

**Minutes of the APS Board of Directors Meeting
Wednesday, December 7, 2005
APS Headquarters, Bellefonte, Pennsylvania**

Call to order: 11:00 a.m.

*** Denotes motion and board action (for searches)

Present: Current Board of Directors: Janet Klug, George Fekete, Ada Prill, Alan Parsons, Nick Carter, Wayne Youngblood. **APS Staff:** Robert Lamb, Wendy Masorti. Society Attorney Virginia Eisenstein.

Guests: Ken Lawrence, Kitty Wunderly, Foster Miller, Gordon Wrenn, Tom Horn, Bill Dixon, Richard Negel, Rob Haesler,

On Phone: Current APS Board: Wade Saadi, Peter Martin, Peter McCann, David Straight, Jack Flannery; **Search Committee Members:** Steven Rod and Eric Jackson; **APRL Trustees:** Ken Grant, Dan Walker, Roger Brody, Charlie Peterson; **Guest:** Tom Fortunato.

I. President's Welcome (Janet Klug)

“Welcome to this special APS Board Meeting that was called by three vice presidents and the secretary on Nov. 28th for considering their specific stated purpose of reviewing the criteria for applicants for APS Executive Director with discussion, possibly modifying them and approving them. This call for a meeting also stipulates that the APRL Trustees be invited to attend, but the APRL Trustees are always welcome to attend APS Board meetings and I hope that invitation is mutual.

“This meeting is going to be very difficult with so many people on the phone. So here is the way I would like to run this meeting. It is going to require a more formal approach to assure that all APS Board Members who desire to speak can be recognized. Please remember that this is an APS Board Meeting. Up to 30 minutes will be reserved for APRL Trustees to speak, and up to another 30 minutes for visitors and members to speak. If you wish to be recognized by the chair, please signal the chair by raising your hand or if on the phone by your voice. When you have been recognized, please state your name -- even if you are sitting here -- and speak loudly so that everyone knows who is participating.

“I thought it would be appropriate to run through the time line so that everyone knew exactly what happened and when.

“**November 12th** The APS Executive Director announced his retirement in June 2006. The APS Board unanimously approved Wade Saadi to chair the Search Committee. The Board asked no questions, gave no input and requested no updates.

“**November 14th** Mr. Saadi received the charge for the committee from the President and began forming the committee in consultation with, and with formal approval from, me according to the Bylaws. Simultaneously, the committee began working on the wording for an ad for the January issue of *The AP*. The deadline for that was Nov. 21.

“**November 21st** The ad was sent to *AP* editor and posted to the APS website.

“**November 22nd** Mr. Saadi sent the ad copy to both boards as well as the list of committee members [Secretary’s note: The ad copy and press release were also distributed simultaneously by APS staff.]. A flurry of e-mail activity began involving the three APS Vice Presidents and the Secretary. It was brought to my attention that there were also postings by some of these individuals on an internet bulletin board.

“**November 23rd** I sent an update to the APS Board to try to mitigate the dissatisfaction being expressed. Throughout the Thanksgiving holidays there were many more irate e-mails [and postings to] to the bulletin board.

“**November 28th** Vice President, Ada Prill, and three other board members called this special meeting. The President requested Saadi to hold off further press releases. The next release was to announce the committee members. And, although this release did not go out, the committee was announced on the message board on Nov. 28th by Ada Prill.

“There is a relevant Bylaw (4.3b) where it states: ‘The Executive Director of the American Philatelic Society shall be appointed or reappointed by the President, subject to approval by the Board of Directors, to serve for indeterminate terms.’

“Now, I suppose I could go out and try to find a candidate to present to the Board for approval, but I do not feel that that is the best way to go about this. I feel that the Search Committee is the best way to find the best person to do the job.

Composition of the Committee is as follows:

“Chairman, **Wade Saadi** – Director at Large of the APS, Saadi also is founder and CEO of Pencom systems, specializing in executive searches.

“**Ken Grant**, president of APRL. This is the first time anyone in the APRL has been represented in the Executive Director search.

“**Eric Jackson**, is the President of the ASDA and this is the first time that the ASDA has been represented in an Executive Director search. And that is an important constituency for both APS and philately.

“**Jack Flannery**., Director at Large, is on the committee.

“**Peter McCann**, Immediate Past President of the APS also is on the committee.

“**Janet Klug**, the APS President, is on all committees.

“**Randy Neil**, past APS President and chair of the last Search Committee.

“**Steven Rod**, chairman of Project One Capital Campaign. He has two years experience as a head of a 501c3 fundraising organization, and 15 years teaching management and leadership skills to non-profit organizations.

“**Peter Martin**, is on both APS and APRL Boards. He is a member of the ASDA and is editor of one of the APS’ largest affiliate’s journals. So he is kind of a grand slam there.

“**Nick Carter**: is our APS Treasurer and also sits on the committee.

“The committee has also been aided and assisted by our Society Attorney, Virginia Eisentein.

“The next thing to do is to read the job requirements as issued by the Committee. The job requirements state:

‘Three-plus years of professional experience as a nonprofit membership association executive director.

‘A proven record of strong leadership presence in an association with a similar mission.

‘A record that demonstrates effective communication skills.

‘Proven ability to promote and grow membership creatively.

‘Demonstrated success in short- and long-term goals achievement plans.

‘Successful experience in fund-raising campaigns.

‘Experienced in managing the finances of a nonprofit membership association with a proven ability to analyze financial statements and make recommendations in support of the business of the Society.

‘Experience leading an organization of 40+ employees.

‘Adept at recruiting and promoting talent, conflict resolution, management and negotiation.

‘Creative and effective meeting management skills.

‘Evidence of a sincere commitment to customer and member service at prior jobs.

‘Bachelors degree required. Masters degree preferred. Certified Association Executive credentials advantageous.

‘Knowledge of philately/stamp collecting is preferred.

‘Relocation to Bellefonte/State College PA area is required.

‘Salary commensurate with Non-Profit experience.’”

Klug: The meeting was called by Ada. Ada, first of all do you have a motion to make?

Ada Prill: I would like to initially to pass out an agenda.

Klug: I do not think that is a good idea. The people on the phone cannot see this.

Nick Carter: The President sets the Agenda. If you have a motion, put it on the table.

*****Prill:** I would like a motion to enter this agenda on the record.

Klug: Is there a second to that?

*****George Fekete:** I second the motion.

Klug: Is there any discussion?

Jack Flannery:: What is on the agenda?

Klug: What is on the agenda, is that Ada has made up an agenda and we don't know what is on the agenda yet because she has not passed them out.

Prill: I e-mailed them to you earlier today, Jack, because I knew you would be attending by telephone.

Klug: I have not seen the agenda.

Prill: I sent it to people that I knew would not be here to get the paper copy.

Klug: I have a question for our Society Attorney. Does the President not set the agenda?

Virginia Eisentein: The President runs the meeting. And, of course, at any meeting the president would by running the meeting be setting an agenda. If a meeting is called for a special purpose, then the issue that is part of the purpose of the meeting would have to be

addressed at the meeting. But the President can also add other matters to the agenda once it exists. Ada has called the meeting and the reason for the meeting has to be addressed.

Klug: And that is the issue that is going to be addressed: Reviewing the criteria for applicants for the APS Executive Director with discussion, possibly modifying and approving them. That is what was said in your request for meeting.

Prill: Yes, but this agenda puts it in a more organized way.

Klug: We have a motion on the floor to record this agenda.

Carter: Has everyone seen this agenda except me?

Klug: I have not seen the agenda.

Discussion goes back and forth as to who has seen this agenda prior to the meeting...

Klug: Again there is a motion on the floor. It has been moved and seconded, if there is no further discussion, let's have a vote on it. Is there any further discussion from anyone on the phone?

Peter McCann: I don't see how we can discuss or approve an agenda that we have not seen.

Prill: It was my intention to read this aloud so that those on the phone who had not seen their e-mail would know what we are talking about.

*****Klug:** Let's call the question.

Peter McCann – no

Ada Prill – yes

George Fekete – yes

Al Parsons – yes

Nick Carter: – no

Wayne Youngblood – yes

Jack Flannery: – no

Wade Saadi – no

David Straight – no

Peter Martin – no

Klug: 4 – Yes, 6 – No. The agenda will not be distributed.

Klug: Ada, do you have a motion?

*****Prill:** I make a motion to open a discussion on the Search Committee, the process by which it operates and its composition.

*** Motion was seconded by Wayne Youngblood.

Prill: The Search Committee was approved unanimously. However, committees do not make policy and this document in effect makes a policy change in the job description of the Executive Director. Committees should report to the Board, not just to the President before making major moves. And, as a committee liaison, I should be informed of all committee actions. None of these things happened. We also feel that the Committee should include someone who is familiar with the functions of the Executive Director and of the Headquarters staff, and that was not done.

Carter: Was that a motion?

Prill: No, this is open for discussion.

Carter: You are bringing in a whole different subject. Your reason for calling this meeting was to review requirements.

Klug: The motion was made for discussion on the Search Committee, the process by which it operates and its composition.

Carter: When the meeting was called there was nothing mentioned about its composition. This has been added on. We were called to review the criteria.

Fekete: I suggest that we discuss this as it was intermingled. So we do not have to call another meeting on this.

Klug: Does anyone else have anything to say?

Flannery:: It appears from this remote end of the meeting that we seem to be developing a rolling agenda. We now have a subject on the table that was not part of the call for the meeting. It is suggested that it is intertwined and therefore should be considered. Could we have an up-front declaration of all subjects that are intended for this meeting before we start piece-mealing it?

Prill: I have tried to do that but I was not allowed to distribute the agenda.

Klug: The meeting was called for the specific stated purpose of reviewing the criteria for applicants for the APS Executive Director with the discussion possibly modifying them and approving them.

Prill: However, it was also a goal to assure that no member of either Board is denied the opportunity to review and have continuing input into the selection process at all stages. That was part of the call for the meeting.

Klug: Okay, that was one of the intended outcomes.

Peter Martin: Input is very valuable so every major stakeholder is represented on this selection committee. There is plenty of opportunity here to provide input. The selection criteria, as I see it, encompasses the traits needed for a successful candidate. I have no arguments with any of that. I think Wade is well qualified to chair the committee. The two boards will get the final say; the search committee is not making new policy. The policy is that what they are doing is setting in place the procedures for implementing what they have been charged with. I think this is a case of micromanagement, and I think we need to get on with other things. I think we should call this motion, lets get it resolved. If they want input, there are members of the committee that everyone can provide input to. All presidents of the major societies that are stakeholders are involved in this. I don't see where there is a lack of input or inability for people to provide input for those people involved here. We need to move forward. This is typical micromanaging that Bob has put up with for years, and I think we should stop it.

Flannery: I second that, Peter.

Klug: There is a motion on the floor. Is there further discussion for the motion that is on the floor?

McCann: Janet, could you please specifically review what the motion is?

Klug: Ada, Please restate your motion.

Prill: I did not write down exactly what it was. I think it was a motion to have a full discussion of the composition and the process followed by the search committee.

General confusion on the motion, with some discussion clarifying it.

Klug: The motion that Ada just stated is to open discussion on the composition of the search committee and the process used. Is that not what you said?

Prill: Yes.

*****Klug:** Call the question.

Peter McCann – no

Ada – yes

George – yes

Al – yes

Nick – no

Wayne – yes

Jack – no

Wade – no

David – no

Peter Martin – no

Klug: The nos have it. So we will not begin that discussion. Does anyone else have a motion to make?

*****Martin:** Let me make a quick motion here, maybe we can resolve this. I make a motion that the job requirements as outlined in the APS news release be approved, and that the President be given the opportunity to amend them as she sees fit based on additional input she receives.

Wade Saadi: I second the motion, that we accept the job description as outlined with the President's ability to change them as she sees fit and necessary. The president can pick the person that he or she wants and just put that person before the Board without having to form a committee, without asking consensus, without bringing in dealer associations, without bringing in the APRL. The APRL has no say actually, legally, in the Bylaws on the Executive Director. However, we have formed a committee that does include all of these things, because in your wisdom, Janet, this was the right thing to do. And we have acted on this to bring together a representative committee so that we can find the best person, irrespective that you are allowed to just basically appoint the person to be confirmed by the Board. So I think what we have done and because you have opened it up, all of the sudden everyone on the Board wants to be part of the committee or have a say after they have already duly formed and unanimously approved the committee. So I agree with Peter in that this is a case of micromanaging. And the Board did not have a chance to say a word before we were discussed on the Virtual Stamp Club, and I think that the amount of effort that went into preparing the specifications for the job was a lot. And being a professional who has done this for 35 years, I don't know who has more experience in how to prepare job specifications. So I am not really sure why there is dissatisfaction. Unless someone who has brought this about has a hidden agenda. Either they themselves want to apply and don't meet the criteria or they have someone in mind that they want to authorize as a candidate that does not fit the criteria.

Prill: If we are not allowed to discuss this, Wade, you are never going to find out why we are dissatisfied.

Flannery: May I suggest that given the content that was put forth in the rationale for the call for this meeting, the content was described as being focused on the job description. I suggest that we might make headway in a useful fashion where we can focus on that objective and discuss and ask those who called the meeting if they have revised content that they want to offer?

Klug: Good suggestion.

Wayne Youngblood: I beg to differ on the micromanagement aspect of this. The only action that the board took in our executive session was to form a committee -- nothing else. Opening up a committee is a good thing. However, to completely change the requirements that have traditionally been part of the APS Executive Director position without any input from the Board is a mistake at best. All I ever asked to begin with --

and I was stonewalled completely -- was that we simply amend the word "requirements" to "desirable."

Klug: Now we are getting somewhere.

Youngblood: Basically, we need to come up with something that is agreeable to us all. We did not even know the make-up of the committee until after this thing blew up. I think we owe it to the Board, specifically, to be able to report in periodically. The fact that we created the committee obligates the committee to some extent to give us reports periodically. This does not mean we need to be involved in every aspect of it, but I think some accountability is essential.

Flannery: The proponents of the meeting today argue that the job description that was published is deserving of improvement. Would they please put on the table their recommendation for improvement? Otherwise we are just sitting here complaining about the past and not doing anything to advance us into the future.

Youngblood: My only and first comment to begin with before this ever became an issue was to simply to change the word "requirement" to "desirable." That is all I ever wanted.

David Straight: Is this an entire meeting about the word desirable or does somebody else have something to put on the table?

Klug: Are there any other changes to the job description that we should be discussing?

Prill: Yes, I have been getting a lot of personal contacts and e-mails from people saying that it would be a disaster for the Executive Director not to have philatelic knowledge. So I think the word "preferred" after "knowledge of stamp collecting" should be a lot stronger, if not required, at least "strongly preferred." If we get someone in here that knows nothing about the hobby, they are not going to be able to be an effective fund raiser. They will not be able to deal with the various aspects of this particular business. Our business is philately, it is not making baby diapers or something.

McCann: Janet I know you have the right to appoint anybody you want to technically, and we can say yes or no; but I have been working under the assumption that probably when the committee comes back with several recommendations that you intend to have the Board discuss this. So all of these things that Ada is talking about I actually agree with. I think it would be very good to have candidates that are going to have a strong knowledge of philately for obvious reasons. So I assume we are going to be discussing this and in the end if you pick someone or you say you want to recommend someone and the Board says no we want to have a candidate that knows more about philately; we can say no. We have the final yes or no on this. Is that not correct?

Klug: Yes, the Board has the final vote.

Prill: However, Peter, if we retain this word “job requirements,” that limits our pool of job seekers very severely.

McCann: I have always said that I felt that using the word “requirements” was really a request, not a demand, and I completely agree that they should not be absolutely required. They should be desirable attributes but not absolute requirements. I think that needs to be made clear. That is my personal feeling.

Klug: If we change “Job Requirements” to “The ideal candidate shall possess the following qualities” would that be agreeable to everyone?

(General comments of “yes” from the Board.)

Carter: Wayne made a statement that the job description was going to change the whole nature of the way that the Society has been managed and run. I would like to know specifically from Wayne what he sees in the job description that is a change from past policies, what is going to make this big change?

Youngblood: As the job description was first written -- and again the basis of my entire objection to begin with --- not even Alan Kane would be eligible to apply for the job, much less get it. So, assuming that we found someone who met those requirements, this person would not have philatelic knowledge, this person would primarily be perhaps a fundraiser. And if that is what the Board wants, that is great. But if it is not, that should have been discussed previously. It would change the focus significantly from what we had, which is not necessarily a bad thing, but I feel this must be discussed with the Board if we are going to change the job description.

Carter: What do you think Bob has been doing for the past three or four years? I don't see that there is any big policy change embedded in these requirements.

Klug: Let me talk quickly about policy. Is Randy Neil on the line? (no) I had spoken with Randy Neil -- he chaired the last Executive Director search committee -- and I asked him, What policies were in place regarding the hiring of an Executive Director? He said there are none.

Dan Walker: I can confirm that as a member of that committee.

Klug: That is right. Dan Walker was a member of that committee, so that has been confirmed.

Saadi: This thing about the words I keep hearing about policy change. I don't know that there was any written policy or set of written requirements that existed previously? Policy from what? I think we are doing this in the most judicious, careful way and bringing in as many people as possible to provide a consensus opinion on what we should do. We have six of the 11 APS Board members on the committee. I just don't understand what this whole thing is about.

Eisenstein: Section 5.8 of the Bylaws speaks to the qualifications and to the job description of the Executive Director. Section A reads as follows:

“The Executive Director shall be a member of the Society, qualified by experience and ability to administer the general business affairs of the Society in a satisfactory manner and shall be in charge of the National Headquarters of the Society and shall be responsible to the President and the Board of Directors for its proper management.”

Eisenstein: Then it has other duties, including supervising the direct-hire and contract employees of the Society, executing contracts, custody of all securities, custody of the seal, annual statements for dues, applications for membership and distributing copies of corporate records. So to the extent that there is any guidance, we can look to the bylaws and that is what is prescribed. I know of no other resolutions that were passed setting for any criteria up until today.

Alan Parsons: These are administrative functions. Our Executive Director is also an ambassador for the hobby. And very much so an ambassador for the American Philatelic Society. I don't feel that an Executive Director who is not an experienced philatelist frankly can do that job. That may not be written in the Bylaws. But I have heard Bob Lamb speak at least three times in upstate New York, and he did a great job. It helped the hobby and it helped those clubs that he spoke for, and if we have an Executive Director that is not an experienced philatelist I think it is going to be a disaster for the Society and for the hobby.

McCann: I would like to say to Al, that the Board has the final decision, so no one is going to be picked unless we say yes.

Parsons: The problem, Peter, is that the job requirements at this point are actually discouraging.

Youngblood: With all due respect, Peter, at the point that a candidate is put in front of the Board for confirmation or denial, we are under a certain amount of pressure -- particularly time pressure with Bob retiring. Yes, we have the option to reject them, but realistically, unless there is an extremely good reason for rejection, the pressure is there.

McCann: This is one of the most important decisions the Board makes and we should not be rushed into it. If we do not have the right person, we won't hire them.

Straight: I don't know what other peoples' experience with search committees, job descriptions and job requirements are. I serve with some regularity on search committees with the University. It is not at all uncommon for people to make application, people to be interviewed and sometimes even hired who do not meet everything listed on a job description. People make application and they say I bring this, this and this; you didn't suggest this but I also bring this. And the search process is not a check box that a robot can go through and match up scores. Now, I am perfectly content to change some of the

language in terms of the word “requirement” to preferred or suggested, but the essential nature of the things that we are looking for I don’t see a problem. But if it is helpful to change the language a little bit to brunt the pool of potential applications, I don’t see that as a bad thing.

Prill: The word “requirements” has a dictionary meaning and I don’t think we should use it unless we are using it in accord with that dictionary meaning.

Klug: I believe that has been changed to “The ideal candidate shall possess the following qualifications”.

Prill: I have no problem with that at all.

Youngblood: Going back to the word “requirements.” The company I work for does hundreds of millions of dollars of business worldwide annually. When we put out a list of requirements for an employee or potential employee, it is requirements. That is why I suggested the change.

Klug: That is a mute [moot] point now because we are going to change that.

Saadi I have worked with companies for 35 years professionally as an executive recruiter and the word “requirements” has a meaning that doesn’t follow per se the dictionary requirement.

Eric Jackson: I think we want to hire best person possible. This going back and forth as to whether they are a philatelist or not: I would rather hire a top-quality Executive Director who can learn about philately, rather than a second-rate philatelist who will do a second rate job running the association. I see no reason to run down what we are doing at this point, lets go out and do the best we can.

Parsons: I didn’t come on this Board to help someone learn on the job. Eric, I’m sorry, I don’t agree with you.

Jackson: I have had experience with hiring employees at my own stamp business and they can be taught, and they can learn it well.

Klug then opened the discussion to the APRL Trustees...

Ken Lawrence: Did everyone on both boards and members of the committee and consultants receive a copy of John Hotchner’s letters?

(General sounds of “no.”)

Lawrence: I think everyone on the Committee should read it as well as [those who serve] on both boards. Because John makes the point very gently with great wisdom about how he would not qualify for this job as the job description was circulated, and he

is certainly -- as any of us would attest -- qualified to hold the position. So I just think everyone needs to read that and read it without the rancor that has characterized so much of this exchange.

Jackson: Is he applying?

Lawrence: He says he is not going to.

Jackson: What does it matter then?

Lawrence: It may not matter to you, but you are out of order. I just commend it to everyone to read and reflect on. I realize that there will be some people like Eric who do not recognize the wisdom of it, but that is the way democracy works. Not everyone is in agreement or we wouldn't need to vote on anything. I would like to correct one thing that Janet said in the beginning that the APRL was never involved in the previous searches. There have been 4 CEOs of the American Philatelic Society since its inception; that is, staffers whose job it was to manage the Society. The first two, Clay Musser and James DeVoss, became Executive Secretary, which was the title then before the APRL existed. So, naturally, the APRL was not involved in the search for either of them. Keith Wagner was hired after the APRL existed, and, I believe if you check the archives, you will find that the APRL was involved in that search. I believe David Lidman was involved in the search. Although Bob Lamb is a special case, some of what Dan Walker said was a little misleading for people who are not aware that Bob was actually selected for the job before the job was open. So the criteria that was put out into the press by way of a formality of the board -- which I was on -- was to assure that we were not overlooking anyone who might be more qualified. And a very fair and thorough process was done. But it was done in that context. Dan, if I am wrong tell me, but I believe you were part of that search committee and you were an APRL Trustee. So APRL was certainly involved in the process, as it should be, and as it is now. I am glad we are, but let's not be hyperbolic about this.

Walker: Ken, I believe that you are wrong in one statement. You are wrong in the fact that Bob Lamb was selected before the search committee was selected. We did a very honest search committee, we had many good candidates, and Bob Lamb happened to be the one that we proposed to the Board. But he was not selected before the search committee. He was selected after the committee did the search.

Lawrence: I was there at the meeting, I disagree. I am not trying to write history here, I am just trying to set a context. I think that the process has always been responsibly done, has always involved all of the elements of the Society and the Library that had an important stake in the outcome, and that this one is and should also. What I want to say is that the search committee should regard as its directive the mission statement that the last board adopted. I am not sure that Wade is aware of that because he was not on the Board. So I think that you should go back and read that. It would be a good thing if Janet would read it into the record here. Because if we understand that mission and that that person, contrary to some of what Eric has said, has a duty to carry out that mission as its principal

aim, as the principal job duty, not some of these things that have been tagged on and moved up above the mission statement as the requirements. Then I think that we will all be on the same page. I have a final remark to Peter Martin's comment about micromanagement. The thing that I regret the most about what has brought us here together is that in arranging this committee, you will notice that a majority of the APS Board is either on the Committee or consultants to the committee and that the people who were forced to call this meeting are the people who were excluded from it and who were not consulted. Now, that is not the way to run a railroad, as Barry Goldwater said about Richard Nixon. You are supposed to be inclusive, not exclusive. You are supposed to bring people together, not cause divisions.

Klug: I think we have gone off topic here.

Klug: I was asked by Ken Lawrence to read the APS Mission Statement. This is not anything that we just decided last year. That has been on the book since 1947.

Prill: We reviewed it last year and affirmed it.

Klug: The APS Mission statement is:

- To promote stamp collecting for people of all ages
- To offer services to its membership and to philately in general, including knowledge and education, which enhance the pleasure and friendliness of stamp collecting
- To initiate and coordinate new programs for the benefit of stamp collecting and of all collectors
- To represent the United States of America in the world body of philately
- To assist its members in acquiring and disposing of philatelic materials.

Klug: We also approved some strategic goals and since that was part of the charge to the committee, than those strategic goals for the coming years are:

- To provide useful and valuable services to members,
- Increase membership in the Society,
- Development the American Philatelic Center and make it the physical and virtual center for American Philately,
- To ensure financial security.

Charlie Peterson: I would like to get back to the last thing that was left on table. There was a lot of fuss about John Hotchner wrote this letter; well, is he applying; no he isn't, etc.... a lot of fuss because of the comments he made. I want to say that I have a master's in public administration, I have worked on the Army General staff for at least 10 years, I am head of a career program of 10,000 people, I know job descriptions, I know hirings, firings, I know the whole run. And I have got to say that I could not -- even considering

that the Army is a non-profit organization -- I don't think that, in fact I could honestly apply for the job the way that it was written. And I don't like the fact that somebody disparages terminology. "Required" is required.

Klug: We have gone beyond that, we are changing that.

Peterson: I understand that. I am just saying the last comments that were left on the table after Ken brought everybody's attention to John Hotchner's letter. That was put down; John's comment was put down as not applicable, as he was not running for the job, etc.... We are getting trash talk, and I don't like trash talk being left on the table.

Straight: Just one point; I wonder whether people would feel more comfortable if on the candidate qualifications the bullet "knowledge of philately, stamp collecting is preferred" is moved higher up in the list?

McCann: I think that is a very reasonable suggestion.

Klug: Wade, what do you think of this?

Saadi: I think it is fine.

Prill: I would like to come back to what Janet said earlier about this being discussed on an internet chat board. The reason it was discussed on Virtual Stamp Club was that the press release was sent to Virtual Stamp Club and the members of that stamp club started asking questions. I would not dodge questions if they were raised on the Rochester Philatelic Association, and I am not going to dodge them if they are raised in the Virtual Stamp Club. Neither I nor Wayne initiated the discussion, it was initiated by the sending out of this press release.

Martin: Should we call the question on the motion that was posed about 45 minutes ago?

Saadi: I think that we have to be careful because I think that motion said that we would accept the original proposal unamended.

Martin: It provided the opportunity for the President to make any amendments as she saw fit.

*****Peter Martin moved to call the question:**

Peter McCann Seconded.

Klug repeats question: "It was called by Peter Martin to accept the job description as written with the President being able to amend."

Peter McCann – yes

Ada – yes
George – yes
Alan – no
Nick – yes
Wayne – yes
Jack – yes
Wade – yes
David – yes
Peter Martin – yes

Klug: Motion carries.

Klug: Is there anything else we need to discuss regarding the stated purpose of this meeting? The purpose being to review the criteria for the applicants of APS Executive Director with discussion, possibly modifying them and approving them.

Carter: We have done that.

Youngblood: Question for the search committee: Are you giving attention to the salary requirements of such a job requirement?

Saadi: We said that the salary was commensurate. The Society is not the same Society that it was back when we hired our last two Executive Directors. We have a huge piece of real estate right now that has to be managed, we have finances that did not exist back then, we have \$3.5 million worth of debt, we have decreasing membership, we have 40 employees that work in Bellefonte. It is not the same job description that we had back in 1970, 1980 or 1990. It is a different Society and we are trying to make the requirements fit the need that we have at Bellefonte.

Prill: I would like to point out that the Bylaws state that the Board sets compensation.

Klug: From myself personally speaking, first I think it is highly inappropriate for us to talk about compensation when we don't even have a candidate, or we have not even put out the qualifications for a candidate. The second thing is that is something we really should be discussing in executive session. And you are right: That is a decision to be made by the Board. Anything further?

Steven Rod: I wanted to speak on a number of issues. I have been deeply involved with the Society for a very long time, but the last 10 weeks it has been my whole life trying to reorganize the campaign for philately. Listening to this meeting has been very encouraging that we have a Society that runs in the manner it does. I wrote a frantic note to Bob this morning because I panicked that there would be sort of panic on the telephone, and I am so delighted that under the circumstances this meeting is being run in the orderly way it is being run. I want to commend Janet for taking a difficult situation and running it so well. I want to comment on a few things, for those people who don't know it, I do executive search for 131 related not-for-profit organizations and we do

anywhere from 8-12 a year. I only say that because I do have a lot of expertise and I want to reiterate just to make everybody comfortable, that what Wade said even though it is disposed of, is that anyone can apply for this job and the reason we delegate the responsibility to a sub-group of the Board is to do the leg work and to pick out the best candidates. So I am glad we got beyond the idea that whatever we say suggested requirements or requirements, it could be anybody that applies. The other thing is, I just really believe that Jack used the word disaster if it is a certain kind of person or not. I would just urge you, Wade Saadi, Committee and the Board, to just be open minded. We have come so far in the last few years, that we don't know who is the right person. That is why we set some guidelines, that is why the committee is going to look at a lot of paper and they are going to go from 50 down to 10 or 15 for telephone interviews and then from there they will get down to 3 or 4 finalist to come in. I think that is a very healthy process. I am really pleased that we worked out a very serious problem this morning. And I would be remiss if I didn't say that over the last 90 days -- and this is about structure -- I have made many changes to the campaign working with Ken Grant, Janet, and Bob -- the Board had to approve everything that I have done in the last 90 days to make major changes in the way we do things. That is the way the Board should continue to operate, is ask for people and committees to do leg work and then report upward. I would just endorse the motion this morning.

Lawrence: I agree with everything that Steven said in practice, but there is still the requirement of the committee to report to the Board, not just to the President. In this case the committee has been authorized to function this way, which is a different situation, it is not assumed until a committee has such authorization. But my plea is for inclusiveness. The problem with this process is not the specific dictionary definition of that or who will apply, or who will not. The rancor has occurred because there are perceptions that people have been excluded from the process. It would be much, much better to bring on board to this committee somebody who reflects the different point of view that has been clear since this erupted in public.

Flannery: I did not use the word disaster in connection with anything here.

Fekete: It was Alan.

Rod: Sorry, I was just trying to express it is a very bad word.

Carter: I would like to ask that the staff give us an accounting of the costs of this meeting and the costs of the November meeting.

*****Parsons:** I would like to move to open the minutes of the Executive Session that we had on November 12th.

McCann: We cannot open the minutes to the Executive Session.

Klug: You are correct. The minutes to the Executive Session are always kept confidential.

Fekete: The only reason that those minutes were confidential was that Bob was announcing his retirement and wanted that to be kept confidential and the other things we talked about had nothing to do with personnel or budget.

Flannery: I will not participate in any Executive Session in the future if there is an attached understanding that it could become “unexecutive” after the fact.

Klug: We have a motion that has been made. It has not been seconded. Is there a second?

Fekete seconded the motion.

***The vote for opening the November Executive Session minutes:

Peter McCann – no

Ada – yes

George – yes

Alan – yes

Nick – no

Wayne – no

Jack – no

Wade – no

David – no

Martin – no

Klug: We will not make the [November] Executive Session public.

Klug: Is there anything else?

Rod: I want to take the opportunity of this live Board meeting to ask that the members of both Boards continue to be as enthusiastic in responding to what we are going to be asking over the coming days, weeks and months to bring added and revised life and strength to the campaign as you are with this. I think the issue is related, I think whoever the search committee and the Board of Directors selects as its successor Executive is very much related to the success of this campaign over the next few years. I feel honored that you have entrusted me the power to chair it. And I welcome all the help I can get and I appreciate it.

Klug: Steven, I am grateful you are involved in the campaign. You are really making a difference.

Saadi: Want to speak of confidentially?

Youngblood: I want to express appreciation for everyone’s participation, however reluctantly. I think we have come together. We all want the best candidate for the job. It

is important that we have a bit of openness and that we have information flowing in all directions.

Klug: Lets talk about procedures. The committee will notify the Board at least 24 hours before any press release is issued to allow comments or suggestions. And only the committee will issue the press releases. Updates will be provided to the APS Board at least monthly, or more often if necessary. These will be issued through the President. As well, the Committee will update the APRL Trustees through President Ken Grant. The APS membership will receive updates through the President's column and through the issuance of frequent press releases. We will change the job requirements as we have noted and I will get those out to you before they become public knowledge, so that you can look at them again.

Klug: Seeking a new Executive Director is a very serious business and it is highly confidential. It is a personnel matter. It is not conducted by referendum or popular vote. The Bylaws specify that the President appoints, and the Board approves; and this is exactly how this process will be done. The Committee will be dealing with highly confidential personal information, references, background information. This information is going to remain confidential. It will not be discussed in any forum outside the committee other than within APS Board Executive Session. It is a personnel issue and confidentiality will be enforced. I urge everyone sitting in this room, everyone on the phone, to help with the search by bringing potential candidates to the Committee's attention.

Klug: Is there any other business to be discussed?

Carter: I wanted to note that you stated that you will change job requirements as we have noted here and get those to us before they become public knowledge; however I note that Foster Miller is posting what we have been talking about out on Virtual [Stamp Club]. I hope that he did not put out the key things in changing the requirements because Janet just said to us that this needs to be cleared by the Board first.

Foster Miller: I have been summarizing the discussion as it went on.

Carter: Then this is in violation of what Janet just said.

Prill: This is not Executive Session.

Carter: This is a public session but it violates what Janet just said.

Klug: It is already out there, so there is nothing we can do about that.

Process will continue

***Motion to adjourn by Nick Carter:

Seconded by Ada

***Vote:

Peter Mccann- yes

Ada – yes

Geroge – yes

Alan – yes

Nick – yes

Wayne – yes

Jack – yes

Wade – yes

David – yes

Peter Martin – yes

The meeting was adjourned 12:24.