

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF
RIBA-USA**

June 12, 2009

Present: Derek Bradford, presiding chair, Jonathan Wimpenny, Clive Copping, Philip Fraser Andrews, Philip Allsopp, Joseph Burns

A quorum being present, Derek Bradford called the meeting to order.

1. The Election of New Board Members.

Philip Allsopp was unanimously elected to the Board representing the to-be-formed Southwest Chapter. Joseph Burns was unanimously elected to the Board representing the Midwest Chapter.

Stephen Stenson will be continuing on the Board until such time as the Northeast Chapter puts forward a nominee, which he will organize soon. San Francisco is in the process of forming a Chapter. Their first board meeting will be within the month of June, at which time they will advise their nominee for the Board of Directors.

2. Discuss the Presidential Election.

Derek Bradford advised that the sole nominee for the Office of Presiding Chair is Jonathan Wimpenny. The plan had been to conduct an election by e-mail ballot, which ballots would be tabulated by Chloe Sadler in London. There was some discussion as to whether an election was necessary with one nominee. The Board determined that it would be appropriate and consistent with the By-laws to hold the election nonetheless. Derek noted that since, pursuant to the charter, the nomination period was closed, write-in votes would not be permitted.

The balloting process will end on June 30. Derek has prepared a ballot which will be circulated by Cynthia. It will be distributed attached to an e-mail by Chloe Sadler, and be

available on both the RIBA and RIBA-USA websites. The ballot will indicate that it is to be returned to Chloe. [Niall Saunders joined the meeting]. Niall agreed to send Chloe his up-to-date e-mail list for the West Coast. Niall will also send the list of RIBA-USA members in the Southwest area to Phil Allsopp for purposes of organizing a Chapter. It was agreed to suggest to San Francisco that they be identified as the Northwest Chapter so as to be all inclusive.

3. Election of Officers.

Niall Saunders nominated Phil Allsopp for the Office of Vice President. Jonathan Wimpenny nominated Cynthia Fischer for the Office of Secretary. Both were unanimously elected. There was extensive discussion of identifying a candidate for Treasurer and streamlining the banking of the organization. There are currently two accounts, one in Philadelphia (PNC Bank) and one in Los Angeles (Wells Fargo). It was suggested that the account or accounts be moved to a national bank such as Chase. It was noted that the balances are presently \$9,000 in the Philadelphia account and \$4,000 in the Los Angeles account. Current signatories are Niall Saunders and Philip Fraser Andrews and Tim Clark on the Los Angeles account, Clive Copping, Anthony Okoye and Jonathan Wimpenny on the Philadelphia account. Cynthia Fischer recommended that, while not legally required, it was prudent to have joint signatories on any non-profit corporation bank account. Niall Saunders noted that the original Los Angeles account had been opened by Tim Clark with funds raised from an event. Phil Fraser Andrews noted that while Wells Fargo was not regularly issuing statements, you could go on line and print out the current statement. There was discussion as to whether to maintain two accounts or consolidate into one and whether or not to have one Treasurer or a Treasurer and an Assistant Treasurer. Phil Allsopp noted that now that we are a non-profit 501C3, we have an elevated responsibility with respect to maintaining financial records. Derek Bradford moved that

in recognition of the new status of the organization as a 501C3 non-profit corporation, the funds be consolidated in one account in Los Angeles, the account be moved to a national bank, and that joint signatories will be approved by the Board. Clive Copping seconded the motion. The motion was carried with one abstention by Niall Saunders.

Niall nominated Philip Fraser Andrews for the office of Treasurer. He was elected by unanimous vote. It was agreed that in addition to Philip as Treasurer, two additional signatories would be the Presiding Chair and the Vice President, any two of the three signing jointly. The signatories were unanimously approved.

Clive will arrange with Philip Fraser Andrews to transfer the funds from Philadelphia to the single LA account.

4. Discuss Strategy to be Pursued to Obtain Financing.

Derek Bradford notes that Sunand Prasad had recommended at the AGM that RIBA-USA pursue support from RIBA. Jonathan Wimpenny noted that we are a region with a number of chapters.

Cynthia Fischer noted that the funding to regions was not to transfer funds but rather that RIBA pay for certain items such as administrative support and websites. Derek Bradford noted that in addition we would ask for a portion of dues paid by RIBA-USA members. He noted that RIBA has paid for certain things such as the legal assistance in setting up the not-for-profit corporation and some of the expenses for the event in Los Angeles. We need to start campaigning on this issue right away. Jonathan Wimpenny said that he and Phil Allsopp will put it foremost on their agenda. Phil noted that the best approach might be to go with a letter from the organization to London and meet with the right people.

5. Mission Statement.

Derek Bradford noted that the current mission statement on the website is seriously outdated. Phil Allsopp noted that the Frank Lloyd Wright Foundation spent a great deal of time and effort in formulating their vision and mission statements, and that it is extremely important for a not-for-profit organization. Niall suggested and it was agreed that Jonathan Wimpenny and Phil Allsopp would prepare a draft statement and circulate it to the Board.

6. New Business.

Cynthia Fischer noted that there is a Constitution from 2005 on the RIBA-USA website. It is not completely consistent with the By-laws of the Corporation, and the two documents should be made consistent or made into one document. It was decided that she and Jonathan will work together to create one document using the By-laws as the basic document and proposing that certain articles from the Constitution be incorporated. It was agreed that the organization should only have one set of By-laws.

It was agreed that the next meeting would be on the 24th or 31st of July, and that Cynthia would send an e-mail to see which date would have the best attendance. Jonathan asked that everyone please encourage their fellow members to vote in the election. Cynthia will put a statement to that effect on the ballot.

Phil Fraser Andrews confirmed that he would organize a new bank account and provide deposit slips to the various Chapters for use when monies are raised.

Niall noted that he is working with Philip Allsopp and has talked with David Nixon and Sunand Prasad in connection with organizing additional venues for the Palladio Exhibit in the United States. He also met with Bob Pierce the Counsel General in Los Angeles who has asked RIBA-USA to participate in "Brit Week" April 20 through May 9, 2010. Niall will send information to the Board. He would like RIBA to have a big presence.

Jonathan Wimpenny reported that he has been in touch with the AIA and planning for the AGM to be held at the AIA Convention in Miami on June 9-10, 2010. He will work to have a similar continuing education program as was presented in San Francisco and hopefully to get a booth. Niall noted that he is following up on this and is working with the AIA to enter into an agreement whereby there is a reciprocal booth for the AIA at the RIBA London conference and we would receive a booth at the AIA Convention in Miami.

Jonathan Wimpenny noted that the British Memorial Garden has been officially opened and there have been a number of activities around it.

There being no further business, Derek Bradford adjourned the meeting.

Respectfully submitted,

Cynthia G. Fischer, Secretary