



# Society for Technical Communication

Board of Directors Teleconference Call  
19 July 2011

## Attendees

### Board

- Hillary Hart, President
- Alan Houser, Vice President
- Rachel Houghton, Secretary
- Cindy Currie-Clifford, Immediate Past President
- Nicky Bleiel, Director
- WC Wiese, Director

### Office

- Kathryn Burton, CAE, CEO
- Lloyd Tucker, Deputy Executive Director
- Steve Skojec, Director of Community Relations

### Guests

- Jacqueline Henson, STC Legal Counsel

### Absent

- Karen Baranich, Director
- Aiessa Moyna, Treasurer
- Lori Corbett, Director
- Rich Maggiani, Director
- Tricia Spayer, Director

## Call to Order

Ms. Hart called the meeting to order at 11:33 am EDT (GMT-4). A quorum was established. The agenda was adopted.

# Confidentiality Agreement

The Board of Directors considered the confidentiality agreement, dated 05 May 2011. This document had been made available to board members for review before the meeting.

Ms. Burton explained that the confidentiality agreement is expected as part of directors' obligations of duty of loyalty and duty of care. Directors are privy to strategic information that is not shared with most staff members. U.S. and New York law holds board members to a different and higher standard than it does staff members.

Ms. Burton reported that Jackie Henson is preparing a confidentiality agreement for STC staff members. This agreement will be considered supplemental to the current staff employee manual. Ms. Henson will also meet with the chairs of the nominating committee (Mark Clifford) and ethics committee (Cindy Currie-Clifford) to get their input on ethics requirements for the board of directors and nominating committee as well as for the membership at large. The results of this discussion and subsequent activities will likely take several months to come to fruition.

## Discussion:

Jackie Henson joined the call at 11:43 a.m. EDT (GMT-4). Board members discussed the logistics of conforming to the requirements, specifically item #4, which addresses the return of information to the Society, or the destruction of that information, at the end of a board member's term of office. Issues included whether the Society would actually request that information be returned, and how one might destroy information that lives on a corporate email server (whose contents are backed up and stored by the corporation).

Ms. Henson mentioned that one is assumed to take reasonable actions, and have a reasonable expectation that nobody will do anything improper with the data. She also emphasized the importance of documenting your actions. At the end of a board member's term of office, the former board member should propose to the Society Office that he/she will destroy confidential data. The Office should respond indicating receipt of the intention to destroy the data, leaving a record of the conversation and agreement.

The board supported amending item #4, to emphasize the destruction of data by putting this clause first and the return of data to the Society second. Ms. Burton and Ms. Henson will change the document accordingly.

## Action:

Motion approved to accept confidentiality agreement as amended during the discussion.

The board discussed the timeframe for signing the document. Those who spoke favored signing the document in the near future.

Motion approved that all BoD members be required to sign the confidentiality agreement before the scheduled meeting on 9 August 2011.

Ms. Henson left the call at 12:05 p.m. EDT (GMT-4).

## Adjusting the Size of the Board of Directors

The board considered the issue of whether the number of directors-at-large should be reduced for the upcoming election in 2012. Six directors-at-large currently are on the board. If the board were to stay at eleven total, four directors-at-large would be elected for the 2012-2014 term.

### Discussion:

Ms. Hart noted that she requested board members to share their views on the issue in advance of this meeting. Two board members who were not present had shared opinions by email: one suggested reducing the number of directors to five; the second favored no change, i.e., to leave the number at six.

Three board members in attendance spoke in favor of reducing the number of directors-at-large to four. One board member favored no change.

### Action:

Ms. Hart suggested postponing the vote to the next board meeting when more directors would be in attendance. Several board members objected based on the grounds that a quorum was present and the board had been given prior notice that this would be voted upon at this meeting, (NOTE: according to Robert's Rule, once an agenda has been adopted by the board, the chair may not alter it unless the majority of the board supports the alteration. Ms. Hart conducted a straw poll of how many directors wished to go forward with the vote: 4 out of 6 directors were in favor. Therefore, the vote was held.)

Motion approved that the number of directors-at-large be reduced from six to four beginning with the 2012 Society election.

A roll-call vote was taken:

Alan Houser: Yea

Cindy Curry-Clifford: Yea

Nicky Bleiel: Yea

Rachel Houghton: Yea

W.C. Wiese: Nay

## Changing Petition Requirements for Running for Society Office

Alan Houser summarized the current requirements for appearing on the slate of candidates for Society office. This summary had been previously provided to board members for review. The board considered whether these requirements are currently appropriate, or should be adjusted.

Society bylaws specify that members may be nominated by petition of the lesser of (1) four percent of the voting members or (2) 400 voting members.

### Discussion:

Discussion centered on the issue of whether this number is appropriate in the age of social networks. Several attendees expressed the opinion that the availability of social media and electronic petitions significantly ease the task of gathering the required number of signatures.

Ideas considered included:

- Whether the petition process should be available, or whether the nominating committee should be empowered to choose all candidates. Four board members favored the continued availability of a petition process, two did not.
- Changing "lesser" to "greater" in the bylaws; this would require a minimum of 400 signatories.
- Increasing the minimum percentage of signatories required. 10% of members was discussed.
- Increasing the minimum number required. 1,000 was discussed.

After discussion, the board decided to postpone the issue until a future meeting.

## Changing Petition Requirements for Introducing a Bylaws Amendment

Alan Houser summarized the current requirements for members introducing an amendment to the Society bylaws, for presentation via ballot or at the Society annual meeting. This summary had been previously provided to board members for review. The board considered whether these requirements are currently appropriate, or should be adjusted.

Society bylaws specify that 50 voting members may propose an amendment to the bylaws by submitting a written petition with their signatures.

### Discussion

Several Board members favored raising the minimum number of signatories to 100.

Because of the lack of time, the Board decided to postpone the issue until a future meeting.

## New Business

The membership department is preparing a communications campaign to former members about a new alumni renewal program. The Society will offer former members the opportunity to re-join the Society for the remainder of 2011 for \$99, with full reinstatement of membership tenure. Steve Skojec is preparing draft "Twitter" copy for Board members to tweet once the campaign is rolled out.

The Board of Directors will meet 9 August 2011 and 16 August 2011, 11:30 – 1:00 EDT (GMT-4). The 16 August 2011 meeting will feature special participation by the Community Affairs Committee (CAC).

# Adjourn

The meeting was adjourned at 1:07 pm EDT (GMT-4).