



ALPHA SIGMA PHI FRATERNITY, INC.

**to BETTER the MAN.**

### Grand Council Minutes – January 21, 2016

**Call to Order (Proctor):** Called to Order at 8:00 PM ET.

**Roll Call (Rusk):**

**Present:** Grand Historian Duncan; Undergraduate Grand Councilor Dunnigan; Undergraduate Grand Councilor Harris, Grand Marshall Hughes (late); Grand Historian Emeritus Kutz; Grand Councilor Orendi, Grand Senior President Proctor; Grand Secretary Rusk; and Grand Councilor Waters

**Guests:** Fraternity President & CEO Heminger & Fraternity VP Humburger

**Absent:** Grand Treasurer Brown; Undergraduate Grand Councilor Geiselhart; Grand Councilor Grissom; Grand Councilor Hoffman; Grand Junior President Mauer and General Counsel Schwartz

**Reports:**

1. **GSP Report (Proctor):** Report provided in writing prior to meeting for review. No questions/clarifications.
2. **CEO Report (Heminger):** Report provided in writing prior to meeting for review.
  - a. Q: Brother Harris – How are inquiries into the undergrad council positions going? A: Brother Heminger - A total of Two (2) applications received so far, with more expected.
  - b. Q: Brother Waters – Please clarify the Alumni Engagement and Housing Focus shift potential? A: Brother Heminger - CLVEN may move into a more active role of managing chapter houses. Discussion topic for the tri-board meeting in February.

- c. Q: Brother Orendi – What were the take away items from last week’s TBTM?  
A: Brother Heminger - Having eight (8) officers together seemed to work well, especially with goals and accountability. Pre and post assessment results will be shared in February. Finally, having 100% of chapters holding a Staff Consultation.
- d. Q: Brother Orendi – Did the finance payment change issue come up at all?  
A: Brother Heminger - NO.
- e. Q: Brother Proctor – How does staffing for the future look? A: Brother Heminger - Should be good, especially with Danny and Liz focused on the alumni and programming.
- f. Q: Brother Waters – How did staff identify 45 chapters to be assigned to staff members (Scott R and Carlton)? A: Brother Heminger - We tried to divide up chapters for attention, without over burdening either with too many issues.

**3. Foundation Report (Hoffman):**

- a. Due to the absence of Brother Hoffman, Brother Heminger provided the following update:
  - i. The Capital Campaign Feasibility Study status draft has been compiled by the external firm. It is planned to review the study in full at February Tri-board meeting. The staff and the external firm are currently identifying next steps that may make sense in order to meet the 2020 plan.

**4. General Counsel Report (Schwartz):**

- a. Due to the absence of Brother Schwartz, Brother Heminger provided the following update:
  - i. Berkeley continues. Working with Upsilon alumni to regain full ownership of the property at Penn State. No new issues.

**Old Business:**

- 1. **Approval of Minutes, November 19, 2015 (Rusk).** Brother Rusk made a motion to approve the minutes as written, with the caveat that Brother Rusk resign his role as Grand Secretary and Brother Hoffman be elected to the position by unanimous consent. There was no second. Motion failed.

2. **Approval of Minutes, November 19, 2015 (Rusk).** Brother Rusk made a motion to approve the minutes as written, seconded by Brother by Harris. Approved by unanimous vote.

**New Business:**

1. **Monitoring Reports 2.0, 2.6 and 2.7 (Heminger):** Brother Waters made a motion to approve the reports as written, seconded Brother Hughes. Approved by unanimous vote.
2. **Monitoring Reports 4.0, 4.1, 4.2, 4.3 and 4.4 (Proctor):** Brother Harris made a motion to approve the reports as written, seconded by Brother Rusk. Approved by unanimous vote.

**Good of the Order (All)**

**Adjournment:** Brother Waters moved to adjourn, seconded by Brother Orendi. Approved by unanimous vote.

**Adjourned at 8:18 PM ET**

**Minutes of the Grand Council Meeting  
February 15, 2016**

**Call to order:** 8:00 PM Eastern Time by Grand Senior President Proctor

**Roll Call (Proctor):**

**Present:** Grand Senior President Proctor; Grand Junior President Maurer; Grand Marshal Hughes; Grand Treasurer Brown; Grand Councilor Waters; Grand Councilor Grissom; Grand Councilor Hoffman; Grand Councilor Orendi; Grand Councilor Harris; Grand Councilor Dunnigan; General Counsel Schwartz; Grand Historian Kutz; and Grand Historian Designee Duncan

**Absent:** Grand Councilor Geiselhart; Grand Secretary Rusk

**Guests:** President/CEO Gordy Heminger; Vice President Humberger

**New Business**

1.  Motion to approve a Grand Council Resolution to restrict the use of the White Robe in all ritualistic ceremonies, and instead utilize the White Stole, until Grand Chapter and the Delegates debate the issue. Motion by Brother Orendi, seconded by Brother Maurer. Motion passed by roll call vote.

Meeting Adjourned at 8:54PM Eastern Time.

**Respectfully Submitted:**

**Jeff Hoffman  
Acting Grand Secretary**

**Minutes of the Grand Council Meeting  
February 27, 2016**

**Call to order:** 9:00 AM Pacific Time by Grand Senior President Proctor

**Roll Call :**

**Present:** Grand Senior President Proctor; Grand Junior President Maurer; Grand Marshal Hughes; Grand Secretary Rusk; Grand Treasurer Brown; Grand Councilor Waters; Grand Councilor Grissom; Grand Councilor Hoffman (in Foundation Meeting); Grand Councilor Harris; Grand Councilor Dunnigan; General Counsel Schwartz; Grand Historian Kutz; and Grand Historian Designee Duncan

**Absent:** Grand Councilor Geiselhart; Grand Councilor Orendi

**Guests:** Senior Director of Alumni Engagement, Danny Miller

**Reports:**

- GSP Report – Several individuals communicated about the recent Grand Council decision regarding the White Robe
- General Counsel Report – Assisted staff with CLVEN business plan and legal structure; Reviewed Texas master lease; Involved in discussions regarding Penn State chapter house ownership; Working through issues with the City and University of Michigan chapter.

**Old Business:**

- Approval of Minutes, January 28, 2016: Motion to approve by Brother Rusk, seconded by Brother Maurer. Motion passed by unanimous voice vote.
- Approval of Minutes, February 15, 2016: Motion to approve by Brother Rusk, seconded by Brother Waters. Motion passed by unanimous voice vote.

**New Business:**

- Monitoring Reports 3.5, 3.6 and 3.7. Motion to approve the reports as submitted by Brother Hughes, seconded by Brother Brown. Motion passed unanimously by voice vote.
- Grand Council Selection Rubric. Will be voted on at the March meeting. Past Grand Senior President Ritter attempting to find to give to Grand Senior President Proctor.
- Nominations Committee: Motion to Approve the appointments of Past Grand Senior President Ritter and Past Grand Senior President Garvey as Advisor to the Nomination Committee by Brother Grissom, seconded by Brother Maurer. Motion passed unanimously by a voice vote.
- Undergraduate Grand Councilor Harris will be Chairman of the Nominations Committee and the Committee will determine a Vice-Chairman. Brother Dunnigan is not eligible to serve as he is joining staff this summer and Brother Geiselhart is out of the country.

- Undergraduate Grand Councilor Search Committee. Motion to appoint Brother Maurer and Brother Hughes as Co-Chair of the committee by Brother Dunnigan, seconded by Brother Rusk. Motion passed unanimously by a voice vote.
- Charter Recommendation – University of Connecticut. Motion to approve the Re-Chartering of the University of Connecticut by Brother Rusk, seconded by Brother Waters. Motion passed unanimously by voice vote.
- Charter Recommendation – University of Colorado – Colorado Springs. Motion to approve the Chartering by Brother Grissom, seconded by Brother Brown. Motion passed unanimously by voice vote.
- Assessment Update. A high-level assessment update was provided by Danny Miller with results from Responsible Sig, Better Man Weekend and the Burns Leadership Institute provided.

Meeting Adjourned for Session with all Boards at 10:10AM.

**Call to order:** 2:46 PM Pacific Time by Grand Senior President Proctor

**Roll Call :**

**Present:** Grand Senior President Proctor; Grand Junior President Maurer; Grand Marshal Hughes; Grand Secretary Rusk; Grand Treasurer Brown (in CLVEN Meeting); Grand Councilor Waters; Grand Councilor Grissom; Grand Councilor Hoffman (in Foundation Meeting until 3:30pm); Grand Councilor Harris; Grand Councilor Dunnigan; General Counsel Schwartz; Grand Historian Kutz; and Grand Historian Designee Duncan

**Absent:** Grand Councilor Geiselhart; Grand Councilor Orendi

**Guests:** President & CEO, Gordy Heminger and Senior Director of Alumni Engagement, Danny Miller

**Reports:**

- CEO Report – written report submitted

**New Business:**

- Monitoring Reports 2.4 and 2.5. Motion to approve as submitted by Brother Maurer, seconded by Brother Harris. Motion passed unanimously by a voice vote.
- Grand Chapter Charges. Motion to approve the charges as amended with a new charge relative to a resolution regarding veteran status and fees by Brother Maurer, seconded by Brother Dunnigan. Motion passed unanimously by a voice vote.

**Reports:**

- Foundation Report – Fraternity Grant approved (\$527,000) and Proposed Capital Campaign approved.

**New Business Cont:**

- Resolution to indicate “enthusiastic support for the Foundation plan to conduct a 20 million dollar capital campaign.” Motion by Brother Waters, seconded by Brother Maurer. Motion passed unanimously by a voice vote.
- Resolution to indicate “support for the CLVEN business plan and the transition away from house corporations.” Motion by Brother Waters, seconded by Brother Rusk. Motion passed unanimously by a voice vote.
- Motion to create a temporary committee, with Brother Hoffman as Chairman, to discuss Relevancy. Motion by Brother Grissom, seconded by Brother Waters. Motion passed unanimously by a voice vote.

Meeting Adjourned at 3:58PM Pacific Time.

**Respectfully Submitted:**

**Rodney Rusk  
Grand Secretary**

## Minutes of the Grand Council Meeting

March 23, 2016

**Call to Order:** Meeting called to order at 8:01 pm by Brother Maurer.

### **Roll Call:**

**Present:** Grand Junior President Maurer; Grand Marshal Hughes; Grand Secretary Rusk; Grand Treasurer Brown; Grand Councilor Orendi; Undergraduate Grand Councilor Harris; and General Counsel Schwartz.

**Absent:** Grand Senior President Proctor; Grand Councilor Hoffman; Grand Councilor Waters; Grand Councilor Grissom; Undergraduate Grand Councilor Dunnigan; Undergraduate Grand Councilor Geiselhart; Grand Historian Kutz; and Grand Historian Designate Duncan

**Guests:** Fraternity President & CEO Heminger and Fraternity Vice President Humburger

**Quorum Call:** Brother Rusk reviewed the roll call. It was determined, that the Grand Council had a Quorum of voting Grand Councilors and the meeting proceeded.

### **Good of the Order:**

- Grand Chapter Registration is now open – All Grand Councilors should register online and plan to arrive Wednesday evening as the Grand Council meets at 10:00am on Thursday.
- University of Connecticut Chartering (April 23th) – Need a volunteer
- Colorado Springs Chartering (April 30<sup>th</sup>) – Need a volunteer
- Donor Calls – Please complete by April 15, 2016 and let Gordy know once completed.

### **Reports:**

- GSP Report (Maurer)
  - No Report.
- March CEO Report (Heminger) – written report submitted.
- Foundation Report (Heminger)
  - Tom Hinkley has joined the team to lead the Capital Campaign.
  - Goal to talk to every member of Grand Council, CLVEN, Foundation Board, Board of Advisors, Past GSP and Past CEO before Grand Chapter.
- General Counsel Report (Schwartz)
  - No new legal issues have arisen.
- Relevance Committee Report (Heminger)
  - Brother Hoffman is recruiting members for the committee and will have more information at the next Grand Council Meeting.
- Undergraduate Grand Councilor Positions (Hughes)
  - 14 Applicants.
  - Sorting through applications and will have committee arrange phone interviews.

### **Old Business:**

- Approval of the Minutes from February 27, 2016. Motion to approve by Brother Rusk, seconded by Brother Brown. Passed by unanimous voice vote.



**New Business:**

- Monitoring Reports 2.3 (Heminger)
  - Motion to approve Brother Rusk, seconded by Brother Orendi. Passed by unanimous voice vote.
- Monitoring Reports 3.0; 3.1; 3.2; 3.3 and 3.4 (Proctor)
  - Reports not received. Motion to table the Reports to the April meeting by Brother Harris, seconded Brother Orendi. Passed by unanimous voice vote.
- Chartering Recommendation of Delta Theta (Humberger)
  - HQ Staff thought the group was ready to charter for about 6-8 months. But they are just now submitting for consideration.
  - Motion to Approve by Brother Rusk, seconded by Brother Hughes. Passed by unanimous voice vote.

**Adjournment of Regular Meeting:** The regular meeting was adjourned by consensus at 8:22 PM ET

**Special Session of Grand Council:** Special Session convened at 8:22 PM ET

- Meeting called for the consideration of Grand Council Rubric adoption (all current Grand Councilors up for re-election departed, including the Grand Secretary).
- Results below submitted by Fraternity President & CEO Heminger to the Grand Secretary for inclusion in the minutes:
  - Grand Councilor Rubric approved unanimously. Motion by Brother Brown, seconded by Brother Hughes.
  - Brother Maurer stressed rubric confidential and not be shared outside of committee and now that rubric passed, this will be the evaluation method used by the Committee.

**Special Session Adjournment:** The Special Session adjourned at 8:29 PM ET

Respectfully Submitted,

*Rodney Rusk*, Grand Secretary

## Minutes of the Grand Council Meeting

April 21, 2016

**Call to Order:** Meeting called to order at 8:01 pm by Brother Mauer.

### **Roll Call:**

Present: Grand Senior President Proctor (arrived late); Grand Junior President Maurer; Grand Marshal Hughes; Grand Secretary Rusk; Grand Treasurer Brown; Grand Councilor Orendi; Grand Councilor Hoffman; Grand Councilor Grissom; Grand Councilor Waters; Undergraduate Grand Councilor Harris; Grand Historian Kutz.

Absent: Undergraduate Grand Councilor Dunnigan; Undergraduate Grand Councilor Geiselhart; General Counsel Schwartz; and Grand Historian Designate Duncan

Guests: Fraternity President & CEO Heminger and Fraternity Vice President Humburger

### **Reports:**

- GSP Report (Proctor)
  - Will call an Executive Session to discuss the Nominations Committee
- CEO Report (Heminger) – written report submitted.
  - Grand Chapter is sold out for Undergraduates as hotel is at capacity.
  - Fewer chapters will not be in good financial standing this year at Grand Chapter than the 2014 Grand Chapter. Those not in good standing will be notified by May 15.
  - Approximately 25%-35% of GCA's either elect not to renew or we elect to move in a different direction.
- Foundation Report (Hoffman)
  - Discussing leadership transition for the Foundation which should be announced at Grand Chapter.
  - Capital campaign (silent phase) is underway and progress is being made.
- General Counsel Report (Schwartz)
  - No report.
- Relevance Committee Report (Hoffman)
  - Brother Hoffman is recruiting members for the committee and Grand Councilor Hughes and Past Grand Senior President Dexter have agreed to serve.
- CR&L Committee Report (Waters)
  - 7 of 10 charges approved by committee. Charge regarding affiliation transfers was defeated and will not be introduced at Grand Chapter.
- Undergraduate Grand Councilor Search Committee (Hughes)
  - Three definite invites to Grand Chapter for face-to-face interview; A few more interviews to conduct and interviews should be concluded in next few weeks.

### **Old Business:**

- Approval of the Minutes from March 24, 2016. Motion to approve by Brother Rusk, seconded by Brother Grissom. Motion passed unanimously by a voice vote.

- ☐ Monitoring Reports 3.0, 3.1, 3.2, 3.3 and 3.4. Motion to accept the Monitoring Reports as submitted by Brother Waters. Second by Brother Grissom. Motion passed unanimously by a voice vote.

**New Business:**

- ☐ Motion to form the Audit Committee by Brother Brown. Second by Brother Waters. Motion passed unanimously by a voice vote.
- ☐ Motion to add as a Charge to the CR&L Committee to amend the constitution and bylaws relative to the term for an Undergraduate Grand Councilor from 2 years to 1 year. Motion made by Brother Grissom, seconded by Brother Maurer. Motion passed unanimously by a voice vote.
- ☐ Motion to approve the Chartering Recommendation for the Georgia Southern Colony. Motion by Brother Grissom, seconded by Brother Waters. Motion passed unanimously by a voice vote.
- ☐ Motion to approve the request of Steve Latour for dual membership with Sigma Tau Gamma because this is an alumnus request and it directly relates to Brother Latour's job responsibilities. Motion to approve Brother Waters, seconded by Brother Hughes. Motion passed unanimously by a voice vote.

Grand Council entered into an Executive Session (staff and four incumbents left the call) to discuss the Nominations Committee.

Grand Council meeting adjourned at 9:01pm.

Respectfully Submitted,

***Rodney Rusk***, Grand Secretary

## Minutes of the Grand Council Meeting Call

May 19, 2016

**Call to Order:** Meeting called to order at 8:03 pm EDT by Brother Proctor. Mike Waters was drafted to act as Secretary.

### Roll Call:

Present: Grand Senior President Proctor; Grand Junior President Maurer; Grand Treasurer Brown; Grand Councilor Orendi; Grand Councilor Hoffman; Grand Councilor Grissom; Grand Councilor Waters; Undergraduate Grand Councilor Harris; Grand Historian Designate Duncan

Absent: Grand Marshal Hughes; Grand Secretary Rusk; Undergraduate Grand Councilor Dunnigan; Undergraduate Grand Councilor Geiselhart; General Counsel Schwartz; and Grand Historian Kutz

Guests: Fraternity President & CEO Heminger and Fraternity Vice President Humburger

### Reports:

- GSP Report (Proctor)
  - GSP Proctor and CEO Heminger are working on this year's CEO Performance Evaluation and Variable Compensation Plan, as well as a framework for next year. It is expected to be issued for the June call meeting.
- CEO Report (Heminger) –
  - The GCA replacement rate was discussed at the last meeting. Data shows the rates to be:
    - 2010 35% did not return
    - 2012 34% did not return
    - 2014 32% did not return
    - 2016 26% did not return
  - Of those who did not return, about 50% identified replacements.
  - The Strategic Plan was previously reported to be on track except for Service and Philanthropy. Since then, there has been approximately a 50% increase in Service Hours, and approximately 70% increase in dollars raised since last academic year.
  - Grand Chapter Registration is closed for students and is sold out.
  - Alumni MAY bring more charges to CR&L Committee. If there are extended discussions at Grand Chapter Plenary Sessions, it is possible there will not be a Ritual Exemplification Initiation Ceremony to provide the extra time. The deadline is 20 May 2016 for submitting proposed charges.
- Foundation Report (Hoffman)
  - No report.
- General Counsel Report (GSP for Schwartz)
  - Two cases are being followed.
    - Theta (Univ of Michigan) and City Council are discussing noise from chapter. Nothing new to report. As a result of incidents, two men were evicted.

- Upsilon. Investigating removing the property manager and returning ownership of the house to the Fraternity (Upsilon House Corporation or CLVEN)
- Audit Committee (Brown)
  - First meeting was held 19 May 2016. Agenda included reviewing the Plan with auditor Alerding. Field reviews are scheduled for 9-10 June, and 22-23 August. An initial report to Management should be done 4 September 2016
- Undergraduate Grand Councilor Search Committee (Maurer)
  - Interviews have concluded and process is on track for invites to Grand Chapter for face-to-face interview.
- CR&L Committee (Waters)
  - Constitutional Charges approved to move forward include:
    - Class of Membership. Undergraduate to Student.
    - National to International.
    - FIPG Risk Management to Alpha Sigma Phi Risk Management Policy.
    - Colony to Provisional Chapter, including Pledge Ceremony
    - Add individual Members to responsibility to protect esoteric content.
    - Eliminate duplication between Constitution and By Laws.
  - Charges NOT approved to move forward include:
    - Affiliation: Transferring Member should not be subject to vote by gaining chapter. (Leave as is: Subject to gaining chapter approval).
  - Other Charges approved:
    - Adjust Constitution and ByLaws to reflect legislation passed.
    - Correct spelling and grammatical errors.
    - Grand Chapter Rules (basically same as last Grand Chapter).
    - Delegate Credentials: Good standing (not in Review or Suspension) and less than \$500 in debt. Probation or Warning are still OK.
    - Ritual: Role of White Robe. Change to White Stole on Black Robe.
    - Resolution encouraging chapters to discount membership fees for Veterans (does not reduce chapter payment to HQ).
    - Change Undergraduate Grand Council Member terms from two years to one year.
- Relevance Committee (Hoffman)
  - Getting volunteer members forming committee. Multiple issues to be discussed.

### **Old Business:**

- Approval of the Minutes from 21 April 2016 call meeting. Brother Hoffman moved, and Brother Grissom seconded, to approve the minutes. Motion passed unanimously by a voice vote.

### **New Business:**

- Monitoring Reports 2.4 Financial Planning and 2.5 Financial Condition. Submitted by CEO Heminger. Brother Brown moved, and Brother Hoffman seconded to accept the Monitoring Reports as submitted. CEO Heminger answered questions relating to budget surplus changes for next year, governance budget changes based on Undergraduate training and

travel, CLEVEN purchase of Delta Rho house being sold by alumni owners, and Tri-Board meeting expenses. Motion passed unanimously by a voice vote.

**Good of the Order:**

- Registration for Grand Chapter. Only one Member (not named) has not registered.

**Adjournment:**

- Brother Grissom moved, and Brother Orendi seconded, to adjourn. Motion passed unanimously by a voice vote. Grand Council meeting adjourned at 8:30 pm EDT.

Respectfully Submitted,

A handwritten signature in black ink that reads "MK Waters". The signature is written in a cursive style and is positioned above the printed name.

***Mike Waters***, Grand Councilor

## Minutes of the Grand Council Meeting Call

June 2, 2016

**Call to Order:** Meeting called to order at 8:00 pm EDT by Brother Proctor.

### **Roll Call:**

**Present:** Grand Senior President Proctor; Grand Junior President Maurer; Grand Treasurer Brown; Grand Councilor Orendi; Grand Councilor Waters; Undergraduate Grand Councilor Harris; Undergraduate Grand Councilor Dunnigan; General Counsel Schwartz; Grand Historian Kutz and Grand Historian Designate Duncan

**Absent:** Grand Marshal Hughes; Grand Secretary Rusk; Grand Councilor Hoffman; Grand Councilor Grissom; Undergraduate Grand Councilor Geiselhart;

**Guests:** Fraternity President & CEO Heminger

### **New Business:**

Purpose of the call was to review the 15 proposed constitutional changes submitted on May 20, 2016 by Past Grand Senior President Ritter, at the suggestion of Grand Councilor Waters. Grand Senior President Proctor stressed that the CR&L Committee would be charged with thoroughly reviewing and discussing all 15 charges and the role of the Grand Council was to determine whether to endorse the charges and provide feedback to the CR&L Committee.

All 15 proposed constitutional changes were discussed individually by the Grand Council. There was no stated support by any member of the Grand Council for any of the 15 proposed constitutional changes.

There was no interest by any member of the Grand Council to divide the proposed constitutional changes for a vote and instead the proposed constitutional changes were voted on as a collective. Motion to not endorse any of the 15 proposed constitutional changes by Brother Harris, second by Brother Dunnigan. Motion carried unanimously. Grand Councilor Waters will share the Grand Council's decision and concerns with the CR&L Committee. Grand Senior President Proctor stressed that he wanted to make sure the CR&L Committee carefully considered all of the proposed changes and gave each proposed change their careful consideration.

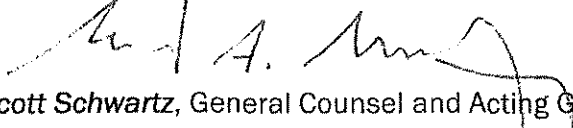
### **Good of the Order:**

- Undergraduate Grand Councilor Dunnigan thanked the Grand Council for the opportunity to serve on the Grand Council.

### **Adjournment:**

- Brother Maurer moved, and Brother Orendi seconded, to adjourn. Motion passed unanimously by a voice vote. Grand Council meeting adjourned at 9:25 pm EDT.

Respectfully Submitted,



Scott Schwartz, General Counsel and Acting Grand Secretary



## Minutes of the Grand Council Meeting

June 29th, 2016

1. Call to Order (Proctor) 8:02 PM ET

2. Roll Call (Rusk)

Present: Proctor, Maurer, Rusk, Hughes, Brown, Duncan, Kutz, Orendi, Waters, Schwartz, Dunnigan, Harris and Geiselhart

Guests: Heminger and Humburger

Absent: Grissom and Hoffman

3. Reports:

▪ GSP Report (Proctor)

- CEO PE and VCP to be handled in Executive Session.
- Fraternity & Foundation Executive Committee Discussion Date set (July 11<sup>th</sup>).

▪ CEO Report (Heminger)

- No formal CEO report this past month.
- Generally Fraternity Operations are going well and Grand Chapter Arrangements are in full swing. Nineteen (19) new staff members coming on board.

❖  8:05 PM ET Brother Duncan joined the call and was recognized by the GSP.

▪ Foundation Report (Hoffman) - Submitted in absentia via written email:

- “For the Foundation Report: All seems to be moving forward with the fundraising efforts with Gordy projecting that the first benchmark of \$1.5 million raised by Grand Chapter will be exceeded by approximately \$1 million. Ed Leedom, leading the investment committee is working to tweak the Foundation’s investment policies in an attempt to gain additional revenues while balancing risk.”
- “For the Beyond 2020 ad hoc committee: Committee members are all recruited (Bryon Hughes, Rick Dexter, Rob Sheehan, Brian Thomas and Jay Grothouse) and initial scope has been emailed to each member. I hope that we will have a call prior to Grand Chapter and a short get-together during Grand Chapter of those in attendance.”

▪ Audit Committee Report (Brown)

- No report this month.

▪ CR&L Committee Report (Waters)

- Committee met last week. All committee members received the proposal in advance for consideration and an opportunity to voice an opinion, in the event that they could not attend. The actual attendance did end up as limited participation. Reviewed the

NEW Alumni proposals that were submitted at the last meeting. CR&L voted to not approve any of the proposals after a 45 minute discussion. They do want to get more input on the charge related to the robe worn by the Marshal, and thus plan on a “town hall meeting” for undergraduate delegates at Grand Chapter in Norfolk, VA in 2016. The CR&L committee will also be reaching out to all committee members not on the last call to ensure all committee members who have a position can be heard.

- □ Article 6, Section 14 – Disapproved of the proposal, but recommended a correcting in language to bring it into alignment (as the correct composition was passed at Grand Chapter in Orlando, FL in 2014).

4. Old Business:

- Approval of Minutes, June 2, 2016 (Rusk). Motion to approve, seconded by Brother Maurer. Passed by unanimous vote.

5. New Business:

- Monitoring Reports 1.1, 1.2, and 1.3 (Heminger). Motion to approve by Brother Rusk, seconded by Brother Brown. Passed by unanimous vote.
- Kent State Chartering Recommendation (Humberger). Motion to approve by Brother Waters, seconded by Brother Orendi. Passed by unanimous vote.
- Grand Chapter (Heminger). Verbal update provided.
- Grand Council Policy Regarding Nominations Committee – Member/Advisor Recusal during Interview and Deliberation for Chapter Brother Interviewing (Harris).
  - □ Conflict of interest discussed at length, especially where Brother’s share Chapter or other significant common cause.
  - □ General agreement that the Chair should set the tone and discuss conflict of interests prior to any further interviews or votes and encourage them to recuse themselves if they cannot be fair and impartial. If the Chair or the Committee feel that a Member or Advisor is in conflict, then the Committee has the power to take appropriate actions as they deem fit.

6. Good of the Order

7. Executive Session

- □ CEO & VP excused the call at 8:35 PM ET to allow Grand Council to go into Executive Session to discuss the CEO Performance Review.

8. Adjournment. Motion to adjourn by Brother Maurer, seconded by Brother Orendi. Passed by unanimous vote. Grand Council adjourned at 9:21 PM ET.

Respectfully Submitted,  
Rodney M. Rusk, ΔP’93  
Grand Secretary

## Minutes of the Grand Council Meeting

July 28th, 2016

1. Call to Order (Proctor) 9:00 AM ET

2. Roll Call (Rusk)

Present: Proctor, Maurer, Rusk, Hughes, Brown, Duncan, Kutz, Orendi, Waters, Grissom, Hoffman and Schwartz

Guests: Heminger and Humburger

Absent: Harris and Geiselhart (both excused for Nominations Committee)

3. Reports:

GSP Report (Proctor)

- Expressed thanks to the GC for the opportunity to have served as GSP.

CEO Report (Heminger)

- Grand Chapter is ready to get under way. 800+ Brothers will be gathered.

Audit Committee Report (Brown)

- No report this month.

CR&L Committee Report (Waters)

- 6 Original Charges (5 passed, 1 declined: Transfer student chapter affiliation approval). 6 Additional Charges added. In May, additional last minute charges were received. All were disapproved, but due to low turn-out, a second direct vote by member was taken and all were disapproved.

Undergraduate Nomination Committee (Hughes):

- Graham Jordan withdrew from the process (due to an Internship award). Down to 3 candidates for in person interviews today. If we do not think they are a match, we can reach out to others. We have (2) openings to fill.

4. Old Business:

- Approval of the Minutes, June 29, 2016 (Rusk). Motion to approve by Brother Rusk, seconded by Brother Maurer. Passed by unanimous vote.

5. New Business:

- Monitoring Reports 2.9 and 2.10. Motion to approve by Brother Brown, seconded by Brother Hughes. Passed by unanimous vote.
- CLVEN Appointments: Nomination of Brian Thomas by Brothers Heminger and Humburger. Motion to approve appointment by Brother Grissom, seconded by Brother Maurer. Passed by unanimous vote.

6. Good of the Order

7. Adjournment. Motion to adjourn by Brother Brown, seconded by Brother Hughes. Passed by unanimous vote. Grand Council adjourned at 9:16 AM ET.

Respectfully Submitted,  
Rodney M. Rusk, ΔP'93  
Grand Secretary

## Minutes of the Grand Council Meeting July 30, 2016

Call to order: 11:30 PM EST by Grand Senior President Maurer

### Roll Call:

Present: Grand Senior President Maurer, Grand Junior President Hoffman, Grand Marshal Hughes, Grand Treasurer Brown, Grand Secretary Yonenson, Grand Councilor Orendi, Grand Councilor Rusk, Grand Councilor Grissom, Grand Councilor Proctor, Undergraduate Grand Councilor Harris, Undergraduate Grand Councilor Barnes, Undergraduate Grand Councilor Moore, Grand Historian Duncan and General Counsel Schwartz

Guests: President and CEO Gordy Heminger, Vice President Matt Humberger, Grand Historian Emeritus Kutz, Past Grand Senior President Gibson and Past Grand Senior President Gibbs.

### Reports

GSP Report:

CEO Report: Review of day's schedule for Grand Chapter

Foundation Report: No report.

Audit Committee Report: Audit is on track to be completed in September and no anticipated issues.

General Counsel Report: Updated provided regarding housing situation at Upsilon

Relevance Committee Report: Committee if formed, first meeting was held and "no sacred cows"

### Old Business

Motion to approve the minutes from the July 28, 2016 Grand Council meeting. Motion by Brother Harris, seconded by Brother Brown to approve the minutes as submitted. Motion passed unanimously by a voice vote.

### New Business

Grand Senior President Maurer appointed Dan Duncan, Ohio State, to the position of Grand Historian.

Grand Senior President Maurer appointed Scott Schwartz, Michigan, to the position of General Counsel.

Appointments of the Foundation Board Liaison and CLVEN Board Liaison will be made at the September Grand Council meeting.

Motion to approve the appointments of Christian Barnes, Murray State and Ryker Moore, Utah State to a one-year term as Undergraduate Grand Councilors. Motion by Brother Grissom, seconded by Brother Proctor. Motion passed unanimously by a voice vote.

2016-17 meeting schedule was distributed with the next scheduled meeting for September 16-18 in Indianapolis, IN.

**Good of the Order:**

Brother Proctor announced his resignation from the Grand Council, effective September 15, 2016.

**Respectfully Submitted,**

*David Yonenson*

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8/3/16

David Yonenson  
Grand Secretary

**Minutes of the Grand Council Meeting  
August 25<sup>th</sup>, 2016**

**Call to order:** 8:00 PM EST by Grand Senior President Maurer

**Roll Call:**

**Present:**

Grand Senior President Matt Maurer, Grand Junior President Hoffman, Grand Treasurer Brown, Secretary Yonenson, Grand Councilor Rusk, Grand Councilor Grissom, Undergraduate Grand Councilor Harris, Undergraduate Grand Councilor Barnes, Undergraduate Grand Councilor Moore and Grand Historian Duncan

**Not Present**

Grand Marshal Hughes, Grand Councilor Orendi, Grand Councilor Proctor and General Counsel Schwartz

**Guests:**

President and CEO Heminger

**Old Business:**

Motion to approve minutes of the July 30, 2016 Grand Council Meeting by Brother Yonenson, Second by Brother Hoffman. Minutes approved unanimously by a voice vote.

**New Business:**

Grand Senior President Maurer provided an overview of the process used to fill the Grand Council vacancy as a result of Brother Proctor's resignation. That process included soliciting names of potential candidates from all Grand Council members, conversations with Grand Councilor Harris to get background on the 2016 nomination committee process and one-hour phone conversations with three potential replacement candidates. Grand Junior President Hoffman and Grand Marshal Hughes also participated in those conversations.

The three potential replacement candidates interviewed were John Chaney, Greg Kroencke and Aaron Bullock. Grand Senior President Maurer recommended the Grand Council appoint Greg Kroencke to the Grand Council to finish the remainder of Brother Proctor's term. Motion to approve the recommendation from Brother Grissom, second from Brother Harris. Motion approved unanimously by a voice vote.

Grand Senior President Maurer provided a preview of the September meeting and encouraged any Grand Councilor with potential agenda topics to submit them to him ahead of time.

**Good of the Order:**

Congratulations goes out to Brother Hughes and his wife on the birth of their daughter.

**Meeting Adjourned at 8:31 PM**

**Respectfully Submitted,**

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David Yonenson  
Grand Secretary





**Minutes of the Grand Council Meeting**  
**Saturday, September 17<sup>th</sup>, 2016**

**Call to order:** Grand Senior President Maurer called the meeting to order at 8:45am Eastern Time

**Roll Call:** Grand Secretary Yonenson called the roll. The following members were:

**Present:**

Grand Senior President Matt Maurer  
Grand Junior President Jeff Hoffman  
Grand Treasurer Tom Brown  
Grand Marshall Byron Hughes  
Grand Secretary David Yonenson  
Grand Councilor Josh Orendi  
Grand Councilor Greg Kroencke  
Undergraduate Grand Councilor Sam Harris  
Undergraduate Grand Councilor Christian Barnes  
Undergraduate Grand Councilor Ryker Moore  
Grand Historian Dan Duncan  
Grand Historian Emeritus Bob Kutz

**Not Present**

Grand Councilor Rodney Rusk  
Grand Councilor Scott Grissom  
General Counsel Scott Schwartz

**Guests Present:**

President and CEO Gordy Heminger  
Vice President Matt Humberger

Grand Senior President Maurer reported that a quorum was present.

**Welcome and Agenda**

Grand Senior President Maurer outlined the agenda for the day: presentation from NIC and Brother Hinkley on Governance. Post Lunch will be fraternity business session. The Grand Council welcomed Brother Greg Kroencke in his new role as a Grand Councilor and to his first meeting.

**Old Business**

None

**New Business**

It was moved by Grand Councilor Orendi and seconded by Grand Councilor Kroencke to approve the minutes of the August 25, 2016 Grand Council conference call. The motion carried by voice vote.

It was move by Grand Marshal Hughes and seconded by Grand Councilor Orendi to accept Monitoring Reports on Executive Limitations Sections 2.4, 2.5, 2.8 of the Grand Council Policy Book. The motion carried by voice vote.

The Grand Council received a presentation on the NIC 2.0 initiatives, the Fraternal Landscape and Industry Trends from the North-American Interfraternity Conference President and CEO Jud Horras.

The Grand Council received a presentation and training on Policy Governance from Brother Tom Hinkley.

Grand Senior President Maurer accept a vote by acclimation to adjourn the meeting for lunch at 11:45am.

Grand Senior President Maurer reconvened the meeting at 1:30pm.

### **Report of the President and CEO**

A written report was submitted before the meeting. CEO Heminger answered questions and provided more information.

- 782 New Member so far this year.
- Filled GCA Role Auburn and Oregon. Still looking for GCA at Montana.
- 112 On Site Visits by Staff by September 1<sup>st</sup>, 2016. All chapters will have been visited by end of September and will have second visit in the fall. Purpose of these visits is for operational and leadership development.

### **Report of the Audit Committee**

Grand Treasurer Brown provided a written report from the auditor prior to the meeting.

Audit Committee met, and approved the preliminary audit report. Passed report to the Grand Council for its overall review and approval. Report was a clean audit opinion and very good report. Financial strength is very good and net earnings were strong. All is solid and everything is working very well. No internal control weakness or deficiencies in procedures or processes.

### **New Business**

It was moved by Grand Councilor Harris and seconded by Grand Councilor Orendi to accept the report of the audit committee and dissolve the Audit Committee with Grand Council's thanks. The motion carried by voice vote.

It was moved by Grand Councilor Harris and seconded by Grand Councilor Kroenke to dissolve CLVEN, LLC a wholly owned subsidiary of Alpha Sigma Phi Fraternity; to create CLVEN, Inc. as the national house corporation of Alpha Sigma Phi Fraternity; to make a capital contribution to CLVEN, Inc. of all CLVEN, LLC assets and liabilities; to empower

CLVEN, Inc. to operate as the national house corporation of Alpha Sigma Phi. The motion carried by voice vote.

It was moved by Grand Councilor Harris and seconded by Grand Councilor Kroencke appoint the following members of the CLVEN, LLC board of advisors as the Board of Directors of CLVEN, Inc: David Gatzke, President; Bernie Schulz, Director; Tracee Senter, Director; Gary Grochowski, Director; and Brian Thomas, Director. The motion carried by voice vote.

### **Report of the Foundation**

CEO Heminger reported that we are in the silent phase of our capital campaign. We are ahead of our end number of \$20 Million. We are meeting our benchmarks, we are spending less than what we are allowed to spend

The first call for campaign committee will be later this month, as there are 10 people on the committee. We will maybe add 1 or 2 more people.

### **Relevance Committee Report**

Grand Junior President Hoffman reported that the committee will have first conference call next week, already has good exchanges via email over the past little while. We are trying to determine just how relevant is Alpha Sigma Phi today and can be start assessing how to remain relevant in the future.

### **General Counsel Report**

No report

### **New Business**

It was moved by Grand Councilor Moore and seconded by Brother Hughes that Policy 3.2.5 in the Grand Council Policy Book be changed to: "The Board must approve any/all changes to any of our Ritual Ceremonies, unless such power has been reserved to the Grand Chapter." The motion carried by voice vote.

It was moved by Grand Junior President Hoffman and seconded by Grand Councilor Orendi to change the reporting schedule for Policies 3.0-3.8 to all be reported upon in January and to change the reporting schedule for Linkage Policies 4.0 to be reported in December. The changes will be reflected in the policies and in the reporting schedule. The motion carried by voice vote.

It was moved by Grand Councilor Hughes and seconded by Grand Treasurer Brown to remove Policy 3.2.4 from the Grand Council Policy Book and replace it with a new Policy to read something similar to: "Commit Alpha Sigma Phi to any merger, consolidation or alliance with any other membership organization without the knowledge and authorization of the Board." The exact wording and location to be determined by Grand Senior President Maurer and CEO Heminger. The motion carried by voice vote.

It was moved by Grand Secretary Yonenson and seconded by Grand Councilor Kroencke to amend Policy 3.7.1A to: "Product: Properly screened potential board members – consistent

with the timeline and process outlined in this Policy Manual.” The motion carried by voice vote.

It was moved by Grand Secretary Yonenson and seconded by Grand Councilor Kroencke to amend Policy 3.7.1B to: “Authority: To incur costs of no more than was allocated in the governance budget for the nominations committee and no more than 20 hours of staff time per annum.” The motion carried by voice vote.

It was moved by Grand Treasurer Brown and seconded by Grand Councilor Harris to add: “Policy 3.7.2. Audit Committee.

A: Product: An audit, conducted by a third-party, recommended for acceptance by the October Grand Council meeting.

B: Authority: To incur costs of no more than what was allocated in the governance budget for the audit.” The motion carried by voice vote.

It was moved by Grand Junior President Hoffman and seconded by Grand Councilor Moore to remove from the Ownership Linkage Plan the following: “Grand Council Objectives.: Produce and distribute an Annual Report to all interested owners of the fraternity electronically and/or hardcopy delineating major initiative status in the Annual Report and updated status of those initiatives and ownership survey(s) in the semi-annual report”. The motion carried by voice vote.

It was moved by Grand Junior President Hoffman and seconded by Grand Councilor Moore to add a new Policy 2.1.10: “Fail to produce and distribute an Annual Report to all interested members of the fraternity electronically and/or hardcopy delineating major initiative status and a general state of the Fraternity.” The motion carried by voice vote.

It was moved by Grand Councilor Orendi and seconded by Grand Councilor Barnes to amend The Bylaws of Alpha Sigma Phi Fraternity, Inc., Article 1, Section 2 to the following: “Administrative Officers: The Grand Council may appoint administrative officers of the Fraternity including a Grand Historian and General Counsel.” The motion carried by voice vote.

It was moved by Grand Councilor Orendi and seconded by Grand Councilor Harris to make a capital contribution via quit claim transfer of the property that CLVEN, LLC owns adjacent to the campus of Central Michigan University to CLVEN National House Corporation. The motion carried by voice vote.

It was moved by unanimous consent to appoint Grand Councilor David Yonenson as the Grand Council Liaison to CLVEN, Inc.

It was moved by unanimous consent to appoint Grand Councilor Rodney Rusk as the Grand Council Liaison to the Foundation

CEO Heminger presented a review of 2020 Strategic Plan and his progress toward achieving it.

**For the Good of the Order:**

The Grand Council participated in an open discussion on the following topics:

Role Board of Advisors

Alumni Engagement

Retention of Undergraduates to Graduation

Grand Senior President Maurer spoke upcoming dates (conference calls) and Tampa Meeting. All Grand Council members were invited to join on Thursday to have dinner and play golf Friday.

It was moved by Grand Councilor Harris and seconded by Grand Councilor Kroencke to adjourn the meeting. The motion carried by voice vote.

Respectfully Submitted,

*David Yonenson*

David Yonenson  
Grand Secretary

**Minutes of the Grand Council Meeting  
October 20th, 2016**

**Call to order:** 8:01 PM EST by Grand Senior President Maurer

**Roll Call:** Role call made by Brother Yonenson

**Present:**

Grand Senior President Maurer, Grand Treasurer Brown, Grand Secretary Yonenson, Grand Councilor Rusk, Grand Councilor Grissom, Grand Councilor Kroencke, Grand Councilor Orendi, Undergraduate Grand Councilor Barnes, Undergraduate Grand Councilor Harris, Grand Historian Duncan and General Counsel Schwartz

**Not Present:**

Grand Junior President Hoffman, Grand Marshal Hughes and Undergraduate Grand Councilor Moore

**Guests:**

President and CEO Heminger and Vice President Humberger

**Reports:**

**Grand Senior President Report** - Congrats to Brother Harris on his upcoming employment as an advancement officer with Alpha Sigma Phi Headquarters. Brother Maurer asked Brother Hughes and Brother Kroencke to coordinate the screening process for a replacement for Brother Harris. Brother Harris will remain on the Grand Council until January 31, 2017. Successful candidate will finish the remainder of the term with the hope he will be re-appointed to a full-year term in July 2017.

Per the Constitution, no member of the Grand Council can serve on a Chapter Council. All members serving on a Chapter Council should find a replacement no later than the end of this academic year. All members serving as a Grand Chapter Advisor should find a replacement no later than the end of their term in 2018.

**CEO Report** – Written report submitted, highlighting GCA vacancies (one current vacancy) and growth (1,788 new members up more than 350 from last semester at this time). Retention rate of 96 percent and on pace for close to 2,000 new members.

**Foundation Report** – Brother Rusk attended his first call. Two new members appointed to the Foundation Board – Jim Vanek and Bryan Proctor. Capital campaign is under budget and on track with gift projections. Clean audit was approved by the Foundation Board. Founders Day Challenge underway.

**General Counsel Report** - Brother Schwartz gave an update on his work supporting the Upsilon chapter and House Corporation with housing issues. No update regarding current litigation involving UC-Berkeley.

**Relevance Committee Report** – No report.

**Old Business:**

Motion to Approve September 17, 2016 minutes by Brother Harris. Second by Brother Rusk. Motion passed unanimously by a voice vote.

**New Business:**

University of Nevada Chartering Recommendation - Brother Humberger explained the recommendation and answered questions. Motion to approve the recommendation by Brother Rusk. Second by Brother Grissom. Motion passed unanimously by a voice vote.

Monitoring Reports 2.1, 2.2, 2.3 – Motion to accept the Monitoring Reports by Brother Grissom. Second by Brother Orendi. Motion passed unanimously by a voice vote.

Monitoring Reports 2.5 #7 & #8 – Brother Brown provided an overview of his recommended changes.

- Fail to report a single purchase or commitment of greater than \$20,000. Splitting orders to avoid this limit is not acceptable. In conjunction with the fiscal year-end reports, vendor commitments that cumulatively exceeded \$20,000 will be provided. Certain payments may be excluded from this reporting requirement: related party transactions which are otherwise reported in the annual audit report; usual and customary employee payroll transactions; usual and customary payments to employee benefit carriers; and payments to credit card companies for the sole purpose of financing other purchases.
- Acquire, encumber or dispose of real property. Normal operating activities of the CLVEN National House Corporation in managing undergraduate housing solutions for affiliated chapters shall be excluded from this limitation.

Motion by Brother Brown to make these changes to the Grand Council Policy Manual. Second by Brother Harris. Motion passed unanimously by a voice vote.

**Good of the Order:**

Nothing

Meeting Adjourned at 8:49 PM

Respectfully Submitted,

David Yonenson

David Yonenson  
Grand Secretary

**Minutes of the Grand Council Meeting  
November 17th, 2016**

**Call to order:** 8:01 PM EST by Grand Senior President Maurer

**Roll Call:** Role call made by Brother Yonenson

**Present:**

Grand Senior President Matt Maurer, Grand Junior President Hoffman, Grand Treasurer Brown, Grand Secretary Yonenson, Grand Marshal Hughes, Grand Councilor Orendi, Grand Councilor Rusk, Grand Councilor Kroencke, Undergraduate Grand Councilor Moore, Grand Historian Duncan and General Counsel Schwartz

**Absent**

Grand Councilor Grissom, Undergraduate Grand Councilor Harris and Undergraduate Grand Councilor Barnes

**Guests:**

President and CEO Gordy Heminger and Vice President Matt Humberger

**Reports:**

Grand Senior President Report - Please sign up for All-Board Meeting in February by December 1; thank you to those volunteers helping with the January leadership program

CEO Report - We will more than likely exceed 2100 new members this fall; Danny Miller is doing a great job filling openings for Chapter Council and GCA Spots

Foundation Report – No meeting since the last Grand Council meeting.

General Counsel Report – An update on the ongoing Berkeley Litigation was provided and it appears this case could be headed to a 2-3-month trial in the spring of 2017.

Relevance Committee Report – On track to deliver committee report for February 2017 Grand Council meeting.

**Old Business:**

Approval of October 20, 2016 Minutes. Motion to approve by Brother Orendi, second by Brother Brown. Motion carried unanimously by a voice vote.

**New Business:**

Approval of Chartering Recommendation for Alpha Beta Provisional Chapter at the University of Iowa. Motion by Brother Hughes, second by Brother Moore. Motion carried unanimously by a voice vote.

Monitoring Reports 2.4 & 2.5. Motion to accept reports as submitted by Brother Brown, second by Brother Rusk. Motion carried unanimously by a voice vote.



**Good of the Order:**

Reminder to please register for the All-Board Meeting in February 2017

Meeting Adjourned at 8:17 PM

Respectfully Submitted,

*David Yonenson*

David Yonenson  
Grand Secretary