill. <b>PASSED</b></p> <p>It was moved/seconded by Lias/Rumery to approve the November 2, 2011 AEA Board of Directors' meeting minutes as presented. A voice vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Leyva, Nicol, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, and Stemm. Those abstaining: President Morrill, Barros, Ireland, and Yandell. <b>PASSED</b></p> <p>It was moved/seconded by Lias/Ireland to approve the November 21, 2011 AEA Board of Directors' meeting minutes as presented. A voice vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Nicol, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill. <b>PASSED</b></p>
4. AEA/AEASO Contract Re-opener Ratification	<p>President Morrill summarized the AEA/AEASO Contract Re-opener process and outlined the possible action that the AEA Board of Directors will need to consider.</p> <p>At 9:45am, it was moved/seconded by Thomas/Lias to enter into executive session for the purposes of discussing the AEA/AEASO Contract Re-opener tentative agreements. A voice vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Nicol, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill. <b>PASSED</b></p> <p>At 12:16pm, the directors returned to regular session.</p> <p>It was moved/seconded by Thomas/Carreon to ratify the AEA/AEASO Contract Re-opener tentative agreements as presented. A roll call vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Barnes, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Hydrick, Leyva, Moy, Oviatt, Pursley, Richards, Rumery, Schnee, Stafford, and Stemm. Those voting no: Ackerley, Gribble, Ireland, Nicol, Philpot, Reed, Roach, Skarhus, and Yandell. Those abstaining: President Morrill and Barros. <b>PASSED</b></p>

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<p>5. 2011-2012 AEA Budget</p> <p style="margin-left: 20px;">a. Officers' Board Policies</p> <p style="margin-left: 20px;">b. 2011-2012 Budget Adjustment Recommendation</p>	<p>President Morrill reviewed the AEA Officers' Board Policies, Sections 2B, 2C, and 2D for each officer salary/stipend and benefits.</p> <p>It was moved/seconded by Thomas/Ackerley to make a policy exception for fiscal year 2011-2012 to AEA Board Policy Section 2B, AEA President Salary and Benefits, by adjusting 3% of his salary to pay toward benefits effective January 1, 2012 through the remainder of the 2011-2012 fiscal year. A roll call vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Barros, Berumen, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Moy, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill. <b>PASSED</b></p> <p>It was moved/seconded by Lias/Roach to make a policy exception for fiscal year 2011-2012 to AEA Board Policy Section 2C, AEA Vice President Salary and Benefits, by adjusting 3% of his salary to pay toward benefits effective January 1, 2012 through the remainder of the 2011-2012 fiscal year. A roll call vote was taken. All those present voting yes: Treasurer Lias, Ackerley, Barnes, Barros, Berumen, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Moy, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those abstaining: President Morrill and Vice President Thomas. <b>PASSED</b></p> <p>It was moved/seconded by Thomas/Moy to make a policy exception for fiscal year 2011-2012 to AEA Board Policy Section 2D, AEA Treasurer Stipend and Benefits, by adjusting 3% of her stipend effective January 1, 2012 through the remainder of the 2011-2012 fiscal year. A roll call vote was taken. All those present voting yes: Vice President Thomas, Ackerley, Barros, Berumen, Calhoun, Carreon, Casperson, Garcia, Gould, Gribble, Leyva, Moy, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, and Stemm. Those voting no: Barnes, Bufford, Hydrick, Ireland, Coughlin, Oviatt, and Yandell. Those abstaining: President Morrill and Treasurer Lias. <b>PASSED</b></p> <p>Treasurer Lias presented the recommended 2011-2012 AEA Budget as balanced with budget adjustment across the entire organization. Manager Aicone detailed each of the recommended adjustments to the each of the strategic areas in Program, Governance, Management, Staff, and Infrastructure. Executive Director Mathis reviewed the status of the dues collection processes.</p> <p>The directors discussed each of the budget adjustments and the overall 2011-2012 budget.</p> <p>President Morrill seated Alternate Region 10 Director Daniels for Region 10 Director Kinman who left the meeting due to illness.</p> <p>It was moved/seconded by Lias/Yandell to approve the 2011-2012 adjusted AEA Budget as amended. A roll call vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Barnes, Barros, Berumen, Carreon, Casperson, Coughlin, Daniels, Garcia, Hydrick, Leyva, Moy, Oviatt, Reed, Richards, Rumery, Schnee, Skarhus, Stafford, Stemm, and Yandell. Those voting no: Ackerley, Bufford, Calhoun, Gould, Gribble, Ireland, Philpot, Pursley, and Roach. Those abstaining: President Morrill. <b>PASSED</b></p> <p>It was moved/seconded by Leyva/Reed to amend the 2011-2012 adjusted AEA Budget recommendation by expending \$86,000 of unspent NEA cooperative project money to recall one organizational consultant position. A roll call vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Barnes, Berumen, Casperson, Coughlin, Daniels, Garcia, Hydrick, Leyva, Oviatt, Reed, Richards, Schnee, Stafford, and Stemm. Those voting no: Ackerley, Barros, Bufford, Calhoun, Carreon, Gould, Gribble, Ireland, Moy, Philpot, Pursley, Roach, Rumery, Skarhus, and Yandell. Those abstaining: President Morrill. <b>PASSED</b></p>

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<p>6. Officer Reports</p> <ul style="list-style-type: none"> <li>a. President</li> <li>b. Vice President</li> <li>c. Treasurer</li> <li>d. NEA Directors</li> </ul>	<p>President Morrill provided a written activity report.</p> <p>Vice President Thomas provided a written activity report.</p> <p>Treasurer Lias had no further report.</p> <p>NEA State Directors Hydrick and Carreon distributed the fundraising opportunity for the 2012 Western Regional Leadership Conference (WRLC) in Oklahoma City, OK. All directors can participate in the fundraising and receive a chance to win \$100 in a drawing held at WRLC. AEA will nominate Congressman Pastor for the George I. Sanchez Memorial Award to the NEA HCR Department.</p>
<p>7. Management Reports</p> <ul style="list-style-type: none"> <li>a. Business &amp; Technology</li> <li>b. Legal Services &amp; Advocacy</li> <li>c. Field Services &amp; Organizing</li> </ul>	<p>Manager Aicone had no further report.</p> <p>General Counsel Blevins distributed a written report for Legal Services and Advocacy through November 2011, the 2010-11 Year End Legal Services report, and an update on the AEA litigation.</p> <p>Manager Costa had no further report.</p>
<p>8. Executive Director Report</p> <ul style="list-style-type: none"> <li>a. Personnel Update</li> <li>b. Staffing Framework</li> </ul>	<p>Executive Director Mathis gave a membership campaign report and the described what has been learned from the campaign to date.</p> <p>Executive Director Mathis presented a staffing framework that was jointly developed by management and AEASO representatives. The staffing framework accounts for the changes in the number of OC and Associate personnel by creating four (4) Regional Offices and centralizing membership processing. Each Regional Office will have a team of 3 organizational consultants and 1 associate. She further outlined the responsibilities of the program staff. The directors discussed the framework and provided input to its implementation.</p>
<p>9. Realignment / Reconfiguration Recommendation</p>	<p>President Morrill introduced the AEA Realignment/Reconfiguration process by referencing AEA Board Policy, Section 13, Item XI. C. The team recommendation is presented as an informational item and does not require Board of Director approval.</p> <p>Manager Costa presented the recommendation developed by the AEA Statewide Realignment/Reconfiguration team. The directors discussed the changes to local association assignments to both regional offices and Organizational Consultants. Local associations will be notified no later than December 16, 2011.</p>
<p>10. 2012 AEA Legislative Agenda</p>	<p>It was moved/seconded by Thomas/Lias to table agenda item 10. 2012 AEA Legislative Agenda. Action on the 2012 AEA Legislative Agenda will be done via an electronic motion to the directors within the next week. A voice vote was taken. All those present voting yes: Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Berumen, Bufford, Calhoun, Carreon, Casperson, Coughlin, Daniels, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Moy, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, and Stemm. Those abstaining: President Morrill and. <b>PASSED</b></p>

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11. 2012 Delegate Assembly	Based on the directors' responses from the October meeting, President Morrill explored the potential changes to the structure and program of the 2012 Delegate Assembly with local association presidents. The feedback from local association presidents was just as positive. He presented further program details for the 2012 Delegate Assembly. The directors discussed the changes and agreed to move forward on the new program format which schedules Delegate Assembly for Friday, April 27, 2012 from 6:00pm-9:30pm and Saturday, April 28, 2012 from 9:00am to 5:00pm/adjournment.
12. AEA-Retired Board Representation	<p>President Morrill provided background information on the growing imbalance of the weighted voted on the AEA Board of Directors with respect to AEA-Retired representation. The desired outcome is to jointly develop a long-term solution with AEA-Retired.</p> <p>Director Moy presented the design concept to model the retired composition on the AEA Board of Directors after the NEA Board of Directors composition. They reported on the feedback from the AEA-Retired membership related to this design and distributed the FAQ to the directors for feedback.</p> <p>President Morrill outlined the next steps in this process which includes a jointly-developed solution that would culminate in the necessary proposed amendment(s) to the AEA Constitution and/or AEA Bylaws for presentation to the 2012 Delegate Assembly.</p>
13. 2010-2012 Ethnic Minority Engagement Implementation Priorities	It was moved/seconded by Lias/Schnee to table agenda item 13. 2010-2012 Ethnic Minority Engagement Implementation Priorities for discussion at the February meeting. A voice vote was taken. Vice President Thomas, Treasurer Lias, Ackerley, Barnes, Berumen, Bufford, Calhoun, Carreon, Casperson, Coughlin, Garcia, Gould, Gribble, Hydrick, Ireland, Leyva, Moy, Oviatt, Philpot, Pursley, Reed, Richards, Roach, Rumery, Schnee, Skarhus, Stafford, and Stemm. Those abstaining: President Morrill. <b>PASSED</b>
14. ESP Core Value Discussion	ESP At-Large Directors Berumen and Casperson presented the ESP Core Value as developed by the ESP Membership and Organizing Task Force. They facilitated discussion of the appropriate wording of the new core value and outlined the process of vetting the core value statement throughout AEA to receive final approval by the AEA Delegate Assembly.
15. Cluster Meeting Updates	<i>Postponed until the February meeting.</i>
16.	
17.	
18. Wrap Up Summary	President Morrill reviewed the key decisions and discussions that were had during the meeting.
<b>Adjourn</b>	There being no further business before the AEA Board of Directors, the directors adjourned at 5:20pm.

Respectfully submitted,

Sheryl Mathis, Recording Secretary  
 Arizona Education Association