



**Iowa-Illinois Chapter National Defense Industrial Association (NDIA) Board of Directors
Meeting Minutes
14 September 2021**

1. The Iowa-Illinois Chapter of NDIA Board of Directors held its bi-monthly meeting via Zoom on 14 September 2021. Mr. George Rivard, President, called the meeting to order at 5:10 p.m. Board Members and Chapter Officers present were Ms. Natalie Linnville-Mass, Mr. Ryan Bunge, Ms. Tammy Dean, Mr. John Masengarb, Ms. Kim White, Ms. Janet Masamoto, Mr. Al Kruse, Ms. Celia Hadden, and Ms. Joy Fleming.

2. Mr. Rivard stated that the minutes from the 13 Jul 2021 Zoom Board Meeting were electronically distributed for review and approved by those in attendance. Recommended changes received during the staffing process were accommodated, and the minutes were posted on the Chapter's website.

3. Treasurer's Report: Ms. Joy Fleming

a. The Treasurer's Report for the period ending 31 Aug 2021 was reviewed. The report showed a computed beginning bank balance of \$79,419.96 in the Chapter's checking and savings accounts. Savings account income of \$3.02 for dividends was added bringing the balance to \$79,422.98. Expenses of \$3,559.00; \$330.00 for Augustana Web Guild, \$729.00 for QC Chamber membership, and \$2,500.00 for scholarship, were subtracted. Bringing the ending bank balance to \$75,863.98. There was one outstanding check for a \$2,500 for a scholarship. A motion was made by Mr. John Masengarb to approve the Treasurer's Report. Ms. Linnville-Mass seconded. All were in favor, and the Treasurer's Report was approved.

b. 4th Qtr. Financial Report will be due in mid-October.

c. Movement of Treasurer function to National-Update. Mr. Rivard asked Ms. Fleming to give an update. She stated that there wasn't much of an update for procedures. Delaware is the beta tester and once they have worked through their events, procedures will be processed for the rest of the chapters. The remaining chapters will be moved after the holidays in January. The chapters in the next wave will be announced at the Leadership Conference. There will be another meeting scheduled in October with updates.

Mr. Rivard added that the chapters still must report quarterly. It was thought that bringing the treasurer's function to National would alleviate quarterly reporting. We will need to dig deeper into that. Delaware was chosen as they were moving to the microsite that NDIA has and as part of that they were getting the event manager package and part of that is PayPal. Sounds like they are having a lot of issues. A lot of issues they were talking about was in what we submitted, so they were fore warned. We don't have to do anything right now. Some of the larger chapters may opt to do the more rigorous reporting and keep their own treasurer function and their own bank. Right now, ours is simple. Unless their reporting is a lot more onerous, it might be easier to keep it the way it is. We write very few checks. In their scenario, we must go the HQ to fill out a form to have them issue a check. The money will still come out of our account and show we paid it, but we just must go through that extra process. Unless there is a lack of reporting benefit, he is not sure what benefit it is to our chapter. They will have another video conference October or November.



Mr. Kruse asked when we would have to make the decision to keep or move. Mr. Rivard said not until next fiscal year. Some people wanted to know when they would have to transition, so they are going to prioritize that. A lot of this is in conjunction with the microsite and the event manager that is separate from the website. We can use their event manager and it uses PayPal which we have set up here.

Mr. Bunge wanted to know if there are slides or value proposition sales pitch for why we would want to do this? Mr. Rivard stated the reason they want to do this is because the auditors are beating up on them. We as a Chapter are really not stand-alone. We are part of National. Their oversight control of the accounts and usage of the accounts by the Chapters is lacking, so they are getting beat up heavily on the audits. He thought it would reduce our reporting, but that isn't so. Plus, we need a Treasurer liaison which he had already recommended to national.

d. Draft FY2022 budget for discussion was sent out with explanations as to where changes were made to last year's budget. The only response to the proposed initial draft was relative to the scholarship. Mr. Masengarb wanted to maintain four NDIA scholarships and, if the budget couldn't be adjusted to accommodate equal amounts for all, he would knock one down to a lower value. Mr. Rivard suggested to him that he could take \$500 from somewhere else and make them all \$2,000 for the four. Al Wilson said he supports John's approach. Mr. Rivard thought it would be awkward to have the scholarships be different dollar amounts. The Quad City Engineering and Science Council has different dollar amounts, but with our criteria, it seemed better to have the same dollar amounts. Mr. Masengarb was agreeable to the \$2,000 each. Mr. Rivard said if we want to keep them at the \$2,500 level, he could take \$500 out of symposium seed money and the rest out of the cash reserve. It is the call of the Board. He asked if that was preferable? There was no answer. Mr. Rivard stated that what saved us last year was the fact that a lot of what was budgeted was not spent but was carried over from the previous year budgeted.

Mr. Masengarb asked what the application says. Mr. Rivard said it says \$2,500. That would have to be changed on what has been posted for the 2022 application.

Mr. Bunge said we could put "up to \$2,500" and thought it wouldn't be hard to give different amounts because applicants were rated differently in the rating process. They could put one, two, three or four with different amounts. Maybe that part can be deferred until later as to how much per. Ms. Linville-Mass agreed with Ryan on that. Ms. Dean agreed with the "up to \$2,500" also.

Mr. Masengarb made a motion that we change the wording to say, "up to \$2,500" and make the decision of how much later in the year or early next year. Mr. Rivard said it would have to be soon to lock in the budget. Ms. Linville-Mass seconded the motion. Mr. Rivard said he will send out a new budget, and we will have four NDIA scholarships. He will budget for the \$2,500 by taking it out of the cash reserve. He will change the wording in the application.

Ms. Masamoto said we need to take a vote on the motion. Mr. Rivard asked if all were in favor. All were in favor and the motion passed.

Ms. Hadden asked if we will need to vote on the changes to the budget before the next meeting. Mr. Rivard intends to change the budget and send it out for a vote by e-mail.

4. **Scholarship Committee:** Mr. John Masengarb-Chair, Ms. Tammy Dean, Ms. Jan Masamoto, and Mr. Ryan Bunge



- As discussed, and voted on, the application form will be changed.

5. **Awards Committee:** (VACANT) Lifetime Achievement Award nominations are accepted at any time.

- Nothing has changed. Still need a volunteer to refocus and reinvigorate an Awards Program.

6. **Donations Committee:** Mr. Al Kruse/Mr. George Rivard- Co-chairs

Mr. Rivard did go to the Franks n' Friday, 1 Sep at the Milan Illinois National Guard. Pictures are posted on the website. It was Wednesday n' Pizza and was not on the Island. There will be another one coming up, and he will let us know the date when he hears it. This is still a carry-over from our 2020 budgeted/expended donation. He doesn't know the future rates but left the \$1,000 in the budget for that.

7. **Membership:** Ms. Kim White-Chair and Mr. George Rivard

a. Last list dated 31 July 2021; membership stood at 604-down 7. Ms. White has not been able to delve into this but believes that National membership reports are still a little convoluted. She might reach out to Danelle before the November meeting. Mr. Rivard brought up about new corporate members; the last being Crystal Group. Ms. White will investigate that and get with her POC for Crystal Group to get a new Board of Directors.

b. Ms. Linville-Mass said that was part of their report too. She has three items to go through. We currently have 17 board members. Also, Robert Haag and Steve Szalo are both dropping off the board which brings the number down to 15. There may be one or two other people on the board that this is their last year. They need to confirm who will be on the board this coming year or number of people who have served multiple terms. She just needs consensus as to how many board positions they need to fill. She will send this out to everyone to confirm if they will be a board member for this next year and ask everyone to reply by a certain date.

They would also like to ask the board for a vote on a two-year rotation. There has been a lot of discussion, but no vote. They need to have this because they need to do nominations for different board positions, now. We will have that vote in November, and they would act as of January 1st. If vote goes through, we will need to activate this two-year rotation. This means we will nominate Ryan to be our President for a two-year term which would be 2022 to 2024. We will then look for nominations for Vice-President to take his place. Ms Fleming currently is holding two Board positions for Secretary and Treasurer, so need to find out if she wants to continue to do that or whether she would like to give one of those up. We will then open the Board for other nominations for those positions. She can also move on to Vice-President. She can let us know. Ms. White has been Membership Chair for as long as Ms. Linville-Mass has been on the Board. We need to get some rotations, so everyone can experience being part of the Board and understand how other parts of this operation work. Mr. Kruse stated that he has run dry of people to ask. He approached Celia for possible people retiring who might agree to be a board member, et al. Ms. Hadden believes she can produce a list from JMC as she has been looking at that to fill her own position. Ms. Linville-Mass said the two people who dropped off the Board did so because they are retiring. Mr. Kruse is just suggesting for people who want to continue to serve. Mr. Rivard has reached out to Diane Wheeler who was President of WID and came to our Board meetings and will continue to pursue her. Ms. White said Brittney Benson has expressed interest. Mr. Kruse suggested Kelly Wainwright who was interested back in March. Mr. Rivard brought up Ronda VanDeCastele, but



we may have lost her to golf. Stephanie Miner would be another good candidate. Yves Fontaine was a member and wanted to drive the symposium a few years back. Mr. Kruse told Ms. Hadden the nominating committee will make the phone calls for her. Ms. Hadden said Stephanie Miner is definitely a no go before January. She hasn't asked her about anything in 2022. Ms. Linville-Mas said send e-mails and phone numbers, and they can follow-up. She asked Mr. Rivard to let everyone who isn't in this meeting to get nominations to the committee by September 30th, not only for new boards of directors, but for new board positions too.

Mr. Rivard wanted to know if Ms. Linville-Mass ever got some single page document on the succession plan. She mentioned the two-year rotation which is part of our chapter manual. Right, but she still feels like there needs to be a vote so we can move forward. It is part of our manual, but it hasn't been enforced. Can we have a vote on it, and then that would be part of our succession plan. Mr. Bunge wanted it clear as to what we were voting on. Ms. Linville-Mass said we are voting on the four board positions, and we activate the two-year rotation for those positions. All four will have new nominees on them. Mr. Rivard said that those are officer positions, and he believes that it doesn't just pertain to those four positions. It also pertains to all board positions like program, scholarship, etc. Mr. Bunge wanted to know if there was a stipulation to renew board positions. Mr. Rivard said we had gone out and asked people if they wanted to retain as there is a provision in the manual that says you can have another two-years if you and the board agree. Ms. Linville-Mass made the motion that we activate the two-year term rotation for President, Vice President, Secretary and Treasurer. Mr. Bunge seconded. All were in favor. Mr. Masengarb opposed. He didn't agree to the possible four-year term for the secretary or treasurer. Rotation of the Vice President and President is good. Mr. Rivard agreed that we have the two-year extended. Ms. Dean agreed that we probably wouldn't want an eight-year plan as suggested with the secretary moving to treasurer to vice president and president. Mr. Bunge proposed that a member be on the board for a year or two before moving to an officer role, and only move from Board member to Secretary, Treasurer or Vice President but not to president. Then, everything else is a standard two-year term with the Vice President/President being a four-year commitment. Mr. Rivard agreed. Ms. Linville-Mass will write this up and send it to Mr. Rivard for a second vote by e-mail. Ms. Linville-Mass stated that as the second part of this, we need to establish how long people have been on the board. She will send a list to everyone to let her know if they would like to continue or if they need to find a replacement. Mr. Rivard stated the way that was done is that half of the board was rotated every two years. They were staggered. Ms. Linville-Mass asked how to do that since everyone has been on the Board for two years. Mr. Rivard said just pick half and ask if they want to remain on the Board. That will be put into an e-mail too. Ms. Linville-Mass reiterated that everyone gets nominations to them by September 30th, so by the November Board meeting we will have possible nominations to conduct a vote. Also, to be able to invite new Board members to that first meeting.

8. Nominating Committee: (Ms. Natalie Linville-Mass (Chair), Ms. Tammy Dean, Mr. Ryan Bunge, Mr. Al Kruse)

See 7b. above.

9. Program Committee. Ms. Natalie Linville-Mass-Chair, Ms. Kim White, and Mr. John Masengarb.

a. Ms. Linville-Mass has lost a major employee and has been working a lot of late nights. She has asked to step down from the Committee and has asked Kim and George to help her out.

b. Mr. Rivard stated that there are two big issues. One that Trish Huber had contacted him about a month ago and indicated she will be tied up and will not be able to spear head the symposium this year. Mr.



Rivard is not up to leading that charge and hopes someone steps in. He will certainly be part of the committee to help but need someone to lead it. Typically, the leadership comes out of the Board someplace. If we don't get anyone to lead now, we won't be executing. We have come against some hardships as the Government pulled out APBI, Iowa PTAC has backed out. Melissa Burant is now in a different role. Mr. Kruse suggested we use Ronda VanDeCastele. Mr. Rivard already asked Trish about it, and it didn't sound promising. Ms. Hadden expected a "no" on that also. Mr. Kruse also suggested Beth White who is now the Small Business rep at the Corp of Engineers. Mr. Rivard stated that she backed out of participation when planning the 2021 symposium as the Corp wanted their own and didn't want to participate. Mr. Rivard had asked Trish to approach Ives Fontaine, but she hasn't gotten back. She wasn't too hopeful that he would volunteer for it. Mr. Kruse could possibly approach him. Ms. Linville-Mass said that another issue that needs to be discussed is that people are still quarantining. Other events have not had participation. We may only have local attendees as flying is not what people want to do right now. Mr. Rivard stated that we were hoping by May of next year to be out of that. National is planning to have in-person events in November and some earlier. Right now, they are debating on the National Leadership Conference and Board Meeting in November in-person or not. We are supposed to know in two weeks. If not in person, the Leadership Conference will probably be pushed back to after the first of the year. Mr. Kruse said the AUSA meeting is going to happen in person, There are issues with food and everyone registering has to show proof of vaccination and have a recent negative test in order to get in, They are going to have it and will see if the Army will actually be able to participate. A company has been hired to take care of the vaccination part. Ms. White isn't going due to social distancing and having to wear a mask. Mr. Bunge is going and will give a report on how it looks attendance-wise compared to prior years. It will be in October on Columbus Day, 11th-13th. Ms. White suggested we plan the event for the Fall as not sure we could pull it off in May. Mr. Masengarb said it was in May due to when Companies have their money together and for Government people early so, they didn't run out of travel money. He believes a Fall 2022 event makes sense since we aren't tying it to an APBI. Not sure what subject would be, but with strictly Small Business it could be anything. Mr. Rivard said we still need to get someone to lead and run aggressively with it in January. Ms. Linville-Mass said it could come up in the Nomination. They could talk with each one of the folks who are considering a Board position.

c. Smaller Virtual Events

We had the series. Mr. Bunge talked to his folks at Collins Aerospace and agreed to participate in another virtual event. Great Rivers is not interested in going through another round. Great Lakes is engaged in a lot of stuff with Wisconsin PTAC and is busy. Not sure about a prime series as envisioned. The 3rd and 4th of November would be open for Wisconsin PTAC to put on an hour event. My question back to them is whether we are going to have some type of series. Not a one shot and done type thing. Not that Collins can't do an excellent job. He just thought it would be better to market it as a series and we would have various primes putting on their pitch. October 26th doesn't seem to fit for Ryan's group. They did ask about the 2nd or 3rd of November as they have an open spot where they could do a virtual event. Mr. Bunge asked how we did financially on the first series. Mr. Rivard said we made \$4,000 because between the three Chapters we agreed on \$2,500, \$1,000, and \$500 for sponsorships and he got three sponsors almost immediately to do that. Ms. Linville-Mass asked about the overall attendance. Ours was the largest with actual attendees in the high 70s. We had 130 some registered. Ms. Linville-Mass was asking because to sponsor an event that is what they are going to want to know. Advertising was heavy with all three Chapters, National website and PTAC. Mr. Bunge said he has a guy lined up to do it tentatively for November 2nd or 3rd with Mr. Rivard letting them know as it gets closer. He was hoping Ms. Linville-Mass would take the lead, but with her stepping down. We can obviously work the marketing together. Constant Contact and Facebook and Ms. Linville-Mass has run most of those things



for it. Ms. Linville-Mass stated she can continue to do those things for us as well as Zoom. Mr. Bunge asked if we need to nominate someone else in the Chair position for the Program Committee. Mr. Rivard said it would be good. Mr. Bunge asked if Ms. White or Mr. Masengarb would be willing to do that? Ms. White said she could do a virtual. Caterpillar is not interested in anything in person. She can reach out to our corporate members but doesn't think we will get a good response for in person events. She asked if we are wanting to do virtual? Mr. Bunge was talking about three things; one to put a new name on the Chair for the Program Committee, have someone chair the virtual events, and then have someone to lead the symposium. Mr. Rivard said he could go back out to other sponsors we have had for the symposium for Ryan's event. Lynn Gibson didn't get back to Mr. Rivard, so he just went out and got the sponsors relatively quickly. Ms. White suggested we concentrate on the nominating committee and get the Board positions in place and then stand up with a stronger Program Committee since Mr. Masengarb is no longer able to help and Ms. Linville-Mass doesn't have the bandwidth. That just leaves Ms. White. Mr. Rivard said he would help; just not lead the Symposium. Mr. Bunge said we will add the position for the nominating committee for the 30th of September and remain up in the air for small virtual events. Ms. White and Mr. Rivard will work together on the Nov 2 or 3rd event.

10. Website/Facebook/Constant Contact. Mr. George Rivard and Ms. Natalie Linville-Mass

- a. Normal website maintenance plus posting of Frank n' Fridays.
- b. Ms. Linville-Mass will continue to make posts. Mr. Rivard to resend picture from Franks n' Fridays. She will do 3rd quarter e-blast.
- c. 71 followers on Facebook.
- d. NDIA will have Event Management module in near future for Chapter use.

11. STEM Committee: Ms. Celia Hadden-Chair and Mr. George Rivard

Ms. Hadden provided the FY22 budget slimming recommendations and having received no additional donation requests, no further STEM for FY21 disbursements will occur.

12. Small Business Committee: Ms. Natalie Linville-Mass/Ms. Janet Masamoto-Co-chairs

No activity.

13. NEW/OTHER BUSINESS/INFO:

a. **Model Chapter/Chapter of Excellence:** Our Model Chapter applications, with critical inputs from Ms. Linville-Mass and Ms. Fleming, was submitted by Mr. Rivard 10 August. We are among 11 of the 29 Chapters that submitted applications for Model Chapter/Chapter of Excellence.

b. **National Defense Industrial Association Member Leadership Council (NMLC)** – Virtual meeting 26 Aug; included kudos for our 3 Chapter Collaborative event. Mr. Rivard shared the meeting minutes with the board.



c. **Fall NDIA Board Meeting/Leadership Conference:** Targeted for 15/16 November in person in DC. Final decision on in person by late September; NOT to make reservations until notified of decision. Mr. Rivard is scheduled to attend.

d. Still would like to have all corporate members to have POC specifically to collect and channel policy issues they have that NDIA may be able to assist in seeking resolution.

e. **Location for next meeting.** Virtual Event – 9 November 2021, 5PM. ZOOM invites were sent for all meetings.

- **Note:** We remain booked another year thru November 2021. Will be in conjunction with Rock Island Ale House. Holiday Inn (Jamie) has confirmed the schedule (2nd Tuesday, every other month, starting in January 2021) and knows are default currently is virtual.

f. Ms. Hadden made motion to adjourn the meeting. Mr. Kruse seconded. All were in favor. Meeting was adjourned at 6:12 p.m.

The NDIA has a policy of strict compliance with federal and state antitrust laws. The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Consequently, NDIA members must avoid discussing certain topics when they are together – both at formal association membership, board, committee, and other meetings and in informal contacts with other industry members: prices, fees, rates, profit margins, or other terms or conditions of sale (including allowances, credit terms, and warranties); allocation of markets or customers or division of territories; or refusals to deal with or boycotts of suppliers, customers or other third parties, or topics that may lead participants not to deal with a particular supplier, customer or third party.