NIGP BOARD MEETING AGENDA

NIGP Board of Directors

Meeting Date/Time: Friday, February 24, 2012 @ 12:00 PM Eastern
Meeting Location: Teleconference

Dial In: (866) 664-1069
Passcode: 7368900 #

President: Stephanie Creed CPPO, CPPB
Board Secretary: Rick Grimm CPPO, CPPB

NIGP’s Mission: Develop, support and promote the public procurement profession through premier education and research programs, professional support, and advocacy initiatives that benefit members and constituents.

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<th>AGENDA ITEM</th>
<th>ACTION TAKEN</th>
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<td>1. Call to Order and Attendance</td>
<td>President Stephanie Creed called the meeting to order at 12:05 PM.</td>
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Board Members Present

Stephanie Creed CPPO, CPPB – President
Bobbi Matthews CPPO CPPB – First Vice President
Marcheta Gillespie CPPO, CPPB, C.P.M., CPM – Second Vice President
Don Buffum, CPPO – Third Vice President
Ken Koester CPPO, C.P.M., A.P.P. – Immediate Past President
Ed Grant CPPO, CPPB, RPPO – Treasurer (Non-Voting)
George Nader CPPO – Region 2
Barbara Johnson CPPO, CPPB – Region 3
Kathy Elgin CPPO, CPPB – Region 4
Sandra Wright CPPB – Region 5
Keith Glatz CPPO – Region 7
Lourdes Coss CPPO – Region 8
DeWight Dopslauf CPPO, CPPB, C.P.M. – Region 9
Keith Ashby CPPO – Region 10
Gord Sears CPPB – Region 13

Staff Members Present

Rick Grimm CPPO CPPB – CEO and Board Secretary
Tina Borger CPPO – Executive Director, Business Development
Carrie Rawn CMP – Executive Director, Programs
2. Approval of Minutes from the February 7, 2012 Board meeting

Don Buffum moved to approve the minutes as presented; seconded by Barb Johnson.

Rick Grimm requested clarification from the Board on issues raised by Board members prior to the meeting. As a result, it was determined that:

- (RE: Corporate Sponsors) The intent of the Board was to give current sponsors the first rights of refusal when the program is restructured in July 2012. The current sponsors will retain these rights until such time as the Board changes its policies regarding rotation and term limits.
- (RE: Consultancy Program) The Board took a straw vote on the staff recommendation to discontinue the program effective July 2012 and the vote was 6 for and 8 against. No further actions were taken on the motions set forth.

These clarifications will be included in the final minutes.

The motion to approve the minutes as revised carried.

3. Revisions to Sections V, X and Appendix L the Board Policy Manual (see February 7, 2012 Agenda for attachment)

A. Budget Strategy
B. Early, Regular and Late Fees for Events
C. Awards Program
D. Scholarship Program

Rick Grimm provided highlights on the various policy changes.

He stated that the intent of the budget strategy revision is to mirror recent Board discussions related to net income for revenue-generating cost centers and fee increases. Percentage targets were specifically removed because they didn’t consider market forces and economic conditions.

He stated that the intent of the fee changes is to provide consistency in the way the Institute processes payments against purchase orders.

Regarding the Awards Program, he stated that this represents a comprehensive re-write of the section by the Awards Task Force in order to provide structure and identify specific, unique criteria to be used when assessing nominations for national awards. He mentioned that an informal group of Albert H. Hall recipients requested that an AHH designee be included in the selection process for future Hall Awards; a recommendation that was not acceptable to the Awards Task Force since the process is already transparent and AHH recipients can already influence the selection process by submitting quality candidates for consideration.

Ed Grant stated that the inclusion of an AHH designee made sense because this individual would provide perspective on the value of the award and may also have a perspective on the candidates being recommended. After some discussion, it was agreed that the inclusion of an AHH designee would not be mandated and would not be addressed in policy.

Marcheta Gillespie expressed her discomfort in giving the Executive Committee the final authority on selecting the recipients for NIGP’s top awards. She would like to see if this process becomes more objective and streamlined for the 2012 awards.

There were no comments on the proposed revisions to the Scholarship guidelines.

Keith Glatz moved for adoption of the Board policy revisions as presented; seconded by Marcheta Gillespie. Motion carried.
Approval of the FY2011 Audit as recommended by the Audit Task Force and as reviewed by the Finance and Budget Review Committee (attached)

Verbal Status on Projects

A. Institute/Chapter Relationship Survey (Borger)

Tina Borger reported that she received a 37% response rate to the Chapter Leader Survey and a 9% response rate to the Chapter-Only Member Survey. The survey results have been sent to the Task Force for discussion and next steps. She mentioned that chapters will be receiving comments from their respective chapter members who responded to the survey; however, there should be a caveat when the results are sent out that the data is for informational purposes only and not intended to be a statistically-valid result.

B. Conflict of Interest Review (Matthews)

Bobbi Matthews reported that NIGP’s legal counsel, Venable, recently submitted their briefing on conflicts of interest to staff and this document will be sent to the Governance Committee for discussions and recommendations.

C. 2012 Board Elections (Grimm)

Rick Grimm announced that all members in Region 12 have received notification of the Board vacancy and can submit their credentials for consideration by the March 9, 2012 deadline. Rick received affirmation that the Board wishes to proceed with a competitive election in Region 12 if the Governance Committee decides that it has multiple, qualified candidates to place on a slate.

Continued Discussion on the NIGP Consultancy Program

A. Proposal

(1) Approve staff recommendation to discontinue the program, as it currently exists, as of June 30, 2012, including a phase-out plan to minimize potential losses in FY12 while meeting commitments for work under contract.

(2) Leave the Consultancy Cost Center at $0 revenues and expenses for the proposed FY13 budget.

(3) Appoint a Task Force to assess future options for the program.

B. Board Discussion

C. Motion on Actions to be Taken

D. Next Steps

Lourdes Coss and Ed Grant offered their perspective on the future value of the program given demographic changes in the profession with newer CPOs needing guidance and assistance on complex procurement issues.

Other comments offered by the Board focused on:

- The need to set time limits when the task force reports back its recommendations to the Board (Marcheta Gillespie and George Nader)
- The need to consider the ongoing financial risks of re-positioning the program and the associated impact of staff resources to support the work...
7. Other Board Initiatives or Topics

- Sensitivity to the budget development for FY13 and the ability to incur some residual expenses if engagements are not completed by June 2012 (Keith Glatz)

**Action:** It was agreed that Stephanie Creed and Bobbi Matthews will meet to determine the direction of the task force, the task force composition, and target deadlines; with their recommendations to be forwarded to the Board for comment.

George Nader moved to approve the three-point proposal as clarified by Barb Johnson; seconded by Keith Ashby. Motion carried.

Don Buffum withdrew his motion from the February 7, 2012 Board meeting; accepted by Barb Johnson as the seconder of the original motion.

Marcheta Gillespie asked if there would be reconsideration of the agenda timelines for the Spring Board meeting given the fact that there is no longer a need for a protracted discussion on the consultancy program. Stephanie Creed stated that there are other critical issues on the agenda that may require additional time; therefore, she does not wish to restructure the agenda in a way that excludes the ability of the Board to meet on Saturday morning if necessary.

The question was raised on whether Board members can vote via proxy if they have to depart from the meeting before the official Board meeting is called into session. Rick Grimm replied that proxy votes for elections are not allowed by policy and that the vote must be taken within the context of the official Board meeting that will follow the close of the Board Study Session.

8. Adjournment

Lourdes Coss moved to adjourn the meeting; seconded by Keith Ashby.

The meeting was adjourned at 1:25 PM.