



**Credential Counselors and Analysts of California
Board of Directors/Advisory Committee
Minutes
June 11, 2019
DoubleTree Sacramento**

Call to Order

After a quorum was determined, the June 11, 2019 special meeting of the CCAC Board of Directors was called to order by President Denise Payne at 9:20 am.

BOARD OF DIRECTORS PRESENT: Denise Payne, Tina Torres, Jenny Teresi, Jennifer Elemrani, Paul Deal, Rachelle Sousa

PRESIDENTIAL ADVISORY COMMITTEE PRESENT: Susan Carlisle, Jason Drewry, Myla Adeva, Kandi Gravenmier

Approval of Agenda

Action: A motion was made by T. Torres, seconded by P. Deal to approve the April minutes. None opposed, no abstentions, and the motion carried, the vote to approve was unanimous. A copy of the agenda is attached to the minutes.

Approval of Minutes

Action: A motion was made by J. Elemrani, seconded by T. Torres to approve the June meeting agenda. None opposed, no abstentions, and the motion carried, the vote to approve was unanimous.

Information Items

• **CTC Methodology Survey**

D. Payne provided an update on the joint efforts between CCAC and CTC to collect updated methodology course offerings from program sponsors. The results will be published by CTC in the next several months.

- **Treasurer Position**

In consultation with the non-profit attorney and based on CCAC by-laws, the treasurer position needs to be filled by an elected Board of Director's member. A CPA was retained as oversight during this transitional period. D. Payne explained there are responsibilities in that position which the BOD needs performed, and right now other members are covering those duties in addition to their elected role duties. CCAC will continue with Gilbert and Associates to maintain CCAC financials, bookkeeping duties and oversight for the remainder of the 2019 year. Advisory Committee Sr. IHE Representative, Rachelle Sousa, has been serving as the liaison in the interim assisting with CCAC coordination with Gilbert and Associates. Rachelle agreed to be considered with the understanding that she will receive support by the BOD and CPA in learning the duties.

Action: A motion was made by Jennifer Elemrani, seconded by Tina Torres to appoint Rachelle Sousa to fill the position of Treasurer. None opposed, no abstentions, and the motion carried, the vote to approve was unanimous.

Discussion Items

- **Job Descriptions**

The BOD discussed the need to continue updating job descriptions for BOD and AC elected members. This will be accomplished during a future BOD meeting or possibly as a subcommittee project.

- **Update and approve budget**

BOD reviewed financial comparison statements provided by Gilbert and Associates, reviewed past budget practices and updated the 2019 budget. Additional discussions will continue at the July 2019 meeting.

- **Fall Conference Contracts**

D. Payne provided procedures for maintaining documentation of signed contracts for the 2019 and 2020 contracts and contracts for 2021 and 2022 will be finalized pending edits after the 6/12/19 meeting with the DoubleTree hotel.

Break for lunch 12:20 pm

Reconvene 1:52 pm

- **Volunteer vs. Independent Contractor vs. Employee**

The BOD reviewed the differences between three key roles in non-profit organizations. D. Payne provided feedback from the non-profit attorney that indicated it was unusual for a non-profit the size of CCAC to have gone this long without any paid support positions. Discussion amongst the Board included the many duties that could be managed by an administrative support person. Discussion will continue during the July 2019 meeting.

D. Payne discussed her ongoing work with the non-profit attorney to review CCAC's policies and practices to ensure CCAC provides its membership with the best professional organization possible. It was noted that in the course of those discussions, the attorney indicated that it was not unusual for board positions to be compensated in non-profit organizations to help encourage participation in leadership roles by compensating those who serve, for their time and efforts. The

BOD determined that there should be further research done regarding whether compensation of BOD members would enable the BOD to more successfully recruit members to pursue BOD positions and ensure the long-term success of CCAC. D. Payne agreed to research compensation amounts paid by comparable non-profit organizations. It was recommended that the BOD review the current stipends paid to CCAC's registrar and website/listserv administrator.

During this discussion it became apparent to the BOD that D. Payne has spent significant hours since her election performing duties not required of the present role as President. The additional duties were necessitated by the unexpected passing of former President and elected Treasurer, D. Brumfield, resulting in an immense loss of operational knowledge. In order to help CCAC recover with daily operations and organizational structure, the past nine months have required an extraordinary effort by D. Payne to evaluate and analyze various facets of CCAC operations, including working with Gilbert and Associates to address the duties related to or dependent upon the Treasurer role that has remained vacant. The result of this process has been the development of new work processes and procedures that will allow the BOD to function in the event of an unexpected loss of a board member in the future and to prevent the isolation of key institutional knowledge to a single BOD member. It was evident to the Board that D. Payne has shouldered an enormous amount of work for almost the entirety of her presidency. The BOD asked D. Payne to step out of the meeting to discuss this item further. It was agreed that the BOD is grateful for the President's passion for CCAC, her willingness to invest personal time over many months of taking on the challenge of additional work in order to facilitate the forward progress of the organization, and that she did this willingly without expectation of compensation for her efforts, that her work was too significant to go uncompensated. It was noted that many BOD members have and continue to invest efforts in supporting CCAC that go beyond their position requirements. However, the work performed by D. Payne far exceeded typical efforts. It was decided that while compensating BOD members for work above and beyond the call of duty was not the norm for CCAC, the uniqueness of this situation merited a discussion about remuneration. The BOD reviewed CCAC's current bylaws and policies and determined compensation is an option. After considering the budget, analyzing the amount of work accomplished and the lasting impact of that work, the BOD was in full agreement that a one-time compensation for services rendered was warranted. D. Payne was asked to return to the room after the discussion concluded.

Action: A motion was made by J. Elemrani, seconded by T. Torres, to provide D. Payne with one-time compensation for the 2018-19 year in the amount of \$5,000 for services above and beyond the role of CCAC President. None opposed and the motion carried, the vote to approve was unanimous.

Action: A motion was made by R. Sousa, seconded by J. Elemrani, to pay the Holiday Inn invoice for the June 2019 Board Meeting rooms expenses. None opposed. No abstentions, and the motion carried, the vote to approve was unanimous.

- **Website Discussion**

R. Sousa facilitated a review of five proposals for development of a new CCAC website. Elements of the various proposals were identified by the BOD/AC as desirable components of a new CCAC website. A list was compiled, and P. Deal agreed to use the components list to review the proposals and identify follow-up questions to be posed to each vendor as none of the initial proposals addressed the full list. Once complete and comparable quotes are obtained, the BOD/AC will continue discussions in pursuit of a new website.

- **Additional Board Meetings**

It was determined that since the Fall conference will take place in November this year, an additional BOD meeting will be added to be scheduled on September 24th and an additional conference committee meeting to be scheduled for September 25th. T. Torres will invite CTC staff to join the meeting on the 25th.

Adjourn

5:08 p.m.

Action: A motion was made by Jennifer Elemrani, seconded by Tina Torres to adjourn at 5:08 p.m. None opposed, no abstentions, and the motion carried, the vote to approve was unanimous.

Next meetings:

BOD/AC- Tuesday, July 30th

Conference Committee- Wednesday, July 31st

Respectfully submitted,

Paul Deal

CCAC Secretary