Board of Directors Meeting Minutes
The American Society for Nondestructive Testing, Inc.
By teleconference
Saturday, May 30, 2020, 12:00 p.m. EDT

1. Chairperson Cargill called the meeting to order at 12:05 p.m. (EDT)

2. Secretary/Treasurer Keck established there was a quorum:

Scott P. Cargill, Chairperson of the Board
Michael V. McGloin, President
John T. Iman, Vice President
Danny L. Keck, Secretary/Treasurer
Neal Couture, Executive Director (nonvoting)
Martin Anderson
Marwan Basrawi
John Chen
Tsuchin Philip Chu

John C. Duke, Jr.
Sebastian Fernandes
Lawrence Gill
Ahmed Arabi Hassen
John Kinsey
David H. Mitchell, Sr.
C. Deal Moore
Anish Poudel
William F. Via, Jr.

Absent: James Gerry Churchwell

Timothy E. Jones, Deputy Executive Director, Recording Secretary

Staff: Brad Pence Director of Finance and Controller.

3. Announcements

3.1 Secretary/Treasurer Keck recognized Director of Finance and Controller Brad Pence for his work on providing financial data over the last few months to the Business & Finance Committee.

4. Consent Agenda. Chairperson Cargill asked for a motion for approval of the Consent Agenda

4.1 Minutes from the April 4, 2020 Board of Directors Meeting (Attachment 01)
4.2 Minutes from the April 25, 2020 Board of Directors Meeting (Attachment 02)

Motion: Executive Director Couture moved that the Board approve the Consent Agenda; President McGloin seconded the motion.

MOTION CARRIED
5. **Approval of the Agenda.** Chairperson Cargill introduced the meeting’s agenda (attached, 2020-05-30 BOD Mtg Agenda A) for approval.

   The Board approved the motion without objection.

6. **Business and Finance Committee Report.** Secretary/Treasurer Keck and Executive Director Couture discussed:

   6.1 The financial Report for April 2020 (attached, BB 2020-52)

   As noted in BB 2020-52, ASNT operations have been adversely impacted by the COVID-19 pandemic. Revenues for April were almost 59% lower than budget and 56% less year-over-year. Year-to-date revenues through April were 8% lower than budget and almost 4% lower year-over-year. On the other hand, implementing the COVID-19 Crisis Plan has reduced program and administrative expenses significantly and ASNT’s investment portfolio has recovered much of its value as projected and as reported in Board Brief 2020-52.

   6.2 The COVID-19 crisis plan.

   Couture noted that financial forecasting for April was matching actuals, Couture also reported that due primarily to book sales and certification revenues, that May receipts are within about 85% of normal revenues for the month.

   6.3 The continuation of the revision to Fiscal Year 2021 Budget.

   Keck and Couture informed the Board that progress is being made on revising the Fiscal Year 2020 budget noting that the Business & Finance Committee will meet with staff by teleconference in June to go over the revisions to the first draft of the budget with the expectation of having the revised budget ready for approval by July 1.

7. **Executive Director’s Report.**

   7.1 Corporate Structure Update (attached, BB 2020-53)

   Executive Director Couture discussed Board Brief 2020-53 and gave an overview of possible options for moving forward. Director Chen made the following motion.

   **Motion:** Move that the Board of Directors move forward with establishing an LLC to house all certification programs; President McGloin seconded the motion. Executive Director Couture offered the following friendly amendment which was approved by both Chen and McGloin.

   **Friendly amendment:** ASNT to move forward with establishing an LLC to house all certification and accreditation programs.

   The Board approved the motion as amended without objection.
Chairperson Cargill established an ad-hoc committee consisting of Board members Anderson, Keck, and Basrawi. Anderson was appointed chair to the ad-hoc committee. Cargill tasked the ad-hoc committee and Executive Director Couture to work together to start the processes of establishing an LLC to incorporate all certification and accreditation, and standards programs.

7.2 Board Portal Update (attached, **BB 2020-54**)

Executive Director Couture provided the Board with a status update on the acquisition and implementation of a board portal system that would replace SharePoint as a Board collaborating tool. Couture noted that BoardBookit was originally chosen as the SharePoint replacement option, but it now seems likely that the same results can be achieved by utilizing functionality built into Nimble, the association management software (AMS) the has been selected to replace the current AMS which is almost 20 years old and will no longer be supported. Couture stated that instead of using separate board portal and volunteer community systems, that ASNT could realize an annual cost savings of about $52K by utilizing the built-in features found within Nimble. The proposed annual fee for Nimble utilization is $70K with a projected launch date of July 2021.

7.3 Program Updates

7.3.1 United States nominee for the of Pan-American Federation for Nondestructive Testing (PANNDT) to the International Committee for Non-destructive Testing (ICNDT).

Couture stated that PANNDT was seeking a replacement candidate to represent PANNDT to ICNDT. ASNT's former executive director held that position previously.

Chairperson Cargill moved that Executive Director Couture be named as the US representative to PANNDT.

**The Board approved the appointment of Executive Director Couture as U.S. representative to PANNDT without objection.**

7.3.2 ASNT RISE and ASNT Learn

Couture gave an update on the ASNT RISE and ASNT Learn programs. The RISE program, which is ASNT’s leadership development program geared toward young NDT professionals is garnering interest; more than 40 applications were received. The ASNT Learn program, while still in its infancy, is showing promising results. To date, five webinars have been conducted with the most recent, “Advancements in Full Matrix Capture and Total Focusing Method” held on May 28 had over 100 participants. Couture noted that ASNT staff are collaborating with Hellier
NDT representative to gain a better understanding of NDT learning develop practices.

7.3.3 ASNT’s trademark and branding

Couture informed the board that misuse of ASNT’s trademark and branding, while not intentional the majority of the time, is averaging about 12 known instances a month. Couture stated that the Marketing and Communication Department communicates with those infringing on ASNT marks and provides guidance whenever practical to violators.

7.3.4 Couture informed the board that planning is underway for a gradual, phased reopening of the International Service Center beginning in June. Initially, about 12 people from various departments will start working daily from the offices. Recommended safety measures will be implemented.


Due to the COVID-19 pandemic, Director Via requested Board approval to modify the President’s Award program points categories for the current year as outlined in Board Brief 2020-55. President McGloin pointed out that with the suspension of ASNT Policy G-41 due to the pandemic, that Board approval was not required. Chairperson Cargill wanted to ensure the Board was aware and approved of the modifications. Cargill moved that the Board approve the changes as presented in Board Brief 2020-55.

The Board approved the recommendations presented in BB 2020-55 without objection.


The Board discussed whether or not to move forward with a ballot to membership seeking a Bylaws amendment to transfer authority for approving changes to the Bylaws from ASNT members to the ASNT Board of Directors. After discussion the Board decided to postpone taking action now and to continue discussing options online with the intent of having consensus by June 6.

10. Strategic Planning Update. Chairperson Cargill decided to postpone discussion until the next Board meeting. No actions were taken, no decisions were made.

11.1 Chairperson Cargill asked the Board to consider freezing Board of Director terms for another year because COVID-19 has made it especially difficult for the current Board members to conduct business as usual. No actions were taken, or decisions made at this meeting regarding continuation of current Board terms.

11.2 Chairperson Cargill noted he would like that the Board meet in person preferably in August at a location still to be determined.

12. Next meeting. Currently the next regularly scheduled Board of Directors meeting is scheduled for June 20, 2020 through Microsoft Teams at 9 a.m. PST (12 p.m. EDT).

13. Adjournment. Chairperson Cargill asked for a motion to adjourn the meeting.

Secretary/Treasurer Keck moved that the Board adjourn the meeting; President McGloin seconded.

**MOTION CARRIED**

The meeting adjourned at 12 p.m. PST (3:05 p.m. EDT)