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**NCDA Board of Directors Meeting  
April 7, 2020  
4:15pm ET**

**Conference Call**

**APPROVED MAY 12, 2020**

**Attending:**

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| Kathy Evans, President | Patrick Akos, Trustee |
| Spencer Niles, Past-President | Celeste Hall, Trustee |
| Seth Hayden, President-Elect | Carolyn Jones, Trustee |
| Sharon Givens, President-Elect-Elect | Lakeisha Mathews, Trustee |
| Melissa Venable, Secretary | Paul Timmins, Trustee |
| Charles Lehman, Treasurer | Courtney Warnsman, Trustee |
| Lisa Severy, ACA Governing Rep | Deneen Pennington, Executive Director |

**Meeting Called to Order by Kathy at 4:16pm ET**

Kathy announced that the purpose of this previously unscheduled meeting is to address the potential impact of the coronavirus outbreak on conference scheduling and planning.

Deneen shared background information and research she has conducted into the options so far, noting that the situation is changing by the minute.

She reached out to ACA’s CFO, who advised her to focus on tracking decisions and announcements from the City of Minneapolis and the hotel, as well as communication from conference vendors, attendance and cancellations that have taken place since the pandemic started. Right now, Minnesota has a stay at home order through April 10th. In Minneapolis, all events have been cancelled through May 10th.

NCDA has purchased a cancellation insurance policy – a general policy to cover us if an inability to meet contractual obligations due to unforeseen circumstances. The insurance agent advises that we are not covered if we cancel the event. The adjustor advises the organization to wait and see what instructions come from the state governor and city mayor as we move forward. If the hotel cancels, we may be able to file a claim to recoup some of the costs.

Deneen also talked with NCDA’s attorney who is referring to an insurance attorney. May need to prepare to fight for insurance claim legally if we opt to cancel on our own.

As of this morning, the conference hotel has canceled everyone through the end of May. Deneen asked about canceling and we were asked about our potential to rebook the conference in Minneapolis in the future, which could happen in 2026. The hotel may release us if we commit to a future event, however there is no guarantee.

Deneen provided an update of the conference finances. As of today, 597 people are registered who are paid in full. Expenditures at this point are very minor. Holding off on everything for now.

People who have paid and are not yet asking for refunds are predominantly from Minnesota and mid-west region. An assumption there that they do not have air travel considerations and can make last minute decisions about attendance.

Discussion included:

* Clarification of hotel options.
* Potential Loss if canceled: NCDA would have to refund all expenses so far, which is approximately $260,000. Loss of people who might have registered if we continued to plan for the event as scheduled. More people are potentially waiting to register from the local area and region. Ones that have to plan travel from longer distances usually register early.
* We could still make a June event happen with some scaling down. Planning and preparation that would normally be happening right now has been halted.
* Universities may not allow faculty to travel in June, extending travel restrictions that are in place now.
* Is there a date at which it’s too late to decide? Unknown. Hard to make a timely decision with rapidly changing information.
* How do hotel registrations match conference registrations? They are going down in equal amounts - 45% of block is still filled. June 1 is date to meet our obligation of filling 80% of room block; we are well below where we usually are at this time.
* There are concerns related to potential social distancing protocols that may remain in place at the end of June, even if the overall situation with the outbreak is improved at that time.
* This is a complex problem and more than just a financial decision.
* NCDA HQ is working on a proposal to make this a virtual conference with the benefit of the existing conference app. Two scenarios: 1) a fully virtual event using app and an outside vendor, and 2) have a virtual component to a smaller in-person conference. Staff meeting scheduled for tomorrow to develop more detail about costs, etc.
* From the insurance perspective, we should sit and wait. If we walk away today, not likely to have any claim.
* Deneen can try to speak with someone other than the hotel national sales representative, her current point of contact.
* It is important to be able to communicate to membership and the public when a decision might be anticipated.
* ACA’s recent conference cancellation was well-received – allowed people to make plans around it. Offered refunds or deferral to a future date, which a lot of people have taken advantage of. However, the situation was somewhat different, with cancellation emerging from the San Diego municipality. Also, the scheduled keynotes and providers canceled.
* Initial communication to NCDA members so far – NCDA is monitoring the situation and refunds are available. A few have deferred to a future conference.
* NACE and ASCA conferences have similar dates (with NACE conference also in Minneapolis) and are still planning to go forward. NACE has posted an announcement that they will make a “mid-April” decision about the event.
* Could conference be moved? Delaying the conference to August or September is problematic – people may not be able to attend at beginning of the Fall semester. Routine things need to be done in the June timeframe, such as the Annual Meeting as precursor to Board elections, Leadership Academy applications, etc. Hotel dates in early are August available. If we move the conference to the fall, then have the 2021 conference on the normal summer schedule, this planning and coordination will also be extra stress on the organization.
* Reminder: the annual conference is NCDA’s highest revenue for the year.
* Charles shares that while NCDA has the reserves to handle the financial hit, we don’t want to take it if we don’t have to. Advised waiting for the hotel’s decision and possible insurance claim.
* Minneapolis’ peak for the outbreak is currently projected for mid-June.
* NCDA should be transparent and explain to people the situation. Give them the option to cancel, defer.
* We need more information about virtual options. The potential financial impact on the organization is significant. Options and predicted/estimated financial outcomes would be helpful.
* None of our exhibitors have cancelled, so far, but we are at about 40% of our usual number. All keynotes have been contacted and are still interested in participating and willing to go virtual.

Deneen asked the Board to consider the information and discussion and advise on next steps.

MOTION was made by Patrick to ask NCDA Headquarters staff to provide details about what a virtual conference might look like and remain in a holding pattern pending decisions from the State of Minnesota, City of Minneapolis, and Hilton.

Seconded by Paul.

Motion passes (no opposing votes, no abstentions).

Deneen, Kathy, and Charles have met and are looking at the remining budget for the year to identify possible cuts. They have identified several.

NCDA does not qualify for the federal stimulus related to COVID-19 (no direct employees), but CMA may be able to apply (several employees, but also contractors). CMA may need to alter management fees. Deneen will follow up.

A MOTION was made to adjourn. Unanimous vote to adjourn at 4:58pmET

*First draft of meeting minutes was submitted to the President and Deneen Pennington on April 8, 2020 by Melissa Venable*