



Board of Directors Minutes
 New York City, NY
 Friday, November 13, 2015

Board of Directors Attending

Bruce Behn, President David Burgstahler, President-Elect Christine Botosan, Past-President Stephen Moehrle, Vice President-Finance Timothy Fogarty, Vice President-Education Marc Rubin, Director-Focusing on Membership	Gary Biddle, Director-Focusing on International Shaun Budnik, Director-Focusing on Academic/Practitioner Interaction Patricia Poli, Director-Focusing on Segments Robert Lipe, Director-Focusing on Intellectual Property Tracey Sutherland, Executive Director
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Board of Directors Not Attending

Terry Shevlin, Vice President-Research & Publications
 Leslie Hodder, Vice President-Finance-Elect

Guests & Staff Attending

Audrey Gramling, Council Chair Hugh Webster, AAA Legal Counsel Karen Pincus, Governance Committee Chair (by webinar)	Julie Smith David, Chief Innovation Officer Susan Crosson, Director, Center for Advancing Accounting Education Barbara Brady, Director, Operations and Projects
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Minutes

A. Welcome – Bruce Behn welcomed Board members to the meeting. The agenda was reviewed and no changes were made.

MSC to approve the minutes of the 2015 August Board of Directors meeting.

B. Leadership Presentation – Christine Botosan and Audrey Gramling presented the slides that are used by the Board and Council Leadership at Segment meetings.

C. Executive Director’s Report – Tracey Sutherland explained that achieving our mission to be Thought Leaders in Accounting will take a set of capabilities and services that will enable us to create and disseminate knowledge to a broad range of constituents and cover a broad range of topics. Recognizing the massive change in education, then President Elect, Karen Pincus, challenged the Board of Directors to begin the process of building a bridge to our future, and so the Sharpening Our Vision project began in 2012. Out of the Sharpening Our Vision project, the Centers emerged. The Centers were developed from four perspectives: Research, Education, Practice, and Public Interest. The Centers will be integrated together, amplifying the voice of the Segments, serve a broad constituent base, and have sustainable projects. Tracey reported on the growth of the Doctoral Consortiums, the Accounting PhD Rookie Recruiting & Research Camp held in Miami and the Global Emerging Scholars Workshop that is held at the Annual Meeting. The PhD Student webpage will be launched soon developing our community of doctoral students, global scholars and new faculty members is an important piece of the pyramid. The Region Pilot project selects and works with under-engaged communities and a portion of their program is developed around their needs. The final plans have been submitted for the renovations of the Lakewood Ranch building. Tracey reviewed the staffing changes that have taken place and discussed the plans for moving forward with the executive hiring of the COFO and Center Directors. The 2015 Annual Meeting held in Chicago had an attendance of 3,294 and plans are underway for the 2016 Annual Meeting - Celebration of the Century being held in New York. Tracey reported that the attendance for Segment meetings is going well. The Journal of Financial Reporting (JFR) first issue is scheduled for early Spring 2016. The Journal of Forensic Accounting Research (JFAR) will be an online only journal and it is anticipated that content will begin to be posted in 2016.

Minutes

C. Executive Director's Report (continued)

Tracey shared membership data and that the Director of Membership and Communications, Jeremy Thompson, and the Membership team are watching the membership counts on a monthly basis. Visibility for scholarship, our website, implementing Centers, and the Accounting IS Big Data conference are all examples of how we focus on serving society. The top tier of the pyramid is Realizing our Purpose through being a high impact nonprofit. Pathways Inspired activities are continuing with bootcamps, through future surveys of faculty supply and demand and the Center for Advancing Accounting Education. Tracey reported on the litigation case of Mr. Huber and reported that after the 2015 Annual Meeting Mr. Huber had filed to reopen the case. Tracey gave an update on Dee Strahan.

MSC to send a thank you to Dee Strahan on behalf of the Board.

D. Governance

1. Bylaws Review – Bruce Behn introduced via webinar, Karen Pincus, Chair of the Governance Committee. Karen shared the names of the committee members, Bambi Hora, Tracie Miller Nobles, Gaizka Ormazabal, David Stout, Wim van der Stede, Nancy Uddin, Jim Young, and David Burgstahler, Board Liaison. Karen presented a historical review from the last Bylaws review from 2011. In 2014 there were initial discussions about key potential changes: name change and contested vs. uncontested elections. Karen reviewed the roles of the Governance Committee, the Board and Council. The Governance Committee has divided the revisions in two parts: clean-up revisions and non-cleanup revisions.

MSC that the Board of Directors agrees there is sufficient substance in the recommendations from the Governance Committee to warrant a member vote to change the bylaws of the Association.

After the Governance discussion during the November 2015 Council meeting, the Board of Directors decided that Bruce should follow up conversation with Karen Pincus, Chair of the Governance Committee, and determine next steps.

2. Legal aspects of the Board roles – Hugh Webster gave a presentation on the role of the Board.

E. Audit Committee Update – Shaun Budnik updated the Board on the Audit Committee meeting.

F. Segment update – Pat Poli reported on the Region Pilot Program. The strategic plan achieves 1) Leadership by enhancing the volunteer experience, 2) Service with structured flexibility, 3) Operations by hosting world-class meetings, 4) Create sustainable financial model and, 5) Structure by determining the most effective Region structure. The Region Pilot Program key take-aways are: shared vision of purpose, serve key communities, harness other AAA initiatives, collaboration, and streamlined roles and responsibilities.

G. Council Meeting Agenda and Planning – Audrey Gramling reviewed the Council Agenda.

H. Centers Update – Susan Crosson updated the Board on Centers for Advancing Accounting. This Center may engage in cross disciplinary conferences on emerging issues, like “big data”, with the objective of priming the pump for new research questions and methods that cut across AAA Sections and include disciplines outside the field of accounting. Susan reported on the webinar series that were held in October and November. Susan updated the Board on the J. Michael and Mary Anne Cook prize.

I. The meeting recessed at 5:00 pm.

Bruce Behn reconvened the meeting at 8:30 am, Sunday, November 14th. A quorum was present

**Minutes
Sunday, November 14th**

J. Reflections of the Council Meeting – Bruce Behn led a discussion on the Governance conversations that had been held on Saturday at the Council meeting. Bruce will have a conversation with Karen Pincus about next steps for the Governance Committee.

K. Publications – Julie Smith David led a discussion of the Publications Committee structure. The Publications Committee is currently working on Citation Guidelines. The major points are types of corrections to the scholarly literature, potential formats for citation and references, and types of uses of the original articles. Julie gave the historical perspective of the Intellectual Property Task Force (IPTF) beginning with 2006-07. The key issues were shifting from print to digital, distribution strategy, and innovations in scholarship. The recommendations from the 2006-07 IPTF were to have broad dissemination. The IPTF II term was from 2011-12 to 2012-13. The key issues were visibility, discoverability, financial implications, and emerging trends: open access and metrics. Their recommendations were to continue to follow a partnership management strategy, adopt an exclusive distribution through EBSCO, and educate member about emerging trends. IPTF III will be formed and will begin negotiations with EBSCO as the contract expires on December 31, 2018. Possible key questions will be open access, impact, content, broadly defined – and disseminated, author services and financial implications.

L. Academy of Accounting Historians – Bruce Behn reported that the Academy of Accounting Historians (AAH) voted to request to become a section of the American Accounting Association. They would like this to be announced at the 2016 Annual Meeting. There will be two teams established from AAH and AAA to work on the implementation. Additional information will be provided at the March Board meeting.

M. The meeting adjourned at noon.

MSC = Motion Seconded and Carried

MSF = Motion Seconded and Failed