

**MINUTES OF THE BOARD OF GOVERNORS
REGULAR MEETING SEPTEMBER 10, 2005
ARIZONA ARTS, SCIENCES, AND TECHNOLOGY
ACADEMY FOUNDATION, INC. (AASTA)**

The first regular meeting of the Board of Governors of AASTA was held at the University of Arizona, Student Union, Ventana Room on September 10, 2005. The following members were present: David Berliner, Vicki Chandler, Michael Cusanovich, Lee Drickamer, Lorraine Frank, Peter French, Vincent Fulginiti, John Hildebrand, Robert Millis, Lynn Nadel, Nasser Peyghambarian, Nancy Felipe Russo, Zachary Smith, Leslie Tolbert, Sander van der Leeuw, and Neal Vanselow. The following members were not present: Charles Backus, Betsey Bayless, J. Lyle Bootman, James Buizer, Philip Christensen, Lee Drickamer, Gerald Jakubowski, Jane Maienschein, Al McHenry, Pierre Meystre, and Joaquin Ruiz. Also present were: Gail Burd, Dan Shilling, Patrick Burkhart and Suzanne Reuss.

Chair John Hildebrand called the meeting to order at 12:30 p.m.

John Hildebrand welcomed the Board to their first regular meeting and outlined the three previous Board meetings, for two of which the minutes required approval: the incorporators' meeting held on January 11, 2005 and the annual meeting held on April 16, 2005. Both sets of minutes were approved as distributed.

Further Board meetings for this year will be held in December and February, followed by the Annual Meeting in April. Teleconference access will be provided for future Board meetings to facilitate participation.

President's Report

Patrick Burkhart summarized the work accomplished since the Annual Meeting held in April.

The work of the nine AASTA Summer Panels has been completed and is presented in the agenda. The panels met a combined twenty-two times over 4 months, with 49 Founding Fellows participating in the effort.

The number of Founding Fellows has increased to 150, and initial fund-raising activities are underway.

David Young has resigned from the Board of Governors, citing a lack of time available to devote to the Board.

Looking forward to the fall, Patrick reported that the near-term priorities include fundraising, marketing, program initiation, and further expansion of the Founding Fellows to 200 people.

Treasurer's Report

Because Jane Maienschein was unable to attend the meeting, Patrick Burkhart presented the Treasurer's report on her behalf.

Patrick reported that the Internal Revenue Service has formally recognized AASTA as a 501c3 tax-exempt organization.

The financial summary reveals that more than \$50,000 had been raised in dues and gifts and that expenses for the period ending August 31 slightly exceeded \$40,000.

Patrick requested that the authorized signatories of AASTA's financial accounts reflect the newly elected officers of the Board, therefore, **RESOLVED** AASTA's signatories should be updated to reflect the current composition of the Board officers. The motion was made and seconded, and passed unanimously.

Additional Board Committees

AASTA's Bylaws call upon the Board of Governors to create three committees: Program, Nominating, and Finance Committees. It would be more functional if AASTA also had: an Executive Committee, to meet and make decisions quickly at times when the entire Board is unable to meet; a Public Relations Committee, to assist in promoting the work of AASTA activities; and a Strategic Planning Committee, to provide a distinct view of AASTA long-range progress.

It therefore was **RESOLVED** that the Board of Governors, pursuant to its powers within the bylaws, establish an Executive Committee to be composed of the five officers of the Board of Governors (chair, the two vice chairs, secretary, and treasurer) to be operational immediately, and Public Relations and Strategic Planning Committees, the latter two to be operational as soon as possible. The motion was made, seconded and approved unanimously.

Bylaws Amendments

Bylaws Amendments require majority votes by the Fellows either at the Annual Meeting or by special ballot. There are a few items that may require attention, such as changing the specificity regarding the month of the Annual Meeting, and a few other items that some Board members believe should receive attention at this point in AASTA's development.

Lynn Nadel expressed concern about the proposed classification system of membership (vs. Fellows) that charges membership dues but does not allow for voting rights. Lynn feels that this would openly discourage many of the very individuals AASTA seeks to engage. In discussion it was evident that the membership/fellowship structure outlined in the bylaws arose as a hybrid of the schemes followed by the National Academies and the American Academy of Arts and Sciences, on the one hand, and the New York Academy

of Sciences and American Association for the Advancement of Science on the other. The discussion was robust and varied and led to a request -- namely that the Nominating Committee prepare a suite of membership options for the Board of Governors to review and fully consider, prior to the December meeting. This discussion paper should describe the perks or benefits associated with being an AASTA Fellow, as well as the costs associated with joining AASTA as a student and how one might work one's way 'up through the ranks' over the years. We have our challenges set out for us, especially because we have chosen to cover a wide field of intellectual and artistic endeavor. Nonetheless, this is a good time to think about these issues, as we have not yet begun to recruit members beyond the Founding Fellows.

Nancy Russo asked that AASTA make a series of revisions in its materials to gender-neutral language and references, as this has become common practice in many professional organizations and societies. Patrick indicated that he would make a strong effort to assure that such changes were consistent throughout AASTA's materials.

The Board reviewed two suggested changes to the Bylaws. The first will redact language setting the Annual Meeting for September and the second requires attendance at Board meetings. These proposed amendments will be brought back to the Board with other changes recommended by the Nominating Committee in December for approval.

Board members will receive a set of suggested Bylaws Revisions prior to the December Board meeting, thereby allowing ample time for review and discussion at the meeting.

Authorization to Retain Staff

The incorporators deferred hiring staff in deference to the elected Board of Governors. Patrick Burkhart and Suzanne Reuss have been serving AASTA under a management stipend agreement with the incorporators. Patrick Burkhart has been the statutory agent for AASTA.

A motion was made and seconded, thereby **RESOLVED** to hire Patrick Burkhart as President and Suzanne Reuss as Vice President of AASTA. The Executive Committee will handle further matters related to their employment.

There was some discussion about the usefulness of Directors and Officers Insurance, particularly at the point when AASTA either hosts an event or releases a study. It is a topic that may become important at a later date.

Statement of Principles

A lengthy discussion ensued about the appropriateness, timeliness, and process related to requests for AASTA responses to matters of public concern brought forward by AASTA Fellows. A statement of principles was presented for review.

The consensus of the Board was that such matters and requests first be reviewed by the President, then by the Executive Committee, and finally by the full Board in a manner consistent with AASTA's charter.

Summer Panels

Each of the nine Summer Panels presented its findings and recommendations to the Board of Governors for approval. Patrick Burkhart presented a brief summary of the budget implications for the FY 2006 year. He indicated that a complete budget would be presented at the December meeting of the Board.

A motion was made and seconded to approve the panel reports. The motion passed unanimously.

There being no further business to come before the Board, the meeting was adjourned at 4:00 p.m.

Suzanne Reuss
Patrick Burkhart