

**Minutes**  
**NAAE Board of Directors Meeting**  
**March 7-8, 2020**

The NAAE Board of Directors conducted a board of directors meeting on March 7-8, 2020 at the NAAE offices in Lexington, Kentucky. Board members in attendance included: Parker Bane (IL), President; Sherisa Nailor (PA), President Elect; Eric Tilleman (MT), Region I Vice President; Todd Thomas (CO), Region II Vice President; Mary Hoffmann (MN), Region III Vice President; Deanna Thies (MO), Region IV Vice President; Stan Scurlock (FL), Region V Vice President; Dr. Robin McLean (NJ), Region VI Vice President; and Wm. Jay Jackman (KY), NAAE Executive Director. NAAE Associate Executive Director, Alissa Smith (KY), was also present. Other guests attended portions of the meeting as detailed in the meeting minutes.

The minutes of the meeting are as follows:

**Saturday, March 7, 2020**

- 1. Call to Order** – President Parker Bane called the board meeting to order at 7:59 a.m. on Saturday, March 7, 2020. Parker welcomed all to the meeting.
- 2. Reflections and Pledge to the American Flag** – President Elect Sherisa Nailor led the directors in reflections and the Pledge of Allegiance to the Flag of the United States of America.
- 3. Approval of the Agenda** – Sherisa Nailor moved, Mary Hoffmann seconded, to approve the agenda with flexibility; the motion carried.
- 4. Approval of Minutes** – Stan Scurlock moved, Robin McLean seconded, to approve the minutes from the December 2, 2019 NAAE Pre-convention Board of Directors Meeting; the December 4, December 5, and December 7, 2019 NAAE Convention Business Sessions; the December 7, 2019 NAAE Post-convention Board of Directors Meeting; and the December 11, 2019 NAAE Board of Directors Conference Call Meeting. The motion carried.
- 5. Board and Staff Reports** – Parker Bane invited each director and staff person to present an update on their activities since the 2019 NAAE Convention.
- 6. Board Orientation and Training** – Jay Jackman led the board through board training to clarify the roles and responsibilities of the NAAE board of directors and the NAAE staff. All board members and staff were asked to complete, sign, and return a Conflict of Interest Disclosure.

- 7. Inclusion, Diversity and Equity Statement Development** – Dr. Roger Cleveland, Millennium Learning Concepts, Lexington, KY, led the directors in developing an inclusion, diversity, and equity statement for NAAE.

*“NAAE is committed to advancing, in our organization and communities, inclusion, diversity and equity. The choice to create a just and equitable organization is not accidental. We intentionally prioritize fostering an inclusive environment that ensures people are respected and valued. We are committed to creating and supporting programs and policies that build an organization that values open communication and is respectful of differences.”*

Robin McLean moved, Mary Hoffmann seconded, to approve the statement as developed by the directors; the motion carried. Sherisa Nailor moved, Eric Tilleman seconded, to post the statement on the NAAE website; the motion carried. Eric Tilleman moved, Mary Hoffmann seconded, to post the statement in the NAAE Leadership Handbook; the motion carried.

- 8. Executive Director Report** – Jay Jackman presented the executive director’s report, which included: 1) a report on the relocation of the NAAE offices from the UK campus to One Paragon Centre in Lexington; 2) a discussion of the evaluation process for the NAAE executive director; 3) the use of “Office Vibe” to gauge the attitudes of the NAAE staff in their working environment; and 4) a discussion of the need and process for conducting exit interviews with staff who choose to leave NAAE. Regarding the expenses related to relocating the NAAE office, Sherisa Nailor moved, Todd Thomas seconded, to authorize the executive director to expense non-recurring costs in the 2019-20 fiscal year, to the extent allowable under Generally Accepted Accounting Principles (GAAP); the motion carried.

*President Parker Bane recessed the board meeting for lunch.*

- 9. National FFA Organization and National FFA Foundation Report** – Mark Poeschl, CEO of the National FFA Organization and the National FFA Foundation, presented a report on the National FFA Foundation grants to NAAE. He also presented a report that was compiled by Denise Weathersbe, National FFA’s human resources officer, on comparisons of NAAE staff salaries with salaries of other organizations similar to NAAE in the same geographic region.
- 10. Associate Executive Director Report** – Alissa Smith presented the Associate Executive Director’s report, which included: 1) the current NAAE membership reports; and 2) an update on professional development programs.
- 11. NAAE 401k Plan** – Stephanie Nallia, Morgan Stanley, NAAE’s financial advisor, and Aaron Wiseman, Lincoln Financial, presented a rationale and recommendation to move the investments for the NAAE 401k Plan from Empower/Great West Financial to Lincoln Financial. This would result in cost savings for each individual participant in the plan as well as cost savings to NAAE. Todd Thomas moved, Stan Scurlock seconded, to transition

the NAAE 401k Plan investments from Empower/Great West Financial to Lincoln Financial; the motion carried.

## **12. Committee Meetings**

- a. Strategic Planning Committee Meeting** – Sherisa Nailor, Board Strategic Planning Committee Chair, conducted the Strategic Planning Committee meeting. Dana Wood, North Carolina, Full Strategic Planning Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)
- b. Professional Growth Committee Meeting** – Eric Tilleman, Board Professional Growth Committee Chair, conducted the Professional Growth Committee meeting. Roger King, Wisconsin, Full Professional Growth Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)
- c. Finance Committee Meeting** – Deanna Thies, Board Finance Committee Chair, conducted the Finance Committee meeting. Stacy French, Missouri, Full Finance Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)
- d. Member Services Committee Meeting** – Stan Scurlock, Board Member Services Committee Chair, conducted the Member Services Committee meeting. David Ruvarac, Pennsylvania, Full Member Services Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)
- e. Marketing Committee Meeting** – Robin McLean, Board Marketing Committee Chair, conducted the Marketing Committee meeting. Kim Houser, Wisconsin, Full Marketing Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)
- f. Public Policy Committee Meeting** – Mary Hoffmann, Board Public Policy Committee Chair, conducted the Public Policy Committee meeting. Linda Sattler, Wisconsin, Full Public Policy Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)
- g. Policy and Bylaws Committee Meeting** – Todd Thomas, Board Policy and Bylaws Committee Chair, conducted the Policy and Bylaws Committee meeting. Matt Dettloff, Florida, Full Policy and Bylaws Committee Chair, joined the meeting via conference call. (Refer to the committee report for the details of the committee meeting.)

- 13. National Teach Ag Campaign Report** – Ellen Thompson presented a report on the National Teach Ag Campaign and the My Local Cooperative initiative.

- 14. CASE Report** – Nancy Trivette presented the report on the CASE initiative including staff updates, 2020 CASE Institutes, and progress on additional current CASE projects.

*President Parker Bane recessed the board meeting for dinner at 5:30 p.m. Following dinner, the board reconvened at the NAAE office for an evening discussion session.*

- 15. NAAE Executive Leadership Structure Discussion and Executive Session** – The board discussed the executive leadership structure of the organization and went into executive session to continue the discussion.

**Sunday, March 8, 2020**

*President Parker Bane reconvened the meeting on Sunday, March 8, at 7:45 a.m.*

- 16. Executive Session** – The board went into executive session from 7:45 am until 8:45 am.
- 17. Decisions from Executive Session** – During the executive session, the directors agreed to:  
1) extend the executive director’s contract through December 31, 2020, with salary adjustments; 2) to develop a revised position description for the NAAE Executive Director; 3) to develop a position description for a NAAE Chief Financial Officer; and 4) to implement timelines for hiring a new executive director and chief financial officer.

Executive Director Search Timeline:

- July 1 – Post Position Available
- July 22 – Application Period Closes
- August 5 – Screening of Applications Complete
- August 28 – Interviews Completed / Negotiations Begin
- October 1 – Public Announcement of New Executive Director
- October 15 – Start Transition Period with New Executive Director

Chief Financial Officer Timeline:

- September 1 – Post Position Available
- September 15 – Application Period Closes
- October 1 – Screening of Applications Complete
- October 23 – Interviews Completed / Negotiations Begin
- NAAE Convention – Public Announcement of New CFO
- January 1, 2021 – Start Date for new CFO

In addition, the following decisions were made:

Stan Scurlock moved, Eric Tilleman seconded, to approve a staff associate position for which one-third of the salary and fringe benefits would be requested under the National FFA Foundation New Positions Grant; the motion carried.

Mary Hoffmann moved, Todd Thomas seconded, to approve a program assistant position for which the salary and fringe benefits would be requested under the National FFA Foundation New Positions Grant, the motion carried.

Robin McLean moved, Sherisa Nailor seconded, to approve a program manager position, predominantly for the National Teach Ag Campaign, for which the salary and fringe benefits would be requested under the National FFA Foundation New Positions Grant, the motion carried.

Stan Scurlock moved, Mary Hoffmann seconded, to approve 2019-20 salary adjustments, to take effect March 15, 2020, and to approve the 2020-21 salary levels; the motion carried.

**18. NAAE Branding Project** – Alissa Smith led the discussion of the NAAE branding project. JoJo Rinebold, under contract with the National FFA Organization, will be leading the branding project. JoJo presented to the board via Zoom highlighting some of the forthcoming work. JoJo will be paid for her time under her retainer with the National FFA Organization; NAAE will cover her travel expenses for this work.

**19. NAAE Board Representative Reports**

**a. The National Council for Agricultural Education Report** – Paul Larson, NAAE’s representative to The National Council for Agricultural Education, presented a Council report.

**b. National FFA Organization Board of Directors Report** – Travis Bradshaw, one of the teacher representatives to the National FFA Organization Board of Directors, presented a report from the National FFA Organization Board of Directors.

**c. National FFA Foundation Board of Trustees Report** – Krista Pontius, NAAE’s representative to the National FFA Foundation Board of Trustees, presented a report from the National FFA Foundation Board of Trustees.

**20. 2020 NAAE Regional Conferences** – Alissa Smith led a discussion regarding what board members need for the upcoming 2020 regional conferences. It was agreed that staff will provide an editable PowerPoint presentation that board members can use. Board committee consultants need to provide their respective committee talking points to Alissa Smith no later than April 15, 2020. An exploration of the potential for a NAAE dues increase will be discussed at the regional meetings; Deanna Thies will develop the discussion points. Regional meeting documents will be in electronic format to the greatest extent possible. Parker Bane and Sherisa Nailor will determine which meetings they will attend and staff will cover the others.

**21. Committee Reports and Approvals** – Sherisa Nailor moved, Stan Scurlock seconded, to accept the board committee reports as posted on Communities of Practice; the motion carried.

**22. 2019 NAAE Convention Evaluation** – Alissa Smith led the board through the evaluation of the 2019 NAAE Convention in Anaheim.

- 23. 2020 NAAE Convention Planning** – Alissa Smith presented the update on the 2020 NAAE Convention in Nashville. More details on the proposed schedule for the 2020 convention will be provided to the directors prior to the April 2020 board conference call meeting.
- 24. Executive Director Evaluation Instrument** – The directors agreed on a new evaluation instrument for the executive director that would be used from year to year to provide continuity in the evaluation. Robin McLean moved, Todd Thomas seconded, to ask the past president to pilot test the new instrument on an evaluation of the current executive director for the 2019-20 fiscal year; the motion carried.
- 25. 2020 Spring Board Conference Call** – The spring board conference call will be April 6, 2020 at 6:00 pm Eastern. Topics for this conference call directors meeting will include approval of the 2020-21 NAAE budget, review draft position descriptions for executive director and chief financial officer, pilot executive director evaluation (based on newly approved evaluation instrument, and the 2020 NAAE Convention schedule.
- 26. 2020 Summer Board Meeting Planning** – The summer board meeting will be in Lexington, Kentucky. Travel day is August 27. August 28 will be for executive director interviews. Board meeting days are August 29 (full day) and August 30 (morning only). Travel home day is afternoon of August 30.
- 27. Adjournment** – With no further business to be transacted at this NAAE Board of Directors meeting, Stan Scurlock moved, Robin McLean seconded to adjourn; the motion carried. President Parker Bane declared the meeting adjourned at 11:35 a.m.