



**PASS**  
**Board of Directors Meeting**  
December 10, 2015 - Teleconference

**Attendees:** Thomas LaRock, Adam Jorgensen, Denise McInerney, Bill Graziano, James Rowland-Jones, Wendy Pastrick, Tim Ford, Amy Lewis, Jen Stirrup, Grant Fritchey, Jennifer Moser

**Not in Attendance:** Sanjay Mishra

**Board Advisors/Guests:** Eduardo Castro, Diego Nogare, Ryan Adams

**PASSHQ Attendees:** Judy Christianson, Sandy Cherry, Georgia Dahle, Craig Ellis, Janice Simpson, Boris Tabakman, Vicki Van Damme, Sonya Waitman

**Agenda for Discussion:**

- 1. Approve minutes from November Board meeting**
- 2. LATAM Board seat - vote**
- 3. James Rowland-Jones resignation**
- 4. PASS Director-At-Large appointment – vote**
- 5. PASS EVP Appointment - vote**
- 6. Amend Pass Articles - vote**

**Meeting Minutes**

Adam Jorgensen opened the meeting by reviewing the agenda and confirming all were prepared to vote on the minutes from the November Board meeting.

**1. Vote on November Board meeting minutes**

**Motion:** I move to approve the November 12 Board meeting minutes that were sent to the Board on December 3, 2015

Motion: Adam Jorgensen

Second: James Rowland-Jones

Thomas LaRock	Yes
Denise McInerney	Yes
Bill Graziano	Yes
Tim Ford	Yes
Wendy Pastrick	Yes
Amy Lewis	Yes
Jen Stirrup	Yes
Grant Fritchey	Yes
Jennifer Moser	Yes
Sanjay Mishra	Absent

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

**2. LATAM Board Seat**

James Rowland-Jones thanked everyone for the discussion on the consult call that outlined the LATAM Board seat. He gave a recap of the course that was taken to convert an Open Director-at-Large seat to a LATAM seat. Initially there were some performance benchmarks set out with the Global Growth committee for the LATAM region. These benchmarks were to guide and shape the future growth of LATAM. JRJ noted he was very encouraged to see Eduardo Castro, Diego Nogare and the LATAM community execute against those goals in the last year. Our expectations have been exceeded and we feel that LATAM has grown to a place where a regional seat is appropriate and would recommend to the Board that we include this seat to the 2016 PASS Board elections. JRJ announced that he was going to make a motion.

**Motion:** I move to convert one of the open Director-at-Large seats, which is up for election in the 2016 Board election, to a LATAM regional seat.

Motion: James Rowland-Jones

Second: Adam Jorgensen

Thomas LaRock	Yes
Denise McInerney	Yes
Bill Graziano	Yes
Tim Ford	Yes
Wendy Pastrick	Yes
Amy Lewis	Yes
Jen Stirrup	Yes
Grant Fritchey	Yes
Jennifer Moser	Yes
Sanjay Mishra	Absent

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

Adam thanked JRJ, Diego and Eduardo as well as everyone that has worked to achieve those goals. Adam added that this is a huge milestone for the PASS community.

### **3. James Rowland-Jones resignation**

Adam thanked JRJ for everything he has, and will continue to do, for the PASS organization. The Board just approved one of the biggest steps an organization can take as we continue to grow our global focus and JRJ has been a big part of getting us where we are today. Adam added that we will miss JRJ's voice and engagement as part of the Board.

JRJ thanked Adam and everyone on the call, past and present Board members. JRJ went on to say it's been a great pleasure to serve this organization. Together we have achieved an enormous amount of work. I am truly sad to be leaving but very excited with the opportunity that has been afforded to me. I will be stepping back in regards to my community presence, however I am not stepping away. I do look forward to seeing all of you at future events and occasions. I have made some very close friends within this group and I treasure that. Thank you everyone, especially my peers at HQ that I have worked with so closely for so long.

Adam thanked JRJ. The Board said goodbye to JRJ. JRJ left the call.

### **4. PASS Director-at-Large Vacancy**

Adam reminded the Board that the next agenda item was to appoint the vacancy left by James' resignation.

Adam confirmed that everyone was prepared to vote on Argenis Fernandez being appointed to the vacancy and reminded the Board that the vacancy is filled for the remainder of the term through the next calendar year.

**Motion:** I move to appoint Argenis Fernandez to fill the Director-at large seat for the remainder of the term vacated by James Rowland-Jones.

Motion: Adam Jorgensen

Second: Tim Ford

Thomas LaRock	Yes
Denise McInerney	Yes
Bill Graziano	Yes
Wendy Pastrick	Yes
Amy Lewis	Yes
Jen Stirrup	Yes
Grant Fritchey	Yes
Jennifer Moser	Yes
Sanjay Mishra	Absent

**Motion passed (10 yes, 0 no, 0 abstain and 1 did not vote).**

#### **5. PASS EVP Appointment**

Adam recapped the email he sent to the Board regarding the appointment of Grant Fritchey to the vacant EVP seat as of January 1, 2016, and thanked those who provided positive feedback. Adam confirmed the appointment would go forward for Board approval with a vote and established all were prepared for that.

**Motion:** I move to appoint Grant Fritchey to Executive Vice President as of January 1<sup>st</sup>, 2016 which will become vacant as of that date due to James Rowland-Jones' resignation.

Motion: Adam Jorgensen

Second: Denise McInerney

Thomas LaRock	Yes
Bill Graziano	Yes
Wendy Pastrick	Yes
Tim Ford	Yes
Amy Lewis	Yes
Jen Stirrup	Yes
Grant Fritchey	Yes
Jennifer Moser	Yes
Sanjay Mishra	Absent

**Motion passed (10 yes, 0 no, 0 abstain and 1 did not vote).**

Adam thanked the Board and congratulated Grant Fritchey.

#### **6. Amendment to PASS Articles**

Adam gave a quick overview on the email he sent with the proposed amendments to the PASS articles. These are small edits to highlight the focus of the PASS organization and were recommended by our attorney to be sure we can move forward with the non-profit status application for PASS.

The Board discussed the purpose of the change to support our application for non-profit status and Adam confirmed that the wording came directly from our lawyer.

**Motion:** I move to approve the amended articles that were sent to the Board on December 3, 2015 in order to move forward with the 501 (c) (3) tax exempt application.

Motion: Adam Jorgensen

Second: Amy Lewis

Thomas LaRock	Yes
Denise McInerney	Yes
Bill Graziano	Yes
Wendy Pastrick	Yes
Tim Ford	Yes
Jen Stirrup	Yes
Grant Fritchey	Yes
Jennifer Moser	Yes
Sanjay Mishra	Absent

***Motion passed (10 yes, 0 no, 0 abstain and 1 did not vote).***

Adam concluded by saying that it has been a great year and that the current Board has made a tremendous amount of progress. He thanked all Board members for their part over this past year.

Adam reminded everyone that Amy Lewis will not be back next year. Adam gave a special thank you to Amy and recognized her for the amount of work she has done to prepare Ryan for taking over the programs portfolio and added that the Board will miss her.

Amy thanked the Board and said it's been a tremendous pleasure working with everyone.

Adam wished everyone a great holiday season and thanked everyone for everything that was accomplished today.

The meeting adjourned at 2:35pm Pacific Time.

### **Next Board meeting**

The next Board meeting will be in person on January 20 & 21, 2016 in Kirkland, Washington.