



asor

BOARD OF TRUSTEES

Minutes of the Executive Committee Meeting
May 12, 2020 10:00AM-1:00PM EDT ZOOM

Present: Richard Coffman (Chair of the Board); Sharon Herbert (President); Chuck Jones (Vice President); Heather McKee (Treasurer); Ann-Marie Knoblauch (Secretary); Jane DeRose Evans; Eric Meyers; Joe Seger; Lynn Swartz Dodd (Chair, Development Committee); Andy Vaughn (Executive Director), Susan Ackerman (Past President)

Preliminary Matters (10:00-10:15)

1. Call to Order
 - The meeting was called to order at 10:03 AM (Richard Coffman)
2. Approval of Agenda
 - Sharon noted item 6 should be assigned to Andy, not Heather
 - **BE IT RESOLVED:** the agenda is approved by unanimous consent.
3. Approval of the Minutes from February 2020 EC meeting
 - **BE IT RESOLVED:** the minutes from the February 8th, 2020 Executive Committee meeting are approved by unanimous consent.
 - **BE IT RESOLVED:** the minutes from the February 9th, 2020 Executive Committee meeting are approved by unanimous consent.

Business Items (10:15-11:15)

4. ASOR Bylaws Revision (Richard Coffman)
 - Richard noted that ASOR's bylaw revision is an ongoing process, designed to fix terminology and to ensure consistent language throughout the document.
 - The current proposed revisions include one substantive change: under section

5.7 (Finance Committee) that the Chair of the Facilities Committee serve on the Finance Committee.

- Discussion followed about the procedures for voting on member feedback to the by-laws, and whether such feedback requires a twenty-day review period before voting can take place. The language in the current bylaws (Section 9.6) is unclear.
- Susan also brought up that the proposed language referencing the Cultural Heritage Committee is quite specific about the membership of the committee, something that has been discouraged in the past so that committees have flexibility, creating their own internal operating procedures without being bound by the bylaws.
- Jane, the current chair of the CH Committee, noted that the committee felt very strongly about maintaining the proposed breadth of membership.
- Andy suggested Jane (and chairs of other standing committees) work with Chuck (chair of the CCC) to ensure the operating procedures of each committee is available online so that there can be continuity and an understanding among membership of these operating procedures, including committee makeup.
- Jane indicated that if such a system were in place, she would withdraw her proposed emended language for the bylaws.
 - Eric Meyers moved, Joe Seger seconded:
 - **BE IT RESOLVED:** The Executive Committee accepts the bylaws as emended, with the removal of the proposed changes that specify the makeup of the Cultural Heritage Committee.
 - Approved unanimously.

5. Treasurer's Report (Heather McKee)

- Heather noted we are fortunate to have such a strong foundation from donors and strong stewardship by Andy during a time of great volatility in the markets.
- Furthermore, our investment strategy has been to avoid the highs and lows, and that has paid off in this current climate.
- Andy's foresight in getting in front of the PPP loan has been very beneficial to ASOR.
- Discussion turned to specifics within the investment report. (Exhibits E and F) While our endowed accounts are down, they are not as hard hit as some others.
- Heather also noted that the account managed by Scott & Stringfellow is performing relatively well in the period of market downturn. We may wish to consider going forward whether to put more of our self-managed funds in their account.
- Heather informed the EC that the Finance Committee met to discuss the market volatility and decided not to take distributions from the endowment accounts for scholarships and grants in the first and second quarter of 2020 (ASOR's 3rd and 4th quarters of our fiscal year), and would revisit this in the 3rd quarter. ASOR will continue to take distributions in the endowment for operations.

- Furthermore, for monies coming in, the FC recommends that ASOR makes those investments over time over the next fiscal year (instead of investing the lump sum) in order to decrease the amount of volatility. This includes the Building Fund and P.E. MacAllister gift which is expected to be received in May. These funds will be invested in equal amounts over a period of 12 months.
- Andy has also spoken to Scott & Stringfellow about reducing their management fee if we transfer additional self-managed assets to them, and they have agreed after our managed balance reaches \$1 million.
- Andy discussed spending the PPP loan, what it can be spent on and how it has helped ASOR during this time.

6. Revised FY 2021 Budget (Andy Vaughn)

- (Exhibit A Budget to Forecast (FY 2020)) Andy noted that the total income for 2020 is much higher than what had been forecasted. This is due to the PE MacAllister gift and because of generous donations made to the dig scholarships such as the Dana Fund, the Geraty Fund, and others.
- Andy is projecting a nearly balanced budget for 2020. This assumes several optimistic outcomes, as described in Andy's notes on the budget (Exhibit C).
- Budget to Forecast (FY 2020) and FY 2021 Budget (Exhibit B): This discussion began by Andy explaining that a balanced budget in 2021 relies at this point on using \$65,000 from "prior year unrestricted." This refers to a portion of the money set aside to pay for the move to Alexandria that was not needed.
- Discussion turned to the impact on the budget if ASOR is unable to hold its Annual Meeting due to ongoing issues with COVID-19.
- Andy made clear that we are acting in good faith and the budget presented assumes that the AM will happen face-to-face in Boston.
- Jane noted that Institutional Members might be pressured to drop their memberships because of budget cuts, but Andy is confident that the remaining Institutional Members that we have now are committed.

Note: it was agreed that discussing item 14 (below) made sense in this context, so discussion was moved here.

14. Plans for 2020 Annual Meeting (Andy Vaughn, Sharon Herbert)

- Sharon noted that this issue has been in discussion for at least a month
- We have a contract with the Westin Waterfront Boston Hotel (Marriott) and so it is important for us to continue to plan for the meeting to meet the stipulations of the contract. There is a *force majeure* clause in the contract.
- The mayor of Boston has indicated that there will be no public gatherings in Boston until Labor Day. At that time, we might have a better idea about where things will be in November.
- Andy noted that the Annual Meeting is a board-mandated activity. We need to operate under good faith that we will hold a meeting in November, but at the same time prepare for an alternative if COVID-19 prevents such a meeting from taking place. We also have to be realistic, and do what we can to serve our members well if some or all cannot travel to Boston safely.

- Ann-Marie noted that even if it is safe to travel, there may be a drop in attendance because university travel budgets have disappeared for the foreseeable future.
- The Program Committee is already discussing this. They recommend that ASOR work on increasing its capacity for developing online teaching resources (including pre-recorded lectures).
- If the pandemic forces ASOR to make a change to the in-person meeting in Boston, having this infrastructure will help in setting up a virtual meeting.
- The Program Committee is working on a possible virtual meeting in two parts: 1. asynchronous prerecorded presentations; and 2. synchronous discussions of the presentations. This will be in place if the pandemic forces ASOR to change our plans to meet in-person. These events could be extended to over a month as opposed to three days.
- Andy noted that members have already paid a substantial amount in registration fees.
- As for registration fees if the pandemic causes a change to the in-person conference, Andy supports giving people the option to apply money already paid to the 2021 meeting, donate it to ASOR, or refunding it. Giving members the option of a refund is the right thing to do and the smart thing to do.
- A virtual Annual Meeting (if caused by the pandemic) would be at a reduced fee from an in-person meeting.
- Richard asked if we have a Business Interruption Claim in our liability insurance, as this might help.

After a short break, there was a brief revisit to the earlier conversation about the bylaw revisions

Revisit bylaws:

- Susan Ackerman moved, Jane DeRose Evans seconded:
- **BE IT RESOLVED:** The Executive Committee will reconsider the motion approved under item 4 above.
- Unanimously approved.

- Susan Ackerman moved, Jane DeRose Evans seconded:
- **BE IT RESOLVED:** Proposed amendments to the bylaws submitted between April 21 and May 12 will be tabled for further consideration and not considered at this time.
- Unanimously approved.

- Susan Ackerman moved, Jane DeRose Evans seconded:
- **BE IT RESOLVED:** The Executive Committee recommends that the original circulated amendments be considered by the Board for adoption.
- Unanimously approved.

At this point discussion returned to agenda item 6

- Heather noted the expense side of the 2021 budget (Exhibit B) reflects educational events that have been postponed, and excavation grants that will not be award for this summer.
- Jane asked about anticipated CHI money.
- Andy indicated that there is tentative approval to continue work in Libya; the budget reflects the low side, Andy anticipates \$50,000 in travel money for 2020 and 2021 and \$150,000 additional to that.
- Andy also noted that the non-federal CHI money is money that was received in previous fiscal years. The budget reflects the total income and spending for the year, it is not broken down beyond that.
- Richard asked if we are tapping into all potential grant sources, and whether they have dried up.
- Andy explained they have not dried up, and we are applying for as many as we can within capacity.
- With the PPP money Andy has been able to hire staff to produce a website to show what has been done with grant money received. This has been helpful for donations and additional grants.
- Richard asked whether grant writers were available on a contingency basis.
- Andy noted he was not sure, but the level of specialized knowledge of ASOR needed for grant proposals made this difficult.
- Andy also noted that in the next 12 months ASOR will be focusing on embassy grants. We have been able to demonstrate that we can carry out productive work.
 - Eric Meyers moved, Joe Seger seconded:
 - **BE IT RESOLVED:** The Executive Committee recommends to the Board to adopt the budget recommended by the Finance Committee.
 - Unanimously approved.

7. Nomination of Jane DeRose Evans as Chair of Cultural Heritage Committee (Retroactive Jan. 1, 2020-Dec. 31, 2022)

- Sharon noted under current bylaws, committee chairs must be approved by the Board on the recommendation of the Executive Committee, after having passed through the CCC.
 - **BE IT RESOLVED:** The Executive Committee accepts the recommendation of the Chairs Coordinating Council to nominate Jane DeRose Evans as Chair of Cultural Heritage Committee (Retroactive Jan. 1, 2020-Dec. 31, 2022).
 - Unanimously approved.

8. Proposed Committee for Membership and Outreach members

- **BE IT RESOLVED:** The Executive Committee accepts the following proposed Committee for Membership and Outreach members

approved by and on the recommendation of the Chairs Coordinating Council: Ian Cippin, Sara Costello, Felix Höflmayer, Kara Larson, Carolyn Rivers, Ann Sahlman, Shana Zaia.

- Unanimously approved.

9. Proposed Cultural Heritage Committee members

- **BE IT RESOLVED:** The Executive Committee accepts the following proposed Cultural Heritage Committee members approved by and on the recommendation of the Chairs Coordinating Council: Mohammed Alazaizeh, Andy Creekmore, Lynn Dodd, Michele Stopera Freyhauf, Sarah Graff, Emily Hammer, Shelly Peleg, Fred Winter.
- Unanimously approved.

10. Other Business

- Eric asked: should it be necessary for the November meeting to be held virtually, how would that decision be made?
- Chuck noted the Program Committee chairs do not feel they have the authority to make that decision.
- Susan indicated that engaging the entire Board in the discussion and the decision is preferable, that it would make sense for the Executive Committee to meet and make a recommendation to the Board.
- Lynn agreed, indicating that given recent fraught conversations about the Annual Meeting, involving the entire Board is important.
- Discussion turned to when such a decision would be made. Several Boston-area schools will likely be deciding in early summer whether to meet face-to-face in the fall, and we might take our lead from them.
- Andy noted he has received a recommendation from the ACLS to have informational session with leadership and to schedule some optional informal conversations to hear what we are doing and get feedback from membership. He suggested the possibility of a non-binding discussion/update session about the Annual Meeting around July 15.

Discussion/Action Items (11:15-1:00)

11. Report from the Ad Hoc Committee for a Code of Conduct for the Annual Meeting (Sharon Herbert)

- The Ad Hoc Committee for a Code of Conduct for the Annual Meeting has submitted their final report, which is a statement against harassment and how to report and deal with it at the Annual Meeting. It is not a code of legal implementation due to liability issues.
- Committee members noted this is an improved document to previous drafts; and any small changes that might be needed could be done at the Board level.
- Richard noted that by adopting this code it is now important to stick to it.

12. Ad Hoc Committee on ASOR's Name Interim Report (Sharon Herbert)

- Sharon presented the interim report of the Ad Hoc Committee on ASOR's name, noting that the committee reports a lack of agreement from polled ASOR members. The only thing that members agree on is when and where we work, and the current ASOR name does not reflect that.
- Currently, all options are on the table.
- Lynn noted that the benefit of continuing this conversation is that the ASOR's younger members want a change. In a decade, they will be the majority. No one agrees on how to do it.
- This topic will be discussed at that Board meeting, no action is needed.

13. Status of Strategic Plan (Sharon Herbert)

- Sharon reminded the committee that after the February EC meeting, the plan was to form a committee to write a new/modified Strategic Plan.
- With the outbreak of COVID and ongoing uncertainties, Sharon suggested extending the current Strategic Plan for one more year until things are more settled, and the CCC might begin the discussion in the context of a retreat.
- Lynn noted that ASOR's core values and commitments are intact, and instead of committing to writing a new Strategic Plan, we extend that for a year and during the year extension continue conversations about ASOR's role and values.
- Chuck noted that the CCC has already been talking about the Strategic Plan, and the chairs have been having conversations within their committees. He suggested that the CCC could continue to meet in the summer and continue these conversations.
- Lynn suggested these conversations include issues of accessibility and empowerment.
- Andy noted that the current Strategic Plan is current through 2020 and so no action is needed at the moment to defer the start of the process of revisiting and revising.

14. Plans for 2020 Annual Meeting (Andy Vaughn, Sharon Herbert)

discussed above under item 6

15. Report from Personnel Committee

- Andy left the meeting and the committee discussed the report of the Personnel Committee.
- A vote was held to renew Andy's contract for another year, extending his contract to June 30, 2023.

The meeting adjourned 1:23 PM

Respectfully Submitted,
Ann-Marie Knoblauch