



Board of Directors Meeting

Teleconference

June 11, 2020

Attendees: Wendy Pastrick, Tim Ford, John Martin, Chris Yates, Roberto Fonseca, Lori Edwards, Mindy Curnutt, Melody Zacharias, Hamish Watson, Asad Khan, Ramnik Gulati

Absent: Grant Fritchey

PASSHQ Attendees: Judy Christianson, Sandy Cherry, Craig Ellis, Elizabeth Jeffs, Anika Polisenio, Janice Simpson, Vicki Van Damme, Avalon Bourne, Marie Fryman-Kunert, Amanda Martin, Marcella McKeown, Marcia Mendonca, Terence O'Shea

Agenda for Discussion:

1. Roll Call
2. President's Welcome
3. Approval of May Meeting Minutes
4. Board Activities
5. COVID-19 and C&C Update
6. PASS Summit Update
7. Sales and Sponsorship Update
8. Finance Update
9. PASS Community Support
10. PASS FY2021 Strategy, Priorities, and Roadmap
11. Revenue Diversification Update
12. Microsoft Update
13. Elections and Governance Update

1. **Roll Call**

Quorum was achieved.

2. **President's Welcome**

Wendy Pastrick welcomed the Board and PASSHQ to the meeting and thanked everyone for their time and participation. Wendy also thanked everyone for their efforts in supporting the PASS community during these challenging times.

3. **Vote to Approve May Board Meeting Minutes**

Tim Ford confirmed that the Board was ready to vote on the May Board meeting minutes.

Motion: *I move to approve the May Board meeting minutes that were sent to the Board on June 9, 2020.*

Motion: Tim Ford
Second: John Martin

Wendy Pastrick	Yes
Grant Fritchey	Absent
Chris Yates	Yes
Roberto Fonseca	Yes
Lori Edwards	Yes
Mindy Curnutt	Yes
Melody Zacharias	Yes
Hamish Watson	Yes
Asad Khan	Yes
Ramnik Gulati	Yes

Motion Passed (11 yes, 0 no, 0 abstain, 1 absent)

4. Board Activities

Tim asked if there were any Board members with upcoming paid speaking opportunities.

John Martin informed the Board that he would no longer be speaking at SQLSaturday Oslo.

No other activities were declared.

5. COVID-19 and C&C Update

Judy Christianson, PASSHQ, welcomed the Board to the meeting and provided a brief update on PASSHQ's efforts to address the challenges COVID-19 has presented.

6. PASS Summit Update

Marie Fryman-Kunert, PASSHQ, provided a marketing update for PASS Virtual Summit 2020.

Marie presented registration and projection numbers for PASS Summit, detailing the breakdown of registrations prior to the launch of PASS Virtual Summit by cancellation, transfer to PASS Summit 2021, and transfer to the virtual conference. Marie also broke down the new registrations based on registration category. Marie reviewed data and statistics from Google Analytics and the overall campaign performance to track the success of PASS Summit marketing campaigns. Marie pointed out the impact that Board communications has had within the Community.

Marie reviewed demand generation goals, which include surpassing projection targets, increasing global participation, and building event awareness with focused messaging on new networking and content opportunities that exist within the virtual platform for PASS Summit.

Marie reviewed the Community focus group feedback regarding PASS Summit with the key points being the importance of community networking and interaction, pricing structure, scheduling related to time zones, ensuring value for vendors and sponsors to interact with attendees, program content, and allowing for a variety of activities. The feedback referenced the importance of ensuring that program content be brand new.

Marie reviewed timelines and strategy for pricing and for demand generation channels along with key messaging. The focus will be on increasing global participation, as well as growing the student base of

attendees during the lower price resulting from the conference being virtual. The Board discussed the timeline for sharing with the Community the platform features and overall experience, particularly the networking components.

Marie reviewed the strategy for discount codes and comps and wrapped up her presentation outlining what is needed from the Board to drive awareness and registrations. Tim echoed Marie's statements and the importance of the Board's role in amplifying communications regarding PASS Virtual Summit.

Terence O'Shea, PASSHQ, provided an overview of the communications strategy for PASS Virtual Summit along with the timeline and key messages.

Marcella McKeown, PASSHQ, reviewed the PASS Virtual Summit program and the results of the call for speakers, including total submissions, demographics, regional diversity, and streams. The Board discussed the feedback from speakers regarding the move to a virtual PASS Summit, as well as overall scheduling for the program and ensuring that the speaker composition is inclusive.

Marcella reviewed the learning pathways and timeline for release to the Community. The Board noted the impressiveness of the pathways for this year's PASS Virtual Summit.

Marcella reviewed planning considerations for the PASS Virtual Summit 2020 program, including overall agenda and schedule, diverse sessions, and speaker and attendee needs and requirements.

Elizabeth Jeffs, PASSHQ and Anika Polisenio, PASSHQ, provided an update on the virtual platform for PASS Virtual Summit under NDA.

7. Sales and Sponsorship Update

Craig Ellis, PASSHQ, provided a sales and sponsorship update.

Craig reviewed current sponsors for PASS Summit 2020, including those who have cancelled due to the shift to a virtual conference and those who are transferring their sponsorship PASS Summit 2021. A new prospectus is in development for the virtual conference, building out different sponsorship tiers based on what can be provided to sponsors through the virtual platform.

Craig presented an overview of 365 sales for FY2020, which has been a record year for sales. Additionally, PASS Summit 2019 sponsorship was the highest recorded. The Board discussed feedback from sponsors regarding the partner webinars, which has been positive so far with suggestions for improvement.

Craig provided an update on the lead generation goals for 365 sales and for PASS Virtual Summit and spoke to mitigation plans to address the challenges caused by COVID-19.

8. Finance Update

Sandy Cherry, PASSHQ, gave an update on the FY2020 projected finals and projected FY2021 budget.

Sandy reviewed the changes from the projected FY2020 numbers presented at the February 2020 Board meeting and gave an overview of the projected final net income versus the budgeted net income for FY2020.

Revenue has come in under budget due to the shortfall of PASS Summit 2019 registrations as well as virtual group sponsorship not meeting targets; however, part of this shortfall was made up by 365 advertising revenue and expo sales. The partnership with Microsoft has also helped to decrease this gap significantly. Sandy also spoke to the cost-savings initiatives that have been implemented to decrease the budget deficit. Sandy went on to present the variances in projected revenue, expenses for FY2020, as well as projected cash and investments. Based on the afore-mentioned revenue and cost saving initiatives, projected revenue has increased by \$400,000.

Sandy provided an overview of year over year revenue, expenses, net income and loss, and PASS' profit margin. She detailed the increase in profit margin year over year for the last three years, which puts PASS in a stronger position to mitigate the challenges presented by COVID-19. However, the financial challenges presented by COVID-19 have caused a cash flow shortage. To mitigate this, Christianson & Company has taken several steps to address the forecasted budget deficit to support PASS' cashflow, which has saved PASS approximately \$500,000 for FY2020.

Sandy gave an update on the timeline for approving the budget for FY2021, which has been affected by COVID-19. The budget will be voted on in July. Sandy provided the update that based on initial budgeting, a deficit budget for FY2021 will be put forward. This deficit will be due primarily to switching from an in-person PASS Summit to a virtual PASS Summit. To alleviate the deficit and support cash flow, PASS will use profits from FY2020, leverage reserves and a line of credit, and will continue to receive cost saving support from Christianson & Company.

Sandy reviewed the reserves balance, how the reserves will be used, and the cashflow strategy for FY2021. The Board discussed the mitigation of expenses and the possible use of government programs to off-set cash flow challenges. PASSHQ continues to investigate government support programs, but so far PASS has not been eligible. The Board discussed reviewing PASS' tax status for eligibility for government support opportunities, and Sandy will look into this.

Chris Yates left the call at 12:46pm.

Sandy discussed strategies for closing the deficit gap, including increasing PASS Summit revenue and pursuing additional revenue diversification opportunities. Judy also spoke to current initiatives from C&C that will continue over FY2021. The Board discussed the cash reserves and the strategies to mitigate the deficit gap. The Board also discussed additional contingency planning for the months ahead. contingency plans and a separate meeting will be set up to review in detail.

Sandy detailed next steps for the Board regarding the FY2021 budget. Pre-approval for July expenses is required until the FY2021 budget is voted on and approved.

Tim confirmed that the Board was ready to vote on pre-approving expenses for July 2020.

Motion: *I move to pre-approve up to \$400,000 in expenses for July 2020.*

Motion:

Tim Ford

Second:	John Martin
Wendy Pastrick	Yes
Grant Fritchey	Absent
Chris Yates	Absent
Roberto Fonseca	Yes
Lori Edwards	Yes
Mindy Curnutt	Yes
Melody Zacharias	Yes
Hamish Watson	Yes
Asad Khan	Yes
Ramnik Gulati	Yes

Motion Passed (10 yes, 0 no, 0 abstain, 2 absent)

Tim Ford confirmed that the Board was ready to vote on moving reserves to the general account.

Motion: *I move to approve that Finance may transfer funds out of PASS' reserves to the general account to support cash flow.*

Motion:	Tim Ford
Second:	Wendy Pastrick
John Martin	Yes
Grant Fritchey	Absent
Chris Yates	Absent
Roberto Fonseca	Yes
Lori Edwards	Yes
Mindy Curnutt	Yes
Melody Zacharias	Yes
Hamish Watson	Yes
Asad Khan	Yes
Ramnik Gulati	Yes

Motion Passed (10 yes, 0 no, 0 abstain, 2 absent)

Grant Fritchey and Chris Yates were unable to attend the meeting during the Votes.

Grant submitted the following statement of support for the votes:

I fully support the board's decisions to both pre-approve expenses for the month of July 2020 and move the funds out of the reserve. These are necessary actions in the current situation.

Chris submitted the following statement of support for the votes:

*I support the decision to pre-approve expenses incurred by PASS during the month of July 2020.
I support the decision to move funds out of PASS's reserves on an as needed bases to support necessary cash flow.*

Asad Khan left the call at 1:02pm.

9. PASS Community Support

Amanda Martin, PASSHQ gave an update on current initiatives in place to support the PASS Community.

Amanda provided a status update for 2020 SQLSaturdays reviewing the events that had been postponed, rescheduled, cancelled, and those that had taken place. Amanda reviewed the processes for SQLSaturdays to move to a virtual model with the main concern from organizers being lack of interaction with attendees. Amanda discussed plans to address those concerns. Sponsorship support for virtual events will continue from Microsoft as planned for FY2020 and then will be reviewed for FY2021. Google Cloud, Red Hat, and Melissa are all in the process of signing on as sponsors.

Amanda provided an update on support being provided for Local Groups to meet virtually. Temporary GoToMeeting accounts were secured and distributed to Local Groups from mid-March to mid-June. With these accounts set to expire, other options are being considered to support Local Groups to continue to meet virtually. Amanda also reviewed with the Board the new and improved PASS Local Group dashboard tools, which have received positive feedback from Local Group Leaders.

Amanda provided an update on Virtual Groups with the overall number of Virtual Groups being decreased, the number of attendees per session has increased, which demonstrates the continued interest from the Community in meeting virtually. Amanda also reviewed FY2020 Virtual Group numbers against projected numbers for the first half of FY2021.

Amanda reviewed Community initiatives for PASS Virtual Summit, including details on the referral program, Community Leader codes, the All Access Program, WIT and D&I activities, and overall opportunities for networking and interaction during the event.

10. PASS FY2021 Strategy, Priorities, and Roadmap

Elizabeth presented an overview of the FY2021 strategy, roadmap, and priorities and spoke to the accomplishments and objectives that have been achieved since February despite the challenges presented by COVID-19.

Elizabeth presented the areas of focus for the first half of FY2021, which continue to be on educational content, accessibility, and engagement. FY2021's areas of focus will all feed into driving revenue by delivering content that supports the community and engages members.

Elizabeth presented the six-month timeline with key initiatives and milestones. Elizabeth spoke to FY2021 priorities, which are PASS Virtual Summit, revenue diversification, and closing the budget gap.

Chris Yates rejoined the call at 2:01pm.

11. Revenue Diversification Update

Vicki Van Damme, PASSHQ gave an update on plans and timelines for revenue diversification.

12. Microsoft Update

Vicki gave an update on current initiatives and upcoming projects with Microsoft, including details of Microsoft's sponsorship of PASS Virtual Summit and support in promoting the conference. Vicki spoke to Microsoft's investment in PASS which has been steadily increasing with the largest 365 investment in several years occurring in FY2020.

Vicki thanked Asad, Ramnik, and Microsoft for being wonderful partners and for truly supporting the organization both before COVID-19 and after.

13. Elections and Governance Update

John Martin provided an update on the election goals and strategy for the 2020 PASS Board of Directors elections. The goals remain focused on increasing the number of qualified Community candidates and increasing voter turn-out. John reviewed the elections timeline and marketing support.

John reviewed the results of the Board survey, which will be used to guide recruitment for the elections. John reminded the Board of its role in recruitment and engagement with the Community to support the achievement of elections goals.

John reviewed next steps for the elections and recruitment. Wendy spoke to the importance of having a skilled and diverse Board in place to make strategic decisions to drive the future vision of PASS, while also ensuring that the Community is engaged with the elections.

The meeting adjourned at 2:46pm Pacific Time.

Next Board meeting

The next Board meeting will be by teleconference on July 16, 2020 at 12:00pm Pacific Time.