Meeting Minutes

Board of Directors Meeting

The American Society for Nondestructive Testing, Inc.
The Peabody Hotel, Memphis, Tennessee – Grand Salon D (Mezzanine Level)
Sunday, March 17, 2013, 1:00 PM to 5:00 PM

OPENING SEGMENT

1. CALL TO ORDER — R. Potter

R. Potter called the meeting to order at 1:02 p.m.

2. ATTENDANCE — Clausing

2.1. Quorum

A quorum was established. Members present:

Robert J. Potter, Chairperson of the Board
Raymond G. Morasse, President
Roger W. Engelbart, Vice President
L. Terry Clausing, Secretary/Treasurer
Wayne Holliday, Executive Director
David Bajula
N. David Campbell, Jr.
Scott Cargill
Jerry Fulin
John Iman
Danny Keck
Shant Kenderian
Doron Kishoni
Claudia Kropas-Hughes
Glenn Light
David Mitchell
David Vigne

Director absent: David Mandina

Staff: Betsy Blazar, Jim Houf, Tim Jones, Michael O'Toole, Mary Potter, Stephanie Dille

3. Conflict of Interest Disclosures

3.1. Annual

Headquarters received Annual Disclosure Statements from every Board member and Senior Staff personnel. The following individuals listed possible conflicts of interest on their Annual Disclosure Report:

- Scott Cargill: Proctor Fees / Reimbursement IRRSP
- John Iman: No Conflicts, however, for the record and possible compliance, I am active with the following Associations or Boards:
    - API – Member and Committee Member – 580, 577, NDE and Contractors, others
    - PRCI – Voting Member
    - HOIS Group – Voting Member
    - NDTMA – Current President and voting Board Member
    - NACE – Company Member
    - General Electric Company
- Claudia Kropas-Hughes: U.S. Air Force (current employer), ASTM Committee E07 on NDT (Vice Chair)

All remaining Board Members and members of the ASNT Senior Staff listed no conflicts of interest on their Annual Disclosure Reports.

3.2. Current

The directors present were asked collectively to declare any conflicts of interest with regard to the items on the agenda:

Robert J. Potter, Chairperson of the Board	No Conflict of Interest
Raymond G. Morasse, President	No Conflict of Interest
Roger W. Engelbart, Vice President	No Conflict of Interest
L. Terry Clausing, Secretary/Treasurer	No Conflict of Interest
Wayne Holliday, Executive Director	No Conflict of Interest
David Bajula	No Conflict of Interest
N. David Campbell, Jr.	No Conflict of Interest
Scott Cargill	No Conflict of Interest
Jerry Fulin	No Conflict of Interest
John Iman	No Conflict of Interest
Danny Keck	No Conflict of Interest
Shant Kenderian	No Conflict of Interest
Doron Kishoni	No Conflict of Interest
Claudia Kropas-Hughes	No Conflict of Interest
Glenn Light	No Conflict of Interest
David Mitchell	No Conflict of Interest
David Vigne	No Conflict of Interest

4. ANNOUNCEMENTS

R. Potter thanked incoming Board members for attending today's training session and all members for attending today's Board meeting. He provided a brief overview on meeting procedures and reminded the members of their Board responsibilities.

The new Secretary/Treasurer, L. Terry Clausing, was presented with an ASNT pen and pencil set.

4.1. Agenda Approval **R. Potter**

The agenda was approved as published.

4.2. Report of the Letter Ballot Results on the New Sections

- Granting a charter to the Oklahoma City Section

  In Favor: 17; Against: 0; Abstain: 0

  The next meeting of the Oklahoma City Section is scheduled for next week; R. Potter will be in attendance.

- Granting a charter to the Angola Section

  In Favor: 17; Against: 0; Abstain: 0

5. CONSENT AGENDA **R. Potter**

Motion: Morasse made the following motion, "I recommend and so move to approve the consent agenda as presented." The motion was seconded.

Motion passed unanimously **Motion PASSED**

5.1. Approval of Minutes

5.1.1 Sunday, October 28, 2012 Draft Board Meeting Minutes *(Attachment Folder 1)*

5.1.2 Monday, October 29, 2012 Draft ABM Minutes (approval for publication in *ME*) *(Attachment 2)*

5.2. Status of Open Charges *(Attachment 3)*

6. EXECUTIVE DIRECTOR'S REPORT — Holliday

Holliday presented the Executive Director's Report *(Attachment 4)*. This report reflects data through the end of February 2013.

- It was announced that ASNT has hired a Communications Manager to help facilitate web community activities and increase ASNT outreach.
- The website upgrades will be ongoing.

STRATEGY DISCUSSION

7. BIG AUDACIOUS GOAL (BAG):

"Be the source of processes & resources for NDT professional development leading to globally accepted qualification" *(approved October 28, 2012)*

Discussion: Next Steps

The Board conducted a lengthy collaborative session to determine the appropriate next steps on how to accomplish the BAG: Big Audacious Goal "*Be the source of processes and resources for NDT professional development leading to globally accepted qualifications*". Although time would not permit the Board to complete the discussions on the Goal, the attached preliminary recommendations were made *(Attachment 5)*.

R. Potter tabled the discussions on this item until the Thursday-Friday, 3/21-3/22/13 Board meeting. R. Potter will distribute the PowerPoint notes from today's meeting *(Attachment 5)* to consider during the week.

POLICY DISCUSSION

8. BOARD POLICY ON SECTIONS

8.1. Charge 12-174: Executive Director to consult with legal counsel to determine ramifications and risks involved with each item (addressed in Ad-hoc Committee Report *Attachment 6* – originally presented in 10/28/12 Board meeting), identify which Sections do not meet the requirements and to provide a plan for the best approach to bring our sections in line with the policy and report back to the Board.

The Board considered the content presented in the memorandum from legal counsel, which was provided by Holliday prior to the meeting (*Attachment 7*). Much debate centered on the operational recommendations (Section III of memorandum) and the necessity of an Affiliation Agreement.

Motion: Morasse made the following motion, "I recommend and so move to establish an Ad-hoc Committee to develop an Affiliation Agreement between ASNT national and the sections, addressing the issues cited in the memorandum from the Law Firm – Webster, Chamberlain & Bean, LLP." The motion was seconded.

Rationale: Next step in the process of clarifying ASNT *Bylaws*, Article VIII.

In Favor: 13; Opposed: 0; Abstain: 2 — **Motion PASSED**

R. Potter issued a new charge:

Charge 13-175: Ad-hoc Committee to develop an Affiliation Agreement with ASNT and its sections and address the six issues raised in the memorandum from legal counsel. The Memorandum from legal counsel should remain *confidential* within the Board, Section Operations Council and the Ad-hoc Committee.

R. Potter appointed the following Board members to the Ad-hoc Committee: Morasse (Chair), Mitchell, Fulin and Holliday.

It was requested that the report address the impact the Affiliation Agreement might have on section operations.

CONCLUSION

9. NEXT MEETING —

Thursday, March 21, 2013 commence at 1:00 p.m. and go to 5:00 p.m.
Grand Salon D (Mezzanine Level)

Friday, March 22, 2013 reconvene at 8:00 a.m. and conclude by 12:00 p.m.
Grand Salon D (Mezzanine Level)

10. ADJOURNMENT **R. Potter**

R. Potter adjourned the meeting at 5:10 p.m.

Respectfully submitted,

L. Terry Clausing
ASNT Secretary/Treasurer