



**Professional Association for SQL Server  
Board of Directors Meeting**  
In-Person – May 11 & 12, 2010  
Orlando, Florida

**Attendees:** Rushabh Mehta, Bill Graziano, Rick Heiges, Allen Kinsel, Geoff Hiten, Douglas McDowell, Andy Warren, Thomas LaRock, Mark Ginnebaugh Neil Buchwalter, Mark Souza, Jennifer Moser, Judy Christianson, Craig Ellis

**Via Teleconference:** Rick Bolesta

**Absent:** Wayne Snyder

**Agenda for Discussion:**

**Wednesday May 11<sup>th</sup> 2011**

1. 2013 Summit Site Selection
2. ExecCo Election Process
3. Global Growth Presentation
4. SQLRally 2012

**Thursday May 12<sup>th</sup> 2011**

1. Board Election (ERC Recommendation and Vote)
2. Finance
3. ExecCo Interviews
4. Proxy for Mark Souza

**Meeting Minutes**

**Wednesday May 11<sup>th</sup> 2011**

**1. 2013 Site Selection**

Craig Ellis, Heather Connell (PRP) and Anika Polisenio conducted site visits to Charlotte and Dallas and produced a comparison document which was sent out to the Board prior to the meeting. Craig spoke to the differences between the sites. The primary variables for the decision were food and beverage costs, ease of travel, venues available for large after-hours events, the dates and the flow between expo rooms and function areas. In Charlotte the pre-function area would require additional fit out. Mark Souza requested more information about securing the NASCAR Hall of Fame for an after-hours event.

**Action** Judy Christianson and PASS Headquarters (PASS HQ) will negotiate for a reduced after-hours event rate in Charlotte.

Craig outlined PASS HQ's recommendations to select Charlotte for 2013 as the event would likely be too large to be held in Charlotte beyond 2013. Dallas has the capacity to host in 2015.

Once the contract with the venue is signed Marketing will take the lead on announcing the location.

**Motion** To host the 2013 PASS Summit in Charlotte

Motion: Bill Graziano

Second: Rick Heiges

Neil Buchwalter Yes

Mark Ginnebaugh Yes

Geoff Hiten Yes

Allen Kinsel Yes

Tom LaRock Yes

Douglas McDowell Yes

Rushabh Mehta Yes

Mark Souza No

Andy Warren Yes

**Motion passed**

Judy stated that the organization needs to start looking now for venues for 2015 as Seattle is unavailable that year.

**Action** PASS HQ will send an RFP to a limited list of potential venue cities for 2015, including Dallas. Cities such as Houston, Los Angeles, and Atlanta will be examined again as they were removed from the 2013 decision based solely on available dates.

## **2. Executive Committee (ExecCo) Election Process**

Rick Bolesta joined the discussion via conference call.

Bill Graziano outlined the ExecCo election process and opened the debate asking if the ExecCo election should be held before or after the nomination period for general elections.

If the ExecCo election was held before, unsuccessful candidates could nominate themselves for the general election and remain on the Board of Directors. However, Andy Warren felt if a person was voted off the ExecCo it should be considered as a vote of non-confidence and therefore they should not have the fall back of the general election. It was argued that not being elected to the ExecCo was not necessarily a vote of non-confidence but could be a vote of confidence for someone with better leadership skills.

Mark Souza wanted the ExecCo election first. He felt that dissuading someone from running for the ExecCo because they would lose and therefore be vulnerable to lose their Board of Directors position was not transparent or fair.

**Action** Andy and Bill will write up the process for the ExecCo election. Nominations will close prior to the next Board Meeting with the election being completed before the end of general nominations. Interviews will occur at tomorrow's Board of Directors Meeting with follow up opportunities for questions via phone. The vote will occur at the June Board Meeting.

Judy asked who PASS HQ was to take direction from. Allen Kinsel clarified that PASS HQ was to take direction from Board Members based on their specific portfolios and ExecCo on general things. If there is an issue with a Board Member then PASS HQ was to report it to the ExecCo, who in turn decide if it should be taken to the Board at large.

Andy spoke of a resource level and prioritization issue at PASS HQ. Judy stated that PASS HQ is working to capacity and does not have a large contingency of resources for one-off situations, such as SQLRally Nordic or the guidebook application. Douglas McDowell asked if we should be looking at hours or full-time employees. Judy has prepared recommendations for more resources for a future discussion.

Rick Bolesta left the teleconference at the end of the discussion. Jennifer Moser joined the meeting.

### **3. Global Growth Presentation**

Jennifer Moser, Rushabh Mehta, Judy Christianson and Mark Souza sat on the Global Growth Committee. Rushabh presented materials.

The Committee recommended to extend the Board to the full 17 seats allowed based on the Bylaws and to designate 3 as Global Regional seats from outside US and Canada. The Committee also recommended the Board pick the candidates for these seats followed by the normal election process. Of the Regions looked at by the Committee they recommended the UK, Australia and Nordic Region.

Jennifer checked the Bylaws which stated the candidates must all be presented on one slate. Therefore, a seat cannot be specified as Regional. Andy wanted this changed by next year's election and questioned if in the meanwhile international representatives would be willing to sit on the Board as appointed (and therefore non-voting) advisors. Jennifer and Rushabh argued this would not show a commitment to the global community. Tom LaRock felt if the message was clear it would be understood: the Board was picking the representatives because it is a way to expedite the transition in addition to which it would be a temporary measure to start the process, and then next election would move towards community input.

Rick Bolesta joined the discussion via teleconference.

Three options were debated regarding a general process of adding regional representatives to the Board of Directors. The first was to appoint Regional representatives as non-voting members of the Board for 12 months then proceed with normal election methods. The second was to create new 3 seats after the general election which would then be filled by individuals identified by the Board of Directors. The final option explored was to change the bylaws to have a special election (Post Summit) to bring aboard Regional representatives as voting members of the Board.

The Regions to be represented were discussed. Australia is the strongest community in the Asian Market. Rick Heiges was concerned that the Nordic region is very small and wanted to re-examine the Germany community. Jennifer spoke to the number of members being higher in the Nordic region than in Germany and the Nordic Rally as evidence of an actively growing community capable of hosting events.

**Action** The Global Growth Committee will create a portfolio of candidates for appointment to the Board in a 12-month term as non-voting members.

## **4. SQLRally 2012**

The competing cities for the SQLRally 2012 are Dallas, Denver and Nashville. An issued remained with Nashville's request for a room block. Andy wanted to push ahead with the decision process as convention space has been on hold for months in the three cities. Andy will continue to lead the site selection process but will look to hand over ownership of SQLRally 2012.

**Action** Nashville, Denver and Dallas would be pursued further for the SQLRally 2012. The issue would be put forth to the community and once selected PASSHQ will finalize the contract and the Board of Directors will give their final evaluation.

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## **Thursday May 12<sup>th</sup> 2011**

### **1. Election Review Committee (ERC) Recommendation and Vote**

Rick Bolesta joined the discussion via teleconference.

Andy, Bill and 4 members of the community created the ERC recommendation document which was distributed to the Board of Directors prior to the meeting.

Mark Souza stated he was not comfortable with nominating for nominations.

The Nominating Committee (NomCom) would include 3 people from the community. The ERC recommended these representatives be selected from the people who have been chapter leaders, SQLSaturday leaders or spoken at Summit/Rally previously and therefore are invested in PASS. From that pool, candidates would be self-nominated.

Rick Bolesta and Rushabh wanted more defined and stricter eligibility criteria for the pool of candidates. Rick felt people who serve on the NomCom have to really understand PASS and how the organization works from a Board perspective. Rushabh requested that one of the 3 community members on the NomCom be a global representative. Bill clarified that would not be possible this year but could be next year if appropriate Bylaw changes were made. Community members from the Regions would be able to participate in the same manner as North American community members.

Rick Bolesta requested that if members do not vote they are not invited back to vote in the following year's election. Members could be put back on the voters list if they requested it. Andy countered that this would not be fair as it was selecting who could select representatives and advocated for an objective criteria of eligibility. Rick Bolesta argued there was a need to be selective regarding who is on the NomCom and guide the organization.

Geoff Hiten stated that in five years it is more important to have a working process rather than focusing on individuals. He also noted that next year with the global growth step the process is going to change again.

There was debate regarding the inclusion of speakers from past events on the eligibility criteria, with some wishing to exclude speakers who had not participated in other ways and others wishing to exclude speakers who had only spoken at SQLSaturday events. The criteria was set as members who have been chapter leaders, speakers at a PASS event, Regional members, Program Committee members, or event leaders by April 30<sup>th</sup> of that year.

Andy outlined the interview process including the introduction of a ranking system. The ranking would be the listing order on the ballot and could guide uninformed voters to pick qualified candidates. The people who were invested would research their vote while those who were less invested could be guided by the NomCom rankings

Mark Souza, Rick Bolesta and Rushabh wanted the ability to decide a candidate was unable to run even though they passed the original objective criteria. Tom suggested adding something to the application clarifying that someone could be disqualified if it was discovered during the process they lied on their application or misled the Committee. Geoff suggested a unanimous decision as unqualified could remove someone from the ballot.

The ballot would be made up of 3 candidates for every open position. If there was a tie between candidates the earliest submission would be chosen. It was also noted that write-in candidates will not be accepted. The rankings of people who make the ballot would be published. However, people not listed on the ballot can choose not to show their ranking. The candidates would be listed in order of their rankings and there would be a link on the ballot to the information used to create the ranking.

**Action** While the original ERC recommendation document will not be changed, Andy and Bill will update it as a new document incorporating the changes discussed and will send it out to the Board.

## **2. Finance Update**

Rushabh and Bill presented a spreadsheet of current finances and the amount that could be left at the end of the fiscal year to be put into reserves. They opened the floor to the Board to suggest items they would like to see purchased. The auditors have also been engaged to suggest items.

**Action** The Board members will email suggestions to Bill, Rushabh and Sandy Cherry. Bill will vet the list and once an itemized list is created it will be sent out to the Board for consideration.

## **3. ExecCo Interviews**

The Bylaws state that no more than 2 people from one company can sit on the Board but they do not specify if 2 members from the same company can sit on ExecCo concurrently. Rick Bolesta does not want more than one person from the same company on the ExecCo.

Rushabh advocated that the Immediate Past President be turned into a non-voting member of the Board.

Bill, Rick Heiges, Douglas, Tom and Allen put themselves forward as candidates for the ExecCo. Interviews were held.

## **4. Proxy Representative for Mark Souza**

Mark had previously requested Board approval to bring a proxy representative to Board Meetings. The Board agreed to the request.

**Action** Mark will provide PASS HQ with more details about who will be his proxy at the August meeting so that the appropriate arrangements can be made.

## **5. Next In-Person Board Meeting**

August 11 & 12, 2011 – location TBD

The meeting was adjourned at 1:40 pm.