

**ACADEMY OF ACCOUNTING HISTORIANS
MEETING OF BOARD OF TRUSTEES**

**At the 2015 Annual Conference of the American Accounting Association
Hyatt Regency Hotel, Chicago, Illinois
West Tower, Bronze Level, Comisky Room
Sunday, August 9, 2015 5:00 PM to 6:30 PM**

MINUTES

The meeting convened at 5:00 PM.

Present: Gary Previts (chairman), C. Richard Baker, Robert Colson, Joann Noe Cross, Dale Flesher, Mikhail I. Kuter, Yvette Lazdowski, Yoshinao Matsumoto, Stephanie Moussalli, Alan Sangster, Massimo Sargiacomo, Gary Spraakman. Mary Stone.

Attending by proxy (proxy held by): Guo Daoyang (Sargiacomo), David Oldroyd (Flesher), Jennifer Reynolds-Moehrle (Moussalli), Lucia Rodriguez (Sangster), Peter Wolnizer (Previts).

1. Roll call, opening remarks, welcome – Board Chairman Previts

Previts called the meeting to order. Moussalli as secretary called roll, including those present by proxy (proxies had previously been recorded with the secretary).

A quorum was declared.

2. 14th World Congress of Accounting Historians – Pescara, Italy, 25-27 June, 2016 - Sargiacomo

All activities have been set up and details will be available on a website in the immediate future. <http://www.wcah2016.org/>

Paper submission dates: 29 September, 2015 – 11 January, 2016.

Papers will be accepted or rejected on a rolling basis to accommodate university travel planning deadlines. The 11 January deadline is close to that of the American Accounting Association; authors may submit the same paper to both conferences.

Registration will be open in February of 2016.

Events will commence with Early Bird Cocktails on the beach on the evening of Friday, 24 June. See the website for details of the eminent plenary speakers and the exciting social and cultural events that have been arranged.

3. Review of 2014 audited financial statements – Previts, in absence of Treasurer Jennifer Reynolds-Moehrle

The treasurer had prepared a summary of information for the past ten years. In particular this indicated that the Academy had continuously received clean unqualified reports for that period. It was Andy Barr, an early member of the Academy, who strongly urged the Academy to have an annual audit.

Most funds are committed to awards. The conference fund is the least specific. Investment returns are very close to zero. Most funds are in certificates of deposit, the

largest of which is the Schoenfeld. Total AAH assets exceed \$400,000. Liabilities are very minimal.

The largest expenses each year are for publishing the *AHJ* and the *AHN*, and for the payments to our administrative contractors Tiffany Welch and Becca Hayes.

Concerning revenues, in the past the AAH had about 60% institutional and 40% individual members. It is now 45% institutional and 55% individual. The AAH also receives royalties each year from EBSCO and others.

Colson asked if our Form 990 informational returns are posted on GuideStar. Flesher said yes. Colson asked if we have made necessary filings with the Secretary of State in Alabama. Previts said our attorney had looked at our filings, but Colson will check, too. Colson also asked if we receive revenues from contributions, because in 33 states the recipient charity must be registered for the donor to receive charitable deductions. Previts will consult our attorney and our treasurer.

Stone noted that the pro forma 2016 budget predicts about \$43,700 in revenues. She thinks that is conservative and that the AAH will have slightly higher revenues, close to break-even.

Flesher moved to accept the 2016 budget (see appended document). Sangster seconded the motion. It was unanimously accepted.

4. Publication and organization options - Colson

Colson said that over the course of his association with the AAH, there had been periodic discussions about its future, including the load of work for volunteers, the technology, and membership levels. Three years ago, he joined the executive group's monthly meetings, which handles these issues. They take a lot of time; joining SCOPUS, for instance, took years and two personal visits from President Sargiacomo. Furthermore, the age of the leaders is advancing and there is a question of how younger members can successfully be recruited.

About two and a half years ago, serious discussion began of how to ensure the long-term viability of the group. Two years ago, some of the leadership approached the AAA's leadership, management team, and staff to see what they might think of section status for our group. The AAH leaders met no specific opposition and substantial enthusiastic acceptance of the idea. Both sides saw this as a winning proposition; one area of possible advantage for the AAH is the handling of the *AHJ* and the possibility it would be aggregated with theirs. Furthermore, the AAA has a much stronger built-in infrastructure for the recruitment of new members than does an independent AAH. Colson also spoke to the past AAA presidents, who said they personally hoped to pursue accounting history research and join a future history section.

For all these reasons, AAA section status for the AAH looks possible. But the AAH must take action. The AAH officers unanimously support this proposal.

The AAH would probably be able to retain the current names of its organization and publications. We would gain staff support from the AAA, more space at AAA meetings, and a much more prominent position for our journal. In fact, the AAA has wanted to move into historiographical research for the last seven years or more.

Previts noted that our agreement with EBSCO is very modest. The AAA could obtain a much better agreement. We would probably need to continue to retain the services of two administrative helpers for several years during the transition. Of those present, Colson, Flesher, and Previts are all past AAA officers; all agree that we presently have the support of the AAA for this idea.

Previts also noted that our bylaws need some revision and that the AAA facilitates such work. He added that AAH membership is down 9% in just the last year. In 2008, we had 278 individual members; now we have only 231. There is every reason to think that the AAA dues check-off procedure will increase that membership. Furthermore, our volunteer leadership is badly overloaded with work for the AAH, a situation that section status would alleviate.

Previts added that our trustees are quite an international group, a feature that impresses the AAA, which struggles for such internationality at that level. On the other hand, our membership is heavily U.S.-centric, whereas about 25% of the AAA's membership lives outside the U.S.

In 1978, the AAH was not interested in AAA membership, and opted instead for separate 501(c)(3) status. The steps we will propose today to the trustees, and which must be approved by the membership at the business meeting, make sense now, especially given next year's AAA centennial.

Colson introduced a resolution as follows:

"Resolved that the Officers of the Academy of Accounting Historians are authorized to achieve section status for the Academy of Accounting Historians within the American Accounting Association including whatever actions, affiliations, and distributions are appropriate under Academy By law's Article X [Dissolution] in order to dissolve the Alabama Corporation and relinquish the Academy of Accounting Historian's Internal Revenue Service Tax Exempt [501(c)(3)] status, including Article X's requirement to then distribute all residual assets to another organization having Internal Revenue Service Tax Exempt [501(c)(3)] status."

Stone spoke in favor, pointing out that the support from various universities, such as the University of Alabama, is not guaranteed. Becca Hayes at UA is retiring, for example.

Previts added that our publisher in Alabama is taking over her duties. But earlier this year, DHL lost 100 copies of the *AHJ* in shipment. Last year DHL lost 300 copies shipped to China. DHL refused reimbursement, costing the AAH a lot of money and huge loss of time. Our EBSCO contract expires in October. All these issues would be better handled by the AAA.

Cross asked what the AAA's current requirements are for member numbers to be a section. Previts said we hope to enter as a whole piece, just as the Tax section did.

Cross said she had opposed AAA section status for 15 years, but now has changed her mind, in light of the aging of the membership and our leadership. Stone and Cross pointed out section status would give young scholars a path to AAA leadership through history, and would give legitimacy to our work with schools, which are more likely to pay for conference travel if it is to AAA section meetings, and possibly more likely to accept history research if it is sponsored by the AAA.

Baker said that he was very supportive of this proposal and wondered how we would

retain the restrictions on our assets placed by donors. Others answered that the restrictions carry over to the new (AAA) 501c(3). Baker also wondered about our \$75 dues, which are higher than other section dues. Previts said our expenses will drop with AAA section status. The AAA has a complicated means of distribution of revenues from a common pool and we would receive some of it. Probably our own 501c(3) status needs to be the last thing to go.

Stone noted that the AAA and various accounting scholars have more respect for qualitative methods than at any time in the past, so this is a good moment for joining. Previts agreed, especially since, without section status, we depend on the goodwill of AAA's Tracy Southerland and the other AAA staff and leaders for our position at AAA.

Spraakman asked what costs there are in joining the AAA. Previts said so far about \$500 to the lawyer.

Stone said the benefit to the AAA included its desire for a "big tent" of interests; a history section is an important part of that. Colson agreed, adding the AAA might have approached us before, except that they were originally trying the AAA Commons approach, which later failed.

Colson moved that we adopt the resolution. Flesher seconded.

Matsumoto said he hopes to be part of both AAA and the history section in the future and wondered if other Japanese historians would also do so. Previts acknowledged that international members would need to decide. But the amount of energy the executive group now puts into the AAH is not sustainable, and everything had been tried to increase membership, without success.

Sargiacomo said it would be very important to be part of a bigger umbrella, to have the AAA brand, and to have a high-level academic publisher. Previts agreed and added that large academic publishers want four issues a year from their journals, which we cannot manage but the AAA might. Colson added that when the AAA Commons failed to develop a research pipeline, the leadership decided to encourage research through AAA's traditional structure – the subject-matter and regional sections and conferences. Conference presentations especially lead to more publications. Thus the need for a history section. The AAH alone doesn't have an adequate infrastructure to pursue this avenue seriously.

Cross called the question. Moussalli took a roll call vote, including of the proxy votes. The result was unanimously in favor of the resolution. (Two trustees were absent and had not assigned proxies, hence did not vote – Cheryl McWatters and Jim McKinney.)

5. Resolution on AAH directors – Previts

Previts introduced the following resolution: "In accordance with the By-Laws (Section VIII) the following all residents of the State of Alabama are elected to serve as Directors of the Directors of the Academy of Accounting Historians as incorporated under the laws of the state of Alabama for the forthcoming periods, as necessary:

1. Eddie Nabors
2. Andrew Sharp
3. Mary S. Stone

Furthermore, Mary S. Stone shall act as the corporate agent."

Cross moved the acceptance of the resolution. Flesher seconded.

Flesher inquired why this is necessary. Stone explained that Robert Kee, presently one of the directors, is terminally ill. She knows Eddie Nabors as a fine person, highly regarded in the profession, very responsible and competent.

The trustees present and proxy votes were unanimously in favor of the resolution. For legal purposes, the trustees, including proxy-holders, also signed a copy of the resolution.

6. Nominations report preview – Previts

Previts reported on the Nominations Committee's unanimous decision to re-appoint the present officers. There will be no president-elect in 2016 because the president will be beginning a two-year term. This year, six trustees are finishing their terms, but the committee only nominated four to replace them, because in the following year, many fewer are rotating off the board. The by-laws allow a little lee-way in the total number of trustees. Cheryl McWatters and Lucia Rodriguez are stepping down. At the business meeting following this meeting, the membership will vote on the slate.

Previts reminded the group that the presidential transition happens officially on December 31 of each year.

Slate adopted by Nominations Committee: [Note: President Elect Colson having been elected becomes President and does not require nomination.]

Officer nominations: for Vice-President Communication - Lazdowski, Vice-President Partnerships - Spraakman, Secretary - Moussalli-Kurtz, Treasurer - Reynolds-Moehrle. These five offices are, per the by-laws, also Trustee positions.

Trustee nominations for three-year term (2016-2018). D. Flesher, Gomes, Guvemli, Previts, and Sangster.

Summary: Given the above nomination and assuming election, the total number of Trustees next year would be 17 and include 5 Officers and 12 Trustees. Two Trustees will have terms expiring in 2016 (Baker and Cross); four expire in 2017 (Guo, Kuter, Matsumoto, McKinney); six expire in 2018 (Flesher, Gomes, Guvemli, Previts, Sangster, and Sargiacomo).

7. Other items

Lazdowski took a group picture of the trustees.

Cross moved to adjourn. Moussalli seconded and called for the ayes and nays. No nays being heard, the meeting adjourned.

Respectfully submitted,
Stephanie Moussalli, Secretary