

**Association for Institutional Research  
Board of Directors Virtual Meeting  
January 10, 2022**

**Attendees:** Laura Palucki Blake, Michele Hansen, Maren Hess, Braden Hosch, Heather Kelly, Elizabeth Lee, Mary Lelik, Mitchell Nesler, Junelyn Peeples, Christopher Pena, David Troutman, Karen Webber

**Guests:** Christine Keller, Jason Lewis, and Leah Ross from the AIR Executive Office.

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**Call to Order**

President Junelyn Peeples called the meeting to order at 1:01 p.m. ET. A quorum was established.

**Required Approvals and Acknowledgements**

**Meeting Minutes**

David Troutman provided a review of the December 13, 2021 virtual meeting.

The minutes were accepted as submitted.

**Financial Conditions and Activities Monitoring Report**

David Troutman confirmed that the monitoring report was received on time and stated that the interpretations were reasonable, the data support the interpretations, that no additional information is needed. Braden Hosch moved to accept the monitoring report. Laura Palucki Blake seconded.

**The motion passed (12 yeas).**

**Committee Updates**

**Governance Orientation and Training Committee:** Since the last update to the Board, Karen and ED Christine Keller discussed options for the role for the consultant and they are further exploring days/times for training. Christine (office staff) are exploring the use of consultant print/video materials. Karen plans to update the GOTC committee with firm plans at their February meeting.

**Nominations and Elections Committee:** Heather Kelly shared the finalized election slate with the Board. The Executive Office is reaching out to the individuals on the slate to obtain information needed to craft the ballot and website. The committee will reach out to the individuals who were not selected for the slate. The election site will be open January 21 – February 26, 2022.

**Membership Committee:** Braden Hosch reported that the committee met to discuss potential amendments to the Bylaws that will be required to change the status of graduate student members from not voting eligible to voting eligible, and for the inclusion of organizational membership in the membership options. The committee expects to have language for the Board to review in April 2022.

**Board of Director's Role as Ambassador of AIR Committee:** Member Hansen shared that the committee's proposal has been revised based on feedback gathered from the Board. The committee will make a presentation of the revised document in February 2022.

**Board Structure for Accountability and Effectiveness Committee:** This conversation continued from previous Board meeting on December 13, 2021. Heather Kelly provided an overview of the motions passed at the prior meeting, and discussion continued regarding the addition of allowing consecutive terms for Board members (after being nominated and elected for a second time) and extending the Board term from three years to four years.

Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws for consecutive Board terms with a two-term limit. Maren Hess seconded.

Discussion included the two-term limit as a way to mitigate the risk of having a Board that consists of the same people for extended periods of time. The question was raised as to whether the two-term limit is a “lifetime” limit, or if a person could serve for two terms, take a break, and run again; it was agreed that the latter is the intent.

The motion was amended to specify the following: Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws to allow the BOD consecutive terms permissible with limited to two consecutive terms

**The motion was passed (12 yeas).**

Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws to extend the Board of Directors term from three years to four years. Junelyn Peebles seconded.

Discussion included concern about the role’s commitment and if an extended term would detract from people’s interest in running for the Board. The Board also noted the logistics of a timeframe in which the Board consists of members serving three years while other, new members, are serving for four years. If the term isn’t extended, and if the Board elects its own President/Chair, the election slate will need to move to elect four Board members to ensure a 12-member Board.

**The motion did not pass (5 yeas, 7 nays).**

Heather Kelly shared with proposed changes to the Nominations and Elections Committee (NEC) in support of continuity and knowledge.

Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws for the Chair of the NEC to be elected from within the NEC. Karen Webber seconded.

Discussion included the potential loss of knowledge and experience if the Past-President of the Board no longer serves as Chair of NEC. The intent is that whomever is elected from within the NEC would have at least one year of experience in that role. To date, the NEC has been considered by some in the community to be a steppingstone to the Board, when actually the NEC benefits from people who are experienced and knowledgeable about the Association’s governance as they help identify people for the slate to serve the Association through the Board.

**The motion passed (10 yeas, 2 nays).**

Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws for a current non-officer member of the Board to be a member of the NEC and serve as liaison to the Board; the individual would not be able to serve as Chair of NEC. Laura Palucki Blake seconded.

**The motion passed (12 yeas).**

Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws for the NEC term to change from a two-year to a three-year term. Mitch Nesler seconded.

Discussion included clarification that when people are serving on NEC, they cannot run for Board positions, and whether a longer NEC term would affect potential candidates for the Board. With this change, two people would be elected for three-year terms. The Board liaison does not “count” as a member of NEC.

**The motion passed (10 yeas, 1 nay, 1 abstention).**

Heather Kelly, on behalf of the Board Structure and Accountability Committee, moved to allow the committee to draft proposed changes to the Constitution and Bylaws to make NEC consecutive terms are permission with a two-term limit. Mitch Nesler seconded.

Discussion included potential conflict this can create for sitting members to craft slates that include themselves. The proposal sought to be parallel with prospective changes to the Board terms.

**The motion did not pass (10 nays, 2 abstentions).**

### **Executive Office Updates**

Christine Keller shared that the Executive Office is working on its rebid with RTI for the IPEDS contract; the RFP has not been released yet, but the rebid is in progress in anticipation. Christine reminded the Board of the open calls for awards and scholarships. It is anticipated that Forum registration will open in February. The Executive Office will share information about the late March in-person Board meeting in February.

### **Other Business**

**Treasurer’s Business:** Braden Hosch shared expenditures in the most recent quarter. He also provided an overview of changes to the Board travel policy – specifically that the approval of Board travel expenses will shift from the Treasurer to the Executive Office.

Braden Hosch moved to approve the amendments to the Board travel procedures as proposed. Michele Hansen seconded.

**Update: The Future of IR through a JEDI Framework:** Junelyn Peebles is working with Christine Keller to find a consultant to help facilitate Board conversations around this topic.

**Announcements:** Karen Webber shared that Christopher Pena has agreed to take on the Secretary role for the 2022-2023 Board year and Mitch Nesler has agreed to serve as Parliamentarian. Braden Hosch has agreed to continue as Treasurer.

**Adjournment**

Junelyn Peoples adjourned the meeting at 2:54 p.m. ET.