

MINUTES TO GRAND COUNCIL
CONFERENCE CALL
ALPHA SIGMA PHI FRATERNITY, INC.
Wednesday, January 7, 2004

CALL TO ORDER AND WELCOME:

Meeting was called to order at 5:05 p.m. ET/4:05 p.m. CT

ROLL CALL

John Gibson, Grand Senior President; Mike Young, Grand Treasurer; Jonathan Burns, Grand Councilor; Jeff Hoffman, Grand Councilor; Joe Ponder, Undergraduate Grand Council; and Mike Krause, Undergraduate Grand Councilor

Guests: Tom Hinkley, Fraternity CEO; Ted Kocher, Foundation CEO; Bob Kutz, Grand Historian.

Absent: Scott Grissom, Grand Marshal; Ed Leedom, Grand Junior President; Mark Still, Grand Secretary

APPROVAL OF MINUTES

Motion to acknowledge that a meeting of the Council was held on Wednesday, November 5, 2003 via conference call, a quorum was present and no new business was presented.

OFFICER REPORTS

Tom Hinkley reviewed his CEO report that was distributed via e-mail approximately 2 weeks ago. Discussion was held on the number of men participating in our programs and impact vs. resources available.

GSP Report: John asked that everyone read the information that was distributed on standards within the NIC and be prepared for a more in depth conversation in February. A conversation was held regarding some preliminary merger discussions. An update was also shared on filling the open undergraduate grand councilor positions. One position is open and Joe Ponder's position will be open beginning in June. Stuart Spisak has agreed to be an alumni advisor to the nominations committee.

Foundation: Ted gave an update on the foundation. Two candidates have been submitted to the Grand Council for consideration. Donors are up YTD. Denis Beaudoin has rejoined staff for the foundation. Guil Gerlach's estate will be greater than the anticipated \$1 million.

Treasurer: Mike discussed what he distributed regarding the potential change to our fee and due structure. Feedback was positive. The question was if it was consistent with our desire to be between the 50th and 75th percentile.

Governance and Constitutional Changes: Bob Kutz provided feedback a draft on November 5 and 6 regarding potential changes for the council to legislate changes under a policy governance structure. We will work to have a red line version of the constitution for the February meeting.

OLD BUSINESS

None

NEW BUSINESS

Motion to approve Kevin Garvey and Bob Shaw as trustees to the Foundation board. Motion passes unanimously.

COMMENTS

Joint meeting with the foundation trustees will be February 7, 2004.

Jeff Hoffman and Joe Ponder have new e-mail addresses.

ADJOURNMENT

6:25 p.m. ET/ 5:25 p.m. CT

Mark Still, Grand Secretary

Tom Hinkley, President and CEO

MINUTES TO GRAND COUNCIL MEETING
BONITA SPRINGS, FLORIDA
February 7, 2004

Call to Order: 8:35 a.m.

Roll Call: John Gibson, Grand Senior President; G. Scott Grissom, Grand Marshal; Jeff Hoffman, Grand Councilor; Jonathan Burns, Grand Councilor; Mike Krause, Undergraduate Grand Councilor; Joe Ponder, Undergraduate Grand Councilor and Chris Musbach, Undergraduate Grand Councilor.

Note: Mark Still, Grand Secretary, acting as the Grand Councils liaison to Educational Foundation Board of Trustees, was attending a meeting of the trustees that was being held concurrently.

Absent: Mike Young, Grand Treasurer; Bob Kutz, Grand Historian

Guests: Tom Hinkley, CEO, Nicholas Rexing, Undergraduate

Approval of Minutes: Jonathan Burns moves to approve the minutes of the electronic vote appointing Chris Musbach as an Undergraduate Grand Councilor and Nick Rexing as an Undergraduate Grand Councilor upon the expiration of Joe Ponder's term. Hoffman 2nds. Passes unanimously.

Executive Session:

The meeting began in Executive Session to discuss the pending retirement of the CEO and transition.

A search committee was formed comprising of Jeff Hoffman (Chair), Mark Still and Jonathan Burns. The charge of the committee will be to manage the process and present no more than three finalists for the full Council to consider in June.

Discussion was held on brainstorming a potential list of candidates and pay ranges.

It was determined that a new CEO should be introduced at the 2004 Grand Chapter in Columbus, Ohio. The June Grand Council meeting will be dedicated to the final selection of the CEO.

Executive Session concluded at 11:05 a.m.

Legislative meeting was convened at 11:05 a.m.

Reports:

The CEO report was reviewed and accepted.

New Business

Motion to accept monitoring report 2.0, 2.1, 2.2, 2.3, and 2.5. Moved by Joe Ponder. 2nd by Jonathan Burns. Discussion was held on disclosing the borrowing from reserves in the report for policy 2.0 as well as policy 2.5. Amendment was offered to disclose the borrowing in report 2.0, with a need to resubmit the report. Passes by a voice vote.

Motion to accept the audit dated June 30, 2003. Moved by Ponder. 2nd by Krause. Discussion was held on comments in the management letter regarding the repayment of the funds held in trust. It was determined that a plan needs to be devised by this summer. Passes by a voice vote.

Meeting Recessed at 12:00 noon for lunch

A joint meeting with the trustees of the Educational Foundation at 12:45 p.m.

Grand Council legislative meeting reconvened at 2:15 p.m.

Motion to approve the chartering petition of Missouri Western. Moved by Burns. 2nd by Grissom. Passes 6-0.

Motion to make our Alpha Chapter inactive. Moved by Burns. 2nd by Hoffman. Passes 5-0-1

Motion to approve Brothers Steve Haddad, Jeffrey Snedeker, Chris Lee, Brian Feuer, and Josh Kay as Grand Chapter Advisors. Moved by Grissom. 2nd by Krause. Passes 6-0

Motion to approve extended administrative suspension for our Gamma Theta Chapter and commence charter revocation proceedings. This was for non payment of their liability insurance premium. Moved by Grissom. 2nd by Burns. Passes 6-0

Legislative session concluded at 2:32 p.m.

Discussion of Potential Grand Chapter Items

Constitution: (Bob Kutz joined via telephone) A discussion was held on the potential revisions that may need to be suggested to the Grand Chapter to reflect the policy governance adopted by the Grand Council. A red lined copy of the constitution with potential changes was shared with the council and further edits were suggested.

Ed Leedom joined the meeting at 3:10 p.m.

Fees and Dues: Mike Young had put together a proposal for consideration on revising our fees and dues. The proposal was provided to the council prior to the meeting but Mike was unable to attend due to a family obligation. The proposal was consistent with past guidance the council had given Mike, but did not achieve majority support. Further guidance was given to Mike to consider modifying our current structure to be a CPI + 5% (or similar).

Nominations: Nothing to report

National Philanthropy: Jonathan Burns shared the information previously distributed to the Council.

NIC Items: Discussion was held on the ongoing Standards Initiative that will be brought to the floor of the House of Delegates in April.

Meeting adjourned at 5:00 p.m.

Respectfully Submitted:

Thomas R. Hinkley, CEO

Mark Still, Grand Secretary

MINUTES TO GRAND COUNCIL
CONFERENCE CALL
ALPHA SIGMA PHI FRATERNITY, INC.
Wednesday, March 3, 2004

CALL TO ORDER AND WELCOME:

Meeting was called to order at 5:05 p.m. ET/4:05 p.m. CT

ROLL CALL

John Gibson, Grand Senior President; Mike Young, Grand Treasurer; Jonathan Burns, Grand Councilor; Chris Musbach, Undergraduate Grand Council; Nick Rexing, Undergraduate Grand Councilor; and Mike Krause, Undergraduate Grand Councilor

Jeff Hoffman, Grand Councilor, joined the call at 5:25 p.m.

Guests: Tom Hinkley, Fraternity CEO; Ted Kocher, Foundation CEO; Bob Kutz, Grand Historian.

Absent: Scott Grissom, Grand Marshal; Ed Leedom, Grand Junior President; Mark Still, Grand Secretary

OFFICER REPORTS

GSP Report: John had contacted the national president of Phi Mu Delta but has not received a response as of yet.

CEO Report: Tom Hinkley gave a brief CEO update. \$25,000 was borrowed from reserves at the end of January that has yet to be repaid. Gamma Theta chapter, which was an action item at the end of the February meeting and the chapter has made full payment on their liability insurance.

Foundation: Ted gave an update on the foundation. Donors are up compared to last year and dollars collected are up.

Governance and Constitutional Changes: Bob Kutz provided feedback on a draft regarding potential changes for the council to legislate changes under a policy governance structure.

Jeff Hoffman gave an update on the CEO search committee. The committee will be setting a time line and will communicate that to the entire council shortly.

Mike Young gave an update on fees and dues. He asked for feedback from the February meeting and the structure presented. There was discussion on what we wanted to accomplish and how to do that. Mike will present more information for the April call.

Jonathan Burns gave an update on the philanthropy proposal. He gave

OLD BUSINESS

None

NEW BUSINESS

None

COMMENTS

Next conference call is Tuesday, April 13, 2004.

Next face to face meeting will be June 4-6, 2004 at Fraternity Headquarters in Carmel, Indiana.

ADJOURNMENT

5:55 p.m. ET/ 4:55 p.m. CT

Mark Still, Grand Secretary

Tom Hinkley, President and CEO

MINUTES TO GRAND COUNCIL
CONFERENCE CALL
ALPHA SIGMA PHI FRATERNITY, INC.
Tuesday, April 13, 2004

CALL TO ORDER AND WELCOME:

Meeting was called to order at 5:05 p.m. ET/4:05 p.m. CT

ROLL CALL

John Gibson, Grand Senior President; Ed Leedom, Grand Junior President; Scott Grissom, Grand Marshal; Mike Young, Grand Treasurer; Jonathan Burns, Grand Councilor; Chris Musbach, Undergraduate Grand Council; and Mike Krause, Undergraduate Grand Councilor

Nick Rexing joined the call at 5:25 p.m.; Jeff Hoffman, Grand Councilor, joined the call at .

Guests: Tom Hinkley, Fraternity CEO; Bob Kutz, Grand Historian.

Absent: Mark Still, Grand Secretary;

OFFICER REPORTS

GSP Report: No formal report.

CEO Report: Tom Hinkley gave a brief CEO update. \$25,000 was borrowed from reserves at the end of January that has yet to be repaid. Gave an expansion update and a bio form count update.

Finance: Mike Young lead the group through a discussion of fee and due adjustments. The Grand Council suggested a cover letter be added to the proposal as it will be submitted to delegates.

CEO Search: Jonathan Burns gave an update on the work the committee has done thus far. 6 initiated members have submitted their information in addition to 25 non initiated candidates.

Philanthropy: Jonathan Burns gave an update on the philanthropy proposal. He gave an update on a meeting he had with CCI in Delaware.

Nominations: Bob Kutz gave an update. Potential committee members are being contacted and it should be formed in the next couple of weeks.

Semi-Annual Report: John Gibson, on behalf of Mark Still, asked for feedback on the report that Mark distributed. Discussion was also held on how to use the information.

OLD BUSINESS

None

NEW BUSINESS

Mike Young moved for the council to endorse the fee and due proposal for consideration by the Grand Chapter in July. 2nd by Leedom. Motion passed.

Jonathan Burns moved for his recommendations from the Philanthropy Committee be accepted by the Grand Council. Scott Grissom 2nd.

- a. That a Grand Chapter committee review and revalidate the criteria for a National Philanthropy originally drafted by Brother Burns and currently being revised to continue to identify CCI as our sole National Philanthropy. The intent would be, that if the committee revalidates CCI as the National Philanthropy, an appropriate position statement/proclamation would be introduced to the Grand Chapter for approval.
- b. In preparation for the Grand Chapter committee work, our committee will continue to work with CCI to explore ways in which our relationship can be reenergized both near- and long-term. These recommendations would be provided to the Grand Chapter committee for their consideration.
- c. That the staff prepare for a CCI presentation to be part of the Grand Chapter or Leadership Conference agenda and provide appropriate guidance to our committee to coordinate with CCI.

Motion passed

Motion to refinance the fraternities headquarters loan. Mike Young moved. Ed Leedom 2nd. Motion passes

Motion to acknowledge the Grant Request for the 2004-05 year. Burns moves and Grissom 2nd. Motion passes

COMMENTS

Next conference call is Wednesday, May 5, 2004.

Next face to face meeting will be June 4-6, 2004 at Fraternity Headquarters in Carmel, Indiana.

ADJOURNMENT

6:15 p.m. ET/ 5:15 p.m. CT

Mark Still, Grand Secretary

Tom Hinkley, President and CEO

MINUTES TO GRAND COUNCIL
CONFERENCE CALL
ALPHA SIGMA PHI FRATERNITY, INC.
Tuesday, May 5, 2004

CALL TO ORDER AND WELCOME:

Meeting was called to order at 5:02 p.m. ET/4:02 p.m. CT

ROLL CALL

John Gibson, Grand Senior President; Scott Grissom, Grand Marshal; Mike Young, Grand Treasurer; Mark Still, Grand Secretary; Jonathan Burns, Grand Councilor; Jeff Hoffman, Grand Councilor; Chris Musbach, Undergraduate Grand Council; and Mike Krause, Undergraduate Grand Councilor; and Nick Rexing, Undergraduate Grand Councilor.

Chris Musbach left the call at 5:35 p.m. ET/4:35 p.m. CT.

Guests: Tom Hinkley, Fraternity CEO; Bob Kutz, Grand Historian. Bob Kutz needed to drop off the call at 5:10 ET.

Absent: Ed Leedom, Grand Junior President

REPORTS

Constitution and GC Nominations: Bob Kutz provided an update on potential changes to the constitution and the Grand Council nominations.

CEO Search Committee: Jeff Hoffman gave an update of the progress the committee has made thus far. The committee has narrowed the field to six candidates for face to face interviews on May 15 and the committee will present no more than three to the full Grand Council on the weekend of June 4-6.

GSP Report: John provided a brief verbal report. He had a conversation with Stan Thurston on the progress of the CEO Search Committee. From a governance standpoint, neither he or Stan felt that a trustee should be in attendance for the interviews. On a separate note, John shared that the NIC had passed minimum membership standards.

CEO Report: Tom Hinkley provided a written report prior to the meeting and reviewed the report on the call.

Finance: Mike Young reviewed the draft cover memo sent to the Grand Council to be included with the fee and dues proposal. Suggestions were offered to mention what cost reduction measures have already taken place, decline in new membership, and increase in accounts receivable.

OLD BUSINESS

Discussion was held on the Semi Annual report. It will be distributed to the Official Family in the next few weeks.

NEW BUSINESS

None

COMMENTS

Next face to face meeting will be June 4-6, 2004 at Fraternity Headquarters in Carmel, Indiana. Plan on meeting at headquarters at 4:00 p.m. on Friday, June 4, 2004.

ADJOURNMENT

5:46 p.m. ET/ 4:46 p.m. CT

Mark Still, Grand Secretary

Tom Hinkley, President and CEO

MINUTES TO GRAND COUNCIL MEETING
CARMEL, INDIANA
June 4-5, 2004

Call to Order: 3:45 p.m. CDT

Roll Call: John Gibson, Grand Senior President; Ed Leedom, Grand Junior President; Mike Young, Grand Treasurer; G. Scott Grissom, Grand Marshal; Jonathan Burns, Grand Councilor; Mike Krause, Undergraduate Grand Councilor; and Chris Musbach, Undergraduate Grand Councilor.

Absent: Nicholas Rexing, Undergraduate Grand Councilor; Bob Kutz, Grand Historian

Guests: Tom Hinkley, CEO; Bob Kutz, Grand Historian

Reports:

There were no formal reports presented.

New Business

Motion to accept the following as Delta Beta Xi recipients for December 6, 2004 by Scott Grissom. 2nd by Ed Leedom. Passes Unanimously.

Don Carmichael, Gamma Psi '70
William Christ, Gamma Delta '59
Steve Gnewkowski, Theta '67
Kevin Konecny, Gamma Zeta '99
David Kreienkamp, Gamma Zeta '94
Matt Mattson, Delta Phi '96
J. Brian McCarthy, Nu '57
Barry Olson, Delta Phi '97
Rodney Rusk, Delta Rho '93
Drew Thawley, Epsilon '94

Motion to approve Kevin J. Garvey, Westminster '75 as the 2004 Evin C. Varner Distinguished Service Award recipient by Scott Grissom. 2nd by Mike Young. Passes Unanimously.

Motion to approve William E. S. Kaufman, Alpha Rho '87 as the 2004 Distinguished Merit Award recipient by Scott Grissom. 2nd by Mike Young. Passes Unanimously.

Motion to adjust the deferred compensation agreement with Tom Hinkley to allow for five monthly payments rather than one lump sum by Jonathan Burns. 2nd by Scott Grissom. Passes unanimously.

Meeting went into recess to allow for discussion of the interview process for the next CEO. The discussion was lead by Jonathan Burns and the interviews were to take place on Saturday, June 5, 2004.

Mark Still joined the meeting on Saturday morning for the CEO interviews.

Meeting was reconvened in Executive Session at 1:30 p.m. CDT without the CEO present.

Motion to adjust the 2004 Distinguished Merit Award recipient from William E. S. Kaufman, Alpha Rho '87 to Thomas R. Hinkley, Gamma Chi '84. Motion made by Scott Grissom and seconded by Edward Leedom. Passed unanimously by voice-vote.

Discussion took place regarding various transition items for the CEO.

Meeting adjourned at 2:45 p.m. CDT

Respectfully Submitted:

Thomas R. Hinkley, CEO

Mark Still, Grand Secretary

MINUTES TO GRAND COUNCIL MEETING
COLUMBUS, OHIO
July 25, 2004

Call to Order: 8:50 a.m. EDST

Roll Call: Mark Still, Grand Senior President; Scott Grissom, Grand Junior President, Jeff Hoffman, Grand Treasurer; Rich Ritter, Grand Marshal; Jonathan Burns, Grand Secretary; Mike Young, Grand Councilor; John Tilden, Grand Councilor; Mike Krause, Undergraduate Councilor; Chris Musbach, Undergraduate Councilor; Nicholas Rexing, Undergraduate Councilor.

Absent: No Member of the Grand Council was absent.

Guests: Tom Hinkley, CEO; Drew Thawley, CEO-elect; Bob Kutz, Grand Historian.

Reports:

Mark Still reported his appointment of Rich Ritter and Scott Grissom as Grand Council representatives to the Task Force developed by Trustees to address Foundation/Fraternity relationship.

Mark Still highlighted need to replace Undergraduate Grand Council Michael Krause due to Krause's term limit. Applications to be presented during September's Conference Call.

New Business:

Motion to acknowledge GSP Still's appointment of Brother Bob Kutz as Grand Historian by Mark Still. 2nd by Scott Grissom. Passed Unanimously.

Motion to identify Jonathan Burns as Grand Council Liaison to the Board of Trustees by Mark Still. 2nd by Scott Grissom. Passed Unanimously.

Comments:

5:30 p.m. EDT, September 7, 2004 will be the next conference call. Other calls were also scheduled for the second Tuesday of the month: October 5, November 2 and December 7, 2004.

September 24-26, 2004 will be the next face-to-face meeting to be held at Fraternity Headquarters.

Meeting adjourned at 9:35 a.m. EDST.

Respectfully Submitted:

Drew M. Thawley, CEO

Jonathan K .Burns, Grand Secretary

**MINUTES TO GRAND COUNCIL MEETING
CARMEL, INDIANA
September 24-25, 2004**

Call to Order: September 25, 2004 / 8:05 a.m. CDT

Roll Call: Mark Still, Grand Senior President; Scott Grissom, Grand Junior President, Jeff Hoffman, Grand Treasurer); Rich Ritter, Grand Marshal; Jonathan Burns, Grand Secretary; Mike Young, Grand Councilor; John Tilden, Grand Councilor; Matt Maurer, Undergraduate Grand Councilor; Chris Musbach, Undergraduate Grand Councilor; Nicholas Rexing, Undergraduate Grand Councilor.

Absent: Grand Treasurer Hoffman had to leave at 9:25 a.m. due to the hurricane in FL.

Guests: Drew Thawley, CEO ; Bob Kutz, Grand Historian; Dan Duncan, Director of Business Operations; Ed Lenane, Director of Leadership Programming.

Reports:

Monitoring Reports for 2.1, 2.2, 2.5 and 2.9 were provided to Grand Council for discussion and approval in Old Business.

| Old Business:

Motion to approve 9-7-04 Minutes made by Burns, seconded by Young. Passed unanimously.

Motion to revoke Psi Charter as a result of receiving a letter of charter surrender by the chapter HSP made by Grissom, seconded by Musbach.

| Discussion on relevance and purpose of Ends & Monitoring Reports. Noted that Monitoring Reports must prove that end was satisfied. Council wants CEO to avoid "boilerplate" reports. Reports ought to be a rough outline of what operational mechanisms were employed to meet Ends. Reports must also depict CEO's interpretation of Ends preceding report. The CEO Report ought to note exceptions to Policy and consistently convey financial status.

Motion to move Policy 2.1, "Treatment of Brothers" Policy to a semi-Annual report beginning the semi-annual cycle at the Feb, 2004 meeting made by Hoffman, seconded by Ritter. Passed with one Nae by Rexing.

Motion to change Policy 2.2, "Treatment of Chapters", to the same schedule as referenced above for Policy 2.1 made by Burns, seconded by Ritter. Passed with one Nae by Rexing

Note that CEO will place the timing of each Policy directly under the Policy Title in the Policy Book.

Motion to approve Monitoring Reports: 2.1, 2.2., 2.5, and 2.9 as submitted by CEO made by Ritter, seconded by Tilden. Passed unanimously.

New Business:

Motion made regarding Policy 3.5/ 2D, "Board Members' Code of Conduct"; Grissom as GJP to take responsibility for drafting a "conflict of interest clause" intended to clearly prevent conflicts of interest with regard to personal or professional benefit as a result of Board involvement, thus bringing Board into compliance with Policy 3.5/ 2D. Motion made by Burns, seconded by Musbach. Passed unanimously.

Motion to change "unbonded" to "uninsured" made by Grissom, seconded by Young. Passed unanimously.

Motion to have Hoffman as Grand Treasurer develop language to limit risk level for reserves in Policy 2.7/8 made by Burns, seconded by Grissom. Passed unanimously.

Discussion was had regarding CCI. Result of dialogue is to have Burns as Grand Secretary work on a Policy Statement addressing executive limitations for formalized relationship with Canine Companions for Independence.

Motion to identify the following Council members for purposes of the Linkage Plan made by Still, seconded by Maurer. Passed unanimously. :

U.G. Councilor #1 Chris Musbach
U.G. Councilor #2 Nick Rexing
U.G. Councilor #3 Matt Maurer
Grand Councilor #1 Mike Young
Grand Councilor #2 John Tilden

Motion to add "held accountable to our values as articulated in the *To Better the Man*" to Ends 1.1/c/a made by Burns, seconded by Maurer. Passed unanimously.

Motion to suspend rules for the purpose of having informal discussion on strategic visioning made at 10:35 a.m. Made by Grissom, seconded by Rexing. Passed unanimously.

Motion to resume rules made at 4:45 p.m. made by Grissom, seconded by REXING.
Passed unanimously.

Motion to have GSP Still capture the Ends and Policy work done by Council during
rules suspension made by Burns, seconded by Ritter. Passed unanimously.

Comments:

Meetings will continue on the second Tuesday of the month; October 5, November 2
and December 7, 2004.

Meeting adjourned at 4:55 p.m. CDT.

Respectfully Submitted:



Drew M. Thawley, CEO

Jonathan K. Burns, Grand Secretary

MINUTES TO GRAND COUNCIL CONFERENCE CALL

October 5, 2004

Call to Order: 4:30 CDT

Roll Call: Mark Still, Grand Senior President; Scott Grissom, Grand Junior President, Jeff Hoffman, Grand Treasurer; Rich Ritter, Grand Marshal; Jonathan Burns, Grand Secretary; Mike Young, Grand Councilor; John Tilden, Grand Councilor; Chris Musbach, Undergraduate Grand Councilor; Nicholas Rexing, Undergraduate Grand Councilor; Matt Maurer, Undergraduate Grand Councilor

Absent: No Grand Councilor was absent.

Guests: Bob Kutz, Grand Historian, Drew Thawley, CEO Fraternity, Ted Kocher CEO Foundation

Reports:

GSP Report

Review of Still's documentation of Ends related discussion during the 9-24-04 session. (attached A)

CEO Report

Debt Summary: *receivables: \$232k total / \$128 old*

Cash Position: *working cash of \$20,000.*

Reserves: *unchanged, equity inching upwards...keeping an active eye on it.*

October Report & Statement of Agreement numbers: *49 on time / 55 now*

Insurance Allocation *looks like it will be in the \$180-\$185 range*

Recruitment Numbers: *114 Bios received (30 unpaid) / 399 reported*

No exceptions to Executive Limitations

Reserves may need to be drawn upon due to initial insurance payment of roughly \$53k

Foundation CEO Report (*made at conclusion of New Business, and recorded here*)

Ted Kocher noted the recent solicitation projects underway and added that our brothers in Florida have not been solicited via phone due to the drastic hurricane impact in Florida. He concluded by mentioning that the Foundation Fundraising Task Force will be meeting in Carmel on October 16, 2004.

Old Business:

Past Meetings Minutes. Recommendation made to have minutes discussed and approved during next call due to continued editing.

Scott Grissom provided a draft of the Conflict of Interest Clause (attached B) to be considered for Policy Book. Suggestion was made that all Councilors review draft and provide Grissom direct feedback.

New Business:

Question raised by Mark Still, GSP, regarding the suggested changes found in his review (attached A) and reported on in the GSP Report.

Question raised by Jonathan Burns regarding the appropriate location for a policy or End addressing the formalized relationship between the Fraternity and CCI. Mark Still, GSP, to draft a Limitation that will read something similar to “shall not fail to establish and maintain relationship with CCI for the benefit of Ends 1.1A 1.c.”

Motion made by Scott Grissom to adopt the new Ends 1.1 A as proposed by Mark Still in his review (attached A) and edited during discussion. Policy is to read as follows:

Policy 1.1A Chapters

1. Alpha Sigma Phi will be comprised of strong, functioning Chapters meeting the highest levels of quality in the following areas of operations as measured by a consistent measurement tool:
 - a. Diversity
 - b. Scholarship
 - c. Membership Recruitment
 - d. Pledge Education
 - e. Ritual Education
 - f. Risk Management Education
 - g. Financial Management
 - h. Leadership and Brotherhood Development
 - i. Service and Philanthropy
 - j. Campus and Community Involvement
2. Each Chapter will have positive, active advisory support
 - a. Advisors will be formally trained
 - b. Advisors will have written expectations of performance
 - c. Advisors will receive at least annual feedback from the CEO or his designate on their performance and follow-on expectations
3. Each Chapter will maintain a positive, proactive, and mutually supportive relationship with their campus administration
4. Each Chapter will be risk management policy violation free

Seconded by Maurer. Passed unanimously.

Motion made to establish regular schedule of reviewing Ends through Monitoring Reports. Schedule would begin with newly approved 1.1 A

during the June meeting. Motion introduced by Jonathan Burns.
Seconded by Scott Grissom. Passed Unanimously.

Discussion had regarding Linkage Plan. Mark Still, GSP, charged Grissom
and Maurer with drafting a newly revised linkage plan.

Comments

Next Conference Call scheduled for November 2, 2004 at 5:30 EST

Meeting was adjourned at 5:30 pm, CDT

Respectfully Submitted:

A handwritten signature in cursive script that reads "Drew M. Thawley".

Drew M. Thawley, CEO

Jonathan Burns, Grand Secretary

A. Grand Council Visioning Session 24-25 September 2004

- Reviewed the Carver Model with Carolyn Bailey
 - ENDS statements must articulate:
 - What benefit
 - For whom
 - At what cost
 - Grand Council must focus on determining and then articulating **WHAT** the fraternity should look like in 2, 5, 10 years
 - It is up to the CEO to determine the **HOW**
 - Proves his progress in reaching the “what” described by the Grand Council through monitoring reports with enough detail to validate claims and provide due diligence data to the Council

- Agreed upon the three “Rs” of relevant, replicable and recognizable as the filters through which we will judge future activities and initiatives
 - **Relevance:**
 - To Customers
 - Incoming college men
 - Maybe joiners and never joiners on each campus
 - High School seniors planning to attend college
 - To Owners:
 - Alumni Brothers
 - Undergraduate Brothers
 - To Stakeholders:
 - Parents of current and potential members
 - The university administrations where we operate
 - The interfraternal community
 - **Replicable:**
 - Consistency of experience
 - Consistency across programs
 - Consistent resources and tools available to each chapter
 - Chapter standards of operation
 - Assessments and/or evaluations
 - Clear processes for standard chapter operations
 - Sustainability
 - Internal vs. external (**I don't recall what this related to...any ideas?**)
 - **Recognizable:**
 - Branding
 - Product placed outside competitions sphere of influence

- Perceived value
- Differentiate ourselves from:
 - Competition
 - Stereotypes
- Discussed the Millennial Generation and agreed to the following attributes and needs:
 - Attributes (those that favor a Greek experience are bolded)
 - **Team oriented**
 - **Ethics matter**
 - **Open minded and inclusive**
 - **More affluent**
 - Changing spending priorities
 - Highly supervised and scrutinized
 - Not highly disciplined
 - **Accepting of authority**
 - Positive outlooks on the world
 - **More spiritual vs. religious**
 - Empowered
 - **More aware of health issues (fitness, drugs, alcohol, STDs, etc.)**
 - **Take responsibility**
 - Competitive
 - Well rounded
 - Time constrained
 - Techno savvy
 - Needs (those that favor a Greek experience are bolded):
 - **Socialization**
 - **Acceptance/belonging/feeling of being valued**
 - **Conflict resolution skills**
 - **Individual and group accountability**
 - **Appropriate role models**
 - More free time
 - Time constrained (definitive start and stop times) activities
 - Learn to be selective about
 - Organizations they affiliate with
 - Activities they commit to
 - **Differentiate themselves from others**
 - **Self esteem/validation**
 - **Mechanisms/tools they can use to make a difference in their world**
 - **Consistent and inclusive recognition**
 - **Compete against goals, not each other**
 - **Advanced leadership skills**

- Agreed the chapter ENDS statement should focus on those areas the CEO can affect by working with the individual Chapters. Those items, such as expansion, will be moved to anew ENDS describing the state of the fraternity as a whole (see the holding pattern item below).
- Reworked the Chapter ENDS statement to read (draft):

Policy 1.1A Chapters

1. Alpha Sigma Phi will be comprised of strong, functioning Chapters meeting the highest levels of quality in the following areas:
 - a. Chapter operations as measured by the Standards of Excellence or similar assessment model
 - b. Diversity
 - c. Scholarship
 - d. Membership Recruitment
 - e. Pledge Education
 - f. Ritual Education
 - g. Risk Management Education
 - h. Financial Management
 - i. Leadership and Brotherhood Development
 - j. Service and Philanthropy
 - k. Campus and Community Involvement
 2. Each Chapter will have positive, active advisory support
 - a. Advisors will be formally trained
 - b. Advisors will have written expectations of performance
 - c. Advisors will receive at least annual feedback from the CEO or his designate on their performance and follow-on expectations
 3. Each Chapter will attain a positive, proactive, and mutually supportive relationship with their campus administration
 4. Each Chapter will be risk management policy violation free
- We placed the following items in the holding pattern for further consideration
 - END statement(s) for the National organization
 - Expansion
 - Technology to improve communications
 - Accounts Receivable
 - Substance free policy
 - Desired vs. mandatory?
 - Chapter operations model provided by Brother Dexter
 - Power to initiate for chartered Alumni Councils

B. Conflict of Interest Clause - DRAFT

Grand Council members, who have certain financial interests that may affect their impartiality in dealing with matters presented to the Grand Council for consideration may not vote or be a part of discussions on such matters. Such a conflict of interest exists for any individual who may receive a direct or indirect personal financial gain or who may gain unfair business advantage resulting from the confidential information provided to them as a member of the Grand Council. All possible conflicts of interest that you may have as a member of the Grand Council should be listed below as an open declaration of such conflicts.

Possible Conflicts: _____

Grand Council member: _____

Grand Council Member's Signature _____

Date: _____

MINUTES TO GRAND COUNCIL CONFERENCE CALL
November 2, 2004

Call to Order: 5:30 pm EST

Roll Call: Mark Still, Grand Senior President (joined the call at 5:38 and assumed leadership of call at that time); Scott Grissom, Grand Junior President (assumed leadership of call in lieu of Still at beginning of call), Jeff Hoffman, Grand Treasurer (joined at 5:40); Rich Ritter, Grand Marshal; Jonathan Burns, Grand Secretary; Mike Young, Grand Councilor; John Tilden, Grand Councilor; Chris Musbach, Undergraduate Grand Councilor; Nicholas Rexing, Undergraduate Grand Councilor; Matt Maurer, Undergraduate Grand Councilor.

Absent: No Member of the Grand Council was absent.

Guests: Drew Thawley, CEO; Bob Kutz, Grand Historian (joined call at 5:50)

Reports:

CEO Report given by Thawley:

- Recruitment numbers; received bios up 18% year over year while paid pledge fees are up just 13%
- Insurance billing and collections \$258k billed / \$69k collected (10/29/04)
- Cash flow; had to draw on reserves to cover initial insurance payment, roughly 1/3 of which to be repaid to reserves by November 10, the remainder before January 15.
- Receivables; Old Debt = \$123k / New Debt (less than one year old) = \$157

Grand Senior President's Report:

What would the GC be interested in hearing or learning at the joint meeting in February?

- Finances of the Foundation.
- High level breakdown provided by both Foundation and the Fraternity. (Thawley)
- Cost per dollar raised.
- What is the general "temperature" of fundraising these days.
- Information on a joint branding effort.
- Mark Still to present Thawley's September presentation to Fund Raising Task Force.
- Thawley to present overview of Leadership Programming.
- An Undergraduate GC to present a testimonial for each major program.

Grand Secretary's Report:

- Annual Report is in the works.

- Recommended that Grand Council Policies be placed on Web site in advance of the release of Annual Report.
- Draft distributed after conference call...feedback needed from Councilors in advance of next conference call, December 7, 2004

Fund Raising Task Force Report (Ritter):

Minutes to be made available from Foundation that will provide a review of the meeting.

Old Business:

Motion made by Burns to approve September minutes as proposed. Seconded by Grissom. Passed unanimously.

Motion made by Young to table the vote on October Minutes as proposed. Seconded by Hoffman. Passed unanimously. Vote on minutes will be taken subsequently by electronic means.

Hoffman working on motion from September meeting which read: "Motion to have Hoffman as Grand Treasurer develop language to limit risk level for reserves in Policy 2.7/8 made by Burns, seconded by Grissom. Passed unanimously."

Motion made by Grissom to adopt Conflict of Interest Clause and have it represented in the Policy Book as proposed. Seconded by Maurer. Passed unanimously.

New Business:

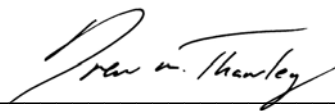
All Councilors are to complete the Conflict of Interest Clause and mail or fax to Thawley for official filing.

Grissom provided Linkage Plan Draft and has allowed for a two week feedback period. All feedback to Grissom.

Lawrence Tech Re-chartering scheduled for November 10, 2004. Grissom and Ritter to determine which of the two will attend.

Conference Call adjourned by Still at 6:38 EST.

Respectfully Submitted:



Drew M. Thawley, CEO

Jonathan Burns, Grand Secretary

MINUTES TO GRAND COUNCIL CONFERENCE CALL
December 8, 2004

Call to Order: 5:30 pm EST

Roll Call: Mark Still, Grand Senior President; Scott Grissom, Grand Junior President, Jeff Hoffman, Grand Treasurer (joined at 5:55); Rich Ritter, Grand Marshal; Jonathan Burns, Grand Secretary; John Tilden, Grand Councilor; Chris Musbach, Undergraduate Grand Councilor; Matt Maurer, Undergraduate Grand Councilor.

Absent: Mike Young, Grand Councilor; Nicholas Rexing, Undergraduate Grand Councilor.

Guests: Bob Kutz, Grand Historian; Drew Thawley, CEO; Albie Bell, Chapter Leadership Consultant; Will Lasher, Chapter Leadership Consultant; Mike Post, Chapter Services Director.

Reports:

GJP Report given by Grissom:

Introduced newly edited Linkage Plan for review, comment and role assignment. Additional edits were recommended during discussion. Motion to approve Plan moved to "New Business" for vote. Grissom to send Thawley fully edited copy for inclusion in Board Book to be distributed at February Meeting.

Still volunteered to draft Executive Limitation addressing the involvement of the CEO in the development of the Annual and Semi-Annual Reports.

Regarding the Online Discussion element of Linkage Plan, Tilden and Musbach were appointed by Still to fulfill requirements for Online Discussion requirement of Plan.

Hoffman & Rexing to work with Thawley to better understand the application of existing survey mechanisms.

Grand Secretary's Report given by Burns:

Annual Report is nearing completion. To be posted on web site immediately and then distributed via US Postal Service in first two weeks of January, 2005.

CEO Report given by Thawley:

See attached.

Grand Senior President's Report:

No official report beyond the introduction of the Dissolution of Trust Agreement which will be introduced in New Business.

Old Business:

Lawrence Tech re-chartering was attended by Ritter, Thawley, Kocher and Bell. Huge success with over 100 brothers in attendance.

Motion made by Grissom to approve November minutes as proposed. Seconded by Maurer. Passed unanimously.

Hoffman working on motion from September meeting which read: "Motion to have Hoffman as Grand Treasurer develop language to limit risk level for reserves in Policy 2.7/8 made by Burns, seconded by Grissom. Passed unanimously."

New Business:

Motion made by Grissom to approve Ownership Linkage Plan with edits made during GJP Report. Seconded by Tilden. Passed unanimously.

Suggestion made by Hoffman to give Ritter the assignment of drafting a "Use of Insignia" policy to be considered for a Grand Council resolution. Thawley to provide Ritter language and intent. Thawley to pursue language for arranging a contractual insignia agreement with Alpha Sigma Phi Educational Foundation.

Motion made by Grissom to approve GCA Recommendations as submitted to Grand Council in 12-1-04 memo. Seconded by Musbach. Passed Unanimously.

The following men were approved and will receive official notice:

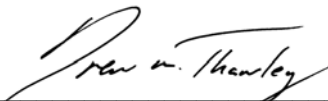
Karl Shrom, Epsilon '95	GCA, Ohio Wesleyan, Epsilon
Gary Abel, Beta Epsilon '72	GCA, Lehigh, Beta Epsilon
Bob Cabello, Gamma Upsilon '70	GCA, Miami, Gamma Theta
Rob Ritz, Beta Omicron '86	GCA, Tri-State, Beta Omicron
John Heyboer, Delta Phi '96	GCA, Grand Valley, Delta Phi
Don Noverini, Delta Chi '00	GCA, Elmhurst, Delta Chi
Ken Kulas, Epsilon Lambda '02	GCA, Hartford, Epsilon Lambda

Legislative Agenda items addressing the Dissolution of Trust Agreement as proposed by Ted Kocher on behalf of the Educational Foundation was introduced by Still. Discussion brought up concern, obviating the need to discuss further.

Motion made by Grissom to table the Dissolution of Trust Agreement proposal. Seconded by Ritter. Passed unanimously. NOTE: All input to Still by December 15.

Next Conference Call scheduled for January 11 at 5:30 EST.
Conference Call adjourned by Still at 6:57 PM EST.

Respectfully Submitted:



Drew M. Thawley, CEO

Jonathan Burns, Grand Secretary

MEMORANDUM

DATE: December 1, 2004
TO: Grand Council
FROM: Drew Thawley
RE: CEO Report for December 8 Conference Call

As the academic year is now in full swing and the extremely busy month of January is upon us, there is plenty of activity taking place at headquarters. Below are a few items:

FINANCE

- '03-'04 Audit should have arrived to each Councilor via US Postal Mail in advance of call. We will review important take-aways on the call.
- We are being very conservative this year to try and reduce expenses so we will have a positive margin next year. As always, cash is very tight.
- We have changed our staff's insurance provider to reduce expenses nearly \$20k. This has allowed us to start an employee retirement 401k plan; into which ASP will contribute just 1% of employee annual salary.
- The Reserve Draw we needed to do a month ago has been largely replenished. We drew \$45k, have replaced \$30k and will place another \$20k into Reserves in December and January.
- We have moved Ed Lenane's previous monthly salary off of the personnel expenses as of Nov 30. Our monthly commitment to Tom Hinkley is 50% complete; he will be on our active payroll through February.
- Of the 380 Bio Forms received to date, 240 (63%) have arrived with Pledge Fees paid. More detail on this item below.

GROWTH

- We performed five recruitment symposiums this year to work with our existing chapters on building their membership. We also performed three chapter "interventions" which is essentially a chapter specific recruitment workshop.
- We are supplying chapters with recruitment brochures to assist in their efforts and continually provide recruitment guidance in our standard communications.
- Our chapters recruited 380 (bios received to date) men this fall, exclusive of colonizations. This is up 17.5% yr/yr.
- Rechartered Gamma Psi at Lawrence Tech. in November.
- We closed one colony and one interest group in November.
 - Millersville Colony was closed due to internal division over the use of alcohol. The group agreed to disband.

- York College Interest Group had members haze new recruits. The severity of the hazing coupled with a pending university suspension made my decision simple.

SERVICES

- Stuart Spisak's new job has precluded him from being our contracted consultant for the Relevance Research Project. Ed Lenane will be executing the Project and is an excellent choice for the research phase.
- I have developed a Work Flow that clearly defines staff roles as they relate to my personal One Page Performance Plan, and in turn, the Ends that you have provided me as guidance.
- I have chosen to focus some resource on the usefulness of the web site. The Leadership programming and Resources pages have been, or are being, significantly updated.
- As Albie Bell leaves staff on December 15, Steve Latour has been hired as a CLC with a Chapter Advisory Team (CAT) focus. He will be focused on developing 12 CAT's with an objective making the GCA a main contact for those chapters.

LEADERSHIP PROGRAMS

- Staff has hosted and facilitated four chapter specific retreats at the Fraternity Headquarters Facility this fall. This has become a popular activity for chapters, and while it requires the staff to work more weekends, gives us far more impact than a tradition CLC visit.
- Dan Duncan is narrowing in on our 2006 Grand Chapter site. Currently negotiating with two properties in Charlotte, NC.
- Burns Institute will be held at five regional locations January 14-16.
- Two Academies will be held in January 7-9 and 28-30. The first is a joint GCA/HSP Academy while the second is only for HSP's.

ALUMNI

- We are continuing our focus on identifying a strong advisor before we begin the process of opening a new group. Candidates have been identified at Clemson, NC State, Minnesota State.
- The *Tomahawk* will be distributed in the coming weeks.

MONITORING

- I very much so look forward to more robust monitoring reports. The call for more detail and quantifiable analysis of our progress and my performance has been heard. In preparation for the important monitoring reports due in February, I have begun assembling data that I am confident will put us on the right track and very accurately detail my progress against the End Statements you have provided me.

Finally, Dan Duncan, Mike Post and I were in Los Angeles for the Annual AFA (Assoc. of Fraternity Advisors)/NIC Meeting from November 30 to December 5. This meeting is a

perennial contributor to our expansion inroads and our reputation as a staff that is committed to the important relationship between Fraternity Headquarters and the University administration.

As a part of this conference, FEA (Fraternity Executives Assoc.) met for one full day. I was active in all necessary sessions, and have begun playing a noticeable role in the FEA forum.

Respectfully submitted.

**RESOLUTION OF THE GRAND COUNCIL
OF ALPHA SIGMA PHI FRATERNITY**

WHEREAS, Alpha Sigma Phi Educational Foundation (the "Trust") is a charitable trust and a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Trustees of the Trust intend to terminate the Trust and transfer all the funds and property in and to which the Trust has any right, title or interest to Alpha Sigma Phi Educational Foundation, Inc. (the "Corporation"), a nonprofit corporation that is a tax-exempt organization described in Code section 501(c)(3) and is organized for the charitable and educational purposes set forth in Section 1.03 of the Trust Agreement made and entered into at Los Angeles, California, on December 6, 1945, between Alpha Sigma Phi Fraternity, Inc., and Paul Fussell, William C. Mullendore, and Wesley M. Hine (the "Trust Agreement"); and

WHEREAS, Sections 5.02 and 5.03 of the Trust Agreement provide that the Grand Council of Alpha Sigma Phi Fraternity (the "Grand Council") must approve the termination and transfer described in the immediately preceding paragraph;

NOW, THEREFORE, BE IT RESOLVED by the Grand Council as follows:

(1) Pursuant to Section 5.02 of the Trust Agreement, the Grand Council approves the termination of the Trust, such approval to be effective December 31, 2004; and

(2) Pursuant to Section 5.03 of the Trust Agreement, the Grand Council approves the payment and transfer to the Corporation of the entire fund held by the Trust, together with all other property, real or personal, in or to which the Trust has any right, title or interest, such approval to be effective December 31, 2004.

MINUTES TO GRAND COUNCIL CONFERENCE CALL
December 29, 2004

Call to Order: 7:02 pm EST

Roll Call: Mark Still, Grand Senior President; Scott Grissom, Grand Junior President, Jeff Hoffman, Grand Treasurer (joined at 7:10); Rich Ritter, Grand Marshal; Jonathan Burns, Grand Secretary; John Tilden, Grand Councilor; Chris Musbach, Undergraduate Grand Councilor; Matt Maurer, Undergraduate Grand Councilor; Nicholas Rexing, Undergraduate Grand Councilor.

Absent: Mike Young, Grand Councilor.

Guests: Drew Thawley, CEO (was off call from 7:05-7:10).

Reports:

GSP Report given by Still:

Still brought Council up to speed on recent developments pertaining to the Grand Council's request to the Educational Foundation Trustees.

Discussion was entertained on the Dissolution proposal. Discussion lasted until 8:00PM.

Old Business:

Motion made by Burns to approve the Dissolution of Trust Agreement as proposed by Ted Kocher on behalf of the Educational Foundation Trustees (attached below).

Seconded by Hoffman. Discussion consisted of a reading of the Dissolution of Trust Agreement by Still. Vote results: Six in favor / two against / zero abstentions.

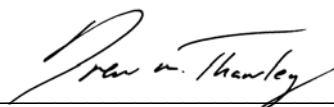
New Business:

No New Business

Next Conference Call scheduled for January 11 at 5:30 EST.

Conference Call adjourned by Still at 8:07 PM EST.

Respectfully Submitted:



Drew M. Thawley, CEO

Jonathan Burns, Grand Secretary

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