

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

In Person – November 5 2012  
PASS Summit, Seattle Washington

**Attendees:** Adam Jorgensen, Allen Kinsel, Denise McInerney, James Rowland-Jones, Rob Farley, Sri Sridharan, Wendy Pastrick, Kendal Van Dyke, Rick Bolesta, Neil Buchwalter, Jennifer Moser, Lara Rubbelke, Thomas LaRock, Douglas McDowell, Bill Graziano, Rushabh Mehta, Judy Christianson, Craig Ellis, Alison MacDonald, Sandy Cherry, Vicki Van Damme.

**Agenda for Discussion:**

1. Welcome & Introductions
2. Summit Projections & Marketing Overview
3. Q1 Board Meeting
4. FY2011/2012 Overage & Reserves Policy
5. BA Conference Update
6. Portfolios
7. Bylaws

**Meeting Minutes**

**1. Welcome & Introductions**

Bill Graziano and Douglas McDowell welcomed the Board and introduced the newly elected Directors for 2013, Sri Sridharan and Wendy Pastrick.

**2. Summit Projections and Marketing Overview**

Thomas LaRock presented the Board with the current Summit attendance numbers while the final attendance numbers would be presented in the Wednesday keynote. Tom continued to outline PASS' growth over the last five years.

The Board reviewed the technical hours to date, which places PASS half way to the 1 million technical hours goal. There was confidence that the goal could be obtained at the current rate of growth.

Tom distributed sponsorship assignments to the Board of Directors. The aim was to increase relations between the Board and key sponsors. Tom outlined changes to this year's Summit including guidelines for the Blogger Table, social media contests, PASS TV, first timer events and the community appreciation event.

An issue had been brought to the Board regarding a PASSion Award nominee via email earlier in October. The Board discussed if the issue would have an impact on any recognition planned. Discussion focused on the issue raised as well as what it meant to be recognized as an outstanding volunteer.

**Action** The recognition of all PASSion award nominees will continue as planned. A separate follow up will occur regarding the issue at hand.

**3. Q1 Board Meeting**

Douglas spoke to the considerations when selecting a date for the Q1 Board Meeting. The PASS ExecCo meet with Microsoft executives in January. James Rowland-Jones noted for international travellers Saturday is preferred for financial reasons. The Board discussed if the meetings should be tied to the MVP summit or a different location. There was recognition that there are a lot of travel expectations on Directors. SQLBits in February was determined to be too close to the in person Board meeting tied to the BA Conference.

**Action** Jennifer Moser will confirm dates for the Microsoft meetings. The contract will be signed to book the Board meeting for the last week of January.

**4. Reserves Policy**

Douglas presented the Board with a reserves guideline, which outlined a fair-weather goal of allocating 12% of revenues into reserves. Douglas continued to detail where the funds are held and clarified that 'reserves' does not signify anything from an accounting perspective and only signifies an account that will not be tapped into for operational needs. As part of the banking due diligence, Sandy Cherry is looking into options for holding the funds.

Tom asked if the uncertainty of the BA conference exposure had been factored into the recommendations. Douglas confirmed the event had been budgeted with a breakeven scenario consideration.

Bill requested a policy so that the Board would know how much is moving into the reserves, and that it would not be withdrawn unless there is a Board decision to do so. Douglas did not want a policy that committed to 12%, percentages should be based on annual financial results. Bill requested a specific account set aside for reserves so that Board could monitor the amount available.

**Motion** To commission Finance to purchase a 4 year certificate of deposit for \$125,000 and a 5 year certificate of deposit for \$150,000.

Motion: Douglas McDowell  
Second: Bill Graziano

Adam Jorgensen	Yes
Allen Kinsel	Yes
Denise McInerney	Yes
James Rowland-Jones	Yes
Kendal Van Dyke	Yes
Rob Farley	Yes
Rick Bolesta	Yes
Neil Buchwalter	Yes
Jennifer Moser	Yes
Lara Rubbelke	Yes
Thomas LaRock	Yes
Rushabh Mehta	Yes

**Motion passed (14 yes, 0 no).**

## **5. BA Conference Update**

Douglas presented an update on the PASS BA Conference including roles and plans for distributing meeting minutes. Rushabh Mehta will be the lead for Program.

The registrations site launches on Wednesday and work has begun on sponsorships. A full prospectus has not been finalized. The intent is to have a paid keynote speaker. The invitation to a limited number of speakers will be issued in November and there will be a call for community speakers.

Wendy Pastrick reminded the Board that there is a strong PASS community in Chicago who need to be engaged in the planning. April is the general timeframe of the Chicago SQLSaturday event. Lara Rubbelke noted that SQLSaturday could be the free component to make the conference a true community event.

JRJ asked if there was concern that the event could not be affiliated with Microsoft until the end of the year. Alison pointed out the Microsoft logo and banner were on the site and that the press release included a comment on Microsoft support.

Bill walked through the intended content regarding the BA Conference announcement for the Wednesday keynote with the Board. The Board collaborated on improvements to the message.

## **6. Portfolios**

Bill outlined his thoughts about combining and creating new Board portfolios. The Board approved the combination of the Virtual Chapter and 24 Hours of PASS portfolios.

The Board discussed the possibility of a portfolio for Volunteers. This portfolio would need to establish its charter but could include coordinating volunteers, volunteer recognition & awards, and developing leaders. The Board agreed to move forward with this portfolio with a full scope to be finalized at the January Board meeting.

The IT portfolio may be moved to an Elected Director. Bill questioned if a Membership portfolio would be needed. Jennifer felt the portfolio should be owned by Marketing. Rushabh noted previous attempts to define categories of membership did not succeed and to be successful a lot of time and resources would be needed. JRJ felt 'membership', for the lack of a less exclusive term, could be an extension of global growth. There were mixed understanding of what the portfolio would address so the discussion was moved forward to the January board meeting.

Bill asked if someone from the Board should overview sponsorship. JRJ felt a long term strategic relationship needed to be built with sponsors rather than event specific. Rushabh felt the marketing team would be able to overview that better than a volunteer elected Director. Rick Bolesta agreed with the direction JRJ wanted to see develop in sponsorship but felt this would be a sales role not for a Director. Rick requested HQ focus on the long term sales solutions and strategic sales points starting with the BA Conference.

Bill solicited feedback from the Board on pushing Board level portfolios down to key volunteers. Tom suggested a structure would need to be in place before a volunteer or ex-Board member is brought on to trial this. Sri saw that as part of the volunteer portfolios scope. Bill viewed it more about how the Board managed portfolios rather than a specific portfolio set up. Denise said as there is budget involved it was difficult to get away from someone on the Board owning a major portfolio.

Rushabh noted the Board was trying to generalize a very specific discussion. The issue was not about keeping Board members on the Board after an election but about the work being done in the Chapters

portfolio and if the Board wanted to transition the portfolio again or appoint Allen to continue his project. Judy felt changing the lead for this portfolio would be a deterrent to the organization. Kendal Van Dyke suggested appointing Allen as an advisor. Denise suggested the project could be driven independently from the portfolio. Allen agreed that was possible but anticipated issues as there would be a lot of overlap between the project and general portfolio decisions. It would not be a question of shared visions but competing priorities. Denise noted chapters is a large, high profile portfolio and asked if it would best served by a non-voting member leading it. Wendy suggested this would be a mentorship relationship.

**Action** Bill will email the Board a decision about portfolios by tomorrow.

## **7. Bylaw Changes**

Bill spoke about his expectation that this round of bylaw changes would only address Global Growth changes and that he has noticed the scope is increasing. JRJ informed the board that the current schedule for bylaw revisions allow for other items to be addressed as from his discussions with Michelle it was clear that it was not good governance to keep revising the bylaws. The bylaws must be finalized before the next election cycle.

The Board walked through concerns from Version 2 of the proposed bylaw changes. The issue of inviting advisors will be addressed further in policy and procedures as well as by creating guidelines for the motion when appointing advisors. A 2/3 Board majority vote will be needed to remove an officer with cause. The IPP role will be revised to allow any past president to fulfil the duties of the role.

Bill asked about allowing non ExecCo members to run for the role of president. Allen argued that to best serve as president one would need the experience of being a part of ExecCo.

The section of Committees needs to be revised. Rick noted if it is removed there must be an alternate clause put in to address Board delegation of power.

**Action** Michelle Nalliah will revise the bylaws.

## **8. Next Meeting**

The meeting was adjourned at 4:57 pm PT.

**The next meeting is via teleconference on December 13, 2012 at 2:00 pm PT.**