

AMERICAN SOCIETY OF ADAPTATION PROFESSIONALS

**American Society of Adaptation Professionals
Spring 2018 Board Meeting
1447 N. Oakley Blvd, Chicago, Illinois
April 24 – 25, 2018**

Meeting Minutes

Meeting Objectives

- ❖ Building Relationships Among Board Members
- ❖ Understanding Field Building and ASAP's Role in the Adaptation Field
- ❖ Setting Strategic Direction and Operational Priorities
- ❖ Understanding the Current ASAP Financial Position
- ❖ Assessing the Current ASAP Board Governance Functions
- ❖ Assessing Board Capabilities and Needs for Upcoming Elections Process

Tuesday, April 24, 2017

In Attendance:

In Person:

Board Members: Jennifer Jurado, Missy Stults, Joyce Coffee, Steve Adams, John Nordgren, Eric Mielbrecht, Josh Foster; Beth Gibbons, Ex officio
ASA Staff: Rachel Jacobson

Online:

Board Members: Jessica Grannis, Jacqui Patterson;
Guests: Maggie Ullman, Lauren Bradley, Ullman Consulting

Welcome & Meeting Orientation (Joyce & Steve)

Welcome to Chicago and Joyce's home; logistics and agenda review

Joyce provided welcome remarks and housekeeping regarding her lovely Chicago home.

Beth introduced the meeting packet contents.

Steve introduced the meeting agenda highlighting the day 1 focus on strategy and alignment and day 2 focus on board formation and roles and responsibilities.

ASAP History - The Journey Thus Far (Missy & Steve)

Steve provided an overview of the history of ASAP from it's beginning in Oregon with funding from the Kresge Foundation in 2009 with a number of the founding members include Steve, John, Missy, Joyce, Jessica, Josh, Terri Cruce, and Joel Smith. ASAP grew out of those early discussions with a focus on bridging research and practice with academic and NGO involvement. Later funding from the Rockefeller Foundation propelled work forward and shifted the ambition from a network to membership society. ASAP officially launched in 2014, was incorporated in 2015, and became independent in 2017.

- 3 pillars of strategy with deep roots on table from 2009 - 2017: policy advocacy for field, enabling implementation, membership-network, creating best-practices

Following Steve's introduction the board participated in a process of "appreciative inquiry" offering examples of how they have witnessed ASAP's success and growth over the last several years. Some of these examples included the following sentiments:

- No longer alone in adaptation practice
- Opportunity to connect: have created an organization to make practice better

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- Funders engaged: have had opportunity to lead and set standards for practice, define resources and needs; pulled funding along and defined “state of the field”
- Legitimizing and confirmation of field of adaptation, and arc from 2009 to now as a real field; have generated a supportive community
- Defined field and workforce, so young professionals can call themselves adaptation pros now
- ASAP has become a centralized hub, connective tissue for field, showing intentionality; building bike as we ride it; show we can do it, lessons learned
- Have more people in network and field than we can know, means ASAP is growing
- Has helped identify “right people” to connect with now, and no longer need to struggle to find people; allowing young professionals to leap frog; also formality helps communities engage in field and practice especially as field is validated and legitimized
- Acknowledgement of Kresge’s support of the organization and requests of this meeting: Lois should be acknowledged in providing both resources and advice through the life of ASAP, and teaching ASAP how we can engage with other funders
- Lois DeBacker Pre-Board Meeting advice:
 - Board needs training
 - ASAP needs a Theory of change (with Ullman support):
 - ASAP viewed as critical to field, but needs strategic focus to advance field. Also needs to develop understanding of Board role and how Board is contributing to strategy and field in practice
 - Kresge is concerned about the spending rate on the 2 year grant. ASAP work needs to be focused. There is also a great concern about “Tipping”. This is an IRS issue when a single funder provides over 30% of an organization’s budget over 5 years.

ASAP Now (Beth)

Beth provided an introduction of the ASAP Mission and ASAP Difference, introduced the Draft Logic Model and Theory of Change. This was to bring to mind these concepts ahead of the presentation and activities by Ullman Consulting

Field Building and the Role of ASAP (Maggie Ullman & Lauren Bradley)

Maggie Ullman of Ullman Consulting provided an overview of the Landscape Assessment she and her team are working on for ASAP, provided definitions of the stages of field building and the overall purpose of the assessment.

Maggie led the board through three alignment activities demonstrating how aligned or diverse the board view is on: A) the type of transformation ASAP is trying to advance (field building, movement building, or market transformation).

The board made a number of suggestions for strengthening, broadening and/or continuing the work that Maggie is undertaking. These include:

- Work with Ullman on mapping metrics to activities and mission category
- Map Ullman work on to member value proposition activities
- Include a better list of organizations for comparison? Current list of organizations to compare needs to add funders, private sector, policy organizations besides other members orgs

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- Need to understand how other organizations knit field together, not just their activities, what gaps need to be filled, and how ASAP “connects and supports” members to build field), to unearth ASAPs unique role and value proposition
- USDN, APA ARE member organizations: how do members inform strategic planning in those and other organizations?
- Derive member value proposition from member survey
- Have Ullman help us on evaluation, but maybe ASAP can do organizational comparison independently especially as it already has been accomplished by several Board and community members, and convey that work to Ullman?
- Consider Ullman doing NEW project on “field building analysis”

Discussion:

Maggie’s presentation, activities and the discussion that followed brought up a number questions and considerations. These included that the the board believes that ASAP can be both a membership organization and a network. The board sees the potential for leveraging existing frameworks for these different approaches and building an organization that can be inclusive of the broad adaptation community, while using network methods to subsets of that membership together to generate new a needed resources. We can find our equilibrium building off the frameworks/models

The board sees planning as a model field: self-identify as adaptation professional and be center of VEN diagram of folks who do something else but also do adaptation; determine which communities we are serving with adaptation beyond self-identified adaptation experts (e.g. planning, public health, etc.)

Inspire members not to “fall backwards into adaptation, but to step forward into it”

John provided a definition of an adaptation professional which the board appreciated and validated, “an adaptation professional is someone engaged in the process of incorporating climate change information/data considerations into their work”

However, stay focused as much as possible on serving “adaptation members” with ASAPs limited resources

Working Lunch Discussion: ASAP Theory of Change

During this working lunch session the Board revised the draft Theory of Change and the ASAP mission statement. Some of the key points of the discussion include:

Attributes of ASAP

1. We are a Membership Organization
2. We are focused on Field Building (currently)
3. We are a connector and NOT a doer

Revised Mission Statement:

Connecting and supporting climate change adaptation professionals to advance innovation and excellence in the field of climate change adaptation.

- This is a minor change in language and major shift in how we perceive the role of the organization. Previously it was: connecting and supporting climate change adaptation professionals, while advancing innovation and excellence in the field of climate change adaptation.

Revised Theory of Change (Still Draft)

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“ASAP will connect and support climate adaptation professionals and promote evolution of the field by promoting innovation and standardization in the field of climate change adaptation. ASAP will do this by ensuring that adaptation and resilience work is equitable, ethical, and effective.”

In the course of the discussion a resilience frame was discussed, but parked because of concerns about it being too general – akin to sustainability – and staff offered the potential solution of using resilience in our messaging while keeping components of the mission, ToC, and strategic priorities adaptation centric.

- Using adaptation vs resilience vs other terminology: conclude that key focus should be adjusting, and coping with impacts as a way to describe ASAP, so don't need to stall on terminology)[Comment: outside US, “resilience” is le mot d'jour]
- ASAP still about “the people” while CAKE and Adaptation Clearinghouse are about the info, along with other orgs also doing practice; so ASAP is unique in still focusing on the people professionals
- Core of field building and evolution of change IS “identity development” (JOSH) as a professional or as a professional field which is common to all members of ASAP regardless of how active or what they want out of it

ASAP Work Plan Review (Beth)

Update from Beth on ongoing activities via a presentation of the ASAP Update Webinar. Board peppered in questions on each section, expressed a strong desire to see more focus on the member value of each activity, and expressed concern about ASAP doing TOO much! Other concerns arose around the program area graphic and the perceived allocation of resources by using a quadrant graphic. Discussion points include:

Vision and program areas: current areas reasonable reflective of mission statement

- Innovation and policy may not map onto current (updated) mission?
- ASAP should not be doing the innovation itself, but instead facilitating members innovating
- Promoting field at the **policy** level, could include:
 - promote and educate about adaptation field at Federal exec and congressional levels
 - connect Federal and state level policies
 - change Federal legislation by mainstreaming adaptation
 - also could include different bins of policy on private sector, finance, standards and codes, etc.

Frame member value – what is benefit to members – value proposition

- Arming Board and members to promote the field – include in ASAP member profile

Aligning Strategic Priorities and Needs of the Field (Discussion)

Together, the board mapped how the current ASAP activities align with the strategic priorities for advancing the adaptation field and the current evolution of the field. The activity provided an opportunity to review the recommendations from the recent state of the field report, “Rising to the Challenge, Together,” and see where ASAP is providing programs that fulfill those recommendations and where there remain gaps.

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Translating Strategy into Action: Five-Year Visions for ASAP

During this session Board Members wrote a narrative of their five year vision for ASAP. The visions were shared one by one with the group reacting to each vision statement with what they agreed upon and what they felt was misplaced or needed clarification. A summary of the themes which emerged are:

ASAP has a ROBUST AND DIVERSE MEMBERSHIP, which includes an increase in membership of at least 1,000 and up to 10,000. The membership dues from this broad and diverse membership will fund core programs and administrative costs.

ASAP fosters CROSS SOCIETY COLLABORATION which includes partnerships with aligned societies leading to enhancement of mainstreaming best adaptation practices.

ASAP IS MAINSTREAMING ADAPTATION in order to build awareness of adaptation opportunities across the public and private sector, to create a common understanding of adaptation across aligned fields of practice, and to integrate adaptation action and investment through policy. Through ASAP, adaptation and climate will part of every decision making process. Mainstreaming will open up the possibility for transformational changes, including prioritizing equity in all decisions.

ASAP is leading on EDUCATION AND STANDARDIZATION for the adaptation field through supporting members' ongoing learning needs, partnering on adaptation curriculum within high ed, serving as a hub for the standards of practice and offering certification opportunities.

ASAP will ADVANCE by elevating member led INNOVATION and highlight examples of excellence in the field, leading to the organization being recognized as a venue for learning about state of the art practices and policies. By highlighting these member achievements, ASAP will drive demand for improved practice and high quality adaptation services.

ASAP will do these things by being the central support for membership and in turn the adaptation community, by being the leading professional society of adaptation and having strong partnerships with other professional societies. ASAP will be an organization with activated and engaged members who are leaders in the adaptation field and beyond. The

The ASAP board will be publicly elected and service on the board is an honor.

ASAP Staff time is allocated by member valued and driven by member needs and interests.

This vision exercise highlighted some immediate areas of needed improvement:

- Website Function
- Member activities prioritization
- Alignment with NAF
- Alignment with Professional Societies

We found that we are indeed field building with aspects of market and movement building.

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We will get more data from the survey and be able to attenuate what services and activities we need to prioritize.

Treasurer's Report: Overview of ASAP Finances (Eric)

Treasurer's reports are available in appendix.

Eric provided a concise and informative introduction to nonprofit financials, reporting requirements and an overview of the current state of ASAP's financial position. The leading themes and highlights include:

- Standard non-profit practice: Quarterly reports of finances to Board from Oct 1 – Sept 30 (Fed FY), even though ASAP began December 1, 2017
- Practice: assumes checks and balances in Bylaws
- Treasurer manages accounts with ED (e.g. allocation, payroll)
- Types of Funds:
 - restricted: funder directs
 - unrestricted funds directed at Board discretion (e.g. dues)
 - quasi-restricted: flexible but may have provisions (e.g. project timelines)
- Reporting to funders, usually annually
- IRS Form 990 (established procedures Dec 1, 2017)
- Balance sheet: assets as of March 31, 2018 (checking & savings): \$333,577 in bank
- income and debits by category:
 - net income: \$410,492
 - net expenses: \$280,284

Day 1 Reflection (Jennifer & John)

Jennifer and John provided a recap of Day 1 activities including the key discussion points, agreed upon assumptions, and areas of further deliberation and action.

Highlights from Jennifer included:

- ASAP is a convener
- People are our strength, ASAP is its members
- ASAP links to information, shares information, and standards
- It serves a diverse community, but still needs to formalize how to do this well, across a broad membership.
- Agreement on ASAP as hub, interdisciplinary, cutting edge, policy focused, go to, avant garde, leading field as part of 5-year vision
- The board defined who is an adaptation professional; with a focus on inclusivity, rather than exclusivity
- The Mission statement was updated with emphasizing field innovation, delivery while supporting innovation
- ASAP is focused on field building today, but an eye toward advancing market innovation and movement building in our 5 year outlook.
- While a diverse set of activities may be necessary, we need to reduce the overall list of activities and strengthen core areas of action and develop metrics to evaluate our successes in those areas.

Highlights from John included:

- History: field building focus on mapping systemic frames of change to what ASAP is doing

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- Board started morning day 1 very different about assumptions, but evolved through the agenda and discussion that followed:
- Mission redefinition: changed “while advancing” to “to advancing” – showed Board unity, and clarified staff role
- Focused on activities first and positions, but began to reveal how activities, strategies, mission weave together in the space
- Helped reveal Board sense and sensibilities
- Member survey will help to clarify member value proposition
- Fundraising, weighing what doing activity and mission-wise
- Finances: Eric, Treasurer set standard for reporting, where organization is at financially, what important questions for Board to ask, and potential funding opportunities
- Concluded day with Board unity in defining role of Board

A discussion period followed the reflection, which highlighted the key action items from Day 1 and topics or themes that board members sought to reinforce or review.

A top priority item is the exigent need for success metrics and an evaluation framework for ASAP’s activities otherwise stated as a need to “Measure Mission”. Potential approaches to addressing this needs included

- Designing metrics/measures to ladder activities, tasks, up to success based on new defined mission.
- Work with Ullman on mapping metrics to activities and mission category

Another discussion thread related to the needed shifts in the Ullman Consulting Landscape Assessment. Some of the recommended changes to the Landscape Assessment approach included:

- Expanding the list of comparable organizations: go deep or go wide? ONLY membership orgs? Or other “field builders”? Or customize questions we want answered to organization we are benchmarking against
- Ullman going beyond landscape assessment to field building analysis and organizational benchmarking/comparability is NEW project
- Need to understand how other organizations knit field together, not just their activities, what gaps need to be filled, and how ASAP “connects and supports” members to build field (members in field), and ASAPs unique role and value proposition
- Have Ullman help us on evaluation she does best, but maybe we can do organizational comparison ourselves especially as it already has been accomplished by Board and community members, and convey that work to Ullman
- Derive from member survey, member value proposition – Ullman is expert at that
- Including examples from orgs like USDN, APA which are member organizations: the assessment should include how do members inform strategic planning in those and other organizations?
- “Field Building”: is it an EcoAdapt or ISC role; or APA/AGU/AMS membership role? more the latter. Not necessarily role of “landscape assessment” to map member value proposition, but could be included? Better list of orgs? Current list of organizations to compare needs to add funders, private sector, policy organizations besides other members orgs

The overall theme of the discussion on the Landscape Assessment and sentiment of Day 1 leaned toward ASAP establishing its mission, strategic priorities, and activities in a manner that privileges members over field: ASAP is a member organization that builds the field, not field building for sake of field building.

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- The goal is for “**members to be more awesomer**” (JOYCE) as result of joining ASAP, more influential, as value proposition (ASAP is or ASAP are – but always the members).

Secretary’s Report: Overview of ASAP Governance (Josh)

Josh, ASAP Secretary, provided an overview of governance best practices for the board. The presentation built on resources shared with the board over the past several months and set-up the next conversation on establishing board committees.

His presentation highlighted best practices and areas of improvement and growth for ASAP. These suggestions include:

Creation of a board orientation process packet

- Financials
 - History
 - Bios
 - roles and responsibilities (form Board Source)
-
- Capturing board agendas and minutes on ASAP website for members. (agendas, abbreviated minutes, and any slide decks that were shared.) Might want to put this in the by-laws. Our by-laws do not require us to be super transparent. If we want to have the character of a membership organization, we should change the by-laws to reflect that; especially re: transparency. But - note that minutes should have the bare minimum in them b/c of legal concerns. Changing the by-laws may not be necessary; may be better to have a policy of transparency. Agendas will be shared for sure; minutes will be truncated. Share who attends the board meetings.
 - Creation of a grievance process for members. We have whistleblower processes for staff, but nothing for members.
 - Board training: how/when should we do it? It is a priority of the Kresge Foundation that the ASAP board be well trained. Some have gone through a full-day training. This is not a popular idea. we had a finance training yesterday; we’re doing governance training today. We should choose a new President and VP and have those people go with Beth to Board Source meeting.
 - We would need to change the by-laws to add a VP position. Training could look like simply reading packet of Board Source documents. We need to systematize the way board members get oriented/educated.
 - We need to act as one as a board, and represent an outward face that is agreeing. If a funder contacts a board member, that board member should refer the funder to the organization directly. We need to support our ED and make sure the lines of communication are clear.

Term limits and succession: three board member terms are concluding.

By-laws will be changed to be gender neutral

Board Working Groups (Steve)

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In advance of the board meeting, Board members met in smaller groups to vet ideas proposed by staff for forming the necessary working groups required to advance ASAP and its mission. As a “committee of the whole,” the board heard formative thoughts about each committee and deliberated on which working groups should be formed, who will participate and to what end. New committees were formed and first meeting dates set for the membership committee.

- Governance (Missy/Josh)
- Membership (Joyce/Jennifer)
 - Transparency issues
 - ACTION: perhaps members in membership (not recommended); but could have “subcommittees”
- Finance (Eric/Steve)
- Diversity, Equity and Inclusion – pending (Board and members more broadly)

To being all the board members will be kept on emails and exchanges regarding board committee meetings, but only those ‘leads’ will be required to attend.

Board Vacancies, Election Process, and Succession Planning (Beth)

Review of the ASAP Bylaws regarding Board of Directors election noted that terms for two board members – Eric and Josh – expire this summer. Of note, both serve as officers (Treasurer and Secretary, respectively). They are each eligible to renew their role on the board, however we do need to change the members of the executive committee and ASAP needs to bring in outside expertise to advise on how the organization should conduct its board directors election process. An outside expert will be able to direct the organization in meeting its legal obligations, as well as its aspirational goals of transparency and member leadership.

To improve the board function and succession process a number of suggestions were made:

Changing Bylaws? (**Joyce language**)

Suggestion:

- 3-year terms, 2 rotations off
- Suspend any rotations until 2019

(NOTE: Officers 1-year rotation)

(NOTE: there are term lengths and term limits, but Board members can be reelected or reappointed)

ACTION - MOTION Joyce first, John second. Language from Joyce:

“On an annual basis, two board positions will come up for nomination for reappointment or may choose retirement provided they have not exhausted their two consecutive three-year terms.

Increasing Board Diversity: gender and race; also of expertise, sector, geographic distributions

CONSIDERATION: Elections could be held at NAF? “Annual Membership/Board meeting”

CONSIDERATION: Grow Board membership to 11? NO do NOT grow Board

Creation of a new Board Vice-Chair for to begin grooming for position of President, alternative titles include President-elect. This could become a new Exec Committee position? Yes, consider new position in ByLaws. Need new Vice Chair discussion, and then new Chair next year?

- Vice Chair should be preparing to be Chair and get Board Source training with Beth, and Steve stepping down in 2019

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- Need succession and development plan for Chair
- Chair could be elected a year ahead before becoming Chair

Membership interaction/engagement with Board:

- Leadership group of members to interact with Board – could be Affinity Group Chairs plus other member interaction
- ASAP does have proto-regular meetings of Board and Affinity Group Chairs and AFG members
- ACTION: need Report out to membership
- ACTION: Membership Committee, ED, Staff: define AFG Roles and Responsibilities, create policies, AFG election/appointment (AFGs choose leaders), co-chairs, term-limits—and also WHAT AFGs exist
- NOTE: ASAP already has defined differences between “working groups” and formal “Affinity/Interest Groups”, and “Membership Groups”

Bylaws: could have non-voting “charter members” of Board drawn from ASAP membership, and on other topics e.g. a charter “at large” Board member, or “youth” Board member”, or “innovation” or “value proposition” member

Executive Session

Adjourn

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ACTIONS/MOTIONS/CONSIDERATIONS SUMMARY:

ACTION: compile minutes and general consent from Board for actions in minutes

ACTION-MOTION: Update the bylaws language to remove the masculine gender his/him and make it the language gender neutral. **[Who was part of this motion]?**

ACTION – MOTION: Joyce first, John second. Proposed Amendment to Bylaws Language from Joyce:

- “On an annual basis, two board positions will come up for nomination for reappointment or may choose retirement provided they have not exhausted their two consecutive three-year terms.”
- **ACTION** (proposed by Beth, agreed provisionally by Board – to be taken up by Governance Committee): Bring in advisor on election in bylaws both legal and aspirational (on structuring and conducting election and succession process especially with need for ASAP and Board “transparency filter”)

ACTION - MOTION: NEW COMMITTEES or “working groups” structure (Josh First; Joyce Second; Board consensus):

- **Equity and Inclusion – pending (Board and members more broadly)**
- **Governance (Missy/Josh)**
- **Membership (Joyce/Jennifer)**
 - **Transparency issues**
 - **ACTION: perhaps members in membership (not recommended); but could have “subcommittees”**
- **Finance (Eric/Steve)**

ACTION - on communication: include just co-leads for Committee communications, BUT alert whole Board about meetings

ACTION: Report to Members about Board Meeting should be accomplished

ACTION: Annual Report for ASAP needed for Board and membership to be created by Staff

ACTION: Staff should create Board and member oriented strategic plan/report? Ie How staff supporting member value proposition; what are benefits to member based on activities.

ACTION: proposed strategic planning Committee or Committee with that role to support staff – Governance Committee could take on strategic planning support?

ACTION: Report out to Members of board should be accomplished

ACTION: Map Ullman work on to member value proposition for all activities

ACTION: Update the ASAP Member Update Webinar to include

ACTION: Committee definitions, propose strategic planning Committee or Committee with that role - Governance?

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ACTION: Membership Committee, ED, Staff: define Affinity Working Group (AWG) Roles and Responsibilities, create policies, AWG election/appointment (AWGs choose leaders), co-chairs, term-limits—and also WHAT AWGs exist

ACTION: Key thread from this Board meeting is the need to “measure mission”:

- **Modifications to Ullman project - Sub ACTIONS:**

- Work with Ullman on mapping metrics to activities and mission category
- Map Ullman work on to member value proposition activities
- Include a better list of organizations for comparison? Current list of organizations to compare needs to add funders, private sector, policy organizations besides other members orgs
- Need to understand how other organizations knit field together, not just their activities, what gaps need to be filled, and how ASAP “connects and supports” members to build field), to unearth ASAPs unique role and value proposition
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- Consider Ullman doing NEW project on “field building analysis”

FOR CONSIDERATION: Membership interaction/engagement with Board:

- Leadership group of members to interact with Board – could be Affinity Group Chairs plus other member interaction?

FOR CONSIDERATION: Board obligation to recruit – how are ASAP tracking those metrics?

FOR CONSIDERATION: Board decision for regranting/subcontracts, but not anytime soon (needed: if yes, need \$50,000 for extra staff time, and may trigger audit)

FOR CONSIDERATION: Rachel’s time tracked on funding source, not activity: may develop cost centers in future

FOR CONSIDERATION: May need to designate a budget Indirect Rate after a year (by Sept 2018)

FOR CONSIDERATION: Bookkeeper okay for now, but eventually CFO

FOR CONSIDERATION: Elections could be held at NAF? “Annual Membership/Board meeting”

FOR CONSIDERATION: NEW Board Vice-Chair for guidance for Beth (new Exec Committee position)? Yes, consider new position in ByLaws. Need new Vice Chair discussion, and then new Chair next year?

- Vice Chair should be preparing to be Chair and get Board Source training with Beth, and with Steve stepping down in 2019
- Need succession and development plan for Chair
- Chair could be elected a year ahead before becoming Chair
- Bylaws: could have non-voting “charter members” of Board drawn from ASAP membership, and on other topics e.g. a charter “at large” Board member, or “youth” Board member”, or “innovation” or “value proposition” member