

Minutes
ASBDC Board of Directors
November 8, 2010 Conference Call

Email Discussion and Vote
ASBDC Board Conflict of Interest Policy Recommendation / Strategic Planning Contract
with North Carolina Small Business Technology Development Center

Minutes – November 8, 2010

Meeting called to order by Chairman Salgado at 11:04 AM Eastern time.

Board Members present: Chairman Salgado; CEO Tee Rowe, Jerry Cartwright; Jim King; Brett Rogers; Georgianna Parkin; Gayle Kugler; Allen Adams and Marc King.

Board Members absent: Mike Young

No other Association Members present for the call.

Chair Salgado reviewed the Agenda with two additional items for discussion. Those being, the Chrisman benchmarking proposal and Personnel Committee items.

Chairman's Report - Review and remarks concerning the work with OSBDC on Jobs Bill Program Announcement to include metrics concerns. The P.A. should be released shortly and most concerns have been discussed. A Board Member raised the issue of Indirect Costs. OSBDC has no legal basis to exclude these costs however, institutions are being asked to limit percentages recaptured. A call with Administrator Marie Johns was held regarding the Jobs Bill P.A. metrics. Some agreement on using jobs created, jobs retained and possibly supported would be identified.

Chair called for approval of Minutes from the October 11, 2010 conference call. Moved by Allen Adams; Seconded by Mary Lynn Wilkerson. Motion passed.

Financial Review – President Rowe provided a brief review of the financials, as Treasurer Mike Young was unable to participate on the call. No final figures are available from the San Antonio conference as this time. No unusual expenses to report or expected abnormalities to show up.

Legislative Update – President Rowe reviewed with the Board the results and expected changes to take place in the House and Senate due to the mid-term elections. Concerns were expressed over talk of budget and spending that could be reduced to FY'08 levels and that any stimulus funds that are not awarded by the beginning of the new year may be cut. There are negative implications for PTACs and the MEP due to potential new Committee makeup. MEPs are reaching out to some SBDCs for partnering. A continuing resolution is expect to roll through until February 2011.

Action Matrix – Vice Chair Marc King reviewed the matrix and that the structure will remain the same and some previous elements will be brought forward. Discussions on this will be held as part of the strategic planning sessions for the Board in 2011. It was recommended that the Matrix be posted to the ASBDC web site for the membership.

Accreditation Update – Vice Chair Marc King discussed the pending intensive training that will take place in January, tied to the Board Meeting schedule in D.C. All reports are up to date with the Minnesota and New Jersey reports to be heard at the January meeting.

Standards updates will be ready for presentation to the Membership at the March meeting and incorporated into the self-Study.

Marc King requested approval by the Board to add two new State Directors to the Committee, Janice Washington, Arizona and Gayle Kugler, Wisconsin. So moved by Allan Adams and seconded by Georgianna Parkin. Motion approved.

Associate Directors Working group will hold its conference call on November 10th and will be discussing the Jobs Bill implementation.

Board Member Allan Adams raised the question of OSBDC not dropping the push for counselor “certification”. Discussion focused on Association move to core competencies and to continue to move forward with our commitment in that direction.

Old Business – Chair Salgado reviewed briefly the P.A. for the Jobs Bill again, stating that OSBDC has indicated the it will be first proposal in, first proposal out to facilitate their (OSBDC's) quick turn around.

VBOC and Web Cats – President Rowe briefed the Board on issues with SBA's Office of Veterans Affairs requiring all VBOCs to utilize Web Cats as its MIS program no matter what was already in place. Issues were on confidentiality and potential double entry of client data. OVA threatened existing program with contract non-renewal if they did not comply. Both Antonio Doss and President Rowe will try to diffuse the situation after Veterans Day.

Committees and Chairs – Chair Salgado indicated that State Director Scott Daugherty has accepted the “T” Counselor Certification Committee lead. Other previous Chairs were asked by the Chair to continue serving in their capacity for consistency.

Legislative Policy Chair is vacant and Chair Salgado asked if President Rowe could fill that role as well. Key states with Congressional Members so positioned to support President Rowe will be looked at to facilitate as well. President Rowe indicated that he felt he could handle the Committee with the support of those key state State Directors and their members.

Technology Committee – Vice Chair Marc King and Treasurer Mike Young will on this Committee with Scott Daugherty as Chair and will expand the initiative into a broader accreditation, counselor certification and exam process.

Board Member Brett Rogers moved to accept Committee Chairs as presented by the Chair. Mary Lynn Wilkerson seconded. Motion passed and Chair Salgado will email Chairs asking them to solicit members.

New Business

Point rose regarding the possibility of adding the NASBITE training course and possibly the certification exam to the Association's fall conference. No action taken.

Strategic Planning for Board – three facilitators from the North Carolina SBTDC would lead this activity. Proposal was provided in advance for the Board to review and Vice Chair Marc King reviewed the highlights. President Rowe remarked that there may be the potential for a conflict of interest with having a Board Member who is also part of the consultant team handling the strategic planning activity. President Rowe will discuss with Association legal counsel Brock Landry.

Chrisman Benchmark proposal – proposal was provided in advance for the Board to review. Presented by Vice Chair Marc King and indicated that this was a previous item brought forward by the Associate Director's Working Group. Additional metric and bands were proposed that aligns with Accreditation Standard 4.1. Board pursued discussion on potential for further breakdown possibilities for example, veterans and international trade; how this would compare to other state analysis use and how this could be used as a benefit. Members gave a sense of more value than downsides. Reports generated would cost approximately \$1,400 each. Vice Chair Marc King indicated he would discuss these points with Dr. Chrisman and have more to report on the December Board call.

Chair Salgado indicated a desire for a motion to adjourn. Board Member Brett Rogers so moved. Meeting adjourned at 12:15 Eastern / 11:15 Central.

**Strategic Planning Proposal and Conflict of Interest Policy
November 29, 2010 to December 2, 2010**

On November 29, 2010 Chair Al Salgado alerted the Board of Directors to Association Counsel's opinion that a conflict of interest does exist and there are two steps the Board should consider. First, the Board can vote to go forward with the contract with NC-SBTDC despite the potential conflict, essentially waiving the conflict based on the Board's knowledge of the situation. Counsel advised that the waiver is within the powers of the Board in order to technically and legally contract with the NCSBTDC. Second, a formal conflict of interest policy should be adopted by the Board in order to clarify and guide future actions.

Draft copies of the conflict of interest and Strategic Planning proposal were provided to the Board for their review and consideration. President Rowe would also give notice to the membership.

Chair Salgado outlined the following process for Board action on the two items and that Counsel will be asked to complete the draft conflict of interest policy which requires the appropriate ASBDC language and citations. The policy should be adopted before 12/31 so that the 2010 form 990 is accurately stated.

The Chair will entertain a motion to adopt a conflict of interest policy as prescribed by the attached draft by Brock Landry with the understanding that the draft requires the insertion of the appropriate ASBDC language and citations.

Next step: A board member "so moves" and replies to all:

Then: All board members vote accordingly

Lastly: votes are tally and board informed of the results.

Result of Vote:

The next item to adopt and requires a motion with vote to follow is the Strategic Planning Proposal by the North Carolina SBTDC.

The Chair will entertain a motion to contract with NC-SBTDC not to exceed the stated dollar amount and waiving the conflict based on the Board's knowledge of the situation. Counsel has advised that the waiver is within the powers of the Board in order to technically and legally contract with the NCSBTDC.

Next step: A board member "so moves" and replies to all:

Then: All board members vote accordingly

Lastly: votes are tally and board informed of the results.

Result of Vote:

With regard to the Conflict of Interest Policy

- Motion by Board Member Jerry Cartwright and seconded by Allan Adams on November 30th.
- Email vote November 30th and December 1, 2010; eight votes yea, motion carries.

With regard to the Strategic Planning Proposal by the North Carolina SBTDC

- Motion by Board Member Brett Rogers, seconded by Allan Adams on December 1, 2010.
- Email vote December 1, 2010 with eight votes yea, motion carries.
- Vice Chair Marc King recused himself from this action and vote.