

Women's International League for Peace and Freedom
United States Section
Minutes of Board Meeting
November 11, 2014

Facilitator: Mary Hanson Harrison

Note Taker: Deb Holley

Time Keeper: Barb Nielsen

Board Members in Attendance: Altaira Hatton, Barbara Nielsen, Deb Garretson, LaShawndra Vernon, Deb Holley, Mary Hanson Harrison, Nicole Scott, Odile Hugonot Haber, Peggy Luhrs, Melissa Torres, Robin Lloyd,

Staff in Attendance: Paula Herrington, interim Executive Director

Board Members Not in Attendance: Millee Livingston

Non-Board Members in Attendance: Fran Foulkrod

Meeting called to order: The meeting was called to order at 7:33 pm CST time by President Mary Hanson Harrison.

Approval of the minutes: The minutes were tabled for approval until the next meeting.

New policy regarding answering non-board members' questions: Mary remarked that she was going to pursue an experiment designed to not only save time but to build relationships more directly with the board members by having WILPF members contact individual board members with their questions brought up during board meetings. She hoped that this would help build relationships and make the board seem less remote. Deb Garretson spoke up, however, saying she disagreed with such a policy because others would probably like hearing the responses as well. Mary said she hoped that board members would bring such questions to the meetings, to be distributed to all members, but agreed that the board would have to see how the policy worked.

Mention of Paula's recent work: Mary identified Paula on the call, saying she had done a stellar job for the last six weeks, including explaining the office processes while the group of various individuals was in Boston. There was a crisis of cash flow, (discussed later in the meeting), but Paula helped take care of the crisis. Mary said that the group of individuals who met there feels much better, having seen what's taking place in Boston.

Standing committee reports: Mary then called for the standing committee reports.

Nominations - Barb Nielsen, Chair: Barbara said that the Nominations Committee had set up a schedule for the upcoming elections and it had been posted on the web site. The deadline for nominations was November 23rd, deadline for applications was November 30th, and the elections

would be closed, with votes counted, on February 21st. Balloting would be counted on the 22nd, and all of the candidates would be notified of the election results. The board would be notified of the outcome of the elections on the 23rd, and there would be a posting through email and on the website at the same time of the election results. The first board meeting, in-person, was scheduled for February 22nd, when the new board would be seated. Robin asked if there were candidates for most of the positions. Barb said not yet, but many people had been inquiring, and the committee was also hoping that current board members would re-apply for other positions. She had spoken to several people who are considering board service and she had particularly one person in mind who had shown interest in the Development Committee chair position.

Barb also mentioned that no one had been objecting to a late March meeting for the seating of new board members, other than concerns raised by Odile, and Barb herself had objected to a late January meeting. Mary said Heather will be through with her assessment by the end of February. Mary concluded that the late March meeting would be difficult for those going to The Hague, making plane reservations.

Interim Director report – Paula Herrington: Paula said the group that had come to Boston to help out in the office had had a very good week, and she discussed the meeting that had taken place, quite unexpectedly, with Heather Harker, transitional consultant, from Third Sector. The group had talked about the process Third Sector undertook when helping clients. Their research had shown that during transitions, non-profits often lose ground. If, however, the transition was used to analyze what's going on, these transitions could be a pivotal moment in the life of the organization. The first step, by Heather Harker, would be to make a thorough assessment of what's going on in the organization. Paula would also be giving feedback to Heather. Heather planned to interview not only board members individually, but also many stakeholders, such as JAPA and PDF, and some major donors, and a staff person or prior staff person, all undertaken on an individual basis. Heather would be working on collecting all of this data and forming an assessment while Paula was working on her report. In some cases, Paula's Internal Operations Analysis and Heather's reports might be combined, or they might be submitted separately to the board, when the time came to give their reports. There would need to be plenty of time for the individual board members to digest the reports before bringing the entire board together to discuss the assessments in a critical pivotal meeting, and decide whether the assessments ring true or not, or what the board's opinion of reality really was. Then, the board would decide where WILPF would go from there, what the vision wanted would be for WILPF, and what would need to be done to get there. From those decisions, the next decision could be made on the kind of staffing needed, and what changes would be needed before bringing in staff, or whether these changes would be made concurrently while adding staff. These decisions would all be done at the pivotal meeting. After that, the board could contract with Third Sector to bring staff onboard, if wanted, although just because Third Sector offered all of the pieces wouldn't mean WILPF would need to use them. In summary, Paula said she considered there to be three main components in the upcoming process: the assessment, the pivotal meeting, and the organizational development piece that flowed from that. The last phase would be a "thrive" phase, which would be a check-in after a period of time to see how things were going, what was working, and what wasn't working. She thought late February looked like the time to meet, because Heather thought that at the big meeting there should be both new and old board

members, to get as much involvement as possible. Mary asked what route the board wished to take. Barb said that the board first needed to approve the contract to hire Heather, which was not listed on the evening's agenda. After that, the schedule should be decided for the in-person board meeting, which was originally scheduled for late March. A conversation between Mary and Barb followed, discussing the selection of the date of the in-person board meeting. Odile also spoke up, saying she was concerned about International Women's Week on March 8 through March 12th, when a lot of members would be busy.

Robin proposed that the scheduling be done by email very quickly, stating all of the pros and cons, since scheduling conflicts could go on all night while attempting to determine a board meeting date.

Continuation of Nominations Committee report: Barbara had found the specifics on the proposed election schedule, meanwhile, and read the actual dates off. Mary asked the board whether they were agreeable to deciding the elections schedule and in-person board meeting via email. It was agreed among board members that this method would be used.

Continuation of interim Executive Director's report: Paula said she wanted to make a note about the organizational assessment, which would take a lot of work from Heather: Heather's contract needed to be worked out soon, to allow Heather to get the assessment completed by late February.

Paula then reported that it had been great working with Mary and the other WILPF members, and she was relieved the cash flow crisis was no longer an issue, so she could be spending her time on other things. She had been studying the financials, both because of the upcoming budgeting process and the "Grow WILPF" campaign, along with the robust agenda planned. She would now be moving forward with the JAPA audit process. She said she would be talking to several accounting firms, to get quotes on auditing JAPA's books. She asked if there were any questions. Altaira re-affirmed that she wanted Patricia Cobb to be the auditor engaged. Barbara said she would strongly object to using Patricia, saying Patricia didn't have the familiarity with the details that were really important to WILPF, and she didn't have the skill set needed. Mary commented that this was forensic accounting, a specialty, and would take a particular set of skills. Altaira said that Patricia had considerable experience working with non-profits and if Patricia wasn't selected, her vote would turn to a "no", which could be verified in the minutes. Barb suggested that off the call, they could perhaps talk about it. Paula said that she already had a proposal from Patricia Cobb, and she would be soliciting at least one more proposal, so that board members could see what the various firms could offer. Altaira reminded the board that she had put a qualification on her vote and she felt very strongly about this. Mary said she wasn't sure whether a qualification would affect the vote or not, but she was interested in getting the best person, not the nicest, to do this work, and the person with the best qualifications should be hired, for the sake of WILPF. Mary would like to get at least one additional proposal, maybe even two. She stated she was sure Altaira and Barbara were both in the same camp with her in agreeing that the most competent person should get the job. Mary asked if there were additional questions regarding the JAPA situation. Deb Garretson wondered if there was a deadline for selecting an accountant. Mary said yes, and Paula said she would have a second proposal shortly, and she could get a third in the next two weeks.

Finance – Altaira Hatton, Treasurer: Altaira reported that she was proposing a Finance Committee meeting the following week to discuss the upcoming 2015 budget, on which Paula had done much work. Cash flow problems had been resolved thanks to Robin Lloyd’s and Yvonne Logan’s donations. Yvonne donated \$100,000 to the “Grow WILPF” campaign, which was what WILPF was currently using for operating expenses. It had helped make up for the lack of small donations and pledges this year. By the time the interim director and the consultant are to be paid, cash is projected to be down from last year. Pledges for the “Grow WILPF” campaign would be coming in, however, which would help the situation, as well as some bequests. Altaira would like to discuss moving to another bank or banks from Eastern Bank and Bank of America. She also thanked all committee chairs for their proposed budgets and wish lists for next year. She encouraged everyone to think of fund-raising possibilities for their individual committees next year, saying she believed WILPF could have stronger numbers next year, and do better on contributions.

Deb Garretson had a question on the profit and loss statement. The financial statements showed the membership dues income for the 9 month-period as \$20,000, and the amount with which U.S. WILPF supports International was \$36,000. Deb thought U.S. WILPF paid a percentage of membership dues to International. Paula said that WILPF pays a per capita amount based on the membership of \$15.00 per person. Deb wanted to know why then WILPF was paying International more than what was brought in in dues. Paula said it was perhaps due to last year’s numbers. Deb replied that would mean WILPF had lost a huge number of members in one year. Altaira answered that it was a budgeted number and could actually be quite inflated. She was not sure this accurately reflected the numbers.

Mary wanted an explanation given to the board on the cash flow problem. Altaira explained that small donations and pledges were down due to less mailings and a decreasing membership. She said there were a lot of bequests coming in, which helped, but WILPF needed to look at long-term increases in membership, and it would be a problem for the next couple of years.

Discussion of recent cash flow problem: Mary said that her concern about the cash flow was because \$17,000 was sent to International before it was required, which caused the crunch. Mary had not been told about this payment being made by Ria, and it could have been held off for awhile longer if necessary. Mary thought that Altaira and Paula had not been in contact for three weeks, and she wanted to make sure everyone was on the same page, since much more money would be coming in. Altaira said part of the crunch was in not being able to access WILPF’s money out of Eastern bank, because the bank would not accept Paula’s signatory. Mary said that the problem had nothing to do with Eastern bank. Altaira said that Eastern Bank would not allow the office to access WILPF’s money, when WILPF withdrew a third of its cash for monthly expenses, a usual practice. Paula thought that Eastern bank was part of the problem, but she also thought payments shouldn’t have been made when the money wasn’t there, and Ria went ahead and sent a check to International, even though cash was tight; it didn’t need to be paid until the end of December. Barb asked Mary about the signatory situation. Mary said the office was still having issues with the signatories being accepted by the bank. The bank was still insisting that one of the four existing signatories come into the bank, since the people weren’t listed on the Commonwealth of Massachusetts website, which was one of their checks. Mary and Paula agreed they would go back

in December, and the new officers would then be up on their website. The bank was not sympathetic that WILPF had four signatories and none of them could come into the bank personally. It was asked if Ria could go to the bank and help straighten out the situation, but Ria was out of the country and was not available. Mary mentioned that Laura had intimated allegations against Paula for unethical actions pertaining to the signatories. She would forward a description of the situation to all board members.

Personnel – Nicole Scott, Chair: Nicole said that all board members should have received a copy of the Personnel Committee report. The committee's last meeting was November 6th; their next meeting would be December 3rd. Actions in progress included Nicole developing a shorter hiring process timeline for hiring the transition consultant, Heather Harker, after having spoken to Ananda Valenzuela of Third Sector about how long the hiring process typically took for such a person. In this case, Heather had already been recommended and was known to many WILPF members, so the process should take less time. The committee would also be listing the staff positions that the Personnel Committee felt were needed to operate WILPF. When Nicole submitted the budget to the Finance Committee, she also submitted a proposed draft budget for some staffing positions, from an assessment completed in 2013, since she knew she would be working with Paula and Heather on these needs. She was also revising the current organizational chart, which Nicole felt was difficult to follow. Fran Foulkrod had provided Nicole an organizational chart that Fran had developed. Under the budget requirements, one of the budget items the committee had asked for was continuation of a professional membership with the Society for Human Resource Management. Nicole wished to continue this membership, since the committee utilized the information received from the Society, and it also increased the committee's education in the human resources field. Another proposed budget item was the additional hiring of staff, already mentioned. Additional action items included the hiring of Paula Herrington, which was known to all board members at this point, and Dixie Hairston had been hired as the Coordinator of Program for the CSW. There was to be an executive meeting at the end of this board meeting to consider an addition to the Personnel Committee.

Barbara had a point of order: if the point of an executive meeting was to make personnel decisions without disclosing the names of the persons involved, their names shouldn't be given out before the executive meeting. Mary said that this was a transparency question, and members had complained in the past that names had remained secret. She said she would not have done it if there was anything contentious involved. Nicole pointed out that there wasn't anywhere written in the Bylaws the process by which members were to be added to the Personnel Committee. She believed that in the future, policies should be documented concerning such procedures. Barb said that the Bylaws mentioned that any members on any committee, or any staff, should not be referred to by name until in the executive session. All persons should be handled in the same way, contentious or not. Mary commented that the Bylaws should spell the procedures out in better detail in the future.

Development – Robin Lloyd, Chair: Robin said that the information on the Commission on the Status of Women (CSW) and the Practicum had finally been put on the website, having been put there by Dixie, but the deadline was unfortunately in just a week and a half, and the deadline must be honored due to getting passes at the UN. She asked all board members to please leave fliers at

local colleges for Women's Studies programs and History programs so that women students would hear of it; many young women would be very interested in this opportunity. Robin asked if Heather Wellman was on the call, and Heather replied that she was. Robin said that nominations for WILPF women whose pictures would be displayed at The Hague were pouring in; she asked Heather how many had been received. Heather responded that as of this time period ten nominations had come in. WILPF could propose ten maximum, but only the top five would actually be selected whose pictures would be displayed. To simplify it, Heather and Robin agreed that they will put a short list out via email for people to vote on.

Marybeth and Robin were reported to be working together well to complete the letters that were going to go out to potential donors. They had four different letters in mind, and everyone who attended Congress had already received one from Mary. A sunflower theme would be used in a second letter that was to go out to major donors, followed by a call by either Marybeth or Robin. Robin hoped that everyone would start to get excited about The Hague events, including not only the International Congress, but the conference that would follow. Yvonne Logan had agreed to be the honorary chair of the "Grow WILPF" campaign. Robin had hoped to have the planned budget for the \$1 million to share at this meeting, but there was still a question of how much of the "Grow WILPF" budget was going to need to be applied to operating expenses due to changes and additions to staff. The committee hoped to have those questions answered soon.

Robin brought up the topic of sponsors and endorsements, which had been discussed on the last board, of which Robin had been a part. The committee was currently asking for sponsors and endorsements again, to endorse the Centennial celebrations, or use their names on the bottom of the letterhead. Vandana Shiva had come to town and Robin had gotten her endorsement, much to her delight. She cautioned that the committee must get everyone's signature, to show that they approved the use of their name. She encouraged everyone to sign endorsements themselves.

Peggy was noted to have been on the call since 9:00 pm.

Extension of deadline for Practicum and Local-2-Global: Melissa spoke up, saying that the deadline for the Practicum and Local-2-Global would be extended to December 15th.

Mary noted that when board members would see the budget, to be released shortly, each would see that much money had been devoted to building branches, so that building memberships back up was a priority.

Recognition of committee member: Mary asked Fran if she wanted to forego her comments explaining the process for the upcoming executive session, since there were no non-members on the call and she could give the comments at the beginning of the executive session instead. Fran agreed, but said she did want to tell the entire board that she would like to recognize one of their committee members, Sabreena Britt. She said Sabreena was a young woman who had shown a high level of dedication and professionalism, and the committee was fortunate to have her working with them.

Process for choosing International Congress delegates explained: Darien asked if Fran could give a small report indicating the kinds of criteria used in choosing the delegates for the

International Congress. Fran said that two of the things the Nominating Committee had been working on was casting a wider net for candidates, and attempting to make it a fairer process. Every answer received by a candidate was put in a very large spreadsheet, and a scoring process was used, by question rather than by person, based on the information provided in each application. The first thing the committee did was set out their criteria, then they looked at each of the answers, and each answer was scored. Fran mentioned that Mary was heading the delegation, and four other delegates would also be there, plus Melissa, who would be there as part of the International board. Fran had then sent the list of recommendations to the rest of the membership. Peggy complimented Fran on the great work and the system used, starting first with the qualifications and then the answers.

Centennial Committee report - Heather Wellman: Heather Wellman gave her report, saying that Centennial plans were going very well. She said everyone was asking about the involvement of Hull House. The committee had gone into association with the Nobel Womens Initiative, to host an event on March 16th at Hull House. A WILPF representative was needed, from Chicago or elsewhere, plus WILPF has twelve invitations that could also be used. The Nobel Womens Initiative was now located in Canada. Elizabeth Bernstein is the leader of the group, and Robin had phoned her, but up to the present Liz had been mainly in touch with Madeleine Rees and Ria before her departure. Robin said she would send Mary's contact information to Elizabeth, hoping that Liz or Mary could contact each other and get a little more information. Heather spoke up, saying there would be more communication with Elizabeth later this month.

Barb asked if the public was therefore not going to be invited, with only twelve people invited from WILPF. Heather confirmed that it would be a private event with a hundred people total invited from various sectors. Robin added that the room wasn't very large, which was why more people weren't being allowed to come. She wondered if the room used should be a larger one, with more involvement, since there was going to be a documentary made to be sent to The Hague. Heather said that the small room was the only one available in Hull House, with no other options, so it was definitely limited space. Mary said she would like to get a listing of what all of the branches were going to do in celebration of the Centennial, which could be sent out so branches can see what other branches are doing. Heather replied that she'd also made a round of calls and sent out ideas. She wanted to continue making calls to branches and generating ideas before the holidays.

Fran shared that her branch had just received an email from Wendy, the head librarian at the Swathmore Peace Collection, which housed Jane Addams' personal collection and all of the WILPF archives, and they were going to do a special display for the Centennial. Wendy had said that WILPF could also have a reception there. (Wendy was a member of Fran's branch.) The branch had wanted to do a weekend event with the Baltimore branch, but there weren't the facilities to do something larger at Swathmore, so the two branches were looking to find a larger venue. However, the reception and special exhibit would be wonderful additions to the Centennial festivities.

Barb mentioned that the reception should be well advertised to everyone in the New England corridor, so that there would be good attendance at the Swathmore event. Fran said she was thinking of how to maximize this opportunity.

Heather said she would share the list of Centennial branch activities with Joan Bazar for the website.

Program – Odile Hugonot Haber, Co-Chair: Odile announced that she wouldn't go over her report, because it had already been sent out to everyone. On the last Program Committee call, there had been a lot of discussion concerning connecting WILPF's venues and rapid response issues into a more unified program, and Robin, Deb G., and Odile herself had been talking about it. Another item that had been discussed on the call concerned listserves and communications. WILPF needed something that functions well for the organization and also gave a better website. Odile said she wanted to apologize to Fran because she had forgotten to send a report to the board about the Rapid Response Team and she would do it the next morning.

Program – Deb Garretson, Co-Chair: Deb G. said that she also didn't want to repeat what she had written in her report which had already been distributed to board members. She told the board that the calendar was up on the website and it was still being worked on to make it as functional as possible. Deb was currently working with Mary Jane Schutzius in St. Louis, going through literature and trying to identify what was relevant today and she'd also been searching to find programs that had been done in the past, looking at previous mini-grants, and talking with branches about programs they might have put a lot of work into that could still be relevant, materials that might still be useable, or programs that were replicable. In other words, instead of reinventing the wheel, she was attempting to dig up programs that were waiting to be rediscovered.

At-Large board member report – Millee Livingston: Millee's report from the previous board meeting was not read due to lack of time. Millee noted that there was no action to report for this board meeting, so that her previous report remained the same.

At-Large board member report - Peggy Luhr: Mary then asked Peggy if she would like to add anything and Peggy replied that she was glad there was so much excitement building toward the Centennial. Mary asked Peggy if she was connecting with the members-at-large and Peggy said that she hadn't been connecting with a lot of people. She had been on calls with the Earth Democracy group, but she said she had been too busy working every day to do much connecting with members at large. Mary said that hopefully in the future the board could build bridges with the members at-large to get members connected; the future budget was allotting considerable money for those activities.

Final timeline for transition consultant: Nicole talked about the email she had sent out to board members the previous night. She had only received one response. She wanted to discuss the draft timeline over the next few days, and she would be forwarding it on to Heather Harker as well. Mary said Heather had already reviewed the timeline and had mentioned that Nicole had done a beautiful job on it. Nicole replied that the copy sent to Heather was a draft and she had told Heather she would send a final timeline. She asked that all board members review the timeline, discuss it through email, and agree to it before she sent the final version to Heather. Mary asked for questions or comments. Barb Nielsen asked Nicole that if people got back to her faster than the deadlines, could she move faster, and Nicole said yes. Barb clarified that if all board members got back to Nicole sooner, she could then send Heather the final timeline sooner than first expected.

Vote for addition of bylaw change to ballot: Mary moved on to the eleventh item on the agenda, and said a consensus vote would be taken. Darien asked for a statement regarding what the consensus was for, to avoid confusion before the vote was taken. Mary stated that the board was voting to include on the ballot a bylaw amendment adding the Membership Development Committee chair to the Steering Committee. The position was inadvertently left out of the Bylaws when naming who would be part of the Steering Committee. Barb clarified that the board was not amending the bylaws during this vote, but was instead voting to agree to this specific change to the Bylaws by adding it to the ballot for the 2015 term board candidates; in other words, the board wanted this proposed change to go on the ballot to the members, who would then vote on it. Mary affirmed that this was the decision to be made.

She asked Deb H. to take the roll call. The vote was as follows:

Altaira – yes
 Barb – yes
 Deb G. – yes
 LaShawndra – yes
 Nicole – yes
 Odile – yes
 Peggy – yes
 Melissa – yes
 Robin – yes
 Mary – yes
 Deb H. – yes

Mary thanked the non-board members for attending the board meeting and asked them to sign off.

There was a clarification of who was to remain on the call for the two different executive session items. Fran Foulkrod and Darien De Lu, both non-board members in attendance, checked out with the agreement that Fran would be recalled for the second item, while Barb and Odile were recused for the second item.

The board meeting adjourned at 9:34 pm CST; the executive session followed and adjourned at 9:58 pm CST.

The next board meeting is December 2nd. (Note: this was later changed to December 9th due to the holidays)

Decisions made during the Executive Meeting:

1. Betty Burke was agreed to be added to the Personnel Committee as a member
2. The list of proposed delegates to the International Congress at The Hague was accepted by the board, and consists of Mary Hanson Harrison, Regina Birchem, Barbara Nielsen, Jane Doyle, and Carol Urner.

Respectfully submitted,

Deborah Holley
Board Secretary

Action Steps to be Undertaken:

1. The new policy of addressing non-board members' questions to board members should be implemented.
2. Schedule for first in-person board meeting needs to be finalized, while mindful of Third Sector's work, the International Congress, and other activist activities.
3. Heather Harker's contract needs to be completed as quickly as possible so that she can begin her analysis, which takes time and will need to be completed by the end of February.
4. Accounting firm to complete the JAPA audit needs to be selected.
5. Signatory papers for Paula still need to be accepted by the bank, requiring one of four present signatories to go to the bank in person.
6. Board members should make an effort to encourage young college women, particularly those in Womens Studies or History programs, to apply for the Practicum for CSW, leaving flyers at local colleges.
7. Five top women activists should be chosen whose portraits will hang on the wall during the International Congress.
8. The proposed budget for use of the \$1 million "Grow WILPF" campaign needs to be completed and distributed.
9. All board members should sign endorsements for the Centennial campaign and encourage others to do the same.
10. A WILPF representative needs to be selected to attend the Hull House event March 16th, as well as a decision made on which twelve individuals will attend the event.
11. A listing of what branches are doing to celebrate the Centennial should be made and sent out to all board members, as well as put on the WILPF website.
12. The reception for the Westmore Peace Collection event should be well advertised to the New England corridor WILPF members.
13. All board members are to read Nicole's email concerning a final timeline for hiring Heather Harker, and discuss and ultimately send their approval as soon as possible to Nicole.
14. The consensus decision to add the change to the bylaws to include the Development Committee Chairperson to the Steering Committee should be added to the soon-to-be distributed ballot for the election of officers to the 2015 board.