



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

Teleconference – January 12, 2012
2:00 pm Pacific Time

Attendees: Adam Jorgensen, Allen Kinsel, Denise McInerney, Rob Farley, Thomas LaRock, Douglas McDowell, Bill Graziano, Rushabh Mehta, Rick Bolesta, Neil Buchwalter, Jennifer Moser, Lara Rubbelke, Raoul Illyés, James Rowland-Jones, Judy Christianson, Craig Ellis

Not in attendance: Mark Souza

Agenda for Discussion:

1. December 2011 Meeting Minutes
2. Board Appointments and Portfolios
3. FY2013 Budgeting Process
4. Agenda for In-Person Meetings

Meeting Minutes

1. December 2011 Meeting Minutes

Motion A motion was made to approve the December 2011 meeting minutes.

Motion: Douglas McDowell
Second: Bill Graziano

Adam Jorgensen	Abstain
Allen Kinsel	Yes
Denise McInerney	Abstain
Rob Farley	Did Not Vote
Rick Bolesta	Yes
Neil Buchwalter	Abstain
Jennifer Moser	Yes
Lara Rubbelke	Yes
Thomas LaRock	Yes
Rushabh Mehta	Yes

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

2. Board Appointments and Portfolios

There were two positions open as mid-term replacements on the Board of Directors. Bill Graziano had emailed and spoken with Board members about his nominees for these appointed roles prior to the meeting.

Rob Farley joined the call. James Rowland-Jones left the meeting to allow for open discussion.

Bill noted that last year the Board had appointed the top two non-elected vote getters however he was confident in putting his two nominees forward based on the specific roles open on the Board. For international input the pool of candidates for the appointment was limited. For SQLSaturday the pool of candidates for appointment was much larger however one candidate had already been through the election process.

There was discussion about why one of the nominees did not run in the election. Rick Bolesta noted the nominee had not been vetted by the Nominations Committee. Rushabh Mehta noted they had however been vetted by the Board for an advisory role and that going through the NomCom was not a prerequisite for an appointment.

Rick said the membership has voted and would prefer the Board follow the votes based on the election totals. He further stated he was fine with the qualifications of the nominees.

Allen Kinsel did not agree with skipping over the fourth highest vote getter and appointing the fifth highest vote getter. He stated that the candidates from the election were all deemed able to serve on the Board. Douglas said that was not the case and passing NomCom review meant you had met the minimum criteria for service. Rushabh noted it was not about skipping a person but filling a specific portfolio. Allen noted the SQLRally portfolio also did not have a Board assignment.

Adam Jorgensen wanted more information about Bill's recommendation as the event that spurred him to run for the Board involved one of the nominees. Bill spoke about the strengths of the nominees. Adam believed that if international growth and communication were important it was important to recognize that another potential nominee spoke four languages.

Denise McInerney voiced concern that the appointments were being made for specific portfolios when each member of the Board should be able to take on any portfolio. Also the Bylaws provide the Board with latitude when appointing people, if there was to be rules restricting appointments to election candidates the Bylaws need to be revised. Rick updated the new Directors on the background of Board discussions regarding the midterm vacancies and pointed out the Board knew of the resignations prior to the Elections yet decided to keep the elections to the three seats rather than four or five. As such, he reiterated his comments on using the election results for the appointments

Douglas said the Board had a trial period with one of the nominees. Rob spoke to the difference of being an advisor and a voting Director.

The Board continued discussions under a confidentiality agreement. They covered the specific strength and weaknesses of the nominees considered for appointment, the number of votes garnered during the election, the qualifications of the nominees for specific portfolios and other matters. The Board heard confidential Elections and Nominations Committee information regarding the NomCom interviews, candidate evaluations and their strengths and weaknesses.

Motion A motion was made to appoint Kendal Van Dyke and James Rowland-Jones to fill the two unexpired Board seats.

Motion: Bill Graziano
Second: Douglas McDowell

Adam Jorgensen	Yes
Allen Kinsel	No
Denise McInerney	Yes
Rob Farley	Yes
Rick Bolesta	Yes

Neil Buchwalter	Yes
Jennifer Moser	Yes
Lara Rubbelke	Yes
Thomas LaRock	Yes
Rushabh Mehta	Yes

Motion passed (11 yes, 1 no, 0 abstain).

3. FY2013 Budget Process

Douglas will reach out to new portfolio owners to discuss the budget process. The agenda item will be moved forward to the next meeting.

4. Agenda for In-Person Meeting

Douglas requested all submission for the in-person meeting agenda be sent to him copying Michelle Nalliah.

5. Next Meeting

In-Person on January 25 and 26, 2012 in Seattle, Washington.

The meeting was adjourned at 3:12 pm pacific time.