



Professional Association for SQL Server Board of Directors Meeting

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

Attendees: Adam Jorgensen, Allen Kinsel, Denise McInerney, Kendal Van Dyke, Thomas LaRock, Douglas McDowell, Bill Graziano, Rushabh Mehta, Rick Bolesta, Neil Buchwalter, Jennifer Moser, Lara Rubbelke, Judy Christianson, Craig Ellis, Alison MacDonald

Not in attendance: James Rowland-Jones, Rob Farley, Raoul Illyés, Mark Souza

Agenda for Discussion:

1. Proposed Bylaw Changes
2. Elections Update
3. FY2013 Budget Process Update

Meeting Minutes

1. Proposed Bylaw Changes

Prior to the Board of Directors meeting a redline version of proposed Bylaw changes and a deck outlining the reasons for the proposed changes were distributed to the Board of Directors.

Rick Bolesta inquired why there was a proposed minimum guarantee on the number of seats a region could have, yet no restrictions on the maximum number of seats one region could hold. Douglas McDowell said the limitation on regional seats would be determined by the Nominations Committee and election procedures rather than the Bylaws. ExecCo seats and Vendor Partner seats are not region specific. As a Director from a regional seat moves up to an ExecCo position, this creates a vacancy to represent that region. Rick questioned if this could lead to an over representation of one region on the Board. However, this would be considered and prevented during the ExecCo election process. The proposed Bylaw changes aimed to guarantee a minimum representation of regions not to limit regional participation on the Board.

Denise McInerney stated she would be more comfortable supporting Bylaw changes if the details of the transition were worked out a head of time. She asked if the Board had considered the change management aspects of the proposed Bylaw changes including community feedback and walking through the proposed changes with the membership. It is the Board's responsibility to educate the membership about these changes.

Thomas LaRock wanted to notify the members immediately of the direction the Board was heading in and the approximate timeframe of changes anticipated in order to meet the goal of having the 2012 Board election reflect the regional designations. The 2012 election as the deadline for Bylaw changes was questioned. Bill Graziano said having the proposed changes only come into effect for the 2013 elections would not negate the Global Growth Committee's work to date. Rick agreed that he did not want to rush the changes.

Rushabh Mehta joined the call.

Kendal Van Dyke suggested SQLRally Dallas as the first roll out point for communicating the proposed changes. Other suggestions included Election Review Committee-style focus groups and an online survey. Lara Rubbelke said bidirectional communications such as Board Q&A sessions via Live Meeting would be more beneficial than simply putting out blog posts.

Rick suggested putting out a high level description of the goals the Board is aiming to address and gathering community feedback on that to see if the Board is moving in the right direction.

Action The scenarios presented on slide 8 & 9 of the Bylaw deck will be expanded to show the impact on the entire Board. The Global Growth portfolio will create a communications plan and a detailed write up on the intent of the changes which will be presented at the May Board meeting.

2. Elections Update

Rushabh Mehta updated the Board on the proposed elections timeline, which currently runs from May to October. The focus is having the elections complete prior to Summit. Rushabh noted the NomCom is not changed by the proposed Bylaw changes however Bylaw changes would have to be complete prior to the call for candidates in the Board election.

Denise said the proposed Bylaw changes required more time in light of the elections timelines and that having the changes come into effect for the 2013 election would not slow down progress.

There was renewed discussion about the proposed Bylaw changes including when and what level of notice must be given of the intended changes. Due to the timing of the proposed Bylaw changes it appeared as if changes were being pursued prior to the entire Board agreeing on the direction of change. There was discussion on the vetting process; whether feedback should be sought before or after the entire Board is in agreement on the proposed changes. Bill reiterated the request for a communications plan from the Global Growth team.

Action NomCom composition will be discussed at the May Board meeting.

3. FY2013 Budget Process Update

As part of the budgeting process portfolio specific goals will be prioritized. The first draft of the budget is slated to be presented at the May Board meeting.

Action Directors who have not submitted their portfolio goals need to respond to the Douglas' request as soon as possible.

4. Next Meeting

Teleconference on April Minutes at 2:00 pm Pacific Time on April 26, 2012.

The meeting was adjourned at 3:09 pm pacific time.