



PASS
Board of Directors Meeting
November 5, 2014 – In Person
Seattle, Washington

Attendees: Thomas LaRock, Adam Jorgensen, Denise McInerney, Wendy Pastrick, James Rowland-Jones, Sri Sridharan, Tim Ford, Amy Lewis, Jen Stirrup, Sanjay Mishra, Jennifer Moser

PASSHQ Attendees: Judy Christianson, Amy Lofstrom, Brendan Johnston, Craig Ellis, Lana Montgomery, Janice Simpson, Sandy Cherry, Vicki Van Damme

Not in attendance: Grant Fritchey – 2014 PASS Board Election winner

Agenda for Discussion:

1. **Vote on October Board meeting minutes**
2. **Summit 2015 pricing**
3. **Portfolio assignments**
4. **Summit update**
5. **Board speaking at PASS events**
6. **PASS finance update**
7. **Summit 2014 orientation/WSCC tour**

Meeting Minutes

Adam Jorgensen welcomed the Board to the meeting. Adam let the Board know that both Thomas LaRock and Sri Sidharan would be arriving late due to their required attendance at the Volunteer meeting which runs from 8:00am to 9:00am. Adam introduced Brendan Johnston and asked the Board to join him in welcoming Brendan as the new Director of Sales and Marketing at PASS HQ.

1. Vote on October Board meeting minutes

Motion: I motion to approve the October 9 Board meeting minutes that were sent to the Board on October 29, 2014.

Motion: Adam Jorgensen

Second: Tim Ford

Thomas LaRock	Absent
Denise McInerney	Yes
Bill Graziano	Abstain
Wendy Pastrick	Yes
James Rowland-Jones	Yes
Sri Sridharan	Absent
Amy Lewis	Yes
Jen Stirrup	Yes
Sanjay Mishra	Absent
Jennifer Moser	Yes

Motion passed (8 yes, 0 no, 1 abstain and 3 did not vote).

Thomas LaRock joined the meeting at 8:19 am.

Sanjay Mishra joined the meeting at 8:35 am.

2. Summit 2015 pricing

Adam opened the discussion by letting the Board know that a vote to raise Summit pricing is not required, however he would like a vote for the purposes of consensus.

Lana Montgomery, PASS HQ, gave the Board a summary of the historical rate and cost increases, projected registration numbers and optional pricing structure for 2015 onwards. Lana explained that the average cost per attendee has increased by more than the average registration rate from 2010 to 2014. These numbers represent an expense to revenue ratio increase. Implementing an alternate pricing structure with increased rates and less price bumps will prevent our profit margin from stagnating or declining for Summit 2015 to Summit 2017.

Motion: I motion to approve the price restructure and increase for the 2015 PASS Summit due to the increase in hard costs year over year.

Motion: Adam Jorgensen

Second: Amy Lewis

Thomas LaRock	Yes
Denise McInerney	Yes
Bill Graziano	Yes
Wendy Pastrick	Yes
James Rowland-Jones	Yes
Sri Sridharan	Absent
Tim Ford	Yes
Jen Stirrup	Yes
Sanjay Mishra	Yes
Jennifer Moser	Yes

Motion passed (11 yes, 0 no, 0 abstain and 1 did not vote).

Thomas LaRock welcomed and introduced Sanjay Mishra to the Board.

3. Portfolio assignments

Thomas presented the PASS portfolio assignments for FY 2015. The portfolio goals will continue to focus on establishing PASS as the community leader in Microsoft technology.

- James Rowland-Jones (Special Projects: Partnerships)
- Wendy Pastrick (Virtual Chapters)
- Tim Ford (SQLSaturday)
- Amy Lewis (Educational Programs)
- Jen Stirrup (Business Analytics)
- Grant Fritchey (Global Chapters)

The directors presented an overview of their portfolio goals and specified any asks they may have going forward. These goals will be aligned to the budgeting process for FY 2016. FY 2016 begins on July 1st, 2015.

Denise McInerney updated the Board on the BA planning committee. The proposal is to transition the committee into the new portfolio with the projected date of April 2015 for the dissolution of the committee.

Action: Vicki Van Damme, PASS HQ & Denise to develop a formal transition time for the dissolution of the BAC committee to the portfolio prior to the January 2015 Board meeting.

Sri Sridharan joined the meeting at 9:20 am. Thomas thanked Sri for his time on the Board and presented him with a thank you card signed by the Board and PASS HQ.

4. Summit update

Denise explained that there are three parts to the Summit update starting with Vicki reviewing logistics. Vicki presented an overview of the Washington State Convention Centre outlining the session rooms and the key areas for PASS Summit 2014. Vicki will take the Board on a walk-about tour at the close of the Board meeting.

Lana updated the Board on the registration numbers for PASS Summit 2014 and announced that the revenue goal had been surpassed. Lana defined the attendee demographics noting that this year had the highest number of international attendees and that 46% of attendees are first timers.

Denise outlined the communication plan going forward and asked the Board to review the briefing document that Brendan Johnston sent out to the Board. The document gives some vision to the direction we want to take in maturing our communications with our membership and blogger community. Denise outlined the structure for the Board Q&A that will take place on Friday at Summit and asked the directors to be prepared to give a brief update on their portfolios. The BA direction Q&A will follow and all Board members are invited to stay if their schedules permit. The official panel for this is Thomas LaRock, Adam Jorgensen, Jen Stirrup and Denise McInerney.

Denise asked the Board to take some time to engage with the community through the office hours at the Community Zone and if they have not been formally scheduled to tweet when they will be on site there.

Wendy Pastrick clarified for the record that the Chapter Lunch was not replaced with the PASS SQL around the world contest. The improved implementation was the community zone spotlight hours which highlighted specific representation at the community zone at specific times.

5. Board speaking at PASS events

Adam opened the discussion by reminding the Board that there will be Board members over time that are in a position to present valuable material to the community that others may not be able to present. The Board goes through the same theoretical process as everyone else does for submitting abstracts to the programs committee, however it is a good practice for a sitting Board member not take compensation.

Bill Graziano questioned if there was any historical documentation on turning down a Board member for a regular session or precon that was approved by the committee? Amy Lewis noted that there are limited sessions a Board member can deliver from the program committee's policy standpoint.

Tim Ford reaffirmed that Board members are not treated any differently in terms of selection.

The Board discussed putting a policy in place that will message transparency and guide sitting Board members on how they can accept compensation.

6. Pass finance update

Adam started by thanking Sandy Cherry, Simon Rea-Palmer and team of PASS HQ for their diligence and hard work in the finance department. Adam presented the FY 2014 closing financial position and applauded the Board for getting through the budget process. He asked the Board to submit any budget exception discussions prior to the January Board meeting.

Adam reviewed PASS' revenue growth from FY 2003 to FY 2014 and had Sandy present a refresher on the 2013 & 2014 investments that were made. Adam reviewed how the PASS reserves are invested and reminded the Board that a decision will need to be made today on reserves.

Motion: I move that we commit between \$130,000 and \$150,000 to reserves after reviewing the 2014 closing financial position.

Motion: Adam Jorgensen
Second: Sri Sridharan

Thomas LaRock	Yes
Denise McInerney	Yes
Bill Graziano	Yes
Wendy Pastrick	Yes
James Rowland-Jones	Yes
Tim Ford	Yes
Amy Lewis	Yes
Jen Stirrup	Yes
Sanjay Mishra	Yes
Jennifer Moser	Yes

Motion passed (12 yes, 0 no, 0 abstain and 0 did not vote).

7. Summit 2014 orientation/WSCC tour

Vicki Van Damme and Craig Ellis, PASS HQ, took the Board on a tour of the Washington State Convention Centre.

Next Meeting

The next Board meeting will be by teleconference at 2:00pm Pacific on December 11, 2014.

The meeting was adjourned at 1:15pm Pacific Time.