

IRE Emergency board call Sept. 16, 2021

IRE president Mark Walker called the meeting to order at 3:04 p.m. Eastern

The following board members were present: Jodie Fleischer, Jennifer Forsyth, Josh Hinkle, Marisa Kwiatkowski, Jennifer LaFleur, Brian Rosenthal, Neena Satija, Kat Stafford, Mark Walker, and advisory chair Cheryl W. Thompson.

Proxy votes assigned: Jodi Upton to Kwiatkowski, Cindy Galli to Fleischer, Barbara Rodriguez to Walker.

Staff present: Diana Fuentes, Patti DiVincenzo, Heather Feldmann Henry, Sarah Hutchins, Amy Johnston, Stephanie Klimstra, Denise Malan, Charles Minshew, Francisco Vara-Orta

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In calling the meeting, Walker referenced the waiver of notice:

Code of Bylaws: Section 6.04. Special meetings. Special meetings of the Board of Directors may be held as determined by the Executive Committee. In the event of an emergency declared by the president or acting president, the board of directors may meet and act by telephone conference call, provided that a quorum of two-thirds of the members of the board are participants in such a telephone emergency meeting.

Section 6.07 Waiver of Notice. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived, and similar notice may likewise be waived by absent Directors, either by written instrument or by electronic mail.

Fuentes introduced the new IRE partnerships director Anna López.

Walker welcomed Malan back from sabbatical. He also recognized Vara-Orta's promotion to director of diversity and inclusion.

Discussion about going into executive session.

Satija asked why we were going into executive session.

Kwiatkowski said it was for consistency because past practice has been that we typically talk about contracts in executive session. Kwiatkowski later clarified that she

was recommending the board go into executive session for the limited purpose of discussing the hotel contract.

Fuentes asked whether staff could remain during executive session and Walker said it was fine for them to stay.

Motion from Walker to enter executive session. **Second** from Fleischer.

Vote: Passed with 7 yes, 2 no (Satija and Rosenthal)

Board entered executive session at 3:10

Motion from Walker to leave executive session. **Second** from Rosenthal.

Vote: Passed unanimously among present members

Board left executive session at 3:44

Motion from Walker to change the DBEI conference to all virtual. **Second** from Rosenthal.

Vote: Passed unanimously among present members and proxy votes

Fuentes asked that Klimstra be able to notify the hotel in writing before we make any announcements about the switch to all virtual. Fuentes said she would send the board a media kit to help promote the conference.

Satija asked if in the future we can think about whether going into executive session is necessary. Discussion about the role of executive sessions.

Forsyth presented the website report. She said that the report was focused on the most common concerns that people had about the IRE website. She asked for questions and thanked the board for feedback.

Satija left at 3.54

Motion from Walker to adopt website report. **Second** from Kwiatkowski.

Vote: Passed unanimously among present members

Walker said he would set up a meeting to do a more in-depth discussion of the website report.

Fuentes said that Sandra Herron, who did our strategic planning sessions with us, is putting together IRE's member survey. She will be sending it out to the board for feedback.

Motion from Walker to adjourn. **Second** from LaFleur.

Vote: Passed unanimously among present members