

# ENTOMOLOGICAL SOCIETY OF AMERICA

## Governing Board Meeting

### Minutes

June 7 & 8, 2010

Hyatt Dulles

Chantilly, Virginia

**DRAFT**

6/10/2010

### PARTICIPANTS

David Hogg, President

Ernest Delfosse, Vice President

Grayson Brown, Vice President-Elect

Marlin Rice, Past President

Phil Mulder, Treasurer

Douglas Pfeiffer, Eastern Branch Representative

Bart Drees, Southwestern Branch Representative

John Heraty, Systematics, Evolution and Biodiversity Section Representative

Robert Peterson, Plant-Insect Ecosystems Section Representative

Melody Keena, Integrative Physiological & Molecular Insect Systems Section Representative

Tim Lysyk, Medical, Urban and

Veterinary Entomology Section Representative

Michael Parrella, Pacific Branch Representative

Susan Weller, North Central Branch Representative

Michael Williams, Southeastern Branch Representative

Wendy Johnson, President's Student Representative

Myron Zalucki, International Branch Representative

### Staff:

Ann Kenworthy, Interim Executive Director

Alan Kahan, Director of Publications and Communications

Neil Willoughby, Director of Finance

Debi Sutton, Director of Membership and Marketing

### Guest

Kristin House, Conference Direct (Monday)

Monday, June 7, 2010

1. **Call to Order** -- The meeting was called to order at 8:04 am by President David Hogg, who welcomed participants and introduced new ESA staff member Debi Sutton.

2. **Agenda Additions** – Two items were added to the agenda: the consideration of 2011 membership dues rates and a draft letter to Dr. Beachy of NIFA.
3. **Ratification of Cybermotion** – The following cybermotion was ratified unanimously:

**Cybermotion 1:** Proposal submitted by the Publications Council to approve new procedures for proposing and publishing new journals.

Yes 0; No 10; Abstain 1; Not Voting 3; Motion Fails
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4. **Ratification of actions taken by the Executive Committee since last Governing Board Meeting** – The following actions were taken by the Executive Committee between January and June, 2010, acting on behalf of the Governing Board between Governing Board meetings:
  - Pending Emeritus Issue of Henry Hagedorn: Unanimously approved to accept Emeritus application based on completed/new information about tenure as ESA member.
  - Policy on Nomination of Student Representative to GB – Unanimously approved that Student Rep to GB be elected by Student Members.
  - Certification Corporation – 2010 Elections; following advice of counsel, 2010 election will be held as in past; bylaws will be revised so that BCEs elect members of Certification Board in 2011 and beyond.
  - CSAW Proposal – Unanimously approved to sign on to CSAW proposal (see GB consent agenda)
  - 2010 Student Volunteers – Unanimously approved to increase funded level of student volunteers to 110, consistent with prior years.
  - Executive Search – Unanimously approved to retain Transition Management Consulting, Inc. to perform the search for a new Executive Director. Approved unbudgeted funds of \$56,610 for executive search process and associated travel costs.
  - Website Re-design – Unanimously approved to authorize staff to contract with The Bivings Group for website re-design, a project mandated by the strategic plan. A capital expense of up to \$70,000 was approved.
  - Agreed that ESA make a contribution of \$4,000 to the EPA Fellow Program of \$4,000.
  - Propose that Executive Committee update the Strategic Plan deadlines.

It was moved, seconded and unanimously approved to ratify all Executive Committee decisions minus the one related to the EPA Fellow program, which was added to the agenda for full Governing Board consideration.

5. **President's Report** – David Hogg recapped accomplishments to date, including the launch of the International Branch and new ESA logo, the bylaws change that will provide for a Student Representative on the Governing Board, the launch of the Website redesign and the search for a new executive director.

6. **Interim Executive Director's Report** – Ann Kenworthy reported that all headquarters operations were on target, although the installation of the new association management system had been delayed until July 12, 2010. Kenworthy and Neil Willoughby showed PowerPoint presentations related to the interpretation of financial statements and how overhead allocations are made. These tools will be used to introduce new Governing Board members to ESA's financial reports. Staff was requested to include more historical and trend data in the 2011 budget presentation to provide context for considering the budget.
7. **Financial Reports** – Treasurer Phil Mulder presented the April 2010 financial reports, which showed that ESA continues in a strong financial position. Assets stand at approximately \$6.2 million, with \$4.2 million of that unrestricted. Year-to-date income and expense are in line with expectations. Discussion ensued concerning the distribution of PEF funds to ESA Branches. Staff agreed to dedicate a page in the budget presentation on how PEF funds are allocated. The ceiling of registration waiver, although not included in the budget, will be documented and presented to the Governing Board for authorization during budget discussions, along with three years of history on PEF allocations.
8. **Investment Report** – Neil Willoughby reported that as of May 24, 2010, ESA investments have shown a positive return of \$22,705. Total investment value in the TIAA-CREF Funds totaled \$3,561,222 with an additional \$541,000 in CDs with Bank of America and BB&T. Willoughby reported that he had consulted with ESA's investment advisor, who counsels that no re-balancing of funds be made at this time. The Governing Board agreed by consensus.
9. **Audit Report** – Grayson Brown reported on the Audit Committee's report and the 2009 audit undertaken by Gelman, Rosenberg and Freedman. GRF reported an unqualified, or "clean", opinion for 2009 with no material weaknesses found and noted that ESA has shown marked improvement in its responsibilities pertaining to the audit and has addressed all the auditor's past concerns.

It was moved, seconded and approved unanimously to accept the audit report as presented.

10. **2011 Subscription Prices** – Alan Kahan presented a subscription price schedule that included a 3% across-the-board price increase, recommended because it is estimated that costs will also rise 3% in 2011.

11.

Motion: Move to approve the proposed subscription prices for 2011 as shown on page 44 of the Governing Board Book, which represent a 3% increase over 2010 prices.  
Seconded.

Yes 14 No 0 Abstain 1 Motion passes.

12. **Policy on Back Issues of *American Entomologist*** – Alan Kahan presented the concept of rescinding the policy of having two-year-old issues of *American Entomologist* available for free on the website. The rationale was that the magazine is a member benefit, and that giving access to some issues for free conflicts with the Society’s overall policy to either sell online subscriptions to publications or to include online access for ESA members.

Discussion ensued, including issues such as the desire to promote entomology to the public at-large, to teachers and to students who might access the articles and other features in AE.

Motion: It was moved and seconded to make the policy consistent regarding journal back issues and that a feature article or sample of *American Entomologist* be made available on the website. The motion was withdrawn.

A new motion was proposed and seconded:

Motion: Move to make policy consistent regarding journal back issues.

Following further discussion, a new motion was made:

Motion: move to postpone the motion indefinitely.  
Yes 14 No 0 Abstain 1  
Motion passes.

Additional discussion ensued, including the fact that the ESA website was under re-development and there might be additional opportunities within that framework to unbundle the contents of AE and place it in different locations on the website according to target audience, with some materials free to the public

Motion: It was moved to table discussion of the *American Entomologist* and all other ESA publications until the website is further developed and to reconsider the issue at the December Governing Board meeting. Motion seconded.  
Yes 14 No 0 Abstain 1  
Motion passes.

13. **Policy on When Executive Committee May Speak on Behalf of the Governing Board** -  
- Dave Hogg initiated a discussion about the Board’s comfort level with the lack of clarity and guidelines concerning the latitude of the Executive Committee to act on behalf of the Governing Board between Board meetings. The bylaws state that outside of Governing Board meetings, “the activities of The Society shall be directed and coordinated by an Executive Committee of the Governing Board” and that “The Executive Committee shall carry out duties and act on behalf of the Governing Board for emergency actions subject to subsequent ratification by the Governing Board.”

Governing Board members indicated that having more Board conference calls (perhaps quarterly) would be preferred, and that email comment from the Board could be sought before action was taken by the Executive Committee.

14. **National Institute for Food and Agriculture and Food Research Initiative** – Del Delfosse reviewed a draft letter he had prepared for President Hogg’s signature, directed to Dr. Roger Beachy of NIFA, which outlined concerns of interest to ESA. It was agreed to make some minor changes and submit the letter through the NIFA website.
15. **Turfgrass Handbook Second Edition** – Alan Kahan presented a plan to work with Rick Brandenburg and another editor to produce a second edition of the Turfgrass Handbook. Discussion ensued regarding various publishing alternatives, including publishing in JIPM, as an e-book, online or multiple alternatives. The following motion was made and seconded:

Motion: Move that Alan Kahan, Marlin Rice, Kevin Steffey and Rick Brandenburg discuss multiple publication options and bring a recommendation to the August Governing Board meeting to be held by conference call.  
Yes 14 No 0 Abstain 1.  
Motion passes.

16. **2014 Annual Meeting Location** – Kristin House of Conference Direct presented proposals from four cities for ESA’s 2014 Annual Meeting. The cities under consideration were Providence, RI; Portland, OR; Seattle, WA, and Kansas City, MO. Following the presentation and discussion by the Governing Board of the merits of the different venues, the Governing Board ranked the cities in the following order: Portland, Seattle, Kansas City and Providence. House will pursue negotiations with Portland and report back progress to the Governing Board.
17. **2015 Co-Located Meeting with Tri-Societies** -- Kristin House reviewed the history of discussions concerning a co-located annual meeting with the Tri-Societies. ESA’s strategic plan calls for exploration of a co-located meeting. She reported that a number of cities under consideration had been dropped, either due to lack of dates available (New Orleans) or very high expense (San Francisco, Washington, DC). The cities under consideration were Minneapolis, Denver, and Phoenix. Mike Parrella presented an agenda brief with pros and cons of holding a co-located meeting. The primary benefits are substantial savings on convention center costs and the ability to go to a city that would not accept an ESA meeting by itself as it would be too small in size. Following presentation of the three cities’ convention center proposals, the Governing Board ranked them as follows: Minneapolis, Denver, Phoenix. A motion was made as follows:

Motion: Moved that ESA hold a co-located meeting in 2015 with Tri-Societies.  
Seconded.

Yes 10 No 3 Abstain 2  
Motion carries.

House will pursue negotiations with Minneapolis and report back to the Governing Board.

18. **Mailing of 2010 Annual Meeting Program Book** – Alan Kahan presented a proposal to reduce expenses and gain an extra two-three weeks' editing time by mailing the program book only to those early bird registrants who elect to pay a \$12 fee to have the book delivered via a trackable shipping service. The Governing Board discussed the pros and cons of this approach, noting the probable variety of preferences among the membership. A motion was made as follows:

Motion: Move that a PDF of the program book be available 5-6 weeks out from the Annual Meeting and have the program book available at the annual meeting only. The motion was seconded.

A motion was made to call the question.

Yes 9 No 5 Abstain 1

Motion to call the question fails.

Following additional discussion, a motion was made as follows:

Motion: Amend the motion to offer a \$10 discount on Annual Meeting registration to those who choose not to receive the printed Annual Meeting program book prior to the meeting but to obtain it on site. Seconded.

Yes 14 No 0 Abstain 1

Motion carries.

19. **Nomination and Election of Fellows** – Dave Hogg introduced the issue of conflict of interest that arises when a member of the Governing Board either nominates or writes a letter of support on behalf of a nominee for Fellow. The Governing Board discussed aspects of the issue at length. Hogg reviewed three proposed statements drafted by the Executive Committee:
- Define a conflict of interest for a Governing Board member for any nomination for ESA honors or awards as institutional affiliation, a major professor, or collaboration in the last five years.
  - A Governing Board member may not nominate an individual for any ESA honor or award without creating a conflict of interest.
  - A Governing Board member may not write a letter of recommendation for an individual for any ESA honor or award without creating a conflict of interest, to take effect in 2011.

Following further discussion, it was recognized that these statements were covered in the existing policy and that no action was needed.

Motion: It was moved and seconded to go into Executive Session.

Vote:

Yes 14 No 0 Abstain 1

Motion passes.

Staff and the President's student representative left the room.

The Governing Board came out of Executive session and staff and the President's Student Representative rejoined the meeting.

A motion was made and seconded as follows:

Motion: to elect the following top ten vote-getters as Fellows of the Entomological Society of America for 2010: Gary J. Blomquist; David J. Boethel; Bruce D. Hammock; Zeyaur R. Khan; Dennis D. Kopp; Thomas A. Miller; Thomas W. Scott; Anthony M. Shelton; Daniel E. Sonenshine, and F. Tom Turpin. Motion seconded.

Yes 14 No 0 Abstain 1

Motion passes.

20. **Election of Honorary Members** – Marlin Rice presented a motion from the Honorary Member Judging Panel:

Motion: Move that the ESA Governing Board submit George G. Kennedy and Sharron S. Quisenberry to the membership for election as Honorary Members of ESA. The motion was seconded.

Yes 14 No 0 Abstain 1

Motion passes.

21. **Website Redesign Update** – Alan Kahan summarized the process to-date, which includes review of a “wire-frame” or proposed layout of the home page and the development of a new site navigation system. The Presidential Committee on Website Redesign will be involved in reviewing the proposed site design.
22. **2011 Annual Meeting Theme** – Del Delfosse discussed his proposed 2011 Annual Meeting theme of “Identify, Clarify, Speak Out”, which will be debuted at the 2010 Annual Meeting during the closing session.

The meeting was adjourned for the day at 5:30 p.m.

Tuesday, June 8, 2010.

President David Hogg reconvened the meeting at 8:00 a.m.

23. **Executive Search Update** – Susan Weller provided an update on the executive search process, including information on the previous Sunday’s committee meeting and logistics and plans for the rest of the process.

24. **2011 Member Dues** – Debi Sutton presented a staff proposal to maintain 2011 dues at the 2010 level.

Motion: It was moved that 2011 dues remain at the 2010 level. Seconded.  
Yes 14 No 0 Abstain 1  
Motion passes.

25. **Acceptance of the Consent Agenda** – Susan Weller requested that Consent Agenda Item B be removed from the Consent Agenda and sent back to the Common Names Committee for clarification of consistency of higher taxonomic classification. Following discussion, it was agreed by consensus to send the report back to the Common Names Committee.

Motion: It was moved to accept the consent agenda with the exception of Item B.  
Motion Seconded.  
Yes 14 No 0 Abstain 1  
Motion passes.

26. **Review of the ESA Strategic Plan** – Ann Kenworthy briefly reviewed progress toward ESA Strategic Plan goals. Although good progress had been made in many areas, she recommended that the timeline be revised. It was agreed by consensus to have the Executive Committee revise the timeline.

27. **Section & Branch Logo Proposals** – Alan Kahan presented a proposal to standardize ESA Branch and Section logos in line with the new ESA logo in order to support the overall ESA brand identity. In discussion it became clear that a range of practices regarding logos exists at the Branch level.

Motion: Move to request that ESA HQ staff develop logo style guidelines to be communicated to the Governing Board for discussion by the August meeting.  
Seconded.  
Yes 14 No 0 Abstain 1  
Motion passes.

28. **NCB Logo Request** – Susan Weller presented a request by the North Central Branch to alter the current ESA logo to make it more anatomically correct. Following discussion, including the review of the logo re-design suggested by Shripat Kamble, the Board accepted the following motion:



Motion: Move that the current logo be retained and unchanged except for modification by staff for Branch and Section usage. Seconded.

Yes 12 No 0 Abstain 3

Motion passes.

29. **Student Representative Position Update** – Wendy Johnson, the president’s student representative to the Governing Board, reviewed her report, which suggested that ESA should focus on three main areas of interest to Student Members: personal development, technical development and mentoring. She also identified issues that need to be clarified concerning the position description for the new elected position of Student Representative and travel expenses to the Annual Meeting. Following discussion, it was agreed by consensus that the Executive Committee should develop a position description for the Student Representative for consideration at the December Board meeting. Also following discussion, it was determined by consensus that no action need be taken concerning the Student Representative travel expenses because if all other sources of potential funding were exhausted, the President’s Discretionary Fund could be used for this purpose.

30. **Nomination Package Contents** – Bob Peterson presented on behalf of the P-IE Section a request to establish a policy that Section and Branch endorsements be allowed only for ESA VP-elect and ESA Treasurer. The following motion was presented:

Motion: On behalf of the Plant-Insect Ecosystems Section, move that an ESA Governance Policy be adopted stating that only candidates for the ESA VP-Elect and ESA Treasurer positions be invited to include a statement of Branch or Section endorsement in their nomination package. For the avoidance of doubt, the policy should state that no other elected ESA GB position nomination packages, including that of Student Representative to the GB, may include a statement of Branch or Section endorsement. The motion was seconded.

Motion: Move to end debate. No second required.

Vote on the main motion:

Yes 1 No 13 Abstain 1

Motion fails.

31. **Entomology Outreach Proposal** – Bob Peterson presented a proposal for ESA to collaborate with the Center for Invasive Species & Ecosystem Health/Bugwood Network Image Database. The Governing Board discussed this issue, and President Dave Hogg agreed to bring this suggestion to a Presidential Committee to be appointed in June and to recommend their consideration of the proposal.
32. **President’s Plaque Proposal** – Phil Mulder presented a request to recognize past ESA presidents with a plaque showing all of their years of service on the ESA Governing Board.

Motion: Move that ESA recognize, through the issuance of a plaque, the full length of service of all Past Presidents for the full period of time spent on the Governing Board. Seconded.

Yes 1 No 13 Abstain 1

Motion fails.

33. **New Business: Student and Young Professionals Committee** – John Heraty raised the issue of whether the Student and Young Professionals Committee and the award program it administered should be included in the 2011 budget. He noted that the program was “discontinued in 2009” due to budget constraints. After discussing the pros and cons, the following motion was made:

Motion: Move that the Governing Board allocate up to \$40,000 from reserves from the income generated by the Student and Young Professional Awards Program fund to support activities at the 2010 meeting and that the President and interested individuals bring a proposal for long-term program parameters to the December Board meeting for consideration.

Yes 13 No 1 Abstain 1

Motion carries.

34. **Support for Distinguished Scientist to Serve as ESA Subject Matter Expert and EPA Liaison** – Del Delfosse presented a proposal from the P-IE, MUVE, and IPMIS Sections to provide support for an ESA Subject Matter Expert to serve as an EPA Liaison. The three sections had agreed to fund \$16,000 of the total cost of \$20,000 and had requested that ESA provide the balance of \$4,000. The Governing Board discussed the issue.

Motion: Moved that ESA provide \$4,000 in funding to support the Subject Matter Expert and EPA liaison. Seconded.

Yes 14 No 0 Abstain 1

Motion passes.

35. **Adjournment**. There being no further business, the meeting was adjourned at 11:10 a.m.

Motion: Move to adjourn the meeting. Seconded.

Yes 14 No 0 Abstain 1

Motion carries.

Respectfully submitted,

A handwritten signature in black ink, reading "Ann C. Kenworthy". The signature is fluid and cursive, with a large, stylized "K" and a trailing flourish.

Ann C. Kenworthy  
Interim Executive Director