



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

Teleconference – September 15, 2011  
7:00 am Pacific Standard Time

**Attendees:** Rushabh Mehta, Bill Graziano, Rick Heiges, Mark Ginnebaugh, Geoff Hiten, Thomas LaRock, Allen Kinsel, Douglas McDowell, Rick Bolesta, Neil Buchwalter, Jennifer Moser, Lara Rubbelke, Mark Souza, Rob Farley, Raoul Illyés, James Rowland-Jones, Judy Christianson, Craig Ellis

**Absent:** Andy Warren, Wayne Snyder

**Agenda for Discussion:**

1. Budget
2. Board Advisors

**Meeting Minutes**

**1. Budget**

Version 17 of the FY2012 budget was distributed to the Board prior to the meeting. No discussion points were raised with version 17 during the meeting.

**Motion** To approve the changes embodied in version 17 of the FY2012 budget.

Motion:	Bill Graziano	
Second:	Rushabh Mehta	
Mark Ginnebaugh	Yes	
Geoff Hiten	Yes	
Allen Kinsel	Yes	
Tom LaRock	Yes	
Douglas McDowell	Yes	
Andy Warren (proxy to Neil Buchwalter)	Yes	Yes
Neil Buchwalter	Yes	
Rick Bolesta	Yes	
Jennifer Moser	Yes	
Mark Souza	Yes	
Rick Heiges	Yes	
Wayne Snyder (proxy to Rushabh Mehta)	Yes	Yes

**Motion passed unanimously.**

**Action** The budget will be published. Bill Graziano will draft a letter with descriptive points on the budget for publication.

## **2. Board Advisors**

### International Advisors

Raoul Illyés was appointed as a non-voting global representative on the Board prior to the announcement of his employment with SolidQ. There was concern that with his new employment situation, the Board would now have 3 representatives from one company and be in violation of Section V1.3 of the Bylaws regarding Employment Restrictions. A discussion began prior to the Board meeting via email.

Rick Bolesta outlined the 2 key issues as he perceived them: 1) Were the PASS Bylaws being violated and 2) Did the Board want to have an advisor from a company that already had 2 people on the Board. Rick believed the bylaws were not being violated as the Bylaws define 'Director' as a voting member and the new international representatives were not voting members of the Board.

James Rowland-Jones questioned if a title clarification would address the concern. The new international representatives were brought onboard to provide experience and advise from an international perspective.

Rick Bolesta clarified for the Board that if a Bylaw change was required the rules stipulate that 30 days advance notice of the proposed change must be given in writing. James felt a bylaw change would not be necessary. The role and title of the international representatives would only need to be clarified publically.

Bill asked if anyone felt the Board was in violation of the Bylaws. Allen Kinsel responded that without the recordings of the motion made in August bringing on the international representatives he could not judge if the Board was in violation. Rick Bolesta noted that it is not the exact words said but rather the actions and role they take on the Board that matters and that the official motion was recorded in the minutes. It was debated if the motion needed to be rescinded and then resubmitted. James noted that the minutes were approved by a Board motion and vote.

Geoff Hiten felt a vote on whether Raoul could sit on the Board would show that the Board adheres to and takes the Bylaws seriously. If having him on the Board was in violation, the Board could also vote as per Bylaw Section V1.3 to make an exception. Rick Bolesta noted that he would not vote to violate the Bylaws.

Bill read the August motion to appoint the 3 international representatives. Rob Farley said that it was clear they were not Directors and that the PASS website should be updated to reflect their role as advisors.

Based on the motion passed and the clarification that the 3 international representatives were not Directors, none of voting Directors felt the Board was in violation of the Bylaws.

Allen noted that while the Board was not in technical violation of the Bylaws he was concerned that it was close and that clarification for future situations was needed.

Mark Souza said that the 3 were picked as advisors because they have great knowledge and are highly respected in their regions which would benefit PASS.

James noted that the only person who has put on a PASS event internationally is Raoul. Raoul has tremendous experience and provides a unique insight into the organization from an international perspective, which outweighs his employment connection, especially as he does not have a vote.

Rick Heiges supported the idea to list the 3 international representatives as Board advisors.

## Microsoft Proxy

It was suggested that Lara Rubbelke be voted onto the Board as an advisor as per Section V1.2 of the Bylaws.

Bill believed the community should know who the Board is hearing from.

Rick Bolesta stated the focus of having Lara was as a proxy for Mark Souza. Lara was to attend meeting to ensure she had context for the discussions. Rick was concerned that adding Lara as an advisor was adding an advisor because someone had work obligations not because of additional information and experience the Board required.

Geoff suggested Mark Souza be brought on as an advisor and Lara sit as the Microsoft representative however Rick Bolesta clarified that it is the Founder that decides who to appoint as the liaison and not the Board.

The issue was not pressing as the discussion to have Lara as a proxy member for Mark has already been held. Neil believed that at that time the expectation was that Lara would attend meetings when Mark was unavailable. The Board requested more time to think about Lara's situation.

**Action** The discussion will be continued at Summit. Michelle will update the Program Guide listings for Summit.

## **3. Future Meetings**

Michelle will look into meetings time to accommodate the time zones represented.

## **4. Next Board Meeting**

In-face meeting on October 11, 2011 in Seattle, Washington at Summit. The meeting will be from 11:00 am to 1:00 pm.

The meeting was adjourned at 7: 54 am PST.