

Minutes of Board of Directors Meeting
January 12, 2009

Admiral Hogg called the meeting to order and asked those who had not attended previous meetings to identify themselves.

Attendance:

Kevin Green	Denny Conley
Ron Route	Bill Earner
Dave Lee	Brian McGrath
Bill Erickson	Hank Giffin
Karen O'Connor	LT Chris May
John Kelly	John Tozzi
MC Brian Ortega	Doug Katz
Ashley Smith	Bob Belitto
Bill Slingerland	Paul Rinn
Dave Brakebill	Mark Balmart
Bill Hancock	Pat Garrett
Dave Hart	CAPT Joe Leonard
Jim Tackett	Bob Sutton.
Ned Lundquist	

Thanks were given to Captain Erickson and Julie Howard for efforts this year and for planning all events at this symposium.

This is our annual board meeting. In the past have had a combined meeting with the general meeting. That puts a lot of business into a small amount of time. This year decided to do them separately to allow for more substantive discussions.

Admiral Hogg recognizes Kevin Green for his dedication to SNA as the President.

PRESIDENT'S REPORT

Most of you in attendance are regular members of the Executive Committee or active on Committees and the most important thing you do is to work on policy changes, bylaw changes, etc. A year ago we had a Strategic Offsite which resulted in some changes that the Board approved last year. It has been a terrific year, not least of which has been participation of this Board. Without this involvement we would not have had the success we have had. Asks all to continue with high level of involvement.

SECRETARY REPORT

Minutes

The minutes from last BOD have been provided electronically. All action items were addressed throughout the year and all are either closed or have steps taken to complete them. Minutes passed unanimously.

BOD Election 2009

Important that we have a Board of Directors that reflects our membership. Process is reviewed and all retiring Members of Board are recognized, thanked for their participation, and are asked to stay involved in the Association. This will help us continue our forward progress.

New make up is outlined (see slides for full details including election results). We have an outstanding group of new Board Members. All Board Members, existing and new, are asked to continue not only with committee involvement and attend events but also work with the chapters and provide them support.

Chairman Nomination

Admiral Hogg has completed a two-year term as Chairman of the Board and has agreed to continue. Motion made to accept this was passed unanimously.

President Nomination

VADM Kevin Green has successfully been President for the past three years. A nomination was made that VADM Ronald Route will replace him at the end of the symposium. Motion made and was accepted unanimously.

EXECUTIVE DIRECTOR REPORT

IRS Changes in Reporting

The past few years IRS has looked at the running of 501(3)c and some changes have been made to the 990 and there are 17 new sections that address more programmatic type of issues. Have attended some briefings and have sat down with our CPA and we have come up with a plan of action for future filings. All chapters except for Greater Washington and San Diego are rolled into SNA National's return.

One important question that has to be answered is has the tax return been reviewed by your Board of Directors / Executive Committee. This has been discussed with Joe Hare our Legal Counsel and he sees no problems with our returns. We have done an inhouse review. We don't have any conflict of interests. None of our officers are paid. I am an independent contractor and so is the rest of the staff under Howard Associates. All our tax returns are available on the web under guidestar as are other 501(c) 3 associations. All of our minutes are also available on the web under the BOD area that is not password protected so if someone wants to review them they can. (see slides for more details). We have not had a formal written code of ethics. However we have developed one. Once approved it will be given to all officers to sign including our chapter officers. A draft was distributed to all Board Members via web link. It has been adapted from a number of sources including the IRS. However we do have a unique structure with the Board under the Chairman and the Executive Committee under the President. Conflict of interest policy has been rolled into the Code of Ethics. Every chapter should have its own Code of Ethics as they have officers. All officers of the Association are covered under National's Director and Officers' Liability Insurance. Former active duty Flag Officers needs to be aware that there is a one-year period from when they the leave active duty that prohibits solicitation of active duty to be members during that time. All other services shouldn't be a problem. We should not discourage recently retired Flag Officers from being Board Members but should counsel them on what they can and can't do. The Title 8 restriction is not to prevent someone from representing themselves but companies. While we are already well in compliance with these Sarbanes Oxley requirements the documents put forward today meet our legal counsel review. Motion made for this Code of Ethics to be adopted by SNA was carried unanimously. Question was raised as to who is responsible for the Chapter President. Suggested we add that oversight of them by President. Code of Ethics will be brought up at Chapter President meeting on Friday. Forms will be signed by all SNA leadership.

AI: Will have copies of Code of Ethics at General Meeting for all officers to sign.

AI: Adm Hogg would like to get a copy of the latest Bylaws

AI: Hare to review retired Flag Officer issues and will be together a memorandum on this.

AI: Add amendment to Code of Ethics that President has oversight of Chapter President

Whistleblower Policy was a recommendation. We have a draft and have had some comments that need to be addressed. We will send these out when available. It was recommend that this be rolled into our Bylaws so we don't have separate policies. The counter argument is to have the Whistleblower as a separate document so that it can be sent out separately.

AI: Hand this over to Executive Committee for finalization and enforcement.

Records Retention Policy.

We have a draft that has been reviewed and is ready to move forward. As Howard Associates maintains all our records it has been determined that this become a Howard Associates, Inc action. It was questioned how we can be assured that these records are maintained as stated.

AI: Executive Committee to take this for action.

Board Performance Evaluation

Another thing we have put together is a Board Performance Evaluation. This was provided to us from another group and we have structured it for our purposes. It will be sent out to the Board for a self-evaluation. This will go out annually and will not be compulsory as we are a not for profit. Make sure there is lots of space for comments. Right now it is for the National Board however we can make it available to the Chapters to use also.

AI: Expand BPE to make sure there is room for comments and ideas and designed in a way to help move us forward

AI: Make available to chapters also once complete and that Chapter President's should feed results back to National

In addition there is a paying and reimbursement of travel and expenses document that will be distributed. In general it outlines that we only pay for the member and not for the spouses. Issue was raised on how does that work if we have someone on the Board that requires assistance. Would we be able to fund a caregiver. Recommendation was that this would be handled on a case-by-case basis.

Have we ever been reviewed by Charity Navigator? This is more for donors to check out us. It was noted that it is not applicable at this time as we are a membership organization rather than a group similar to the United Way.

Membership

Review slides. Long term goals were set out at the Strategic Planning Session. There are some areas that we might want to expand. Today you get a chance to input on direction. Tomorrow you get the numbers.

Committee is reviewing bylaws and goals and requests input from members at meeting today for ideas. We want to be more inclusive of the Coast Guard. We have made changes to many of our policy documents and would like to change it to Surface Maritime Force. Perhaps it should be Surface Naval Force. There are some nuances in the language with Navy being just Navy. Naval being Navy and Marine and Maritime covers Navy, Marine and Coast Guard.

AI: Change language in 2nd and 3rd bullet on membership objectives so that it reads Surface Naval Forces.

As background: the environment has changed and we have to be very wary of command influence. This impacts recruiting. About 5 years ago we shifted recruitment more to headquarters rather than at the chapter level to avoid any perception of undo influence. This meant that we give the Chapter Presidents a mechanism to get members in the association so that they can have a taste of what the association has to offer. The emphasis is on graduates and only those that go surface. Have we done any analysis to determine if we are getting the expected “bang for the buck” on this? An analysis is in process. One of the biggest problems is that within the 3 years most of these folks have moved on and we have lost contact of them. We have just completed the first year of renewals from complimentary members. The numbers are not very good. However, the first year we were not very good at getting the contact info for these first group of individuals. The question would be what would be our alternative. The way we now do it is that the membership has to be accepted rather than just a membership card sent blindly. Thought is that we will have a better measure in the next two-years when the first three years of memberships are up for renewal.

The system is only as good as our tracking ability. We have worked hard over the several of years improving our IT capability to track them. We have the ability for members to go online and make their own changes. We also send out monthly lists to chapters to try and track people down. When we drop a member we do maintain them in an inactive database so that a member can be restored with member number, etc. Any ideas on other ways to track members are welcome. Chapters do realize dues sharing money for their membership.

It was suggested that perhaps we give an SNA email to all members that they can forward to their own emails. Problem is that these might not be forwarded.

AI: Need to look at feasibility of providing email addresses to all membership

We have reviewed some Coast Guard initiatives to make sure we have an equitable program in place. It was questioned if there was a program in place for Coast Guard Enlisted. We do have some programs waiting finalization. There isn't anything that is ongoing with with CPO force.

AI: Look at enlisted membership program for Coast Guard

We have also tried to look after our paying members and have run a half-price three-year membership campaign for the last two years.

Awards Committee

Reviewed objectives of committee (see slides) and also current awards given out during the symposium. There is a new term for Tars which is FTS. ***AI Look at reserves within Sailor of the Year***

Scholarship committee has changed their rules slightly so that those who struggle are given the whole year to turn in results. There are discussions regarding raising the scholarship to \$2500 per year with a possible 4 year life of scholarship. We have stayed away from scholarships on a needs basis. All information sent to committee for renewal is redacted so there is no indication of rank of sponsors or who they are. Each year we do a financial analysis to make sure that the program is sustainable from our corpus.

AI: Executive Committee and Scholarship Committee will look at amount of scholarships provided to make sure it is sustainable

We have looked at going to individual corporations to see if they would sponsor. Rolls Royce came to us. Right now we do not want to do this. Finally, we do allow a winner that goes to a service academy to collect the first year as there are a number of expenses they have.

AI: Need to publish the scholarship program more particularly within the enlisted community

If did go out to corporate sponsors and ask them to sponsor the scholarship we would have to give them a name. Right now when we present them with the Rolls Royce scholarship we do let them know who underwrote this.

The Shiphandler Award on the West Coast has been misplaced. Questioned whether a letter goes into the winner's file.

AI: Research if a paper certificate or something provided to go in winner's permanent record.

It appears that some of the awardees could be candidates for complimentary membership.

AI: Look at giving each awardee an opportunity for complimentary memberships

AI: Admiral Hogg offered to sign letters to Award Committee recognizing their work if desired

Finance Report

We are in sound shape and we need to make sure that any changes we make are in light of current economic climate. We also need to keep an eye on our corporate dues. We have seen over the years a number of corporate mergers. For example USO has cut their budget to 80% and though we are different it is important. Currently we haven't seen a down turn but will keep it in our sights.

Symposium Report

Will report numbers at the meeting tomorrow. We have done a lot of work looking at alternate locations. Looking with interest at the Navy League move to the Gaylord.

Public Relations Report

The goals address publicizing the association and the bylaws and about promoting profession. {See slides} Through support to the symposium with increased media coverage, we are working with the media to encourage their attendance and to facilitate their ability to cover the event. We have adopted the Communications Forum and have added this year a Maritime Security event at the US Coast Guard Academy in March.

Corporate Report

One of our policies is to not to grow our corporate membership to more than we can support. We are not achieving that as our corporations seem to be happy with what they get from us. We have heard numerous times that corporations prefer our event as they get a high density of customers. A lot of it is that we have a great support from our active component.

Scholarship Report

Goals is to provide financial support to eligible family members. In 2009 we want to look at increasing possible corporate sponsors to possibly increase dollar value or number provided.

AI: Executive Committee come up with a standard approach for corporations to ensure each given same opportunity within the scholarship program

Do we look at where the candidate is going? For instance if scholars were going to science, technology, engineering tracks then some corporations might be more interested in supporting this. We would have to look at directions careful. Perhaps we could screen after first year to possibly increase sponsorship and earmark to a specific corporation.

Open Discussion

Q1 regarding membership. Has there been any attention paid to an open season for life memberships. Perhaps reduction for 6 months.

AI: *Look at open season for life memberships*

Q2 been involved with SNA for 14 years. For that time have noticed a drum beat to attract junior members and specifically junior enlisted members. What is correct forum to discuss that? We were 11% enlisted and now are at 24%. However, that does include some complimentary members. Our number of truly paid enlisted members has increased also. We need to challenge chapters to get the younger members involved in the organization of events rather than just have them as members.

AI: *Discuss with chapters getting younger members involved in organizing events*

Q3 At a chapter level we are seeing a tremendous growth. We need to share our best practices with all chapters. The numbers we are seeing at our chapter lunches have increased greatly recently. We have gone from 40 to 200 and many of those attendees are young enlisted (Hampton Roads). San Diego has wrestled for a long time on how to get enlisted participation while not alienating the retired community and JOs on the waterfront. San Diego has had great events that pull in the numbers but not necessarily translated into membership.

AI: *Chapter are the heartbeat of SNA –because the sailors and officers at fleet are life blood of association. Chapter provides forum for these groups to meet, share ideas, etc. Participation turns into commitment and then into membership*

Suggested that the association should be E7 and above and should be more professional rather than a job. Looked a couple of years ago at amount of money going out to junior enlisted events and didn't see the ROI. See a risk that we might alienate the dues paying side of the association.

If we are supporting surface warfare and the community then that supports the sailors. it is then an investment and it is well worth it. Must keep our charter in mind. SNA is a professional association for professional people. Any person in Navy is a professional. Question is how to present ourselves.

Don't ever confuse participation with performance. It is not just about membership and perhaps we need a way to better explain what benefits can be provided. Think we are too early to look at the amount of money spent. Need to keep providing support to the Sailors. Look at where we were five years ago and see where we are now. Pearl Harbor for instance implemented some new things. Keep plugging away doing the right thing.

Purpose is to promote surface warfare excellence. As long as are financially stable and promoting surface warfare on the waterfront we need to not be hung up on membership numbers. Some of the key waterfront areas are seeing an increase in numbers. Participation in the symposium is not a good gauge since many of the ships don't have the dollars to support all that travel. The buses from Hampton Roads are great. It takes someone going to the ship and promoting the event.

Founding fathers put a lot of thought in this and wanted to make sure that we were an open forum for all.

Need to look at investment in enlisted community as an advertising venue for our name in the waterfront.

In closing recognized VADM Green for all that he has done for the association.

ACTION ITEMS FROM 2009 BOARD OF DIRECTORS' MEETING

#	Action	Status
1	Have copies of Code of Ethics at General Meeting for all officers to sign.	
2	Adm Hogg would like to get a copy of the latest Bylaws	
3	RADM Hare to review retired Flag Officer issues and will put together a memorandum on this.	
4	Add amendment to Code of Ethics that President has oversight of Chapter President	
5	Hand Whistleblower Policy over to Executive Committee for finalization and enforcement.	
6	Executive Committee to take Records Retention Policy for action.	
7	Expand BPE to make sure there is room for comments and ideas and designed in a way to help move us forward	
8	Make BPE available to chapters also once complete and that Chapter President's should feed results back to National	
9	Change language in 2 nd and 3 rd bullet on membership objectives so that it reads Surface Naval Forces.	
10	Need to look at feasibility of providing SNA email accounts for all members	
11	Look to expand Enlisted membership programs for Coast Guard.	
12	Look at reserves within Sailor of the Year (Think this was it it was around 1:51 and hard to understand)	
13	Executive Committee and Scholarship Committee will look at amount of scholarships provided to make sure it is sustainable.	
14	Need to publish the scholarship program more particularly within the enlisted community.	
15	Research if a paper certificate or something provided to go in winners permanent record. (Shiphandlers Award)	
16	Look at giving each awardee an opportunity for complimentary memberships	
17	Admiral Hogg offered to sign letters to Award Committee recognizing their work if wanted.	
18	Executive Committee come up with a standard approach for corporations to ensure each given same opportunity within the scholarship program.	
19	Look at open season for life memberships	
20	Discuss with chapters getting younger members involved in organizing events.	