

IRE Board of Directors

Emergency Virtual Meeting Minutes

4 p.m. ET | Oct. 5, 2023

- I. **Call to Order** (President Brian M. Rosenthal)
 - A. At 4 p.m. ET

- II. **Roll Call** (Secretary Darla Cameron)
 - A. Directors Cameron, Jodie Fleischer, Cindy Galli, Treasurer Mark Greenblatt, Vice President Josh Hinkle, Kate Howard, Aaron Kessler, Ana Ley, Rosenthal and Mark Walker were present.
 - B. Executive Director Diana Fuentes was present.
 - C. Hyuntaek "Tag" Lee and At-Large Director Lam Thuy Vo joined a few minutes late.
 - D. Director Simone Weichselbaum was absent.

- III. **Executive session** on board personnel.
 - A. Rosenthal made a motion to go into executive session to discuss board personnel matters and Howard seconded. The motion was approved on a voice vote by directors present except Hinkle, who voted no.
 - B. Rosenthal made a motion to leave the executive session. Greenblatt seconded, and it was approved unanimously on a voice vote by directors present.

- IV. **Discussion of a possible board vacancy**
 - A. Howard shared the organization's policy on board vacancies and directors discussed the policy.
 1. [Section 6.10. Vacancies.](#)
 - a) Vacancies on the Board of Directors shall occur upon the death, resignation, incapacitation or removal for stated cause by two-thirds vote of the board of any member of the Board of Directors, and the board may fill such vacancies with the next qualified highest vote recipients among nominees at the last previous election, to serve until the next meeting of the membership, which shall then elect a person to fill the balance of that unexpired term.

- V. **Motion:**
 - A. Hinkle made a motion to direct the board president to reach out to Rick Gevers, the top vote-getter who was not elected to the board in the 2023 election, to gauge his interest for a possible board position and reach out to a member who is considering leaving the board to ask for a written resignation.
 - B. Ley seconded. Approved unanimously on a voice vote by members present.
 - C. Rosenthal will update directors on the two action items before the next board meeting on Oct. 27.

- VI. **Executive session** to discuss the executive director's review

- A. Rosenthal made a motion to go into executive session to discuss the executive director's review and Hinkle seconded. The motion was approved unanimously on a voice vote by directors present
- B. Rosenthal made a motion to leave the executive session. Hinkle seconded and it was unanimously approved on a voice vote by directors present.

VII. **Adjournment.**

- A. Hinkle made a motion to adjourn. Vo seconded, and the motion was approved unanimously on a voice vote by directors present at 5 p.m ET.