



American Society of Appraisers  
Minutes  
Board of Governors GoToMeeting  
July 24, 2018

President Bob Morrison called the meeting to order at 3:00 pm Eastern.

Board of Governors present:

International President	Robert B. Morrison, ASA
International Vice President	Douglas R. Krieser, ASA
International Secretary/Treasurer	Lorrie Beaumont, ASA
International Immediate Past President	Sharon A. Desfor, ASA
Governor, Region 1	Gary Snowdon, ASA
Governor, Region 2	G. Adrian Gonzalez Jr., ASA
Governor, Region 3	Mark J. Sandler, ASA, MGA
Governor, Region 4	Rob Metcalf Jr., ASA
Governor, Region 5	Garrett Schwartz, ASA
Business Valuation Governor	Bruce A. Johnson, ASA
Business Valuation Governor	R. Chris Rosenthal, ASA
Gems & Jewelry Governor	Mary B. Reich, ASA, MGA
Gems & Jewelry Governor	Martin D. Fuller, ASA, MGA
Machinery & Technical Specialties Governor	David Crick, ASA
Machinery & Technical Specialties Governor	John Mathe, ASA
Personal Property Governor	Charles T. Rosoff, ASA
Personal Property Governor	Tom Simatos, ASA
Real Property Governor	Michael T. Orman, ASA
Real Property Governor	Raymond H. Krasinski, ASA
Interim Chief Executive Officer	Lee P. Hackett, FASA

Staff:

Chief Operations Officer	Bonny F. Price
Chief Financial Officer	Joseph Noselli, MBA, CPA, CGMA
Chief Strategy and Marketing Officer	Todd J. Paradis
Sr. Director of Govt. Relations & Business Development	John Russell, JD
Director of Information Technology	Sharlyne Tsai, PMP
Governance Manager	Susan Fischer

Advisors:

Legal Counsel	Jerome C. Schaefer, Esq.
Parliamentarian	Richard Hause, ASA

Observer:

Member At-Large, MTS and ARM Discipline Committees	Richard Berkemeier, ASA
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A quorum was established.

Mr. Hause administered the oath of office to Robert Morrison, Lorrie Beaumont and Raymond Krasinski.

### **Consent Agenda**

Mr. Morrison asked if any reports should be removed from the consent agenda for further discussion or recusal from voting. No reports were removed.

### **Strategic Direction**

A discussion of the proposed restructuring of the Board of Governors, the formation of a chapter committee, and chapter concerns held during last month's Board call had been postponed until today's call.

Mr. Metcalf reported that the region governors will be participating in a call early next week to discuss these issues. Mr. Morrison asked that a task force of the region governors and a designee to be determined from Headquarters staff provide an update during each Board meeting. Mr. Snowdon suggested including Ms. Beaumont as a member of the task force.

### **Board Governance Task Force Update**

During their meeting on June 26, 2018 the Board of Governors determined, by a simple majority vote, to send the proposed resolution and implementation plan back to the Constitution & Bylaws Committee and legal counsel for review. Mr. Krieser will forward this information to legal counsel and the C&BL Committee Chair.

### **Routine Business**

#### **Acceptance of Consent Agenda**

A motion was made and seconded to approve the consent agenda as written. Motion passed.

#### **Treasurer's Report**

Ms. Beaumont reported the Budget & Finance Committee did not meet this month because the financial results for the period ending June 30, 2018 were not yet available and there were no other matters to bring before the committee. She noted that Mr. Noselli provided an orientation for herself and the new discipline treasurers last week.

#### **Education Course Report**

Ms. Price reported the Education Committee plans to meet next month to discuss information on how ASA licenses its courses to outside groups and to ASA chapters, including the fee structure and how it is determined, and the profit margin for Headquarters, Chapters and outside group organized courses. She provided an update on courses currently in progress.

Mr. Morrison noted the Education Committee expects to begin work on creating a policy to eliminate conflicts of interest in course teaching assignments during September, 2018.

#### **Payments to Board Members as Course Instructors and Developers**

A motion was made and seconded to extend approval of payment to Mr. Orman, Mr. Crick, Ms. Reich, Mr. Morrison and Mr. Krieser as ASA course instructors or course developers through December 31, 2018. Motion passed with three abstentions.

### **Update – Listing of Candidates on ASA’s Website**

Ms. Tsai reported she has requested feedback from the International Marketing Committee regarding how a listing of Candidates on the ASA website will affect the Find An Appraiser feature. Headquarters will keep the Board informed of its progress on this project.

### **Update – Name Change of ASA**

Mr. Paradis and Mr. Russell proposed a re-positioning, not a re-branding, of the name of the ASA and recommended removing the full name of American Society of Appraisers from the logo and keeping “ASA” and “Providing Value Worldwide” in order to promote a more global strategy for ASA. They advised not discarding the formal name of American Society of Appraisers but to refer to the organization as “ASA”. The Board members expressed no concerns with this change. The proposal will be submitted to Legal Counsel for review.

### **Appointment of a Board Member as a Voting Member of the B&F Committee**

Mr. Morrison reported he received a nomination of John Mathe as a voting member of the B&F Committee. Mr. Mathe accepted the nomination. Ms. Desfor nominated Tom Simatos as a voting member of the B&F Committee. Mr. Simatos accepted the nomination.

A roll call vote was taken. Mr. Simatos was appointed as a voting member of the B&F Committee for the term July 1, 2018 through June 30, 2020.

### **Appointment of a G&J Member of the Nominating & Awards Committee**

Mr. Fuller nominated Mary Reich and Elisha Morgan as the G&J member of the ASA Nominating & Awards Committee for a three year term. A roll call vote was taken and Ms. Reich was appointed as a voting member of the Nominating & Awards Committee effective July 1, 2018 through June 30, 2021.

### **Old Business**

### **C&BL Committee’s Proposed Changes to the ASA Governing Documents**

Mr. Schwartz will draft a proposed resolution for approval by the Board of changes made to the governing documents as required in the agreement and plan of merger between the NAIFA and ASA.

### **Appointment of a CEO Search Task Force**

Mr. Morrison proposed the following slate of members for the CEO search task force.

Lee Hackett - Chair  
Bonnie Price  
Bob Morrison  
Nick Talbot – CEO IVSC  
David Doering – NAIFA – past President

Bill Engel – Ethics Committee Chair  
David Crick - Discipline Governor  
Chris Rosenthal - Discipline Governor  
Jeff Tarbell – BV Committee Chair  
Sam Shapiro – MTS Committee Chair  
Rob Luciani – RP Committee Chair  
Lela Hersh – PP Committee Chair  
Nina Wolford – GJ Committee Chair  
Jack Young – ARM Committee Chair

A recommendation was made to add a region governor to the task force. Mr. Morrison asked the five region governors to identify one of themselves to serve as a member of the task force.

The charge to the task force was discussed and agreed upon as follows:

1. Administer the search process.
2. Manage the activities of the outside search firm. The search firm will vet the candidates and recommend candidates to the task force.
3. Identify the best two or three candidates to recommend to the Board but will not rank the candidates.
4. Provide a detailed report to the Board.

Mr. Hackett noted that Pamela Kaul, the lead search consultant, will provide a presentation to the Board during their meeting in Anaheim, CA on October 6, 2018.

## **New Business**

### **ASA Election Process**

The Board discussed the nominations and elections processes and questions asked by former IFA members, now members of ASA. Mr. Hackett reported that Headquarters is exploring outside vendors to conduct ASA's election process and will make a recommendation to the Board.

Mr. Morrison recommended if a group of governors feel that the nominations and election processes need to be addressed, a motion or resolution can be presented to the Board.

A motion was made and seconded to adjourn. Motion passed. The Board of Governors adjourned at 5:14 pm Eastern.