### AGENDA ITEM: Call to Order and Attendance

President Gillespie called the meeting to order at 2:03 pm Eastern.

#### Board Members in Attendance:
- Marcheta Gillespie CPPO, CPPB, C.P.M., CPM – President
- Don Buffum, CPPO - 1st Vice President
- Keith Glatz, CPPO, FCPM, FCPA - 3rd Vice President
- Bobbi Matthews CPPO, CPPB – Immediate Past President
- Ron Blendermann, CPPO, CPPB - Region 1
- George Nader, CPPO - Region 2
- Joan Graham, CPPO, CPPB - Region 3
- Bill Lindsey, CPPO, C.P.M. – Region 4
- Charles Smith, MBA, CPPO, CPPB - Region 5
- Jack Adger, CPPO, CPPB - Region 6
- Michael E. Bevis, JD, CPPO, CPSM, C.P.M., PMP - Region 8
- Keith Ashby CPPO – Region 10
- D. Michael Clawson, CPPO - Region 11
- Nelson Park, CPPO, CPPB - Region 12
- Lisa Buitenhuiss, C.P.P. - Region 13

#### Board Members not in Attendance:
- DeWight Dopslauf, CPPO, CPPB, C.P.M. - 2nd Vice President
- Paul Brennan, CPPO - Treasurer

#### Staff Members in Attendance:
- Rick Grimm, CPPO, CPPB
- Carrie Rawn, CMP
- Brent Maas
- Tina Borg, CPPO
- Jennifer Steffan
- Cam Smart

### AGENDA ITEM: Opening Comments from President Gillespie

President Gillespie addressed the importance and responsibility of the Board to discuss difficult topics and maintain its focus on the Institute’s best interests. President Gillespie also announced that during today’s meeting the Board would move into Executive Session.
3. Approval of Minutes from the previous Board Meeting

Ron Blendermann moved to approve the minutes of the March 20, 2014 Board meeting as amended, seconded by Joan Graham. Motion carried.

4. Board Actions

A. Dissolution of NIGP Chapter Affiliates

Jennifer Steffan provided background on efforts to sustain the chapters. After dissolution, the funds from Ohio River Valley will be transferred to Central Ohio and funds from Treasure Coast will be applied to the NIGP scholarship fund.

Don Buffum moved to certify the dissolution of the Ohio River Valley Chapter of NIGP and the Treasure Coast Chapter of NIGP in support of official actions taken in accordance with Section II.O.2 of the NIGP Board of Directors Policy Manual, seconded by Keith Glatz. Motion carried.

B. Extension of NIGP Treasurer Term

Nelson Park moved to extend the term of Paul Brennan as NIGP’s Treasurer from June 30, 2014 to June 30, 2015 to coincide with the conversion of the Finance and Budget Review Committee to the Finance Council, seconded by Ron Blendermann. Motion carried.

C. Approval of the Building Sale

Tina Borger reported on the activities related to the sale of the building. Through discussion, it was agreed that if any details changed, staff would return to the Board for approval.

Keith Ashby moved to authorize staff to negotiate and sign a Purchase and Sales Agreement in the amount of $1,600,000 for the sale of the property located at 151 Spring Street, Herndon, Virginia, including a lease back of the property for up to twelve (12) months, seconded by Mike Clawson.

Jack Adger moved to strike the second reference to “authorize staff” of the motion with Keith Ashby accepting the friendly amendment. Motion carried as amended.

5. Current Board Initiatives

A. Recommendations from the 2.0 Implementation Team: Governance Structure

President Gillespie reported that the recommendation from NIGP 2.0 was to apply the current prohibition of independent contractors being ineligible to serve on the Board to the Governing Board and the three Councils. Further, President Gillespie provided the history regarding the prohibition, highlighting perceived conflicts regarding fiduciary responsibilities and compensation. President Gillespie asked whether the Board was in agreement with this recommendation.

Jack Adger moved that voting members of the Governing Board and Finance Council may not serve the Institute as independent contractors concurrent with their terms of office, seconded by Keith Ashby. Motion carried.

B. For the Spring 2014 Board Meeting in May

1. Approve Revised Bylaws
2. Assess Candidates for the Talent Council
3. Review Parking Lot Issues
4. Determine how the new structure facilitates the relationship between the Institute and its chapter affiliates

President Gillespie and Rick Grimm provided an overview of upcoming agenda items for the Spring and June Board meetings and fielded preliminary questions from the Board.
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<tr>
<th>C. For the June 2014 Board Teleconference</th>
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<tr>
<td>(1) Approve Revised Board Policies affecting governance</td>
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<td>(2) Appoint Members to the Talent Council and Appoint Chair Pro-Term</td>
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<td>6. New Board Initiatives</td>
<td>Jack Adger moved to allow Board discretionary funds to be redistributed pending approval of the Treasurer and the two affected Board members, seconded by Lisa Buitenhuis. Motion carried. The Board charged staff with development of a process to enable the redistribution of funds.</td>
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<tr>
<td>A. Discussion on the sharing or redistribution of Board discretionary funds</td>
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<td>B. Discussion on Board Attendance</td>
<td>President Gillespie called the Board into Executive Session at 2:50 pm Eastern.</td>
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<td>7. Next Meeting: Spring Board Meeting: May 2-4, 2014 in Philadelphia, PA</td>
<td>Nelson Park moved to empower the Executive Committee to take future actions on behalf of the Board of Directors prior to its next scheduled meeting on May 2, 2014, seconded by Don Buffum. Motion carried.</td>
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<td>8. Adjournment</td>
<td>Mike Bevis moved to adjourn the meeting, seconded by Bill Lindsey. Motion carried. The meeting adjourned at 3:07 pm Eastern.</td>
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