

**PUBLIC RELATIONS SOCIETY OF AMERICA**  
**Minutes of the Quarterly Meeting of the National Board of Directors**  
**July 18-19, 2008**

**JW Marriott**  
**150 Clayton Lane, Denver, Colorado 80206**

**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

**Directors Excused:** Chris R. Lynch, APR

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

**Staff Present:** William Murray, President & Chief Executive Officer  
Phil Bonaventura, Chief Financial Officer  
Barbara McDonald, Vice President, Marketing  
Karla Voth, Vice President, Special Events  
Christina Darnowski, Director of Research and Project Management  
Donna Jonas, Executive Assistant

**Guests:** Blake Lewis, APR, Fellow PRSA\*  
BJ Whitman, APR, Fellow PRSA\*  
Todd Bulot, APR\*  
David B. Rockland, Ph.D.  
Susan B. Walton, APR  
Angie Montgomery\*  
Jennifer Fravel\*  
Gerry Corbett, APR, Fellow PRSA\*  
Mary T. Henige, APR\*  
Kathy Lewton, APR, Fellow PRSA  
Gary McCormick, APR, Fellow PRSA\*

\* Participated via telephone

Mr. Julin called the meeting to order at 9 AM MT. A quorum was present.

### **Bylaw Rewrite Task Force**

Mr. Rickey reported on the work of the Bylaw Rewrite Task Force including research conducted with PRSA leadership, members and Assembly Delegates. Information was provided to the Board of Directors in their meeting packets.

Dr. Hazelton moved and Mr. Onofrio seconded a motion that the Board of Directors endorse the idea of making the Bylaw rewrite a two year process; present the critical issues to the Assembly for their discussion and input regarding solutions; consider advancing some items that need to happen during the 2008 Assembly. The outcome of the Assembly will be a clear understanding of the solutions for the rewrite of the PRSA Bylaws that will be presented to the Assembly in 2009. Motion passed.

### **Leadership Continuum**

Ms. Whitman and Mr. Lewis reported on the committee's activity in the second quarter of the year as well as their vision for the next quarter. The task force has numerous work groups who have been working on various aspects of PRSA leadership to review various aspects of leadership at all levels of PRSA including chapters, sections, districts, national committees and the Board of Directors.

### **Investment Committee**

Mr. Bulot reported on the Committee's work. The Committee moved the Society produce an RFP to explore additional investment management opportunities. Motion passed.

### **Finance Report**

Ms. Fiske and Mr. Bonaventura reported on the financial picture of the Society. Through the first six months of the year, finances are on track against the budget. A recession plan is in place to include expense cuts and contingences anticipated to be enough to offset economic changes.

### **Global Outreach**

Mr. Julin brought the Board of Directors up to date on his meeting with the Global Alliance and the World Public Relations Conference & Festival. Mr. Julin recommended a task force look at PRSA's global presence and create a plan to present to the Board, while PRSA remains an active member in the Global Alliance. The task force should tie any recommendations into the strategic plan and consider global initiatives from the standpoint of two target audiences: PRSA members practicing international public relations and also international professionals who want to know about the profession in the US.

### **Business Case for Public Relations**

Mr. Julin, Mr. Cherenson and Mr. Murray presented the Board of Directors with their concept surrounding presenting the business case for public relations involving a multi-year advocacy program delivered consistently at all levels of PRSA. Program would involve potential partners in order to leverage and increase the effectiveness of the program.

### **President and COO Report**

Mr. Murray reported on the major initiatives of the Society. Information was included in the materials received in packets ahead of the meeting. The major initiatives include the strategic plan, the Web site redesign, improved support for chapters, the new business model for Sections, research, membership, bylaws, marketing and communications, data collection, JobCenter, and publications.

### **Member Research**

Mr. Rockland, Ms. Walton, Ms. Montgomery, Ms. Fravel and Ms. Darnowski presented the summary of the membership research study with 750 current members and 100 professionals whose membership lapsed within the past 12 months. Members received a packet of information regarding the research and indicated additional analysis of the data will be important. The Board of Directors commended the volunteers and company for their work.

### **International Conference**

Mr. Corbett, Ms. Henige and Ms. Voth provided the Board with an update on the Detroit conference. Financially and in registrations for the conference and at the hotel are on track or ahead of budget for the conference. Forty-seven sponsors are contributing \$175,000 to the conference; 30 are new this year. Ms. Henige addressed concerns regarding GM and assured the Board of Directors that the company will be welcoming PRSA with open arms. Mr. Julin thanked the Detroit Chapter for their support in marketing and sponsorships for the conference. Program is now set, including keynoters Craig Newmark (founder of Craigslist), Penelope Trunk (author of Brazen Careerist”), Mitch Albom (author of many books including “For One More Day,” and Bob Lutz (vice chair of GM). Tuesday luncheon program is still in development and will focus on the power of music in cultural development and communication.

Mr. Corbett and Ms. Henige asked members of the Board of Directors to help spread the word to our influencer networks using provided talking points. Mr. Imre will integrate these into the additional chapter discussion points and provide one sheet to the Board of Directors.

### **Assembly**

Mr. Imre asked that gifts to Board members be presented to Board members privately and that the dais be less elevated so we are more part of the Assembly. Mr. Murray will provide the Board of Directors with a schedule of events for the Conference, Assembly and Board of Directors the week of July 21.

### **Certification Task Force Report**

Dr. Hazelton updated the Board of Directors on the progress of the task force that has discovered the project to more complex than it first appeared. The group is looking at the relationship between APR and certification. They have also identified three areas of concentration for test programs. They are looking at potential business models. A complete report will be prepared for the October Board of Directors meeting, minus the member research that the Board of Directors delayed because of survey fatigue.

### **PRSA Foundation**

Ms. Lewton and Mr. McCormick reported to the Board of Directors on the work of the Foundation. Four work groups – mission, governance, re-launch and fundraising plan – have been working to determine the next steps for the Foundation. The Foundation Board would like to refine their mission to support education causes and try to focus only in that area. Ms. Lewton asked the Board to approve the new mission statement and the Foundation’s bylaws. Mr. Julin expressed the Board’s appreciation for the work done to date.

Mr. Chersonson moved and Ms. Hennen seconded a motion that the PRSA Board of Directors thank the PRSA Foundation for the work they have done to build a more impactful Foundation. The Board believes the Foundation should retain the current language in the IRS-approved purpose and its mission statement, because it can complete its goals within that framework. Given a new

program introduced during the July Board of Directors meeting around building the business case for public relations, and the need for research that presents PRSA as a thought leader, and the member research we reviewed today, we recommend that the Foundation focus on building the research function of the Foundation that serves the public good. Further, the Board of Directors asks the Foundation to review the scholarships existing at the Foundation to insure continued compliance with the IRS Code. The PRSA Board of Directors is also concerned the scope of work planned by the Foundation will not be in keeping with a scope of work that will retain the Foundation's 501(c)3 status. Motion passed.

### **Strategic Planning**

Mr. Cherenson led a strategic planning session with the Board of Directors who broke into groups to discuss the strategic planning process, the importance of knowledge, and interactive session focusing on SCOT (strengths, challenges, opportunities and threats). Groups discussed what has been learned in the member research, bylaw/governance research and the overall health of PRSA.

### **College of Fellows**

Mr. Hayes moved and Ms. Fiske seconded a motion for acceptance of the 2008 College of Fellows inductees. Motion passed. The College will notify the Board of Directors once inductees have been notified so personal congratulations can be sent.

### **Virginia Peninsula Chapter**

Mr. Imre moved and Ms. Hennen seconded a motion that the Board of Directors accept the charter for the Virginia Peninsula Chapter. Motion passed.

### **Environmental Issue**

Mr. Imre moved and Mr. Veronda seconded a motion to request PRSA's COO present a top line report to the Board of Directors by December 2008 on what PRSA can do to reduce our carbon footprint. Motion passed.

### **Bylaw Rewrite**

Mr. Imre moved and Mr. Onofrio seconded a motion that the Bylaws Task Force take the next step to present the critical issues and alternatives to the 2008 Assembly. Among the critical issues the task force has identified are membership (requirements and classes), governance (the role of the Assembly) and Leadership (including Board qualifications such as APR and requirements such as geography). Feedback from the Assembly is to be used for a Bylaws submission to the 2009 Assembly. Motion passed.

### **Nominating Committee Bylaw**

Ms. Imre moved and Ms. Fiske seconded moving the issues surrounding the International Delegate at Large to the Bylaw Rewrite Task Force. Motion passed.

### **Indiana State University CEPR Report**

Mr. Gaschen moved and Mr. Hayes seconded a motion to accept the report for certification of Indiana State University for its curriculum. Motion passed.

### **Approval of Minutes**

Mr. Tate moved and Ms. Fiske seconded a motion to approve the minutes from the April 25-26 Board meeting and the June 17 Board of Directors conference call. Motion passed.

**Call Schedule**

Ms. Barber reminded Board members of a call scheduled for Thursday, July 24 at 3:30 PM ET to discuss follow-up from this meeting.

The meeting was adjourned at 4:15 MT.

Respectfully submitted,

Mary Deming Barber, APR, Fellow PRSA  
2008 Secretary