

## Suzuki Association of the Americas

Board of Directors Meeting November 30, 2022 11am-12:30pm ET Zoom

Board Members		Staff	Guests
Present:	Absent:	Angelica Cortez, Executive	Cara Lawrence, Esq.
Ellen Kogut, Chair	Bruce Walker	Director	(Outside General Counsel)
Kerri Williams, Chair-			
Elect			
Ching-Yi Lin,			
Secretary			
Kirk Cullimore			
April Losey			
Leslie Mizrahi			
Nancy Modell			
Lynne Oliverius			
Andrea Raza			
Edmund Sprunger			
Angelica Cortez			
Ex officio			

	Agenda Item	DISCUSSION	ACTIONS TAKEN
1	Call to Order & Attendance		Meeting called to order at <i>11:04</i> EST by Ellen Kogut, Chair
2	Approval of Agenda		Agenda Approved.
3	Approval of Minutes from <i>October 26, 2022</i>		Minutes Approved.
4	Committee Reports	<ul> <li>Finance Committee (Report Kirk Cullimore):</li> <li>Understanding the budget (taking into consideration the pandemic, the executive team transition, and more significant professional services expenses due to the transition).</li> <li>Will be looking into some of the line item expenses and the break downs of those expenses.</li> <li>Linkage (Communication) Committee (Report from April Losey):</li> <li>Help connect the membership to the Board (short videos from individual Board members)</li> </ul>	



		Park bench sessions	
5	Executive Director Report: Angelica Cortez	<ul> <li>Angelica goes over updates on:</li> <li>Development: matching challenge, donation updates, building a new donor database. A donor report will be forthcoming.</li> <li>Finances</li> <li>Membership Benefits: training, community and connection, access to conferences, retreats, tools and resources, American Suzuki Journal, etc.</li> <li>Updating the website</li> </ul>	
6	Cara Lawrence, Esq. (Outside General Counsel)	<ul> <li>Legal Training for Nonprofit Board of Directors</li> <li>Primary role: Oversight</li> <li>Duty of Loyalty – Confidentiality and standing behind board decisions</li> <li>Personal Liability of Officers and Directors</li> <li>Protection for Board Members</li> </ul>	
7	Adjournment		Meeting adjourned at 12:35PM <i>ET</i>

Ching-Yi Lin, Secretary Approved minutes on January 25, 2023

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.