

Positive Discipline Association
Board of Directors meeting minutes
July 20-24, 2015

In attendance:

Deb Owen-Sohocki – Co-Chair Mary Hogan Jones – Co-Chair
Gary Hughes – Treasurer Carol Dores – Secretary
Brad Ainge – Operational Systems Consultant
Chantal Bourges – Director
Dina Emser - Consultant
Kelly Gfroerer – Director
Jane Nelsen – Co-Founder (part of meeting)
Jane Weed Pomerantz – Director

Absent:

Lynn Lott – Co-Founder

Electronic Votes Recorded:

- China ACT participants Vivian Song, Flora Hua, Elaine Xu, Fiona Ye, Alex Wang, Linda Li, Chloe Li, Tina Wu, Eva Liu approved as Trainers – 6/13/15
- June BOD meeting minutes approved – 6/15/15
- Hired tax attorney for advice, as needed, approved 6/13/15
- Board vote approved Kelly Gfroerer as paid consultant, JoAnn is leaving at the end of the month for a new job, and systems need to be in place prior to hiring new employee. She will be managing the workshop operations, as well as working with Brad to continue to put systems in place. Approved 6/15/15
- Approved Conference and Think Tank expenditures: Audio visual equipment, food and beverage, promotional materials, Friday and Sunday dinner subsidies. Approved 7/3/15.
- Elly Zhan approved as PDC Trainer – 7/3/15.
- IRS 990 Rev. 2 approved – 7/17/15

Compliments and appreciations shared.

- Treasurer's Report - The first 6 months of 2015 (Jan – June) resulted in a 997% increase in Income compared to the same time period in 2014. Total income increased 72%. Increases were noted in sales of Teacher's manuals and Leader's Guides (209%), workshop registrations (73%), licensing fees especially international fees (157%), and Think Tank/Conference registrations (51%). Expenses for the first 6 months also increased 20%. Increases were noted in BOD Expense (102%), Contract Labor (73%), Office Expenses (42%), and Writer Royalties (151%) while decreases were noted in Payroll (61%). Net Ordinary Income increased 997% for the first 6 months of 2015 versus the same time period of 2014.
- Discussion and decision about LT's and assistants for the ACT in

Atlanta: Penny Davis and Jane Nelsen – LT's. Ari Molina and Lois Ingber as assistants. Moved by Deb OS, and Mary HJ seconded. Vote was unanimous. Because of their participation in the Atlanta ACT, Carol and Kelly were not part of discussion or vote.

Cartagena: Cheryl Erwin and Ari Molina - LTs. Gina and Gigi will be assistants. Vote was unanimous.

- Parking Fee coverage for all Conference Volunteers – vote was unanimous.
- Reimbursement for translation. Motion by Gary to reimburse \$2500 to Gigi and Gina for PDC manual translation in Columbia with appropriate documentation and 650 e (USD appropriate documentation. Seconded by Mary HJ. Vote was unanimous. Discussion followed about a consistent policy for paying for translations of PDC manual in other languages.
- Met with TAG accounting outsourcing firm. They could do payroll, payroll reports, tax reports, financial reports. Could also help with revenue needed to support Executive Director. Would need CPA firm to prepare and file 990 tax return. They have several nonprofit clients and family foundations, and have CPAs they partner with. Human resource support also available if needed.
- Mentoring committee – they are looking for volunteer mentors, and chair of virtual mentoring. Dina wants to videotape conversations between two lead trainers with topics from mentees. Action: All – Email typical mentee questions to Dina.
- Columbia global partner agreement – Discussed having affiliate fee 10% annually rather than flat fee, as this will help the affiliates keep fees low. Year 1 affiliate fee 0 to help support start up; 10% (USD) membership fee to be paid to PDA as annual affiliate fee at end of each year; \$20 per workshop participant certification fee to be paid to PDA. Approved unanimously as global affiliate contract going forward. Action: Deb and Mary to sign modified Columbia contract. Action: Carol to talk to Susie and Beatrice to see if they would like to modify their contracts. Action: Kelly and Brad will draft of affiliate information for website.
- ACT – discussed idea of LT's listing ACTs like a core workshop, with timing and location coordination/discussion with PDA. LT's would look at PDTC files, mentor candidates, and submit files to PDA for final review. LT's could decide location, if they want to co-lead and/or have Assistants, number of participants. PDTC would sign up for specific ACT. At end of ACT, LT's submit evaluations with recommendations to PDA Board (same as current process).
- Reviewed learnings from tax and employment attorneys. Tax attorney recommends we add disclaimer language to .org site notifying them they are leaving site when going to .com website. Action: Kelly and Brad to make website change.
 - Employment attorney has recommended we have an independent contractor agreement form signed by all independent contractors (core workshops, ACTs). Action: Announce at TT, and follow up with email with agreement. Action: Carol to add PDA details to agreement.
 - Having Board member paid for non-Board work and owner of .com site paid for .org work is not an issue as long as: 1. This is approved in advance by Board, 2. Prior to making the decision, the Board determines that monies paid are reasonable compensation, and 3. Board documents the basis for the decision in meeting minutes

concurrently with making the decision. Action: Brad to include this in policies, to be given to new Board members as part of their orientation.

- Training & Assessment Committee –Agreed to following role of Training & Assessment Committee:

1. Review applications that are exceptions to guidelines and make recommendations to PDA Board.
2. Review trainer expansion and make recommendations to PDA Board – e.g. if someone was certified through ACT as Parent Trainer, and has now submitted documentation to become certified Classroom Educator.
3. Review alternatives to Think Tank to maintain certification level, and make recommendations to PDA Board
4. Provide input from membership relative to training, and make recommendations to PDA Board.

Action: Dina will share with Training & Assessment Committee

- Core workshop mentorship alternative track to Trainer - guidelines need to be developed. Action: Jane Nelsen and Barb Kinney will develop guidelines. and provide so can be added to website.
- French ACT – ADPF cannot take money for anything except membership (nonprofit requirements). ACT registrations will go through PDA website. PDA will collect money, reimburse expenses, pay LT's. PDA fee will be \$100 per participant, which is consistent with other ACTs. ADPF will collect and review PDTC documentation and submit a participant grid to PDA for filing, which will be the PDA process for global affiliate ACT's. Action: Kelly will let Beatrice know of \$100 fee and process. DONE
- Special projects – JoAnn Regruto is available for long term projects, or ones that are not time sensitive.
- Marketing Committee – needs focus. Board agreed to ask them to write and send press releases, targeting parenting magazines, newspapers, etc. Action: Chantal will communicate to committee. Recommend having Brad or a board member review all press releases or articles for publication prior to submitting
- Other Committees – Expansion committee is running well, providing a place to share ideas and receive encouragement and support. Encouragement and Connection Committee is running well. There is no need for finance, fund development, infrastructure, membership or website committees at this time. The research committee will be changed to a research task force, for the duration of the Dreikurs parenting study. Action: Deb and Chantal will communicate that Think Tank committee time can be used for affinity groups, as well as the on-going committees and task force to TT planners.
- 2015/16 Board work – ideas:
 - Hire ED – understand financial implications
 - Hire Professional Development Coordinator – interview & feedback
 - Research project
 - Enhance public standing – identify 3-5 specific audiences
 - Develop Board orientation and self assessment
 - Member services
 - Transition financially
 - Have fun

- Improve efficiency, less emails
- Conference and TT logistics
- Global support and collaboration
- Fund development plan

- Infrastructure report – Encourage, support, professional development. PDA needs of Professional Development Coordinator:
 - a) Certification
 - b) Workshop & training – scheduling, posting, registration, advertising, automated process, answering phones and emails within 24 hours
 - c) Membership services – improve, robust, videos, understand products and resources
 - d) Speaker bureau referral service – Action: Brad to email Trainers need to update their bios
 - e) Global support and collaboration
 - f) Think Tank & Conference logistics
 - g) Website

Operations manual and FAQ being developed. Need to identify 3-5 specific priorities. Brad & Kelly will meet transition and develop new hire. New hire will report to Board on TBD basis. Question: Can we support FT person on-going from a financial perspective? Action: Work with new accounting firm to assess financial viability of hiring FT Professional Development Coordinator. Amy Lasso (PT) is working on marketing, posting workshops as events on Facebook, press releases, and can provide back up for FT person's vacations.

Responsive
Efficient
Supportive
Professional Development
Encouragement
Communication
Training
- Board members: Here are the specific goals for the next year. If you feel you can contribute in a specific and meaningful way, please contact us. If you know of others inside or outside the organization that could contribute, we'd appreciate an introduction. Goal is to have needed skill sets as well as diversity of Board members.
 - Transition financially
 - Improve quality and standardization of trainings – CE's, hire Professional Development Coordinator, ACT alternative route, research
 - Develop BOD self-assessment and orientation
 - Member services – newsletter, global support and collaboration, youtube. webinar
 - Research – evidence-based

Action: Carol to contact Austin Bradley re: advisory Board member or consultant
- Treasurer role – seek input from TAG accounting firm.
- Secretary – Chantal Bourges will be Secretary after the July 2015 Board meeting minutes are approved – approved unanimously.

- Met with Jo Barsa, a full service accounting firm provider. Accounting and tax is 90% of their work. They have controller and tax accountant with nonprofit experience. Board consensus is that TAG is better fit, pending meeting with bookkeeping firm Thursday.
- BOD Transition planning – last meeting:
 - Dina - ?
 - Gary – 12/15
 - Deb – 7/15
 - Mary – 7/15
 - Jane WP – 12/15
 - Kelly – 7/17 (+1 if needed)
 - Carol – 7/17 (1+ if needed)
 - Chantal – 1/18
- Carol reviewed Board governance learnings from Chuck Loring, Loring, Sternberg & Associates and Boardsource:
 - Board member job description – expectation statements (100% attendance; commitment and follow-through, etc.) Action: Carol will update PDA Board member job description
 - Utilize consent agenda – discussion of critical issues, not “show & tell”
 - Begin meetings with critical issues – e.g., research plan, role of board, etc.
 - Approval of consent agenda items at end, to include meeting minutes, committee reports, bylaws updates, financial report. Consent agenda items emailed ahead of time or put in google drive. Agreement to use this going forward.
 - Eliminate all standing committees. Move to task forces for specific issue, purpose and time frame. Task force is over when work is done. Can vet potential Board members from task forces. From tasks forces you can find new Board members
 - Match Board work to skills of potential Board members.
 - Small Boards are more effective and efficient. The bigger the Board, the more staff time is taken.

Basic responsibilities of nonprofit boards

1. Determine organization’s mission and purpose.
2. Select Chief Executive.
3. Support Chief Executive and review his/her performance.
4. Ensure effective organizational planning.
5. Ensure adequate resources – funds to achieve mission
6. Manage resources effectively – budget & financial controls
7. Determine, monitor, and strengthen the organization’s programs and services.
8. Enhance the organization’s public standing.
9. Ensure legal and ethical integrity and maintain accountability.
10. Recruit and orient new board members and assess board performance.

-A few things to keep in mind:

- Being a working Board is fine and normal, this gives the contributing piece needed by everyone

- Keep focused on the needs of the board, having engaged and contributing members.

-Regarding the **Basic responsibilities of nonprofit boards**

1. Good
2. Down the road
3. Down the road
4. ...
5. Do we have adequate resources?
6. ...
7. ...
8. Make a list of 50 things that are great about the organization, they can be used to target specific audiences

- Action: Brad & Kelly will be responsible for creating Atlanta ACT certificates.
- Action: Jane WP will supply format of press releases.
- Research –
- Susie Zhang – Susie was Assistant LT at China ACT. Recommendation that Susie be Certified as a lead trainer. Board consensus reached regarding Susie Zhang becoming Lead Trainer. Susie can co-lead China ACT with U.S. Lead Trainer.
- Global ACT guideline: Have in-country LT co-lead ACT with U.S. LT.
- Global affiliate annual meeting – PDA Board members could meet with full Board of each affiliate annually.
- Alternative route to Lead Trainer- Action: Dina, Jane WP, Dodie, Jody, and Teresa to develop guidelines for LT's to use for observation and evaluation as they are working with Trainers as provisional Lead Trainers. Action: Cheryl and Ari to pilot in Cartagena in December 2015.
- Alternative Track – Karina Bustamonte PDTC to Trainer – Action: Request being turned over to Jane Nelsen and Barbara Kinney.
- Group membership – schools that have been trained could be PDA members, so they can be part of Positive Discipline discussion group. Group rate for educator level school membership, with discussion forum, and other support services. Need to determine membership benefits. Trainers could stay in touch with schools. Could also encourage school Staff to work towards Trainer. School Staff would need to opt in.
- Organizational membership – PDCR, Sound Discipline and Egypt have pilot organizational memberships, with organizational person having access to post trainings, access website, etc.
- Bundle memberships in China, and being discussed for France and future global affiliates that have membership organizations, so global affiliate members have access to PDA member benefits.
- Brad's contract –Brad has been doing the work Joy and JoAnn used to do. Board agreed to modest increase in monthly compensation through December 2015 (if needed), and will be reassessed at December 2015 meeting. Board will look at bottom line profit from Conference and Think Tank and also provide Brad bonus.
- Kelly will continue as consultant, and will assess at September 2015 Board meeting

- Board member commitments and follow through – will transition from action item list to basecamp. Will focus on 4 Board goals. ACTION: Need to identify who will transition PDA from Action Item List to Basecamp.
- Teresa update Think Tank/Conference – Consider Evanston, IL Doubletree for 2017. Teresa will be transitioning out of role of site management person. Board thanked her for her 11 years of service in this role.
- Idea: change PDA credit card to one that earns air miles, so miles could be used to pay for Board member meeting flights. Action: Gary will research as part of financial transition.
- Met with Booxkeeping.com firm.
- Vote on accounting firm TAG - . Action: Gary to contract and begin transition work. Action: Gary and Carol to meet with CPA recommended by TAG.
- Conference/Think Tank planning 2016 –
- Foreign publishing translation – Teresa LaSala shared that PDA should give translation rights by country. Translation = Same concept and theory the same, the story may be changed to fit culture/language. Adapted = Must be x% of new concepts/theories to be adapted.
- Agreement to try one face to face Board meeting in 2016 in April.
- Idea: Buddy system for new board members.

Respectfully submitted,
Carol Dores