

CRLA BOARD MEETING

SUMMARY OF SEPTEMBER 7, 1995 TELECONFERENCE MINUTES

Members on-line: Pat Mulcahy-Ernt, *President*; Tom Gier, *Past-President*; Vince Orlando, *President-Elect*; Sandra Evans, *Treasurer*; Rosalind Lee, *Secretary*.

Guest on-line: Bernie Birch, Insurance Representative, A.F. Crissie Insurance

The meeting was called to order at 11:00 a.m. EDT.

This meeting is a continuation of the August 8, 1995 teleconference.

21. Insurance Representative

Mr. Bernie Birch joined the teleconference to explain the salient types of insurance for CRLA. He highlighted the differences between liability insurance (which we have) and Directors' and Officers' Insurance (which we don't have). He gave some premium estimates, and stated that this is dependent on the membership count. He then left the teleconference.

22. Agenda Approved

The agenda was approved after additions.

23. Membership Update

Rosalind has been updating the database as new information is received. She will be requesting address and telephone updates from lifetime members. She will also distribute a list of international members and journal memberships to the Board for information. It was recommended that both school and home addresses be included in the database, and work phone numbers could be distributed to CRLA officials (e.g. State Directors) who received lists of members.

24. Operating Budget Discussion

The Board went through each line item in the Operating Fund Worksheet, making adjustments as necessary. It was noted that CRLA expenses have increased over the years as institutions have provided less in-kind assistance and the budget projections should reflect the true costs of operating. It was recommended that lines for the conference profit, a beginning balance and the projected income be included in the budget printout to give a total picture.

Insurance needs were discussed.

It was moved that Directors' and Officers' Liability Insurance for CRLA be purchased.

It was moved that the operating budget be accepted as proposed.

25. Elections

It was moved that the slate of nominees for President-Elect and for Treasurer be accepted.

President-Elect Nominees: Theria Beverly, Kathy Carpenter

Treasurer Nominees: Janet Eddy, Sylvia Mioduski

The Board is pleased that these individuals have come forward to serve the organization.

26. Auditing Procedures

Sandra will collect bids from external sources for auditing the CRLA books and will report back to the Board.

27. Canadian Symposium

The deadline for submitting session proposals has been extended to Oct. 20, 1995.

28. Miscellaneous

Tom mentioned SIG leaders have been requesting more information on various items.

29. Next Board Meeting

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The meeting was adjourned at 12:45 p.m. EDT.

The minutes were approved November 2, 1995.

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Directors' & Officers' Insurance

A second type of insurance is Directors' and Officers' (D&O) Liability Insurance. This provides defense in the event of a suit brought forth from general conflicts of interest such as failure to act, failure to disclose, lack of good judgement, diligence or good faith, mismanagement of funds, illegal payments to public officials, exceeding authority of the association charter or the law.

Responding to the question of who would be covered by this type of policy, Mr. Birch pointed out that courts only look at those who officially represent the association, i.e. the 5 Board members. He also noted courts are beginning to impose higher standards of diligence, expedience and loyalty on these individuals.

Cost to CRLA

In contrast to premises-operations liability, D&O coverage is broader and less defined, dependent upon the suit which may be brought upon an officer.

We currently have the basic premises-operations liability insurance, costing approximately \$2600. The premium estimated for D&O coverage was \$1655 for 5 officers; negotiation would be possible to add a small number of others. The premium is dependent on the number in the membership, subject to a minimum. Rosalind reported that the latest membership figure is 860.

Our current coverage is from April 4, 1995 to April 3, 1996. Any additional policy purchased would begin in September, 1995.

Mr. Birch then left the teleconference.

*2. Agenda Additions
(refer to August 8, 1995 Agenda)*

- 4. f) Membership Update (Rosalind)
- 5. c) Operating Budget
 - d) Election of Officers
 - e) Auditing procedures
 - f) Information updates

Tom moved that the agenda be adopted as amended. Seconded by Vince. PASSED.

3. Insurance Discussion

CRLA has not had D&O coverage before. There was concern that the cost was proportionately high, approx. 10% of the operating budget. On the other hand, the trend is towards more and more people suing. **Tom moved that D&O insurance be purchased. No seconder. Motion dropped.**

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Vince stated that the profit from the conference should be included in the income portion of the worksheet. This would give a more accurate picture of the amount available. He recommended a "Beginning/Forwarded Balance" line be added. Pat suggested a line for projected income also be included.

The category of insurance was re-visited in light of the moneys available in all the accounts and the Certificates of Deposit which were not reflected in the worksheet.

Tom moved the Board purchase Directors and Officers Liability Insurance for CRLA. Seconded by Vince. PASSED.

Sandra will clarify the premium and the number of people covered with the insurance representative.

Tom moved acceptance of the operating budget as proposed. Seconded by Vince. PASSED.

6. Elections

Pat presented a slate of nominees for the offices of President-Elect and Treasurer as forwarded by Jo-Ann Mullen.

President-Elect Nominees:

Theria Beverly
Kathy Carpenter

Treasurer Nominees:

Janet Eddy
Sylvia Mioduski

Tom moved the slate of nominees be accepted. Seconded by Vince. PASSED.
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Jo-Ann was commended for putting together an excellent slate of nominees. The Board is pleased that these individuals have come forward to serve the organization.

7. Auditing Procedure

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