



**Professional Association for SQL Server
Board of Directors Meeting**

In Person – July 18 & 19, 2013
Kansas City, Missouri

Board Attendees: Bill Graziano, Douglas McDowell, Thomas LaRock, Adam Jorgensen, Denise McInerney, Wendy Pastrick, James Rowland-Jones, Sri Sridharan, Rick Bolesta, Olivier Matrat, Jennifer Moser

Attendance via Remote Audio/Video: Rushabh Mehta, Rob Farley, Neil Buchwalter

PASSHQ Attendees: Judy Christianson, Sandy Cherry, Craig Ellis, Alison MacDonald, Vicki Van Damme

Agenda for Discussion:

Day 1

1. Welcome and Introductions
2. ExecCo Elections
3. Finance Update/Budget Revisits
4. CA & PASS
5. Chapter Agreement Changes
6. Global Growth

Meeting Minutes

1. Welcome and Introductions

Douglas McDowell welcomed the Board, thanked everyone for attending the meeting, and went through the upcoming agenda and various housekeeping items.

2. ExecCo Elections

Bill Graziano announced the next order of business as the Executive Committee Election (ExecCo Elections).

Rushabh Mehta recused himself as chair of the ExecCo Elections.

Motion: I move to nominate Bill to act as Chair of the ExecCo Elections process.

Motion: James Rowland-Jones
Second: Adam Jorgensen

Bill Graziano	Yes
Douglas McDowell	Yes
Thomas LaRock	Yes
Rushabh Mehta	Yes
Rob Farley	Yes

Denise McInerney	Yes
Wendy Pastrick	Yes
Sri Sridharan	Yes
Rick Bolesta	No
Neil Buchwalter	Yes
Olivier Matrat	Yes
Jennifer Moser	Yes

Motion passed (13 yes, 1 no, 0 absent, 0 abstain).

Bill outlined the ExecCo election process and clarified that a candidate must garner the majority of votes from the voting Board members to be elected to the ExecCo. In case of a tie, the vote of the Chair of the Elections process is the deciding vote. With 14 members on the Board of Directors, 8 votes are necessary to be elected, or 7 votes including the Chair’s vote. Voting will start with the highest office, President, and then the Executive Vice President Finance (EVP) followed by the Vice President Marketing (VP). Candidates are included in the vote and may vote for themselves.

Position: President

Candidates: Douglas McDowell, Thomas LaRock

Vote:

Bill Graziano	Douglas
Douglas McDowell	Douglas
Thomas LaRock	Thomas
Rushabh Mehta	Douglas
Rob Farley	Thomas
Adam Jorgensen	Thomas
Denise McInerney	Douglas
James Rowland-Jones	Thomas
Wendy Pastrick	Thomas
Sri Sridharan	Thomas
Rick Bolesta	Thomas
Neil Buchwalter	Thomas
Olivier Matrat	Douglas
Jennifer Moser	Thomas

Elected: Thomas LaRock, 9 votes to 5

Position: Executive Vice President, Finance

Candidates: Adam Jorgensen

Adam was the only candidate running for the position of Executive Vice President, Finance.

Vote:

Bill Graziano	Adam
Douglas McDowell	Adam
Thomas LaRock	Adam
Rushabh Mehta	Abstain
Rob Farley	Adam
Adam Jorgensen	Adam
Denise McInerney	Adam
James Rowland-Jones	Adam
Wendy Pastrick	Adam
Sri Sridharan	Adam

Rick Bolesta	Adam
Neil Buchwalter	Adam
Olivier Matrat	Adam
Jennifer Moser	Adam

Elected: Adam Jorgensen, 13 votes, 1 Abstain

Position: Vice President, Marketing

Candidates: Denise McInerney, James Rowland-Jones

Vote:

Bill Graziano	Denise
Douglas McDowell	Denise
Thomas LaRock	JRJ
Rushabh Mehta	Denise
Rob Farley	JRJ
Adam Jorgensen	JRJ
Denise McInerney	Denise
James Rowland-Jones	JRJ
Wendy Pastrick	Denise
Sri Sridharan	Denise
Rick Bolesta	Denise
Neil Buchwalter	JRJ
Olivier Matrat	JRJ
Jennifer Moser	JRJ

Elected: Denise McInerney, 7 votes to 7. As Bill Graziano is the Chair of the Elections process his vote breaks the tie.

Rob Farley thanked Rushabh for recusing himself from chairing the elections process to avoid a conflict of interest.

3. Finance Update/Budget Revisits

Douglas McDowell discussed the revisits to the budget. Douglas requested a working session to compile a prioritized list of items that should be considered for budget exceptions if PASS Summit registrations continue on a positive track.

The first order of business is to review the FY2013 closing financial position and assign between \$150,000 and \$160,000 into investments so we can grow our reserves to maintain approximately 12% of annual expected revenues.

Motion: I move that we commit \$160,000 new money to reserves.

Motion: Douglas McDowell

Second: Bill Graziano

Thomas LaRock	Yes
Rushabh Mehta	Absent
Rob Farley	Yes
Adam Jorgensen	Yes
Denise McInerney	Yes
Wendy Pastrick	Yes

James Rowland-Jones	Yes
Sri Sridharan	Yes
Rick Bolesta	Yes
Neil Buchwalter	Absent
Olivier Matrat	Yes
Jennifer Moser	Yes

Motion passed (12 yes, 0 no, 2 absent, 0 abstain).

Action: Finance to come back to the Board to share advisor feedback on the best investment Options for reasonable yield, high security and a degree of liquidity.

A number of candidate exceptions were submitted to initiate a working list. The Board discussed prioritizing exceptions to the budget and felt the only time sensitive exception was covering costs for speaker gifts for this year's PASS Summit.

Motion: I move to approve a \$2,000 budget exception to provide for the extra cost for speaker gifts for this year's PASS Summit.

Motion: Adam Jorgensen
Second: Douglas McDowell

Thomas LaRock	Yes
Rushabh Mehta	Yes
Rob Farley	Yes
Adam Jorgensen	Yes
Denise McInerney	Yes
Wendy Pastrick	Yes
James Rowland-Jones	Yes
Sri Sridharan	No
Rick Bolesta	Yes
Neil Buchwalter	Yes
Olivier Matrat	Yes
Jennifer Moser	Yes

Motion passed (13 yes, 1 no, 0 absent, 0 abstain).

Douglas specified that budget exceptions can be approved in bundles and the remainder of the candidates will be reevaluated post-Summit. The Board can move ahead with motions to approve exceptions which typically takes place during January's meeting.

4. CA & PASS

Bill reviewed CA's involvement with PASS and reminded everyone that Rick Bolesta and Neil Buchwalter, who represent CA, have been on the Board for many years. He asked the Board to separate what CA is doing from what Rick & Neil are trying to accomplish within the context of this discussion.

Rick discussed CA's contract as a founding partner and their material contributions to PASS over the years. CA has a new CEO, Chief Marketing Officer and other new members to the CA marketing team. Rick and Neil have approached the new team at CA and feel they have received a good response; however, they have not confirmed a material commitment. It is possible that PASS and CA have gone in different directions and the organizations may need to part ways.

The original founding partner agreement focuses on outdated PASS marketing activities and models.

In order to reach an agreement with CA, Rick and Neil will engage with the new marketing officer at CA by presenting what they believe holds value for CA and what they have done over time for PASS from a CA perspective. Additionally, Rick would like to arrange a meeting with the ExecCo and the marketing officer to offer a better understanding of PASS as an organization.

There are two expectations from CA prior to Summit. Rick wants CA participation at Summit and that a new marketing agreement between PASS and CA be finalized by the end of 2013. Rick senses that if he does not get participation and commitment from CA that would indicate the two organizations have truly grown in different directions. If this is the case, both he and Neil will resign from the Board at the next in person Board Meeting which will take place at Summit in October, 2013

James Rowland Jones asked Rick if the resignations would dissolve the agreement between CA and PASS. Rick could not answer at this time. If an agreement has not been met between CA and PASS, legal council may be required to dissolve the agreement.

5. Chapter Agreement Changes

Wendy Pastrick led a discussion on Chapter Agreement Changes post review by legal counsel. One of the main components is to revise the Chapter comp benefit to allow for both flexibility and accountability. . These changes would implement an annual determination of what constitutes a 'Chapter in Good Standing' or 'Active Chapter'. Chapters meeting the criteria will be offered the comp. Wendy indicated that she would also like to allow for comps to be available for other events like the PASS Business Analytics Conference. Vicki Van Damme, PASS HQ, explained some further changes which relate to limiting PASS's financial liability and an intellectual property protection clause. An online electronic signature option for any Agreement changes or Amendments is being researched.

JRJ noted that a reciprocal limited liability clause should be included.

Wendy indicated that she would take the feedback she received and would work with Vicki to provide a final updated version of the agreement.

Action: Vicki to follow up with Wendy to investigate the additional of a reciprocal clause.

6. Global Growth

JRJ led a discussion and review on Global Growth. He reviewed some of the successes we have seen in EMEA over the last year. He proposed that PASS move towards an activity based model rather than a membership model for measuring the success of a region. He indicated that we need to improve our data capture to properly measure activity.

APAC had previously been proposed as the next geographical region of focus for Global Growth; however, feedback suggests that we have stronger leaders and relationships in LATAM. Chapter activity has decreased in many parts of APAC. As such, JRJ recommended that PASS focus on LATAM as the next region of focus for Global Growth. This would also mean the inclusion of a LATAM regional seat on the PASS Board of Directors elections for calendar year 2014.

JRJ discussed how diverse the APAC region is and indicated that we need to tackle it in chunks; country by country. Is the region correctly defined? We need a clear understanding of our regions and opportunities to support the community within them.

JRJ will have a finalized community metric by which we will measure our regions for the in-person Board meeting in October.

The Executive Committee is going to push the Global Growth mandate, likely dissolve it as a portfolio and make it a core part of the business.

Agenda for Discussion:

Day 2

7. HQ Staffing
8. Summit Update
9. PASS Mission Statement
10. BAC Update
11. Board Only Time
12. Next Meeting

Meeting Minutes

7. HQ Staffing

PASSHQ management led a review of HQ IT staffing considerations. Alison MacDonald illustrated the difference between IT Operations (helpdesk operations, event support and infrastructure upgrades) vs. IT projects. She reviewed each IT project in the pipeline including an estimated timeline for completion. Given the limited IT resources at HQ we will not be able to complete all projects.

Judy Christianson reiterated the current IT compliment and the continual increase to their workload with the addition of new projects, portfolios and events to support. There are simply not enough resources to complete all of these projects.

Alison recapped the slides and asked the Board to prioritize the top three projects. The Board requested the opportunity to prioritize by project feature instead of full project. The Board indicated the importance of completing the SQLSaturday web improvements, finalizing and launching the volunteer database and the completion of the Chapter Tools. With the current IT team there are not enough resources to complete all three of these projects.

As such the Board prioritized the top three features from these projects:

- SQLSat: pre-con management
- Volunteer database: myPASS integration for volunteer identification
- Chapter tools: event social media integration

The Board concurred that IT is beleaguered and that we have resourcing issues.

Motion: I move to increase the IT budget up to \$170,000 to support additional staff.

Motion: Bill Graziano

Second: Wendy Pastrick

Douglas McDowell	Yes
Thomas LaRock	Yes
Rushabh Mehta	Absent
Rob Farley	Yes

Adam Jorgensen	Yes
Denise McInerney	Yes
James Rowland-Jones	Yes
Sri Sridharan	Yes
Rick Bolesta	Yes
Neil Buchwalter	Yes
Olivier Matrat	Yes
Jennifer Moser	Yes

Motion passed (13 yes, 0 no, 1 absent, 0 abstain).

Action: Bill to send the slides with the IT priorities from the BA conference meetings.

Jennifer Moser indicated that the annual agreement with the Office team no longer includes funding of Office 365 for PASS. This means that this will come out of the Microsoft annual sponsorship budget.

Douglas explained our annual licensing agreement is between \$60K and \$70K annually. PASS needs to pay for it going forward, the challenge is comparing our alternatives and what they might be.

8. Summit Update

Alison led a review of projected Summit paid registrations. The reports that Gerry Erikson, Registration and Reporting Manager, sends weekly tracks total attendee growth, gets skewed due to comps. Gerry's projection is also based on budget. We are currently sitting at 12% growth over last year. Microsoft attendance numbers are down we will need about a 22% growth within the US to make up for those numbers. We are currently tracking a 15% growth in the US.

The Board discussed positive growth for Summit, tracking numbers for retention, celebrating new comers and suggestions to future tracking methods. Thomas LaRock discussed the current tracking methods and trending.

Action: Board requested that Alison and Gerry add projected paid attendance to the weekly Summit reports.

9. PASS Mission Statement

Thomas LaRock led a discussion on the mission statement. A copy of the mission statement was circulated and Thomas reminded the Board that the highlighted items were discussed at the Board meeting in April.

Sri Sridharan questioned the second paragraph which talks about how PASS was founded and if we are going to get to the roots, why were CA Technologies and Microsoft omitted as co-founders. Rick Bolesta and Jennifer Moser both agreed the original wording should be added back in, which includes both CA and Microsoft as founding partners of PASS. Jennifer suggested the original first sentence regarding help educate and connect should be put back in. The next Connector will have a story about changes to our Mission Statement. Thomas LaRock will speak to the changes to the Mission Statement at Summit.

Action: Alison to incorporate and circulate to the Board in an email.

Thomas would like to publish the new mission statement prior to Summit.

Sri requested a copy of both the CA and Microsoft founder agreements. Thomas indicated the original Microsoft founder agreement is not accessible, and has been replaced with annual sponsorship agreements.

10. BAC Update

Alison updated the Board on the timeline overview of The PASS Business Analytics Conference (BAC). July 10, 2013 the BAC website was launched, BAC was announced and a call for program volunteers went out. The current BAC timeline is:

- July 30, 2013 – invitations sent to targeted speakers
- September 4, 2013 – call for speakers opens
- September 25, 2013 – call for speakers closes
- October –BAC promotion at Summit
- December 11, 2013 BAC program finalized and paid advertising campaign begins

Alison reviewed the attendee projections as 750 paid, 278 comp. Overall total attendees as 1, 128. The main marketing push will start mid-September 2013, and will kick into full gear with the completion of the program in December.

11. Board Only Time

The Board met in camera. PASS HQ left the meeting at 11:21am Central Time.

12. Next Meeting

The next meeting is scheduled for August 8, 2013