



American Society of Appraisers  
Minutes  
Board of Governors Midterm Meeting  
Reston, VA  
March 24-25, 2018

**March 24, 2018**

President Sharon Desfor called the meeting to order at 8:30 am Eastern.

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  
Interim 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  
Lee P. Hackett, FASA

Staff:

Chief Operations Officer  
Chief Financial Officer  
Senior Director of Government Relations and  
Business Development  
Director of Information Technology  
Director of Credentialing Services  
Governance Manager

Bonny F. Price  
Joseph Noselli, MBA, CPA, CGMA  
  
John Russell, JD  
Sharlyne Tsai, PMP  
Joy Brown  
Susan Fischer

Advisors:

Legal Counsel  
Parliamentarian

Jerome C. Schaefer, Esq.  
Richard Hause, ASA

Guest:

A quorum was established.

### **Consent Agenda**

Ms. Desfor asked if any reports should be removed from the consent agenda. At the request of Mr. Berkemeier and Mr. Morrison the BV Committee report and the Ethics Committee report, respectively, were removed from the consent agenda for further discussion. A motion was made and seconded to adopt the Board of Governors (Board) consent agenda as modified. Motion passed.

### **Treasurer's Report**

Mr. Noselli provided an overview of the proposed Fiscal Year 2019 Budget.

During the discussion of the proposed FY2019 Budget requests were made by Mr. Morrison and Mr. Brown for reports from Headquarters of the membership strategies, initiatives and events and the number of members gained as a result of each action and event. An additional request was made to include numbers of international members in the membership report.

Mr. Schwartz suggested notifying the chapter presidents ahead of time when membership initiatives and events will occur to partner with the chapter presidents in the promotion of these events.

Ms. Desfor asked that a calendar of all standing committee meetings be accessible to the Board of Governors.

A motion was made and seconded to approve the FY2019 Budget as presented. Motion passed with one abstention.

### **Discussion of Items Removed from the Consent Agenda**

#### **BV Committee Report**

Headquarters is currently moving forward with the conversion of the BV international education courses into online format in accordance with the Board of Governors directive to the BV Committee to develop international education courses. The current market for BV international education courses was discussed. A motion was made and seconded to delay the development of online BV international education courses for thirty (30) days. Motion passed with one "no" vote and one "abstention".

A motion was made and seconded to accept the BV Committee Report.

#### **Ethics Committee Report**

A request will be made to the Ethics Committee to clarify the statement in their report that a complaint was dismissed because the Ethics Committee could not find any ethical violations that were appraisal based.

A motion was made and seconded to accept the Ethics Committee report pending clarification of the aforementioned statement. Motion passed.

### **Strategic Planning Committee Update**

Mr. Morrison reported the committee met on March 20, 2018 and that no changes have been made to the current strategic plan. The discipline committees have been asked to submit their strategic plans by June 30, 2018.

### **IVSC Update**

Mr. Hackett provided an update on the IVSC VPO meeting he attended on March 14, 2018 in New York City.

### **ASA Educational Foundation 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 (EF). Motion passed.

Ms. Miller reported that terms for herself, Lee Hackett and Ned Clayton will expire on June 30, 2018. The EF has nominated Susan Golashovsky, ASA and Gary Smith, ASA to each serve a three year term as Director beginning July 1, 2018. Ms. Miller added that Mark Penny, ASA has been appointed as Treasurer effective July 1, 2018.

A motion was made and seconded to adjourn as members of the ASA EF and convene as the ASA Board of Governors. Motion passed.

### **ASA-NAIFA Merger Task Force Report and Action Items**

Mr. Russell provided an overview of the report from the ASA-NAIFA task force and delivered an update on the progress of (1) the changes to the ASA Administrative Rules as required in the terms of the Agreement and Plan of Merger; (2) the appointment of the officers and members at-large of the Real Property-NAIFA Committee effective July 1, 2018; and (3) the option for operating NAIFA chapters in good standing to request and receive a charter to operate as a chapter of ASA beginning July 1, 2018.

A motion was made and seconded to accept the ASA-NAIFA Merger Task Force report as presented. Motion passed.

### **New Business**

During September, 2017, an agreement was reached with the Personal Property Committee on obtaining copyrights for images used in the development of Personal Property (PP) webinars and courses. Ms. Golashovsky noted that the use of some standard photos on the internet that can be obtained at no charge by Personal Property course developers are of a poor quality compared with those copyrighted photos that require a fee to use.

Ms. Golashovsky suggested the possibility of forming a non-profit for PP education in partnership with the ASA Educational Foundation in order to obtain quality photos at no charge.

Mr. Rosoff and Ms. Tropper added that if a 501c3 is formed for PP education the IRS will be able to speak at our conferences because IRS employees can receive payment from a 501c3 for services as a speaker. IRS employees cannot receive payment for this purpose from a 501c6.

Ms. Golashovsky motioned there is a need in Personal Property for fair use of photographs in educational offerings to stay competitive with peer organizations and that the ASA Educational Foundation (EF) may be

able to provide relief from payments for Personal Property's use of copyrighted photographs. Therefore, ASA Headquarters, Counsel Schaefer and the EF will work together to provide a white paper to the Board of Governors for their next scheduled meeting on June 26, 2018. The white paper will describe a plan for Personal Property to partner with the EF to be able to compete with compeer organizations or to explain why such a solution could not be achieved. The motion was seconded. Motion passed.

### **Proposed Resolutions – Board Composition and Terms**

Mr. Crick provided a presentation on behalf of the Board Composition and Size Task Force and moderated the subsequent discussion. Members of the Board of Governors and Headquarters (HQ) staff participated in a discussion that covered the roles of the Executive Committee, Board of Governors, Region Governors, Discipline Governors, HQ staff and Chapters.

Following the lunch break discussion continued on the representation and composition of the Board of Governors. Different options for numbers of executive committee members, discipline governors and regional, at-large, and external governors were suggested and debated. A governor term length of three or four years was also discussed.

A general consensus was reached to allow the Board Composition Task Force to meet in person at ASA Headquarters and develop an implementation plan to recommend to the Board within sixty (60) days.

A motion was made and seconded to adjourn. The Board of Governors adjourned at 6:00 pm Eastern.

### **March 25, 2018**

President Sharon Desfor called the meeting to order at 8:30 am Eastern.

#### **Board of Governors present:**

International President

International Vice President

International Secretary/Treasurer

International Immediate Past President

Governor, Region 1

Governor, Region 2

Governor, Region 4

Governor, Region 5

Business Valuation Governor

Business Valuation Governor

Gems & Jewelry Governor

Gems & Jewelry Governor

Machinery & Technical Specialties Governor

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G. Adrian Gonzalez Jr., ASA

Rob Metcalf Jr., ASA

Garrett Schwartz, ASA

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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

Lee P. Hackett, FASA

#### **Board of Governors not present:**

Governor, Region 3

Mark J. Sandler, ASA, MGA

**Staff:**

Chief Operations Officer  
Chief Financial Officer  
Governance Manager

Bonny F. Price  
Joseph Noselli, MBA, CPA, CGMA  
Susan Fischer

**Advisors:**

Legal Counsel  
Parliamentarian

Jerome C. Schaefer, Esq.  
Richard Hause, ASA

A quorum was established.

**CEO Task Force Report**

Mr. Hackett reviewed questions asked on the survey sent by Richard Dorman of Catalyst Group of Alexandria to a total of sixty-eight members and nonmembers of ASA and added comments from the CEO task force.

Members of the Board discussed and provided suggested amendments to the draft CEO Position Profile as presented by the task force. A motion was made and seconded to accept the draft CEO Position Profile as amended. Motion passed.

Members of the Board then deliberated one year performance goals to include with the CEO Position Profile.

**Additional Discussion**

Mr. Schwartz asked for updates on the (1) implementation strategies for the international development plan, (2) ASA name change task force, (3) licensing of courses to chapters, and (4) website upgrade.

Ms. Price reported that the last action of the name change task force was to provide a proposal to solicit bids from marketing firms and offered to ask Blake Runckel for an update. She added that the back-end upgrade to Sitefinity is complete and additional clean up and new templates for faster navigation of the website are near completion.

A motion was made and seconded to adjourn. The Board of Governors adjourned at 11:55 pm Eastern.