



American Society of Appraisers
Minutes
Board of Governors Annual Meeting
Houston, TX
October 6, 2017

President Sharon Desfor called the meeting to order at 8:30 AM CDT.

Board of Governors present:

International President
International Vice President
International Secretary/Treasurer
International Immediate Past President
Governor, Region 1
Governor, Region 2
Governor, Region 3
Governor, Region 4
Governor, Region 5
Business Valuation Governor
Business Valuation Governor
Gems & Jewelry Governor
Gems & Jewelry Governor
Machinery & Technical Specialties Governor
Machinery & Technical Specialties Governor
Personal Property Governor
Personal Property Governor
Real Property Governor
Real Property Governor
Chief Executive Officer

Sharon A. Desfor, ASA
Robert B. Morrison, ASA
Douglas R. Krieser, ASA
Susan Golashovsky, ASA
Gary Snowdon, ASA
G. Adrian Gonzalez Jr., ASA
Mark J. Sandler, ASA, MGA
Rob Metcalf Jr., ASA
Garrett Schwartz, ASA
James O. Brown, ASA
R. Chris Rosenthal, ASA
Mary B. Reich, ASA, MGA
Martin D. Fuller, ASA, MGA
David Crick, ASA
Richard Berkemeier, ASA
Charles T. Rosoff, ASA
Sandra J. Tropper, ASA
Michael T. Orman, ASA
Ernest A. Demba, FASA
Jim Hirt, MBA, CAE

Staff:

Chief Operations Officer
Chief Financial Officer
Director of Marketing & Communications
Director of Membership Recruitment
Senior Director of Government Relations & Chief Lobbyist
Governance Manager

Bonny F. Price
Joseph Noselli, MBA, CPA, CGMA
Todd J. Paradis
Angelica Sullivan
John Russell, JD
Susan Fischer

Advisors:

Legal Counsel
Parliamentarian

Jerome C. Schaefer, Esq.
Richard Hause, ASA

College of Fellows Observer

Lee P. Hackett, FASA

Guests:

Antonio Martins, CFA, CAIA
Jack Beckwith, ASA
Mona L. Miller, FASA
Jeffrey S. Tarbell, ASA
Erin Hollis, ASA
Samuel Shapiro, ASA
Paul Golubovs, ASA

Capital One Investment Advisor
ASA's Representative to the IVSC
Chair, ASA Educational Foundation
Chair, BV Discipline Committee
Treasurer, BV Discipline Committee
Chair, M&TS Discipline Committee
Vice Chair, ARM Discipline Committee

A quorum was established.

Consent Agenda

Ms. Desfor asked if any reports should be removed from the consent agenda. At Mr. Demba's request, the ARM Committee report was removed from the consent agenda for further discussion. A motion was made and seconded to adopt the Board of Governors (Board) consent agenda as revised. Motion passed.

Treasurer's Report

A motion was made and seconded to accept the Budget & Finance Committee's recommendation to approve a modification to the FY2018 budget in the amount of \$7,500 as payment to the developer of the RP400 Going Concern course. Motion passed.

Mr. Tarbell and Ms. Hollis reviewed the proposal by the BV Committee to prepare and file an amicus brief with a currently pending 4th circuit court appeal.

A motion was made and seconded to accept the Budget & Finance Committee's recommendation to approve a modification to the FY2018 budget in the amount of \$20,000 for payment to the law firm of McDermott Will & Emery to write and file the amicus brief. Motion passed.

Mr. Noselli presented the FY2018 financial highlights for the period ending August 31, 2017.

Mr. Martins of Capital One Bank provided a review of ASA's Investment Portfolio as of August 31, 2017.

Motion to Approve the Agreement and Plan of Merger

Mr. Demba moved and Mr. Orman seconded the following motion:

Whereas the Board of Governors of the American Society of Appraisers (ASA) on April 18, 2017 entered into a Memorandum of Understanding with the National Association of Independent Fee Appraisers, Inc. (NAIFA) Regarding the Proposed Agreement and Plan of Merger between National Association of Independent Fee Appraisers, Inc. and America Society of Appraisers, and

Whereas, the Board of Governors of the ASA thereafter entered into Addendum No. 1 to Memorandum of Understanding, and

Whereas the Memorandum of Understanding and Addendum have been incorporated into an Agreement and Plan of Merger as attached to this motion, and

Whereas the merger of NAIFA into ASA in accordance with the Agreement and Plan of Merger is considered by the Board of Governors to be in the best interests of ASA, and

Whereas beginning on August 28, 2017, and on numerous occasions thereafter, the voting membership of ASA was advised by electronic notice that the Board of Governors had signed a Memorandum of Understanding to merge NAIFA into ASA, that the membership would vote on the proposed Agreement and Plan of Merger at the lunch at ASA's annual conference scheduled at 12 noon CT on October 8, 2017, and that the Agreement and Plan of Merger as attached to this motion was published to the membership beginning on August 28, 2017 on the ASA website, together with Frequently Asked Questions related to the merger, and

Whereas the Board of Governors having further considered the advantages of the proposed merger at this Board meeting, and having concluded that the Agreement and Plan of Merger should be formally approved by the Board of Governors and presented to the membership at the October 8, 2017 luncheon meeting for the approval of the membership.

Therefore, in consideration of this Motion, the Board of Governors of ASA hereby formally endorses, adopts, approves and agrees to the Agreement and Plan of Merger, and

Hereby refers the Agreement and Plan of Merger to the membership for approval at the meeting of the membership to be held at 12 noon CT on October 8, 2017 in accordance with the Notice to the members dated August 28, 2017 advising the members of the proposed Agreement and Plan of Merger.

Motion passed by a unanimous vote.

Executive Committee Update

Ms. Desfor reported the topics discussed during the October 5, 2017 Executive Committee meeting.

International Valuation Standards Committee (IVSC) Report

Mr. Beckwith, ASA's Representative to the IVSC, provided an update from the Advisory Group Meeting for IVS during the Annual General Meeting held in Mexico City October 1 through 7, 2017 hosted by INDAABIN.

International Conference on the Valuation of Plant Machinery and Equipment (ICVPME) Update

Mr. Crick provided an update on the ICVPME Conference held September 4-6, 2017 in Sydney, Australia hosting 160 attendees for two days of machinery and equipment programs and one day of business valuation programs. The conference was sponsored by ASA with additional involvement by the Australian Property Institute (API) and the Royal Institution of Chartered Surveyors (RICS).

A motion was made and seconded to adjourn to a closed session at 11:30 AM CDT. Motion passed.

The Board of Governors adjourned from a closed session and convened to an open session at 12:00 PM CDT.

Lunch Break 12:00 PM to 1:00 PM

ASA Educational Foundation (ASAEF) Report

A motion was made and seconded to adjourn as members of the ASA Board of Governors and convene as members of the ASA Educational Foundation (ASAEF). Motion passed.

Ms. Miller provided a report on the activities and financial status of the ASAEF. She recommended that Blake Runckel, ASA be appointed to serve as a Director of the ASAEF for a three year term.

A motion was made and seconded to appoint Blake Runckel, ASA as a Director of the ASAEF effective July 1, 2018 for a three year term. Motion passed.

A motion was made and seconded to adjourn as members of the ASA Educational Foundation (ASAEF) and convene as members of the ASA Board of Governors. Motion passed.

Constitution & Bylaws Committee Report on Proposed Policy for N&A Committee

In its report to President Desfor the Constitution & Bylaws Committee determined that the recommendations in the proposed policy regarding nominations for the position of Secretary/Treasurer and the process of the ASA Nominating & Awards Committee would require changes to the Administrative Rules and therefore a resolution to the Board of Governors.

A straw poll was taken to see if there was interest in pursuing the recommendations stated in the proposed policy. A majority of the Board members were opposed to pursuing the proposed policy.

Chapters affected by the recent hurricanes

Mr. Sandler reviewed a request he and Mr. Gonzalez received from a chapter president for relief from membership dues payments for 2018 for members of chapters affected by the recent hurricanes in Florida and Texas. The Board of Governors agreed with the Budget & Finance Committee's determination that ASA had donated funds to several non-profit disaster relief organizations in areas affected by the recent hurricanes and that assistance to members of ASA in these areas could be provided in other ways.

Resolution R20171006-01 North Florida Chapter (#008) Assessment

Therefore be it resolved that an annual chapter assessment of \$25 per chapter member of the North Florida Chapter be reinstated for a finite term of five years, effective with the next membership dues billing cycle.

Resolved by G. Adrian Gonzalez, ASA and seconded by Gary Snowdon, ASA.

Resolution passed.

New Business

Certified in Entity and Intangible Valuations (CEIV) Update

Mr. Tarbell provided an update on the Quality Control process of the CEIV program.

Appraisal Review & Management (ARM) Report

Mr. Golubovs reported on recent activities of the ARM Committee followed by a discussion regarding promotion of the ARM designation among ASA members and nonmembers.

Board Governance Task Force

Mr. Krieser reported the task force developed a survey that was sent to members of the Board of Governors, Discipline Committee Chairs, Chapter Presidents, and a random sample of approximately 400 members of ASA. He added that the task force is also developing a job description for governors and reviewing the size and composition of the Board.

Ms. Desfor asked that the draft governors' job description and the consolidated comments from the survey be presented during the November 28, 2017 Board of Governors call.

The Board of Governors adjourned to a closed session at 3:55 pm CDT.