



Council Meeting Minutes
 Friday, March 26, 2021
 1:00 pm – 5:30 pm

Council Members Attending		
Board of Directors Elaine Mauldin, President Robert Allen, President-Elect Terry Shevlin, Past President Mark Beasley, Vice President-Finance Mark DeFond, Vice President-Research and Publications Beth Kern, Vice President-Education Audrey Gramling Director-Focusing on Segments Mary Harris Stanford, Director-Focusing on Intellectual Property John Hepp, Director-Focusing on Academic/Practitioner Interaction Ann Dzurainin, Director-Focusing on Membership Giorgio Gotti, Director-Focusing on International Yvonne Hinson, Chief Executive Officer	Council Officers Nancy Nichols Chair Monte Swain, Chair-Elect Cindy Durtschi, Past Chair International Members-at-Large Mandy Cheng Region Representatives Kang Cheng, Mid-Atlantic Jason Stanfield, Midwest Yvette Lazdowski, Northeast Timothy Miller, Ohio Eric Bostwick, Southeast Mary Fischer, Southwest Angela Woodland, Western	Section Representatives Jennifer Reynolds-Moehrle, AAH Alisa Brink, ABO Mary Curtis, AIS Fred Mittelstaedt, APLG LeAnn Luna, ATA Randal Elder, AUD Les Heitger, FA Brian Bushee, FARS D. Larry Crumbley, GIWB Suzanne Lowensohn, GNP Mahendra Gujarathi, IAS Monte Swain, MAS Vaughan Radcliffe, PI Brigitte Muehlmann, SET Bambi Hora, TLC Sidney Askew, TYC
Council Committee Chairs		
Council Advocacy Review Committee Randy Elder	Council Committee on Awards Committee Brigitte Muehlmann	Council Ballot Committee Brigitte Muehlmann
AAA Professional Staff & Guests Attending		
Marc Rubin, Diversity, Equity, and Inclusion Chair Mark Dawkins, Governance Committee Chair Michele Morgan, Controller Barb Brady, Senior Director of Operations Nancy Maciag, Executive and Board Services Manager Mark VanZorn, Director of Information Technology Darlene Dobson, Executive Assistant		
Council Members Not Attending		
Sanjay Kallapur, International Council Member-at-Large Sandra Shelton, DIV		

Meeting Minutes
MSC = Motion, Seconded, Carried MSF = Motion, Seconded, Failed
A. Welcome – Council Chair Nancy Nichols welcomed everyone to the meeting. The agenda was reviewed with no changes or comments. MSC to approve the minutes from the November 14, 2020 Council Meeting.
B. Chief Executive Officer Update – Chief Executive Officer Yvonne Hinson announced the retirement of Senior Director of Operations Barbara Brady and thanked her for her 20 years of service to the AAA. She also discussed that the auditors had completed their review of the Board of Directors Election results and that an email would be going to all members announcing the election results. Mark Dawkins was elected President-Elect, Anne Farrell was elected Vice President-Finance-Elect, Sarah McVay was elected Vice President-Research & Publications, and Timothy J. Rupert was elected Director-Focusing on Segments. Yvonne also mentioned that there have been ongoing member Focus Groups and that

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there would be a membership drive to non-members in May. There are also several upcoming conferences with partner organizations including AACSB, AICPA/NASBA, and FASB/IASB in conjunction with *The Accounting Review*.

Director of Information Technology Mark VanZorn gave Council an overview of the new Association Management System (AMS) software that the AAA will be implementing. Protech was selected as the vendor of choice from 4 contenders. It will take 6-9 months for implementation to be completed. The enhancements from the new system will save in terms of staff manhours for tasks not currently automated. There will also be enhanced payment capabilities within Protech's AMS. Member dollars were not used to pay for the new system – the AAA received unexpected funding via COSO – and the annual operating costs of approximately \$50,000 are comparable to our current vendor.

C. Financial Matters – Vice President-Finance Mark Beasley discussed the budgeting process and presented slides to Council that had been developed for the Finance Committee that showed the AAA's current finances, including forgiveness of a 2020 PPP Loan, and positive budget variance due to factors such as a smaller loss on the 2020 Annual Meeting, lower Headquarters operating costs due to staff working remotely, and an unexpected distribution from COSO. The Board and Finance Committee recommends that Membership dues for 2021-2022 be as follows: Full Member: \$345 (unchanged from the current year), Students: \$100 (unchanged); Current Emeritus/Life: \$60 (unchanged); Two-Year College: \$120 (increase of \$30), and a new category of Retired: \$100). After discussion, Council voted on the 2021-2022 membership dues pricing.

MSC to accept the recommendations for the 2021-2022 AAA membership dues pricing.

D. Meetings Model Task Force Update & Next Steps – Meetings Model Task Force Chair Brian Bushee gave an update on the two models the task force has been discussing. The first model – the “Enhanced Current Model” – is like the model used now for most Sections where Section leaders would make city/hotel/weekend decisions, as well as deciding on Food & Beverage (F&B) events and setting the registration fee. The AAA Professional Staff would provide necessary information and assistance in executing the decisions. The “enhanced” revision to this model would require a longer-planning horizon and that leaders make decisions about registration fees and the number of F&B events at same time as the site selection. The second model – the “Matrix Model” – would have most of the planning and decisions made by the AAA Professional Staff. Section leaders would choose broad parameters of meetings from a matrix of choices for a three-year period (e.g., cost of accommodations, area of country, F&B events). The AAA Professional Staff would make all city/hotel/weekend, F&B, and registration fee decisions. This model would be comparable to the Annual Meeting in that the AAA could negotiate multiple-year deals to reduce costs (especially if they rotate Sections through the same hotel on the same weekend in consecutive years). The model would also make more efficient use of the Staff's time and free up the Section leaders to focus on the content of the meeting. The Task Force will meet again in May to review some of the proposed specifics and potential cost savings of the Matrix Model. They will then discuss whether to recommend both models as options going forward or just the Matrix Model. The question of whether there should be a standing Meetings Committee formed as opposed to just the special task force was raised and will be considered for the future.

E. Diversity, Equity, and Inclusion (DEI) Discussion – Mark Rubin, Chair of the DEI Task Force presented an update and recommendations made by the Task Force to continue the AAA's efforts and accomplishments to improve DEI in the accounting academy and profession. Among the recommendations are to have an organizational Code of Conduct, a position on the Board of Directors devoted to DEI, the formation of a standing committee to continue to address DEI issues, and training for AAA staff and members in areas of DEI. Conversation was also had on how Segments can engage DEI goals and processes for their strategic plans, and how DEI research should be encouraged and published in AAA journals, as well as ensure that future editors and reviewers are diverse. Council discussed the value of DEI initiatives rolling out to the Segments designed as a consulting process primarily rather than as a training process. Most, if not all, volunteers working to serve their segments have been receiving DEI training regularly for the last year or more and are committed to progress on DEI. Hence, AAA should prioritize most of the time and resources spent with Segments on helping them design their own application of AAA DEI principles. Mark and President Elaine Mauldin mentioned that the task force would like to see the Board position have the permanence of a Vice President level position but realize that this would require a change to the current bylaws. Elaine noted that a current Board member in the Director Focusing on Intellectual Property, has a retirement one year before the end of their term, which ends in 2022. The Board can repurpose this position into Director Focusing on DEI without a governance change in the interim.

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F. Governance Discussion – Mark Dawkins, Chair of the Governance Committee, reported that the committee is recommending the following: (1) Consider eliminating contested elections; (2) Consider making the Council Chair a member of the Management Team; (3) Consider requesting that the AAA have different membership classes with different annual dues; and (4) Update antiquated language in the 2011 Bylaws as appropriate. Council discussed the pros and cons of holding contested elections, as well as some of the language in the current bylaws that could be updated. The Governance Committee will be meeting again at the end of March and would update a document with proposed Bylaws changes that did not pass in 2016, as well as prepare a document about contested elections for Council members to be able to discuss with their respective Segments.

G. 2021-2022 Council Chair-Elect Election Overview – Council Chair Nancy Nichols reviewed the roles and responsibilities of the Council Chair position for the 2021-2022 Council Chair-Elect election. There are two candidates on the slate – Sidney Askew and Randy Elder. Voting took place electronically following the Council Meeting.

Following the March 26th Council Meeting, Randy Elder was elected as the 2021-2022 Council Chair-Elect.

H. 2021-2022 AAA Nominations Committee Election Overview – Council Chair Nancy Nichols reviewed importance of the AAA Nominations Committee, as well as their roles and responsibilities. She reviewed the names of the 11 candidates for the 2021-2022 committee. Voting took place electronically following the Council Meeting.

Following the March 26th Council Meeting, the following members were elected to serve on the 2021-2022 AAA Nominations Committee: Elizabeth Gordon, Dawn Matsumoto, Tracie Miller-Nobles, Patricia Poli, and Scott Showalter.

The meeting adjourned at 4:42 pm.