

**ASA Board of Direction Meeting
Minutes
Marriott New Orleans
November 7, 2009
4:00pm - 6:00pm**

Attending: Patrick Bridger, Vice President; Joe Hutter, Secretary; Michael Cotter, Treasurer; Directors Ray Schallom, Howard Robbins, Dan Millette, Marcus Von der Hoffen, J.F. Dufour, Ted Sofis, Ryan Poole, Chris Darnell (Staff); Visitors John Zhang, Larry Totten

1.0 Call to order

2.0 American Shotcrete Association Antitrust Policy (Exhibit A)

Closed Meeting - Vice President Bridger closed the first ½ hour of the meeting

3.0 ASA By-Laws Amendment

The Board discussed changing the ASA By-laws to enable the Board to nominate individuals for Board and Officer positions in addition to the individuals selected by the Nominating Committee.

The following motion was unanimously passed.

Motion: Instruct staff to immediately circulate to all Board members via e-mail the following proposed change to Article IX, Section 2, Paragraphs 3 & 4 of the by-laws. A vote on the change will be conducted at the November Board Conference Call in order to satisfy the required 10 day notice sited in Article XIII, Section 3 of the ASA By-laws.

Each candidate for Officer, Board membership and Nominations Committee membership must accept nomination before the report is published. The Executive Director of the Association shall cause notice for all such nominations to be transmitted to the voting membership of the Association at least 120 days prior to the next annual business meeting Additional nominations for Officers, Board of Directors and Nominations Committee may be made by the Board of Directors. Each proposed nomination must be approved by a majority vote by the Board of Directors.

The complete list of nominations shall be submitted 60 days before the next annual business meeting to the Association membership for letter ballot to be canvassed 30 days before the annual business meeting. The candidate for any office receiving the most votes shall be declared elected.

Staff Note: The ballot on this change was conducted during the Board Conference Call on 11-24-09 and passed unanimously

Open Meeting - Vice President Bridger opened the remainder of the meeting to visitors

4.0 Self Introductions

5.0 Vice President's Opening Remarks

Vice President Bridger welcomed all to the meeting.

6.0 Approval of the Minutes of the February 2, 2009 Meeting

A motion was seconded to approve the minutes as presented. The committee unanimously approved the motion.

7.0 Review & confirmation of signatures on ASA Conflict of Interest Policy

Staff reviewed IRS requirements for this policy and the need to have all Board member's signed forms on file by the end of the year.

8.0 Financial Report – Michael Cotter

8.1 Financial Audit Review

The committee reviewed the Auditors' Report for 2008. Treasure Cotter explained that there were no "red flags" and that the report assures the Association that its financial affairs are in order. The committee discussed revisiting the need for a full financial audit in another five years.

8.2 Year to date report through August 31

Staff walked the Board thru a very detailed report, explaining all variances. Staff also explained steps taken to eliminate budgeting errors and improve financial reporting for programs such as the Education\Certification program.

8.3 Proposed 2010 budget review

Staff presented a proposed budget and explained the reasoning behind the numbers.

The Board of Direction unanimously approved the following:

Motion: Approve the 2010 budget as presented by staff.

9.0 Staff Reports – Chris Darnell

9.1 Membership

Staff presented a report showing historic membership trends for each member type as well as total memberships.

Membership has held strong thru the economic downturn. Membership levels as of the end of August 2009 included: 128 Corporate, 15 Corporate Additional Individuals, 70 Individuals, 150 Nozzleman (paid), and 36 Students.

- 9.2 Website**
- 9.3 Buyers Guide**
- 9.4 Certification**
- 9.5 Shotcrete Magazine**
- 9.6 Scholarship Awards**
- 9.7 Trade Show Participation**
 - 9.7.1 International Bridge Conference**
 - 9.7.2 International Pool/Spa/Patio Show**
 - 9.7.3 2009 World of Concrete**

Due to time constraints and the fact that each report had received at least one in-depth review by staff earlier in the day, the committee agreed that the printed reports supplied by staff would suffice and that a verbal presentation was not required.

10.0 Committee Reports

10.1 Education - Ray Schallom

Chair Schallom reported that a task group had been formed to update the CP-60 based training modules. The committee is also starting on the task of creating a Shotcrete Inspector training program to support the planned ACI Shotcrete Inspector certification program.

The committee reported on the adoption of 4000 psi minimum strength recommendation in all training material for water retaining structures requiring low permeability.

10.2 Safety –

Acting Chair Schallom reported on progress made on the ASA Safety Manual. The manual may be ready for sale in one year.

The committee reported on the adoption of 4000 psi minimum strength recommendation in all training material for water retaining structures.

10.3 Marketing - Joe Hutter

Chair Hutter emphasized the need for all to consider sponsoring the ASA Awards banquet. A quick overview of areas covered in the Marketing meeting was presented with special mention of ASA's participation in the 2009 IBC Show. A task group has completed an application for an ASA sponsored presentation at the 2010 show in addition to the planned exhibit booth.

The Marketing committee is refocusing advertising to promote the shotcrete process, not necessarily the association. A comprehensive plan is being developed.

The committee also designated the existing technical question format and infrastructure to formulate answers to erroneous or incomplete shotcrete information on what appear to be reputable web sites and blogs. Staff will initiate the process as instances arise.

10.4 Pool & Spa - Tom Norman

The committee reported on the adoption of 4000 psi minimum strength recommendation in all pool related training material.

10.5 Publications - Howard Robbins

Chair updated the committee on planned themes for Shotcrete magazine thru the end of 2011. Authors for features will be finalized at the meeting in February in Las Vegas.

The committee also authorized the creation of a new feature in the magazine; "Nozzleman Corner" will contain tips and other information directed at nozzlemen.

10.6 Underground - Dan Millette

The underground USB product should be completed very soon.

10.7 Sustainability –

The infrastructure of the committee was established including the selection of Chair Charles Hanskat. Chair Hanskat will be working with staff to formulate plans for addressing long and short term goals to be presented to the committee.

11.0 Board Objectives Report – All

A printed copy was presented to the committee.

12.0 Significant Accomplishments \ Changes since WOC 2009 meeting

13.0 Other Business

14.0 Adjournment

A motion was made, seconded and approved to adjourn the meeting.