



**ESAA Board of Directors
Videoconference
November 13, 2023**

In attendance: Kristen Apodaca, Colleen Bell, Julie Brimble, Leslie Crawford, Kathy Cunningham-Roy, John Fabelo, Rachel Fraser, Tannley Goldberg, Paula Helming, Judi Hunter, Susie Kerwin-Bush, Joanne Mistler, Anna Quigley, Julie Quirk, Coleen Raber, Cindy Rice. Guests: Finance Committee members Lynda Chase, Shaun Jordan, Dave Mates, Dennis Sheridan.

The meeting was called to order at 7:10 PM.

Dave gave a brief opening statement on behalf of the Finance Committee.

The sole purpose of this meeting is to discuss the Finance Committee's recommendations regarding the 2018-2019 ESAA Annual.

The Finance Committee sent documents to the Board several days in advance of this meeting for the Board members to review so questions and comments could be prepared in advance to make the discussion more efficient.

Each Board member was given an opportunity to share their questions, comments, and observations without interruption.

- ✧ There was some information shared regarding the original timeline and the original designation of duties as they were planned for a 4-year Annual.
- ✧ There was a significant amount of confusion between when the "specifics" went from a 4-year to a 2-year Annual.
- ✧ The line item in BIS final invoice for: TOTAL INCLUDING 18/21 PGS INTENDED FOR 18/19 THEN TRANSFERRED TO 20/21 = \$4,390.00. If these were design pages & charged as such, ESSA should receive these pages. I do not believe it cost \$4K to send text and pictures.
- ✧ Concern was expressed over the lack of communication when the number of pages seemed to be far more than what was expected.
- ✧ If a four-year book was estimated at 27,000 and the two-year book was going to become 51,000 the publishing company should have notified the client (ESAA) that the cost was increasing significantly before any additional work was done.

- ✧ Even when we had per page cost, when the estimated contract amount was exceeded ESAA should have been notified.
- ✧ When asked if Lisa had been given a copy of the finance committee report and an opportunity to respond to it Dave answered she had not been given that information nor opportunity to respond.
- ✧ A concern was expressed as to the time lapse between the time the contract was signed and when the Annual was actually published for distribution.
- ✧ Concern was expressed that the Finance Committee recommendations shifted the burden of proof reading from ESAA to BIS Advertising
- ✧ Another concern was the Finance Committee viewed the contract with BIS Advertising as a fixed price contract rather than a per page contract.
- ✧ Concern was expressed that BIS became aware that the number of pages and the CTC was almost doubled long before notice was given to the President. There was no opportunity for discussion for a possible remedy. Likewise, if the Board had been given the actual cost of \$51k when the printing vote was taken, the recommendation and opportunity to save \$7k by printing overseas might have carried more weight in the decision as it would have reduced the actual cost of the annual by 10%.
- ✧ It was noted that BIS never came to the board for approval of her increased number of pages and the CTC before the Annual was complete in April 23. The only Approved CTC we have is her original 27,525.00.
- ✧ ESAA needs to be better at ensuring the proposal requirements from vendors have:
 - A fixed contract price or variable price with a cap limit on spending.
 - Stipulations for vendor to notify the Board before spending limits are reached.
 - Remediation steps if proposal/contract requirements are not met.
- ✧ The Finance Committee expressed serious concerns over the numerous proofing errors, but the F/C had other serious contract vs. what was completed concerns.
- ✧ In July of 2023 an updated estimate was sent to Susie.
- ✧ Concern was expressed about all the vast number of mistakes contained within the 2018-2019 Annual.
- ✧ General lack of communication was expressed multiple times.
- ✧ **The President asked for a motion for option #2 which was the majority of the board polled earlier discussion. This was the recommendation from the F/C to the board to pay BIS Advertising no more than the Cost-To-Complete original estimate of \$27,525.00, minus the \$10,000.00 deposit for a total payment of \$17,525.00. This is payment in full on the BIS invoice.**
- ✧ **A Goldberg/Fabelo motion was made for that option, with the possibility of BIS providing additional back-up of their initial audit questions to the Finance Committee for possible additional compensation. The motion passed on a 9-6 vote. The specific votes for the roll call are contained in the Secretary's file of Ballots.**

A Quirk/Bell motion to adjourn was passed at 9:28 PM.

Respectfully Submitted,

Coleen M. Raber

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ESAA Secretary