**Minutes**

**THE UNIVERSITY CLUB**

**SPECIAL BOARD OF DIRECTORS MEETING**

**December 12, 2017**

**Call-to-Order:**

James called the meeting to order at 6:06 pm.

**Attendance:**

Douglas Albert (arrived at 7:23 pm), Michael Bernosky, Gretl Collins, James Collins, Jerry Derdel (arrived at 6:53 pm), Dick Frisque, Mark Koschny, Janet Magner, Tim Magner, On-Cho Ng, Mary O’Neill, Matthew Restall.

**Opening remarks of the Interim President (James):**

The purpose of this special Board meeting is to address the issues of Ron’s resignation as President and Fran’s resignation as Treasurer. James then yielded the floor to Matthew.

Matthew gave a brief overview of his perception of what occurred at the last Board meeting (November 28, 2017). He then presented a visual aid (chart) that listed 4 suggestions accompanied by a Yes-No response for each. The goal was to go through each suggestion, determine if there was a consensus, and if not, to discuss the 4 topics before taking a vote on each. The following 4 suggestions are not written down verbatim, but approximate the points Matthew made.

1. Should we take a vote to accept Ron’s initial resignation from his position as President and from the Board of Directors? Yes or No
2. Should the Board suggest an amendment to the Constitution to change the term of the President from 3 years to 1 year, with the possibility that his/her term could be renewed by the membership at subsequent annual meetings. Yes or No
3. Is greater transparency needed in the budget, especially in matters of the Social Club vs. the “business” (running the house)? Should committees be given budgets within which they are to operate. Yes or No
4. The Board requires more detailed information regarding how often UClub space is rented, whether rental rates are too high, and if members should receive an even better discount than they do now. Should we offer Board members a perk such as one free UClub rental per year? Yes or No

Following Matthew’s presentation, the floor was open to discussion on each point and in order of their appearance on the list. A significant amount of time was devoted to each topic as there wasn’t consensus in each case and because the complexity of some issues required multiple points of view to be expressed.

On Point 1, Mark moved that the Board formally accept Ron’s resignation and thank him for his dedicated service to the Club. Mike seconded the motion and the vote was called. The motion passed, with 8 voting for and 4 against the motion. Proxies from Bruce (absent) and Doug (had not yet arrived) had been given earlier to Dick and On-Cho, respectively.

On Point 2, Mark moved that the Constitution be amended to change the term of the President from 3 years to 1 year without a term limit. Matthew seconded the motion, and it passed by unanimous vote (12-0).

On Point 3, the discussion focused primarily upon providing a budget for the Social Committee. Because a more careful analysis of income and expenses will be needed, a decision on this point was tabled until the next Board meeting.

On Point 4, it was also decided that the Board needed a better sense of where the Club was financially, and that an additional analysis be undertaken of variable costs and competitive pricing prior to moving forward with a plan that addresses the cost of renting UClub space for various events.

At this point James indicated he and others were ready to present nominations for President, Treasurer and a new Board member.

Gretl nominated Elizabeth (Lizzy) Taylor and listed her qualifications and interest in joining the Board as a member. Janet seconded, and the nomination was accepted unanimously.

Mark was suggested as a candidate to be Treasurer, and James listed his qualifications. Mary moved that Mark be nominated to serve as Treasurer of the Board, seconded by Doug, and the nomination was accepted unanimously. James nominated Matthew to be President, listed his qualifications, seconded by Mary, accepted unanimously. Other nominees for the position of President declined their nominations.

The Secretary was asked to write up the amendment regarding the length of term for the President. This change to Article VI will be combined with another change to this section of the By-Laws, which stipulates the number of Board members and notes the President only votes on Board matters when a tie vote is cast (a motion to make this change at the next annual meeting was passed at the May 2017 Board meeting). [Note - the amended Article VI was sent to James and Gretl on 12-13-17 so that it could be sent out to the membership ASAP. In addition, an updated ballot was included for distribution].

Finally, the Secretary requested that an addendum be placed at the back of the Constitution noting the decision made at the March 2017 Board meeting which clarifies that the Secretary is a member of the Board’s Executive Committee. James will look into whether an addendum or direct addition to the By-Laws be made.

**Adjournment:**

Mark moved to adjourn the meeting at 7:37 pm, On-Cho seconded, passed unanimously.

Respectfully submitted,

Dick Frisque, Secretary