



The quarterly meeting of the 2019 Board of Directors was called to order by President Bill Keegan at 5:46 p.m. PT on Wednesday, 25 March 2019. The Meeting was held at the Water's Edge Events Center in Belcamp, MD.

The following individuals were able to participate in the meeting:

<b>Board Officers</b>	
<b>Keegan, Bill</b> – President and Rules and Bylaws Committee Chair (via Phone)	<b>Crump, Pete</b> – Vice President and Strategic Planning Committee Chair (via Phone) – Left Meeting at 6:25 PM ET
<b>Gaidry, James</b> – Executive Director (ex officio)	
<b>Board Directors</b>	
<b>Johnson, Darryl</b> – Southern Nevada Chapter President (via Phone)	<b>Phillips, Mark</b>
<b>Moore, Brian</b>	<b>Sabile, Erwin</b> – Communications Committee Chair (via phone) – Left meeting at 7:29 PM ET
<b>Morey, Tim</b> – Channel Islands Chapter (via phone)	<b>Woffinden, Steve</b> – Valley of the Sun Chapter President (via Phone) – Left meeting at 7:40 PM ET
<b>Nikoloff, Peter</b> - International Region VP (via Phone)	
<b>Board Committee Chairs</b>	
Elections Committee – <b>Reynolds, Matt</b> (via Phone)	Publications Committee – <b>Gordon, Steve</b>
Events Committee – <b>Messer, Doug</b>	Senior Advisory Board – <b>Hudgins, Gene</b>
<b>Region Vice Presidents</b>	
West Region VP – <b>McKearney, Terry</b> (via phone)	
<b>Board Government Advisors</b>	
<b>Dowling, Mindy</b>	<b>Reuter, Abbe'</b>
<b>Guests</b>	
<b>Conway, Brian</b> – Left meeting at 7:10 PM ET	<b>Green, Peter</b> (via Phone) – 2019 Symposium Technical Program Chair

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The following individuals were not able to participate in the meeting:

<b>Board Directors</b>	
<b>Bjorkman, Eileen</b> – Treasurer	<b>Galetti, Ralph</b> – Roadrunner Chapter President
<b>Brown, Mark</b>	<b>Greer, Ed</b>
<b>Einfalt, Bruce</b> – Secretary	<b>Schab, John</b> – Ways and Means Committee Chair
<b>Board Committee Chairs</b>	
Awards Committee – <b>Clewer, Stephanie</b>	Professional Development – <b>VACANT</b>
Chapter & Individual Membership Committee – <b>Myers, Jim</b>	Corporate Development Committee – <b>Swagerty, Kathi</b>
Historian – <b>Welshans, James</b>	Technology Committee – <b>Merhoff, Henry</b>
<b>Region Vice Presidents</b>	
Mid-Atlantic Region VP – <b>McDonnell Zubowsky, Jeanine</b>	Southeast Region VP – <b>Thompson, Miles</b>
Northeast Region VP – <b>VACANT</b>	Southwest Region VP – <b>Dave Webb</b>
<b>Board Advisors</b>	
<b>Leiby, Larry</b>	<b>Wellons, Dave</b>
<b>Olinger, Jeff</b>	<b>Wells, Jamie</b>
<b>Quade, Carroll</b>	

**1.0 OPENING REMARKS**

- 1.1 President Keegan established that a quorum was present and thanked everyone for taking time to participate in the meeting.
- 1.2 Review of the Agenda – President Keegan then asked the Board if there were any comments regarding the agenda. Without objection the agenda was accepted.
- 1.3 President Keegan noted that Professional Development Committee Chair is still vacant. After discussion the following Action Item was assigned

***ACTION 032719-01: Each Board Member to review Professional Development Committee Chair roles and responsibilities and submit at least one candidate to fill this position. SUSPENSE: Update to be provided at the May 2019 meeting.***

- 1.4 Events Committee Chair Doug Messer reported out on the status of the following Action Item. After discussion the Action Item was continued.

**ACTION 121018-03:** Task Force (chaired by Doug Messer) to target non-DoD organizations. Define the need: What is our product for non-DoD? Community of interest prioritization of target industries. Task Force Members to include Mark Brown, Darryl Johnson, Kathi Swagerty, Jim Myers, Chapter Presidents.  
**STATUS:** Continued.  
**SUSPENSE:** Update to be provided at the May 2019 meeting.

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1.5 President Keegan reported out on the status of the following Action Items. After discussion the Action Items were continued.

**ACTION 121018-05:** Rules and Bylaws Committee, (Bill Keegan, Chair) to review ITEA Bylaws for potential inclusion of a requirement for ITEA Chapters to host and ITEA event.  
**STATUS:** Continued.  
**SUSPENSE:** Update to be provided at the May 2019 meeting.

**ACTION 121018-06:** ITEA President Bill Keegan to meet with ATEC Commander to discuss supporting ITEA.  
**STATUS:** Continued.  
**SUSPENSE:** Update to be provided at the May 2019 meeting.

1.6 President Keegan noted the issues regarding the recent “e-vote” conducted by the Board. After discussion the following Action Item was assigned

***ACTION 032719-02: Executive Director to propose Board e-Voting policy.***  
***SUSPENSE: Update to be provided at the May 2019 meeting.***

### 2.0 APPROVAL OF THE PREVIOUS BOARD MEETING MINUTES

Secretary Bruce Einfalt was unable to participate in the meeting. Executive Director James Gaidry asked the Board members to review the minutes from the 10 December 2018 Board meeting and asked if there were any corrections. After discussion a motion was made by Tim Morey and seconded by Pete Crump to approve the minutes with the one revision of changing Gil Torres’s Chapter from “White Sands” to “Channel Islands.” With no further discussion, the motion passed unanimously.

### 3.0 REVIEW OF CURRENT ACTION ITEMS

Secretary Bruce Einfalt was unable to participate in the meeting. Executive Director James Gaidry noted that all the Action Items would be presented within the various Officer and Committee reports. Without objection discussion on the other action items was tabled until the appropriate report.

### 5.0 TREASURER REPORT

Treasurer Eileen Bjorkman was unable to participate in the meeting. Executive Director James Gaidry noted that due to the Association’s financial constraints, ITEA has not had a financial review conducted by an independent accounting firm since 2013. Also, since 2013, the Executive Director has been filing the Association’s federal, state, and county tax forms without the assistance of an independent accounting firm.

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The Treasurer is requesting approval from the Board to investigate the pros and cons of conducting a financial audit during 2019 and present recommendation at next board meeting, along with proposed audit plan if one is recommended. Without objection the request was approved unanimously.

***ACTION 032719-03: Treasurer to investigate pros and cons of conducting a financial audit during 2019 and present recommendation at next board meeting, along with proposed audit plan if one is recommended.***  
***SUSPENSE: Update to be provided at the May 2019 meeting.***

### 6.0 WAYS AND MEANS COMMITTEE REPORT

Director Schab, Ways and Means Committee Chair, was unable to participate in the meeting. Executive Director James Gaidry presented the Committee's Report.

#### • 2018 SUMMARY

- Reserves, especially Education Reserves, continue to be under funded. Without action the reserve deficit will continue to increase.
- Events (short courses, tutorials, workshops, and symposium), while producing positive cash flow, fell short of budgeted net income.
- Non-event activities (certification, journal, membership), produced positive cash flow and exceeded budgeted net income.
  - Net income per member was \$41.
  - "Cost to Serve" was \$332/member.
- Web site development was \$10K under budget.

#### • CURRENT RESERVES

- "Quick" Cash Reserves are at 6.3 months - General guidelines for individual membership non-profit associations is to have 3-6 months of cash reserves.
- **Operating Reserves of \$10K is significantly below the policy guideline of \$200K.**
  - Should the Association experience another financial crisis as we did in 2012-2013, we would need to tap into the Education Reserves to maintain operations.
- **Capital Reserves of \$30,205 is below the policy guideline of \$75K.**
  - \$24K was invested in a new Web site during 2018. This project came in 31% / \$11K, UNDER budget.
- **Education Reserves of \$125,711 is significantly below the policy minimum of \$384K.**
  - Until the Education Reserves are fully funded, funding of Chapter scholarship and STEM grant will continue to be restricted.
  - The 2019 budget provides just 12% of the total amount of Chapter earned education funds.
  - The Education Reserve deficit grew by 33%, or almost \$100K, in 2018.

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- It is highly probable that the Association will never be able to fully fund Chapter scholarship and STEM grants unless dues and fees are increased.

**ITEA EDUCATION RESERVES TO  
FUND CHAPTER SCHOLARSHIPS AND GRANTS**

<u>Chapter</u>	<u>Current Education Funds "OWED"</u>	<u>2019 Scholarships/Grants Funds Budgeted</u>
George Washington	\$91,728	\$5,000
Southern Nevada	\$66,168	\$15,000
Antelope Valley	\$59,617	\$15,000
Francis Scott Key	\$45,177	\$10,000
White Sands	\$48,399	\$5,000
Emerald Coast	\$18,603	\$2,500
Hampton Roads	\$15,703	\$2,500
Channel Islands	\$13,378	\$2,500
Rocket City	\$9,529	\$1,000
Roadrunner	\$6,446	\$2,000
Southern Maryland	\$6,160	\$1,000
Valley of the Sun	\$5,645	\$2,000
Penn State	\$3,870	\$500
Central Florida	\$575	\$500
<b>TOTAL</b>	<b>\$391,423</b>	<b>\$64,500</b>
<b>125% Target</b>	<b>\$489,279</b>	
<b>CURRENT EDUCATION FUND RESERVES</b>		<b>\$125,711</b>
<b>EDUCATION RESERVES DEFICIT TO MINIMUM</b>		<b>(\$265,712)</b>
<b>EDUCATION RESERVES DEFICIT TO 125% TARGET</b>		<b>(\$363,568)</b>

In order to replenish ITEA’s reserves, and return the financial stability of the Association to the level needed to fully fund Chapter Scholarships and Grants, the Committee recommends increases to the Association’s dues, fees, and pledges. If all these increases are implemented for 2019, the ITEA reserves could be replenished and Chapter Scholarships and Grants could be fully funded within 2 years.

The ITEA Board has increased the Association’s dues and event fees on a every three or four-year schedule. It has been 3 years since the last increase. ITEA’s dues and event fees remain lower than the majority of other “like” organizations.

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The Ways and Means Committee recommends the following changes to the ITEA Individual Membership Dues:

- i. Increase Individual Membership dues to \$95 (\$125 for International Individual Membership Dues).
- ii. Offer a Government Employee and Active Duty Military membership dues rate of \$45.
- iii. Offer a New Professional (less than 5 years of test and evaluation experience) membership dues rate of \$25, same as offered to Full-Time Students.

After discussion a motion was made by Brian Moore and seconded by Mark Phillips to approve Committee's recommendation on Individual Membership Dues as presented. With no further discussion, the motion passed unanimously.

After discussion of the remaining proposed changes to dues and fees, the following Action Item was modified and continued:

***ACTION 032719-04: Ways and Means Committee to vet impact of DEPS MOU change of net income split for the DET&E/SoS Workshop from 35% DEPS / 65% ITEA (35% ITEA Chapters 65% ITEA) to 50% DEPS / 50% ITEA (35% ITEA Chapters 65% ITEA).  
SUSPENSE: Update to be provided at the May 2019 meeting.***

***ACTION 121018-04: Ways and Means Committee to work with Corporate Member Representatives (to include Kathi Swagerty, Brian Moore, Time Morey, Steve Woffinden, Mark Phillips, Mark Brown, Gene Hudgins, and Lewis Hundley) to revise and rationalize any proposed dues and fee increases, especially those affecting Corporate Members.  
STATUS: Modified and Continued.  
SUSPENSE: Update to be provided at the May 2019 meeting.***

### 8.0 EVENTS COMMITTEE REPORT

Doug Messer, Committee Chair, presented the Committee's Report. After discussion the following Action Items were continued.

**ACTION 121018-01:** The Events Committee to develop a list of "Top 4" topics for potential workshops. Align with DoD strategic Plan.  
**STATUS:** Modified and Continued.  
**SUSPENSE:** Update to be provided at the March 2019 meeting.

**ACTION 121018-02:** The Committee to ensure that the Symposium highlights the Pacific Missile Range Facility as the "venue" and education as the purpose for the Symposium. Schedule range tours, plenary and/or track sessions in range facilities, etc. Work with the Range Commanders Council to co-locate their quarterly meeting with the Symposium. Include in the agenda CTA Commanders Panel, tutorials/track session topics for executives.  
**STATUS:** Modified and Continued.

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**SUSPENSE:** Update to be provided at the March 2019 meeting.

**9.0 ADJOURNMENT**

The meeting was adjourned at 7:40 PM ET when the number of participating Directors dropped below the required quorum. All remaining business will be tabled for the next meeting.

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Date Approved

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Bruce Einfalt  
ITEA Board Secretary