



American Society of Appraisers
Minutes
Board of Governors GoToMeeting
January 22, 2019

President Bob Morrison called the meeting to order at 3:00 pm 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
Interim Chief Executive Officer

Robert B. Morrison, ASA
Douglas R. Krieser, ASA
Lorrie Beaumont, ASA
Sharon A. Desfor, ASA
Gary Snowdon, ASA
G. Adrian Gonzalez Jr., ASA
Mark J. Sandler, ASA, MGA
Rob Metcalf Jr., ASA
Garrett Schwartz, ASA
Bruce A. Johnson, ASA
R. Chris Rosenthal, ASA
Mary B. Reich, ASA, MGA
Martin D. Fuller, ASA, MGA
David Crick, ASA
John Mathe, ASA
Charles T. Rosoff, ASA
Tom Simatos, ASA
Michael T. Orman, ASA
Lee P. Hackett, FASA

Board of Governors not present:

Real Property Governor

Raymond H. Krasinski, ASA

Staff:

Chief Operations Officer
Chief Financial Officer
Chief Strategy and Marketing Officer
Sr. Director of Govt. Relations & Business Development
Director of Information Technology
Director of Credentialing Services
Governance Manager

Bonny F. Price
Joseph Noselli, MBA, CPA, CGMA
Todd J. Paradis
John Russell, JD
Sharlyne Tsai, PMP
Joy Marshall
Susan Fischer

Advisors:

Legal Counsel
Legal Counsel
Parliamentarian

Jerome C. Schaefer, Esq.
Stephen M. Schaefer, Esq.
Richard Hause, ASA

Observers:

Member At-Large, ARM Discipline Committee

Member At-Large, MTS and ARM Discipline Committees

Member At-Large, RP Discipline Committee

Ernest A. Demba, FASA

Richard Berkemeier, ASA

Mike Pratt, ASA

A quorum was established.

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.

A motion was made and seconded to accept the consent agenda as presented. Motion passed.

Treasurer's Report

A motion was made and seconded to approve a request by the MTS Committee for a modification to the FY2019 budget in the amount of \$7,500 for education content development of a 2 1/2 day face-to-face course "Valuation of Healthcare Facilities and Healthcare Equipment". Motion passed.

A motion was made and seconded to approve a request by the BV Committee for a modification to the FY2019 budget to update, improve and re-record BV POV Courses 201, 202, and 203 in the amount of \$14,000. The proposal includes a balance of an expense of \$46,000 for the same purpose to be incorporated in the FY2020 BV Committee budget. The total amount of funds to be approved is \$60,000 (\$14,000 for FY2019 and \$46,000 for FY2020). Motion passed.

A motion was made and seconded to approve a request by the BV Committee for a modification to the FY2019 budget in the amount of \$7,500 for education content development of a "BV Report Writing" face-to-face course. Motion passed. Funds to convert the course to OnDemand format will be added to the FY2020 budget.

Mr. Noselli presented the financial results for the period ending Dec. 31, 2018.

After Mr. Noselli's presentation a discussion was held addressing concerns regarding the loss in conference and education revenue and changes being made to improve performance in these areas.

Mr. Krieser, Chair of the 2019 International Conference Committee, was asked to include a report in the information provided to the Board of Governors informing them of the changes being made to the 2019 IAC and Business Valuation Advanced conferences.

A motion was made and seconded to accept the treasurer's report as presented. Motion passed.

CEO Search Committee Update

Mr. Hackett provided an update of the Search Committee's progress to date. He noted that identified members of the Board of Governors will conduct in-person interviews of the two or three candidates chosen as finalists by the Search Committee on February 27 and 28, 2019. Those Board members not attending in person will be invited to listen to the interviews by conference call and to participate in the deliberations.

Region Governor Task Force Update

Mr. Metcalf provided an update following a region governor teleconference held during December, 2018 to discuss coordination of communication between Headquarters and the region governors, scheduling chapter leadership calls, chapter awards, and simplification of the chapter dissolution process.

Mr. Morrison asked the members of the task force to work with Mr. Hackett and senior staff to determine the best solution to improve communication between the region governors, chapters and Headquarters.

ASA Course Licensing and Client Courses

Ms. Price provided an overview of the process of licensing discipline POV and specialty courses to chapters and provided the course licensing pricing structure as determined by the International Education Committee.

Duties, Responsibilities and Expectations of Members of the Board of Governors

Mr. Krieser asked that any additional comments/changes to the proposed duties, responsibilities and expectations of governors be sent to him as soon as possible. He will then prepare a policy for the Board's approval.

Distribution of the BoG "Board Book"

A discussion was held regarding Mr. Demba's proposal to make the board book available to non-board members of the Society upon request.

A motion was made to provide the open session and non-confidential information in each board book to members upon request. The motion was seconded with amendments to (1) make the board agenda available to those who request it and (2) by the next board meeting, Headquarters and Legal Counsel will have a recommendation on the logistics of disseminating the board book to members who request it. Motion passed with two (2) "no" votes.

Approval of CEO Contract

Mr. Hackett reported a contract has not yet been prepared. Mr. Morrison noted the board will approve the final Executive Employment Agreement and the final CEO candidate.

Resolution No. R20190122-01 Amendments to Administrative Rule XII

Therefore be it resolved that the Board of Governors adopt the attached amendments to Administrative Rule XII Section 1 C. 3. and Administrative Rule XII Section 1 E 1. and 3. effective immediately.

Resolved by Sharon A. Desfor, ASA and seconded by Robert B. Morrison, ASA.

Resolution passed.

Amended:

Administrative Rule XII Section 1 C. 3.

3. Nominations shall only be made by an Accredited Member (AM), Accredited Senior Appraiser (ASA), or Fellow (FASA), or reciprocal equivalent thereof;

¹The term “reciprocal equivalent thereof” refers to 1) any non-ASA designation that is issued to an individual, 2) by an organization that has merged into the American Society of Appraisers, 3) deemed to be equivalent to an existing ASA designation and 4) recognized as an equivalent designation in the merger agreement documents.

As Amended:

Administrative Rule XII Section 1 C. 3.

3. Nominations shall only be made by an Accredited Member (AM), Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹.

¹The term “reciprocal equivalent thereof” refers to 1) any non-ASA designation that is issued to an individual, 2) by an organization that has merged into the American Society of Appraisers, 3) deemed to be equivalent to an existing ASA designation and 4) recognized as an equivalent designation in the merger agreement documents.

Amended:

Administrative Rule XII Section 1 E. 1. and 3.

A. The Nominating and Awards Committee shall be guided in its deliberations and recommendations for candidates for the Lifetime Achievement Award by the following guidelines:

1. Be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹ in good standing;
3. Has held the grade of Accredited Senior Appraiser (ASA) and/or Fellow (FASA), or reciprocal equivalent thereof¹ for a period of at least twenty-five (25) years and be at least seventy (70) years of age.

As Amended:

Administrative Rule XII Section 1 E. 1. and 3

E. The Nominating and Awards Committee shall be guided in its deliberations and recommendations for candidates for the Lifetime Achievement Award by the following guidelines:

1. Be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹ in good standing;
3. Has held the grade of Accredited Senior Appraiser (ASA) and/or Fellow (FASA), or reciprocal equivalent thereof¹, for a period of at least twenty-five (25) years and be at least seventy (70) years of age.

Strategic Direction

Discussion of the proposal of the Carver Policy Model of Corporate Governance was postponed until after the Board of Governors retreat being held on March 30-31, 2019.

Officer Nomination Procedures Task Force

Mr. Orman reported the task force is in the process of gathering information from other associations on their nominations and elections procedures and will be providing a report to the board. Mr. Morrison asked that a resolution be drafted for the board's approval of any changes to the governing documents the task force recommends.

NAIFA Integration Challenges and Expectations

Mr. Russell reported of his participation in a conference call with former NAIFA board members that occurred during December, 2018. The group identified challenges and perceived challenges in communicating with the RP-NAIFA Committee and discussed ways to improve substantive communication with the committee.

Nominating & Awards Committee Report

Ms. Desfor, Chair of the Nominating & Awards Committee requested an extension for submission of the committee's report to the Board of Governors.

A motion was made and seconded to approve the extension of submission of the Nominating & Awards Committee report to no later than February 15, 2019. Motion passed.

A motion was made and seconded to adjourn to a closed session at 5:16 pm Eastern. Motion passed.