



## Professional Association for SQL Server Board of Directors Meeting

In Person – September 13-14 2012  
San Diego, California

**Attendees:** Allen Kinsel, Denise McInerney, James Rowland-Jones, Kendal Van Dyke, Thomas LaRock, Douglas McDowell, Bill Graziano, Rushabh Mehta, Richard Bolesta, Jennifer Moser, Lara Rubbelke, Mark Souza (Day 1), Judy Christianson, Craig Ellis, Alison MacDonald, Vicki Van Damme

**Via Teleconference:** Adam Jorgensen (Day 1), Neal Buchwalter

**Not in attendance:** Rob Farley

### Agenda for Discussion:

#### Day 1

1. IT Update
2. Finance Update
3. August Board of Director Meeting Minutes
4. Microsoft Strategic Discussion
5. Global Growth – Communications Feedback
6. Global Growth – Legal Entity Update
7. Change in Microsoft Representative
8. Bylaw Changes
9. Board at Summit
10. Board Only Time

### Meeting Minutes

#### 1. IT Update

Douglas McDowell updated the Board on IT projects and services.

The Board discussed the move to Lync for both PASS HQ and Virtual Chapters. Currently Virtual Chapters are being encouraged to sign up with UGSS to receive Lync accounts. The issue remains that Lync is capped at 250 attendees and some Virtual Chapters are exceeding that number. Jennifer Moser and Denise McInerney will connect outside the meeting to discuss options for Virtual Chapters. Alison MacDonald is continuing her research on platforms for the 24 Hours of PASS and will include Virtual Chapter requirements in criteria.

Adam Jorgensen suggested if the organization was willing to explore options beyond Microsoft products to investigate GoTo Meeting or GoTo Webinar.

**Action** Marketing will share the 24 Hours of PASS platform criteria with the Board.

#### 2. Finance Update

Douglas updated the Board on the PASS financials.

Allen Kinsel wanted a vote to move funds from fiscal year 2011 to reserves. With Summit Expo sales lagging, it was suggested to wait until November's Board meeting before locking funds into reserves. A reserves policy is being developed. However it will not set out the amounts designated for reserves but rather the process for moving funds to and from reserves.

Banking options were recently re-evaluated and better rates are being negotiated.

**Action** Douglas will create a reserves policy and plans for the FY11 and FY12 overage.

### **3. August Board of Directors Meeting Minutes**

**Motion** To approve version 1 of the minutes from the Board of Directors meeting held August 23, 2012

Motion: Douglas McDowell  
Second: Thomas LaRock

Adam Jorgensen	Yes
Allen Kinsel	Abstain
Denise McInerney	Yes
James Rowland-Jones	Yes
Kendal Van Dyke	Yes
Rob Farley	Did Not Vote
Rick Bolesta	Abstain
Neil Buchwalter	Abstain
Jennifer Moser	Yes
Lara Rubbelke	Yes
Bill Graziano	Yes
Rushabh Mehta	Yes

**Motion passed (10 yes, 0 no, 1 did not vote, 3 abstain).**

### **4. Microsoft Strategic Discussion**

Mark Souza led a discussion with the Directors about PASS' strategic future and alignment with changes in the technology field.

The Board felt that such conversations were beneficial for PASS and recommended continuing the discussions with Microsoft at future Board meetings, on a quarterly basis.

### **5. Global Growth – Communications Feedback**

Alison outlined the feedback gathered from the Global Growth communications. James Rowland-Jones noted the process allowed the Board to become more consultative and would recommend this style of consultation for any major transitions in the future. Denise believed it helped build trust with the community and provided background information for any proposed bylaw changes.

Alison outlined where the feedback was coming from and highlighted key parts of the survey. Many regions outside the US felt their regions were not active enough. Chapter support was rated as a high priority throughout the survey.

The survey ranked translation of the Connector relatively low however it was noted that the survey itself was in English. While it is costly to continue with translations Thomas LaRock felt it could not be

deprioritized. He suggested translating 100 level materials to help grow emerging markets. 10 sessions from the 2012 Summit will be translated into 5 languages which will help reach a new audience.

The proposed changes to the Board structure had few negative responses. Most respondents supported the changes or held no opinion.

There was a lot of feedback on the four regions suggested. The Board were asked if territories would be included in the country listing and if so, which region they would be included in. It was decided geography not citizenship that will determine which region a person is included in. Bill Graziano wanted countries moved out of the Canada/US region to allow for more representation.

**Action** Using geography as the main criteria, the ISO country listing will be divided into four PASS regions. This will be presented back to the Board and updated on the Global Growth site. The rationale on how regions were assigned will be included on the Global Growth site.

## **6. Global Growth – Legal Entity Update**

Douglas presented the recommendations for a legal entity in Europe/Middle East/Africa (EMEA) to the Board. Based on the recommendations from the lawyers, the auditors, and bankers instead of creating a separate legal entity, PASS will secure country specific registrations based on the events being undertaken. All funds will be held in US dollars and in the main PASS account. The move to local registrations will allow local teams to undertake planning a SQLRally without Microsoft underwriting the event.

The Board were shown the various word and design marks PASS is considering protecting internationally. The BA Conference design mark was added for consideration as a protected mark.

**Action** Vicki Van Damme will confirm which company will perform currency conversions for international events. PASS will move forward with international IP protections.

## **7. Change in Microsoft Representative**

Mark Souza will be moving out of his role as the Microsoft engineering representative on the PASS Board. Mark will still be involved in PASS and available for meetings as an advisor.

Lara Rubbelke joins Jennifer Moser as the official Microsoft representatives on the PASS Board.

## **8. Bylaw Changes**

### **Midterm Replacements**

Bill recommends the bylaws be changed to specify that if the Board is aware of a seat opening mid-term prior to the elections that the seat in question be put up for election. The number of votes a person receives on the ballot would reflect one vote per seat up for election. This midterm opening would most often occur in ExecCo election years.

Rick Bolesta noted that the replacement for the ExecCo vacancy would have to be a one year assignment to ensure that the Board turnover is staggered.

JRJ asked if this change was reactionary to the election for the 2012 Board. Bill noted this rule would not have applied in that scenario as seat opened up after elections had begun.

If there is a seat at the Board the aim is to give the community the decision about who is on the Board. If the timing does not fit the election schedule then the Board has the discretion to appoint someone.

It was suggested that the Board be given the discretion if a vacated seats was to be filed by election or appointment however that would not be a good governance practice.

### **Regional Representation**

The Board debated qualifications necessary to run for a regional seat such as “active involvement” in a region. JRJ believed phrasing like “active involvement” gave the NomCom discretion over the criteria. Denise wanted something more defined for the NomCom to evaluate on. Rick noted that something like involvement cannot be codified and that the NomCom was there to examine the entire situation and make those judgement calls.

Rushabh Mehta suggested the NomCom create the guidelines and that the Board have final approval. Allen Kinsel requested PASS formalize the process for creating an ERC after every election to review any election concerns.

There was a discussion if multiple slates would be necessary to elect regionally designated seats. The discussion centred on people voting for the same candidate in a region specific election as well as for the General Director-at-Large position, thereby being disenfranchised. The Board considered using the sum total of votes regardless of slate, stack-rank vote selections, runoff elections, multiple slates and weighted votes. The election method needs to be easily understood and not dissuade participation

The General Director-at-Large seat is to ensure that anyone, regardless of what region they live in, can run any year for a seat on the Board of Directors.

**Action** Michelle Nalliah will write the bylaws with an aim of having a redline version ready for review at the Summit Board meeting.

### **9. Board at Summit**

For Summit 2012 schedules will be provided in the PASSHQ room on a daily basis. Outlook meeting requests will be sent out to Directors wanting them.

Alison asked that the Board take a moment to speak with all the key sponsors. She suggested Board members be assigned to the various Gold and Silver sponsors. Tom requested a list of key sponsors and contact people.

The Board Q&A will be on Friday, November 9. Board members are expected to represent the Board and wear PASS shirts. The January Board meeting will include time to follow up on requests and feedback made at the Q&A.

The Board discussed adding a Board meeting to Monday November 5.

**Action** The Board are asked to send Michelle agenda items for the Monday meeting.

### **10. Board Only Time**

The Board met in camera. HQ left the meeting at 3:20 pm PT.

**Day 2****Agenda for Discussion:**

1. Vote on Board Slate
2. IPP & Candidate Development
3. International Events
4. Summit 2012/2013/2015
5. BA Conference
6. Anti-Harassment Process
7. Bylaws
8. Community Evangelist Search Update
9. Cross Portfolio Reporting
10. Board Only Time

**1. Vote on Board Slate**

Rushabh presented the slate on behalf of the 2012 Nomination Committee to the Board. The Board discussed the publication of rankings. The ERC recommendation is to publish the ranking. While the 2012 Nomination Committee recommend not listing ranking. Denise wanted the reason for listing candidates in a particular order to be clear in the marketing material.

Lara Rubbelke asked why rankings were done if they were not to be published. Denise noted in 2010 the rankings were published and there were issues, in 2011 the rankings were coded and there were issues. Bill suggested a link on the ballot to send voters to the candidate pages.

Tom suggested publishing the detailed scores to show that the candidates were close. Lara noted that practice could be problematic in the future if someone was scored much lower than everyone else.

**Action** Candidates will be listed in their rank order and a note will be included to clarify it is NomCom rank order. A link on the ballot will direct people to the candidate applications.

**Motion** To approve the 2012 Board of Directors slate as put forward by the Nominations Committee.

Motion: Rushabh Mehta  
Second: Thomas LaRock

Adam Jorgensen	Did Not Vote
Allen Kinsel	Abstain
Denise McInerney	Yes
James Rowland-Jones	Abstain
Kendal Van Dyke	Abstain
Rob Farley	Did Not Vote
Rick Bolesta	Yes
Neil Buchwalter	Yes
Jennifer Moser	Yes
Lara Rubbelke	Yes
Douglas McDowell	Yes
Bill Graziano	Yes

**Motion passed (9 yes, 0 no, 2 did not vote, 3 abstain).**

## **2. IPP and Candidate Development**

Tom spoke about his experiences being on the NomCom for multiple years and the consistently low number of applicants. He suggested the IPP be in charge of evaluating and recruiting potential candidates.

Rushabh felt this could pose a potential conflict of interest as he was responsible for the NomCom and suggested the previous past president be responsible for candidate development. Denise agreed that this would be conflict of interest as NomCom chair but that candidate development needs to be a priority for the Board. Kendal Van Dyke suggested a volunteer or former Board member lead the process.

Douglas noted there is no clear succession path to the Board and that the current process is onerous on the candidates. Lara noted that the Board needs to help community members build the skills necessary to be successful leaders regardless of the election process.

Denise requested the Board be cognisant of the messaging it's putting out in the community about being on the Board.

JRJ noted that for regional seats to be successful that an outreach program would be necessary.

Rushabh agreed to work on candidate development but wanted to be careful about the perception that the Board is an insider group. Allen clarified that this would be for candidate development, similar to speaker development, not recruitment.

Slides about volunteering can be incorporated into the keynotes at Summit. Jennifer suggested seeding the Board Q&A with discussions about volunteering and having some time on PASS TV at Summit to feature Directors and former Directors talking about what it's like to volunteer on the Board.

Denise reiterated that the messaging from the Board in casual environments needs to be more positive. Douglas suggested marketing create talking points. Rick disagreed that it was a marketing responsibility but that Directors simply needed to be more aware of what they were saying.

**Action** Rushabh and Tom will work on a plan for leadership and volunteer development. All Directors are to come to Summit with 3 positives about being on the Board. This will be used for PASS TV recordings.

## **ERC**

The Board discussed having a regular Election Review Committee. The last review was in 2010. Allen suggested an annual ERC composed of only 2-3 people. Suggested topics for the next ERC included continuation of the ranking system, publication of rankings, shorter election cycles, and the onerous process for candidates.

**Action** Directors are to send their election issues to Michelle. The Board will evaluate at Summit what type of review is necessary.

## **3. International Events**

Craig announced to the Board that SQLRally Nordic had surpassed the breakeven point.

Craig spoke about international SQLRally events that were in discussions including SQLRally Netherlands and SQLRally Australia. Craig and Alison presented the international calendar of events.

Alison reminded the Board that in the final version of the budget the funds to support non-PASS branded events were cut. Allen supported sponsoring events that were established and would not be changing to PASS branded events however he questioned sponsoring first time events that were not PASS Branded at a higher dollar amount than similar events that were PASS branded. Alison spoke to the background on Database Days. JRJ said PASS should position itself as the go-to organization for supporting SQL events – in the entire SQL community not just the PASS community.

**Action** Alison will reallocate the funds from Global Growth marketing to sponsorship of non-PASS events.

#### **4. Summit 2012/2013/2015**

Craig outlined the changes to the 2012 Summit including the speaker spouses program, power lounges and paperless evaluations. The keynote live stream will be shown on the Microsoft homepage of SQL Server. Denise requested the WIT panel also be streamed on the Microsoft site.

Anika outlined details about the volunteer appreciation event.

#### **Summit 2013**

Tom wanted to revisit the projected numbers for Summit 2013 and 2015. There are concerns about the lower attendance numbers at Summit 2013 and reduced sponsorship sales at Summit 2012.

Craig spoke about the prep for Summit 2013. A Charlotte promotional video will air at Summit 2012. The Tourism board is working closely with Anika and Craig.

The Board discussed changing the early bird pricing for 2013 or the duration it is available.

Anika presented location options for Summit 2015. The date proposed for Nashville presents an issue as it required travel over Halloween, a family event in North America. Judy noted the Board needs to start thinking about 2017 and beyond as convention space is limited and booking further and further in advance each year.

**Action** The 2013 early bird rate will be \$1095 with a \$100 discount voucher available to attendees at Summit 2012. Anika will move forward with examining New Orleans, Nashville and San Diego for Summit 2015.

#### **5. BA Conference**

Douglas presented the Board with an update on the BA Conference including the new logo. The official launch of the conference will be delayed until October 17.

The Board was concerned the community element was being reduced in the conference. Rick was concerned that with a month to the launch the ability to distinguish the event from competitors was not clearly articulated. Alison said the messaging is aiming at a new audience, not necessarily the same group as Summit. The Board discussed which audience the conference would cater to.

Kendal asked what measures would be used to determine if the event was successful. Bill suggested something close to a break even event and positive reviews.

#### **6. Anti-Harassment Process**

Denise outlined the process for the anti-harassment policy including the designation of a duty officer. While training aspects have to be addressed the process was settled.

**Action** Denise will publish the process and a blog about the intent behind the process.

## **7. Bylaws**

The Board examined ways to handle voting for the regional seat and General Director-at-Large seat. JRJ proposed a single slate with one vote per available seat. Voters are able to choose whomever they want to vote for but are notified which seats are open for election and who is eligible for those seats. Top voter getters eligible for a regional seat are awarded that seat, the next highest vote getter, not elected to a regional seat, is elected in the General Director-at-Large seat. If there are no candidates for a regional seat the seat reverts to a General Director-at-Large seat.

The purpose of the General Director-at-Large seat is to allow anyone the opportunity to run for the board annually, regardless of region. If a person from regional seat moves to the ExecCo then it is a regional seat open for the 1 year term.

**Action** Michelle will move forward with writing the bylaws.

## **8. Community Evangelist Search**

An offer has been given for the Community Evangelist role. If accepted, the anticipated start date will be November 1. The job description and division of labour is still being worked on.

## **9. Cross Portfolio Reporting**

Currently there is a monthly report however it is not the best method for communicating across portfolios. Craig suggested the Board use At Task for this. Kendal requested quarterly 5 minute executive updates at Board meetings about what is happening in portfolios. He also requested that the Board be informed in advance what is going to be in the Connector.

**Action** Alison will add the Board to the Connector preview distribution list. Vicki will finalize the Board dashboard in At Task. The monthly reporting will be on hiatus until further review in 2013.

## **10. Board Only Time**

The Board met in camera. HQ left the meeting at 3:47 pm PT.

**Teleconference meeting on October 11, 2012 at 2:00 pm PT.**