

THE PUBLIC RELATIONS SOCIETY OF AMERICA
Minutes
Quarterly Meeting of the National Board of Directors
January 25, 2008

PRSA Headquarters - PD Seminar Room
33 Maiden Lane
11TH Floor
New York, NY 10038-5150

Officers Present: Jeffrey P. Julin, APR
Michael G. Cherenson, APR
Rosanna M. Fiske, APR
Mary Deming Barber, APR, Fellow PRSA
Rhoda E. Weiss, APR, Fellow PRSA

Directors Present: Leslie J. Backus, APR
Thomas E. Eppes, APR, Fellow PRSA
Dennis John Gaschen, APR
Jim Haynes, APR, Fellow PRSA
Vincent Hazleton, Ph.D., APR, Fellow PRSA
Margaret Ann Hennen, APR
Kathryn D. Hubbell, APR, Fellow PRSA
David M. Imre, APR
Chris R. Lynch, APR
Francis Onofrio, APR
Philip A. Tate, APR
Christopher Veronda, APR

Senior Counsel: Dave C. Rickey, APR
Mary Beth West, APR

Staff Present: William Murray, President & Chief Executive Officer
Phil Bonaventura, Chief Financial Officer
Christina Darnowski, Director, Research and Project Management
Joseph DeRupo, Associate Director of Public Relations
Jennifer Ian, Vice President, Membership
Barbara McDonald, Vice President, Marketing
John Robinson, VP, Corporate Development & Industry Partnerships
Janet Troy, Vice President, Public Relations
Karla Voth, Vice President, Special Events and Programs
Donna Jonas, Executive Assistant

Mr. Julin called the meeting to order at 1:05 PM ET. A quorum was present.

Strategic Business Plan

Mr. Julin stated the goal of the business planning process is to create an evergreen document that will help PRSA know what it's doing and how it's going to get there. Goals surrounding learning; community; thought leadership/knowledge sharing; recognizing capabilities and accomplishments;

advocacy; ethics; and organizational excellence. Key Performance Indicators (KPI) will provide measurement and the ability to know when course corrections are needed.

Mr. Cherenson informed the Board that the Board is the strategic planning committee in 2008, but he also plans to involve committee chairs, sections and districts in the discussion. The Board is asked to remain strategic with regard to commenting on the strategic business plan. It will be distributed to committees in early February for their planning.

Action item: Mr. Julin requested comments about the plan be sent to Mr. Murray and Ms. Darnowski by February 1.

Nominating Committee Policies and Procedures

The 2007 PRSA Board of Directors, at the conclusion of 2007, referred a matter concerning Policies and Procedures of the PRSA Nominating Committee to the 2008 PRSA Board for discussion.

As additional background, Mr. Julin and Mr. Rickey discussed several points from the 2005 Governance Task Force report indicating that several of the Task Force's recommendations had resulted in changes to nominating procedures. Board members are expected to actively recruit candidates for the Board each year but may not provide support letters or otherwise lobby the committee.

The issue surrounds a desire by the Nominating Committee to be able to receive additional factual information from Board members about candidates.

Motion: Mr. Veronda moved and Mr. Gaschen seconded that the PRSA Policies and Procedures be amended as follows:

12. Comment Letters Concerning Candidates Suitability For Nomination The Committee's review of candidates may include not only a review of objective information provided by the candidate (e.g., biography, resume, views, record of service), but also subjective information submitted by their colleagues that may provide insight with regard to suitability, fitness, capability and related leadership and service potential. Members of the Society, and other interested individuals may provide such comments to the Committee as a whole, by submitting them to the Committee. Anonymous comments will not be accepted. The name of the author of the letter must be included and the information must be verifiable. All such submissions will be closely held as part of the Committee's confidential deliberations. Candidates will be provided with copies of comment letters pertaining to their candidacy submitted to the Committee, including the source, and given the opportunity to respond. Any concerns over validity of claims in such insights will be vetted among the PRSA Nominating Committee Chair, the parliamentarian and the PRSA Legal Counsel.

18. PRSA Board involvement in the Nominating Committee process Incumbent PRSA Board members are certainly qualified to evaluate and assess the needs of the Board and the leadership qualities of incumbents. They should actively identify and recruit to run for leadership positions and communicate the names of these individuals to the Nominating Committee. Members of the National Board shall have the same rights of providing input to the committee as all other members of the Society; however, there shall be no special access to the Committee beyond the writing of letters, as described in Item 12, and making

contacts with the committee members prior to the deliberations, described as lobbying in Item 16. Once the Committee begins discussions of candidates, no member of the Board, including the Immediate Past Chair, shall be allowed to provide additional opinions or comments of any kind whether in writing or verbally, to the Committee. The IPC is present at the Nominating Committee meetings and deliberations to observe and learn the procedure for the year in which he or she shall chair the committee, but may not function as a committee member in terms of providing commentary on candidates or participating in discussions about candidates.

Motion to Call the Question: Mr. Lynch called the question. Ms. Barber seconded. Motion to call the question passed.

Motion to amend the Policies and Procedures of the Nominating Committee failed.

Discussion continued regarding additional options.

Motion: Mr. Eppes moved and Mr. Imre seconded that: **The PRSA Policy and Procedures section pertaining to the immediate past chair's involvement with the Nominating Committee, item 18, last sentence, be changed to: He or she is prohibited from actively campaigning for or against any candidate and may not participate in the deliberations for any candidate.**

Motion failed.

President and COO's Report

Mr. Murray provided the Board with an operational report for the Society focusing on ten key areas for 2008:

1. Strategic planning – plan finalization and implementation
2. Web Site – Redesign
3. Chapters – Improved support.
4. Sections – Finalize and implement new business model
5. Research – Membership, readership and omnibus Section surveys
6. Membership – Retention plan and group sales development
7. Bylaws – Rewrite
8. Publications – Business model and future
9. Marketing and communications
10. Data collection – Demographics

Action item: Dr. Hazleton asked Mr. Murray if a timeline could be provided for some of the projects discussed.

Financial Report

Ms. Fiske reported Diane Salucci will chair the 2008 Audit Committee and she is close to finding a chair for the Investment Committee. Ms. Fiske, Mr. Gaschen, Mr. Veronda, Mr. Onofrio, Mr. Imre, Ms. Hennen and Ms. Backus will serve on the Finance Committee.

Mr. Bonaventura has finished closing 2007 and should have pre-audited figures by January 31. Results are expected to be stronger than expected. The audit will be finished by the end of March.

Staff is preparing plans to respond to a possible downturn in the economy but current finances are either on, in-line with, or ahead of 2007.

Approval of Minutes of Board Call of December 19, 2007

Mr. Rickey moved and Mr. Onofrio seconded to approve the minutes. Motion passed.

Approval of Chapter Bylaws

Ms. Barber moved and Ms. Weiss seconded to approve the St. Louis Chapter bylaws as presented. Motion passed.

Documents Requiring Board Signature

Mr. Julin asked Board members to sign and return disclosure, confidentiality and conflict of interest statements to Ms. Jonas.

Board Liaisons and committee assignments

Mr. Julin is finalizing 2008 committee chairs and Board liaison assignments; will distribute within the week. He will also send out a request for volunteers and work with Mr. Murray to establish a database system tracking members wishing to serve so matches can be quickly made when task force needs arise.

Mr. Cherenson will begin the 2009 chair committee selection process in late summer to ease the end-of-year transition period. He asked Board liaisons to think about next year's chairs during their work with committees this year. While a succession plan for all committees is desirable; further discussion is needed.

Mr. Julin and Mr. Murray are creating a document that will list those committees that have terms and succession plans so future leaders understand these processes.

Bylaw Rewrite

Mr. Rickey reported that there are a number of options and approaches that may be taken in rewriting PRSA's bylaws. The committee is at present working to identify key issues for the bylaw rewrite, determining how best to assess best practices, and will present for approval a recommended approach upon conclusion of their preliminary assessment.

Action Item: When the committee is ready to solicit member feedback and comment, they will submit comments to bylaws@prsa.org.

Assembly Survey

Mr. Rickey reported that results from the Assembly Survey will be sent to the Board in the next week but the response to the 2007 Assembly was excellent and vastly improved over previous years.

Conference Logo

Detroit PR agency Airfoil PR created the logo for the 2008 conference. The theme is "The Point of Connection."

The PRSA Board meeting adjourned at 5:30 PM ET.

Respectfully submitted,

Mary Deming Barber, APR, Fellow PRSA
2008 Secretary