

THE PUBLIC RELATIONS SOCIETY OF AMERICA
Minutes
Quarterly Meeting of the National Board of Directors
April 25-26, 2008

PRSA Headquarters - PD Seminar Room
33 Maiden Lane, 11TH Floor
New York, NY 10038-5150

Officers Present: Jeffrey P. Julin, APR
Michael G. Cherenson, APR
Rosanna M. Fiske, APR
Mary Deming Barber, APR, Fellow PRSA
Rhoda E. Weiss, APR, Fellow PRSA

Directors Present: Leslie J. Backus, APR
Thomas E. Eppes, APR, Fellow PRSA
Dennis John Gaschen, APR
Jim Haynes, APR, Fellow PRSA
Vincent Hazleton, Ph.D., APR, Fellow PRSA
Margaret Ann Hennen, APR
Kathryn D. Hubbell, APR, Fellow PRSA
David M. Imre, APR
Francis Onofrio, APR
Philip A. Tate, APR
Christopher Veronda, APR

Not Present: Chris R. Lynch, APR

Senior Counsel: Dave C. Rickey, APR
Mary Beth West, APR

Staff Present: William Murray, President & Chief Operating Officer
Phil Bonaventura, Chief Financial Officer
Jennifer Ian, Vice President, Membership
Barbara McDonald, Vice President, Marketing
John Robinson, Vice President, Corporate Development and
Industry Partnerships
Janet Troy, Vice President, Public Relations
Christina Darnowski, Director of Research and Project Management
Joseph DeRupo, Associate Director of Public Relations
Donna Jonas, Executive Assistant

Guests: Robert Frause, APR, Fellow PRSA (by telephone)
Jon Iwata, Senior VP, IBM

The meeting was called to order by Jeff Julin, Chair and CEO, at 9 AM ET. A quorum was present.

Chair and CEO Report

Mr. Julin thanked the Board of Directors for their thoughtfulness in responding to the resignation of PRSA's volunteer chair of the Board of Ethics and Professional Standards, and noted that positive feedback had been received to the Board's position in support of volunteers.

Six major focus areas for PRSA have been set forth in the strategic plan: learning, community, thought leadership, awards and recognition, advocacy and ethics, and organizational excellence, and PRSA is continuing to focus on implementation of the plan, including aligning activities of our various groups around the plan, and measuring results. Electronic communication has resulted in increased direct access for "national" to members. This means member benefits can be regularly driven directly to members, changing the communications channel through the chapters and sections.

President and COO Report

Mr. Murray reported on the major operational initiatives for the Society. Staff is focused on being strategic, data driven, customer service oriented, delivering organizational excellence, and strengthening national and local relationships. Details of Mr. Murray's Operational report were included in the materials in the Board briefing book, and copies of his strategic initiatives presentation were distributed during the meeting.

Finance Report

Ms. Fiske and Mr. Bonaventura reported optimism regarding finances for the fiscal year. The 2007 audit was completed and "unqualified," in that auditors confirmed PRSA's accounting practices and procedures are appropriate. The Audit Committee recommended acceptance of the 2007 audit. Motion passed.

The Finance Committee moved that the Board of Directors accept the reinvestment in the Society plan as recommended, using surplus from 2007 as proposed, with specific action plans required for review for any items over \$50,000.

Mr. Eppes moved to table the motion until after the advocacy presentation. Ms. Weiss seconded the motion. Motion failed.

Original motion from the Finance Committee passed.

Certification Task Force Report

Mr. Frause discussed the activities of his task force detailed in the report provided in the Board book. Work should be completed by the end of June. Members of the Board of Directors expressed a commitment to further exploring certification and to partnering with other organizations currently offering curricula that might be utilized for certification.

Silver Anvil/Leadership Rally

Silver Anvil Evening is June 5, Leadership Rally will take place June 6 and 7 in New York, and PRSA's new Digital Impact conference will be held in New York on June 9-10. PRSSA's first Leadership Rally will be in Scottsdale later in June.

Strategic Planning

Mr. Cherenson reported on the 2008 strategic planning process based on his report in the Board book. He reminded Board members of the need to work with their committees to tie each committee's work to the strategic plan, and the need to continually recruit leaders for positions at all levels of PRSA. Mr. Cherenson is working with Mr. Murray, Mr. Bonaventura and the Executive Committee to improve the budgeting process. Mr. Cherenson plans to identify 2009 chairs by September so transition can begin during the International Conference.

Board of Ethics and Professional Standards

Mr. Eppes expressed the Board of Ethics and Professional Standards' support of the letter to leadership. Citizen journalism, harassment journalism, anonymous posting and the merging change in relationships between media, journalist, public relations professionals and citizens will be focus of the Board's work. The following resolution was passed unanimously by the BEPS.

PRSA Board of Ethics and Professional Standards Resolution (2008-1)

Because of continual harassment and bullying of PRSA members by Jack O'Dwyer, the PRSA Board of Ethics and Professionals Standards unanimously supports the April 9th letter from the PRSA Board of Directors to Society leadership and recommend that this letter receive widespread distribution to the entire PRSA membership roster.

Mr. Eppes moved to accept the resolution with the stipulation the information be put in context for members. Ms. Fiske seconded the motion. The motion passed.

The Authentic Enterprise

Mr. Iwata presented the recent Arthur Page Society report regarding the changing landscape for corporate communications, "The Authentic Enterprise."

Advocacy

Ms. West presented the Board of Directors with a presentation regarding the advocacy program. Efforts since 2002 have centered on increasing awareness of issues impacting the profession. In 2007, the effort expanded to include more media relations efforts and try to proactively address issues where public relations professionals feel they should have a voice. A member of the Society of Professional Journalism's board of directors has been added to the Advocacy Board for 2008 as part of an outreach to stakeholders beyond PRSA members.

The effort's theme for 2008 is the role of public relations in creating and managing civil discourse in a democratic society especially around the issues of election/political communication ethics, front groups, anonymous media postings and harassment journalism.

Mr. Eppes moved that \$8,000 be designated specifically to wire service distribution of advocacy releases and/or advisories and that the advocacy committee take a zero-based look at the short and long-term financial needs supporting advocacy and make a recommendation on staffing and budgeting going forward. Mr. Onofrio seconded the motion. The question was called. Motion passed.

Chapter Updates

Mr. Imre reported on the conversations members have had with Chapters. Across the board Chapters appreciated the call. Top line responses: need for a standard presentation about the benefits of PRSA membership, assistance with strategic planning, sponsorship, leader recruitment, increasing chapter meeting attendance, Web site assistance, member recruitment (tied to the value proposition). Other questions included how to further reduce emails from national (may be a perception more than reality, given recent reductions), and that the national Web site needs improvement.

Bylaw Task Force

Mr. Julin introduced the discussion surrounding the rewrite of the Bylaws with a recap of the Executive Committee's discussion about what characteristics Board members should have in order for PRSA to reach its strategic goals; the EC agreed that desirable characteristics for Board members include that they (a) be representative of the profession, (b) be an acknowledged leader, (c) have board experience outside PRSA, (d) have demonstrated management skills, (e) be collegial, (f) be diverse, (g) have a knowledge of PRSA, and (h) removal of artificial barriers.

Mr. Rickey and Ms. Darnowski presented the results of the Task Force's research with 39 similar membership organizations. Critical issues fall into three categories: membership, governance, leadership although there are overlapping issues. More detailed materials about the research were included in the Board packet.

The Board asked the Committee to prepare Bylaws that will create a more nimble PRSA with active and engaged leaders at a variety of levels able to change based on the evolution of the profession.

Nominating Committee

Mr. Julin reported that the Nominating Committee passed a motion to remove the requirement that Committee members sign a confidentiality agreement. Based on the advice of counsel, the Board of Directors declined to accept the recommendation from the Nominating Committee.

Mr. Onofrio moved to amend the PRSA P&P pertaining to Nominating Committee so that if there is an issue by a committee member or candidate that cannot be resolved by the Nominating Committee the course of action will be to approach the Board of Directors for counsel and action. Any Board member who is a candidate for office that year will recuse him/her self from participation. Dr. Hazelton seconded the motion. Question was called. Motion passed.

Professional Interest Sections

Mr. Murray and Ms. McDonald presented information regarding the proposed new business model for Sections. Background and additional information is included in the Board book. Mr. Murray stressed the goal of the new model is to strengthen and support the Sections.

Ms. Barber moved that PRSA continue the process of evaluating the Sections with a goal of making final decisions at the end of 2009, and implement a profit-sharing model for Sections as presented by staff. Mr. Tate seconded the motion. Motion passed.

Ms. Barber moved that PRSA strike the language in the Section Policies and Procedures that allows Sections created before 1990 to remain below 200 members. Ms. Fiske seconded the motion. Motion passed.

Ms. Backus raised the issue of converting the New Professionals Affinity Group to a Professional Interest Section and encouraged staff to assist them in making a decision.

Universal Accreditation Board

Mr. Julin asked the Board for feedback regarding the recommended policy changes from the UAB.

Ms. Weiss moved that PRSA approve the policy change pertaining to ADA Compliance as amended by PRSA, based on the advice of PRSA counsel, and subsequent to approval of counsel's recommendation by the UAB. Ms. Fiske seconded the motion. Motion passed.

Ms. Barber moved that PRSA decline the recommendation from UAB regarding revocation of use of the Accreditation mark. Mr. Gaschen seconded the motion. Motion passed.

Ms. Backus moved to accept the recommendation of the UAB with regard to use of the APR mark by participating organizations and non-participating organizations. Mr. Haynes seconded the motion. Motion passed.

Approval of Minutes

Mr. Eppes moved to approve the minutes from the February 26 and March 25 Board of Directors conference calls; Ms. Hennen seconded the motion. Motion passed.

Blog Policy

Ms. Hennen moved to approve the PRSA blog policy. Ms. Fiske seconded the motion. Motion passed.

Fax Vote Ratification

Ms. Barber reported PRSSA Chapters at James Madison University and Montclair State University were approved by the Board of Directors earlier in April via fax vote.

Ms. Barber reported approval of the letter to leadership in support of PRSA volunteers approved by the Board of Directors via fax vote earlier in April.

University Certification

Mr. Veronda moved to accept the certifications for the public relations programs at Indiana University and Valdosta State University. Dr. Hazleton seconded the motion. Motion passed.

Leadership Calls

Mr. Julin reminded the Board of Directors of leadership calls scheduled for 11 AM and 3 PM ET on May 2.

The meeting adjourned at 3:10 PM ET.

Respectfully submitted,

Mary Deming Barber, APR, Fellow PRSA
2008 Secretary