

## Suzuki Association of the Americas

### Board of Directors Meeting

December 1, 2021

11-1:30 ET

Zoom

Board Members	Staff	Guests
<p><b>Present:</b>                      Ellen Kogut, Chair                      Kerri Williams, Chair Elect                      Ching-Yi Lin, Interim Secretary                      Sayedah Ahmed                      Daniel De Lima                      Edmund Sprunger                      Mary Halverson Waldo                      Bruce Walker</p>	<p><b>Absent:</b>                      Michelle Diggs                      Tamara Gonzalez</p>	<p>Jason Hardgrace                      Beth Stanley                      Laura Yasuda</p> <p>Beth Cantrell                      Joan Krzywicki                      Sarah Montzka</p>

	ITEM	DISCUSSION	ACTIONS TAKEN
1	Call to Order/ Attendance (4.8.1)		The meeting was called to order at 11:04am EDT by Ellen Kogut, Chair.
2	Approval of Minutes from Special Meeting on October 13, 2021		October 13 <sup>th</sup> minutes to be approved at the next meeting
3	Selection of Interim Secretary		Kerri Williams moves to nominate Ching-Yi Lin to be the Interim Secretary of the SAA Board. Seconded. <u>Motion carried.</u>
4	Old Business: Review of Immediate Board Priorities	Immediate priorities: 1) Successful completion of search process 2) Support of Interim Acting Director and SAA staff 3) Board education 4) Maintenance of current projects/efforts (including conference)	
5	SAA Staff Update: Transition, Audit, and Conference	SAA staff requested assistance with daily operations. They also shared concerns for the ongoing lack of ED.	
6	Policy Governance Review Session	Policy Governance review session with past SAA board chairs. Topics discussed: fiduciary duty, policy, shared vision, and Carver Governance.	
7	Search Discussion		Mary Halverson Waldo moves, in the interest of clarity, to rescind the word “Interim” from Interim Executive Director in the motion of Nov. 21, 2021. Seconded. <u>Motion carried.</u>  Kerri Williams moves to appoint ██████ ██████ to serve as Executive Director.

			<p>Seconded. <u>Motion carried.</u> [Name redacted pending formal announcement].</p> <p>Kerri Williams moves that in the event that [REDACTED] is not available, the Board will approach our second-choice candidate to serve as Executive Director. Seconded. <u>Motion carried.</u></p>
8	Adjournment		Meeting adjourned at 2:02pm EST.

Ching-Yi Lin, Interim Secretary  
Approved minutes on January 5, 2021

When the Board revises Bylaws and/or policies, the actual revised language should be captured in the minutes, either as part of the motion, or referenced as an Addendum, which is to be recorded with the meeting minutes.

**Suzuki Association of the Americas**  
**Special Meeting**  
Board of Directors Meeting  
December 12, 2021  
11:35AM EST  
Zoom

Board Members	Staff	Guests
<b>Present:</b> Ellen Kogut, Chair Kerri Williams, Chair Elect Ching-Yi Lin, Acting Secretary Edmund Sprunger Mary Halverson Waldo Bruce Walker	<b>Absent:</b> Michelle Diggs	

	ITEM	DISCUSSION	ACTIONS TAKEN
1	Call to Order/ Attendance (4.8.1)		The meeting was called to order at 11:35am EST by Ellen Kogut, Chair.
2	Purpose for Special Meeting: appoint a new board member	Leslie Mizrahi has completed the standard application and interview process that is required of all Board candidates. With a background in business and advertising, Ms. Mizrahi has a long history of leadership in not only Mexico, but Latin America in general. Director of the First Suzuki Convention of the Americas, in 2019, she has demonstrated commitment to the Suzuki philosophy and working collaboratively within the Suzuki community across the Americas. She recently completed a four-year term as President of the Mexican Suzuki Association.	Kerri Williams moves to appoint Leslie Mizrahi as a Director on the SAA Board. Seconded. <u>Motion carried.</u>
3	Adjournment		Meeting adjourned at 1:00pm EST.

Ching-Yi Lin, Interim Secretary  
Minutes Approved on January 5, 2022

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**Suzuki Association of the Americas**  
 Board of Directors Meeting  
 December 15, 2021  
 11-1:30 EST  
 Zoom

Board Members	Staff	Guests
<b>Present:</b> Ellen Kogut, Chair Kerri Williams, Chair Elect Ching-Yi Lin, Secretary Leslie Mizrahi Edmund Sprunger Mary Halverson Waldo Bruce Walker	<b>Absent:</b> Michelle Diggs	<b>Present:</b> Laura Yasuda
		<b>Present:</b> Cara Lawrence Kay Collier McLaughlin

	ITEM	DISCUSSION	ACTIONS TAKEN
1	Call to Order/ Attendance (4.8.1)		The meeting was called to order at 11:15am EST by Ellen Kogut, Chair.
2	Selection of Secretary		Kerri Williams moves to nominate Ching-Yi Lin to be the Secretary of the SAA Board. Seconded. <u>Motion carried.</u>
3	Guest: Kay Collier McLaughlin Organizational Transition Communication	Kay Collier McLaughlin talks to the Board about crisis management during a time of organizational transition and transformation.	
4	Guest: Cara Lawrence from Tierney & Lawrence, SAA's outside general counsel	Confidential attorney-client privileged communication with the board.	
5	Board Member Appointment	<u>Consensus Statement:</u> In this time of transition for the SAA, as we make plans to welcome our new Executive Director and have a need for continuity, the Board voted to extend Mary Halverson Waldo's term for the next six months.	Edmund Sprunger moves to extend Mary Halverson Waldo's term to the end of the fiscal year. Seconded. <u>Motion carried.</u>
6	Adjournment		Meeting adjourned at 1:40pm EST.

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**Suzuki Association of the Americas**  
**Special Meeting**  
Board of Directors Meeting  
December 23, 2021  
12:15 PM EST  
Zoom

Board Members	Staff	Guests
<b>Present:</b> Ellen Kogut, Chair Kerri Williams, Chair Elect Ching-Yi Lin, Secretary Leslie Mizrahi Edmund Sprunger Mary Halverson Waldo Bruce Walker	<b>Absent:</b> Michelle Diggs	

	ITEM	DISCUSSION	ACTIONS TAKEN
1	Call to Order/ Attendance (4.8.1)		The meeting was called to order at 12:15pm EST by Ellen Kogut, Chair.
2	Purpose for Special Meeting: appoint a professional communication consultant		Upon the recommendations of Peak HR Consultant Carolyn McCormick, Organizational Transition Consultant Kay Collier McLaughlin, our recently appointed ED, and Atty. Cara Lawrence, Mary Halverson Waldo moves that the SAA engages the services of a professional Communications Consultant to prepare an official announcement, to be sent out in the first week of January 2022 or earlier if needed, regarding the new Executive Director. <u>Seconded. Motion Carried.</u>
3	Old Business: Approval of minutes from 11/10/2021		Minutes approved.
4	Old Business: Approval of minutes from 11/21/2021		Minutes approved.
5	Adjournment		Meeting adjourned at 1:30PM ET

Ching-Yi Lin, Secretary  
Minutes Approved on January 5, 2022

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