



17- Minutes of e-mail Board meetings from October 25-November 4, 2010

On October 25, 2010, by-e-mail, Andrea Landini, presented to the full Board the following motion, in agreement with the Executive Board (Paul Dignam, Pat Crittenden, Bente Nilsen, Tito Zagnutt and Andrea Landini):

Resolved that Simon Wilkinson be asked to resign (within 48 hours of notification of the acceptance of this resolution by a majority the voting Board) from the IASA Board with the opportunity after acceptance of his resignation to request appointment to the Advisory Board. Should he not resign, he will be automatically removed from the Board, as a function of this motion, effective immediately.

Bente Nilsen seconded the motion.

Pat Crittenden (chair) accepted the motion “with sadness that I think is felt by all of us regardless of how we will vote” and asked that “all Board members, new and old, vote their support (yes) or lack of support (no) for the motion below.” She noted that all Board members had responded since the discussion of the possible removal was opened during the previous week so everyone was aware of the process.

The voting was open until and including October 31, 2010. Anyone who did not respond within that period was considered not to be participating and they did not contribute to the determination of majority of the members ‘in attendance’ under the following resolution:

Resolved, that notwithstanding the foregoing resolution, any director may be removed by an affirmative vote of a majority of the duly elected Members of the Board in attendance at a meeting, whether regular or special, or by written consent action of a majority of the Board of Directors.

Simon Wilkinson stated that he found it inappropriate to vote on the motion and would be out of office until Tuesday, 2nd November.

The motion was passed (3 not participating [including Wilkinson], 3 in opposition, and 7 in favor). In deference to Simon's schedule, notification was delayed until Nov. 2. On November 4, Simon Wilkinson notified the full Board that he chose removal rather than resignation and appointment to the advisory board.