

Women's International League for Peace and Freedom
United States Section
Minutes of Board Meeting
December 9, 2014

Facilitator: Mary Hanson Harrison

Note Taker: Deb Holley

Time Keeper: Ellen Schwartz

Board Members in Attendance: Barbara Nielsen, Deb Garretson, LaShawndra Vernon, Deb Holley, Mary Hanson Harrison, Nicole Scott, Odile Hugonot Haber, Peggy Luhrs, Melissa Torres, Millee Livingston; Robin Lloyd joined the call later

Staff in Attendance: Paula Herrington, interim Executive Director

Board Members Not in Attendance: Altaira Hatton, Peggy Luhrs

Non-board members in Attendance: Ellen Thomas, Marybeth Gardam, Joan Ecklein, Regina Birchem, Theresa Cote

Meeting called to order: The meeting was called to order at 7:40 pm CST time by President Mary Hanson Harrison. Mary welcomed everyone, told them that the board had come through 8 ½ months of the WILPF board year, and everyone should congratulate themselves that the board had come this far. She thanked everyone for being there.

Additions to the agenda: Mary announced that she had a couple of items to add to the agenda. After the "Grow WILPF" report by Paula, there would be a vote taken to give \$15,000 to the International Travel Fund, for funding travel for women from other sections who cannot afford to come to the International Congress. She said there was also a question of how many board meetings would be scheduled for the upcoming year. There was another board meeting scheduled for January 20th of 2015, but between this meeting and the upcoming one, there should be discussion of what the schedule for upcoming board meetings should be for 2015, and a schedule decided. For 2014, the board had roughly been having a board meeting every month.

Approval of the minutes: It was decided that for those board members who had not yet read the minutes, they would have until Friday evening to send their changes to Deb Holley; otherwise, the minutes would stand as having been approved.

Interim Director report – Paula Herrington: Paula agreed with Mary that WILPF had made it through some significant crises, and getting past these had now allowed the leadership to look at some of the larger issues. There were many good things going on: contributions were coming in and the Peace & Freedom magazine was going out the same week. One significant activity going on the past week was an analysis of WILPF's contributions; at the present time, WILPF was heavily relying on two individuals for its operating monies. This was disturbing, especially considering that

one of these individuals was in her 90's. Paula believed this was symptomatic of WILPF's overall problems; the membership was involved in the day-to-day activities, rather than looking ahead on how WILPF was going to survive into the 21st century. She encouraged the board to think ahead on how to diversify not only financially, but how to get more members, so that there was a broad base of support.

Mary called for questions from the board for Paula.

Status on a temporary contract for Ariana Blondin: Millee asked about the status of a possible temporary contract for Ariana Blondin, who was working in the office, and if the matter had gone to the Personnel Committee. Paula replied that she and Nicole had been talking about it. It was technically not Personnel, since WILPF would not be hiring her as staff; nothing had been worked out with Ariana at this point. Mary, Nicole, and Paula had been discussing it, but hadn't decided anything yet.

Timeline for hiring permanent staff: Odile asked if a timeline had been decided for permanent staff. Paula said that the bigger decisions, such as the structure for WILPF's administration, job titles, and positions, would hopefully be decided at the retreat in Houston, scheduled for late February. She hoped a unified picture would come together there, including staffing needs and job descriptions, with the idea of bringing permanent people onboard in April. Barb thanked Paula for clarifying her vision for staffing. She also wanted to thank her for the amazing amount of work Paula was doing to try to pull everything together. LaShawndra had a question regarding Paula's initial statement regarding funding; she wanted to know if Paula had any ideas or strategies on how to diversify the funding. Paula said there were two parts: one was to write grants, but there was also a problem with the fact that members were aging and dying and WILPF needed to become more diverse and more grassroots, so that it wasn't held together financially by just a few. She thought WILPF should continue to cultivate large donors, perhaps by having a donor director who cultivated more such relationships. WILPF could also have a more vibrant donations program, but WILPF also needed to increase and diversify the membership. Millee stated that in addition to having donors, sponsors were also needed, whose names could be added to WILPF's letterhead.

Finance – Altaira Hatton, Treasurer: Because Altaira was ill, Paula gave the financial report. The week before, Mary, Altaira, and Paula had a Finance Committee meeting where they went over the year-to-date figures, discussed the draft budget, and the Grow WILPF campaign. The year-to-date figures were looking much better, thanks to the Grow WILPF campaign. WILPF was projected to be in the black for the current year thanks to the campaign. It would give two years of breathing room in which WILPF would be able to formulate a platform to launch its next 100-year plan. The budget had been affected by several unusual events this year: the Grow WILPF campaign and the Centennial campaign, and what kind of other projects might be planned. Paula said that people would like to see a document that would show the 2015 operating budget, with the Grow WILPF funds included, which had been a challenge since they covered different categories. She told the board that if each was to follow the 2015 operating budget, the Grow WILPF was included as a lump sum, and the accompanying document showed how it was planned to use these funds. Paula then

asked if there were questions about the year-to-date numbers. Barb said that they weren't broken down enough to show meaningful information. She used the example of the membership dues. She said they were so high as to be unbelievable compared to what had been seen in the last few years. She said the financial statements weren't designed to really give useful information, and she couldn't understand what some of the information was. She said the budget figures also weren't showing much information. In regard to the to-date financials, she hadn't ever heard of taking new monies and adding them to the budget when numbers had already been decided. She said she would feel more comfortable and thought it would be more useful if the budget could be stripped of the \$200,000 windfall from the Grow WILPF campaign. Paula answered that she had originally done the budget with Grow WILPF kept separate, but several people on the board wanted to see it in the context of the operating budget. She said that everything was accounted for separately, however, so at any time it could be printed out separately; it was its own separate category, both in revenue and expenses. Paula said that she thought everyone on the board was on the same page with regard to what they wanted from financial statements, and she was happy to format the financial information however the board wanted. Paula suggested a separate Finance Committee meeting, where the board could discuss what was needed from the financial statements. Barb thought it would be a good idea. It was agreed that it would be discussed later. Mary suggested that Barb's (and other board members') questions be relayed to the Finance Committee, who could answer the questions and get the answers back in emails, in the interest of time taken during the board meeting.

Development – Robin Lloyd, Chair: Robin Lloyd also was not on the call at the present time, so Paula gave the report on the Development Committee. She said 430 letters with sunflower seeds went out to major donors the previous week. The committee was now working on the annual appeal letter, which they expected to go out the next week, and the Peace and Freedom magazine, with an envelope for contributions, was going out as well. Mary said that one of the things they were finding very beneficial was follow-up by Marybeth, Robin, Yvonne, or Marie Louise, plus a member each from the local area, by calling the donors after they'd received the letter. Marybeth received a question about donating stocks during one of her calls. She said that the donor was probably going to donate more than a couple of hundred dollars. She said that the things that seemed to excite donors most was discussion on plans to strengthen branches, nurture members, recruit more members, and do more training. Mary asked Paula if she knew how many responses had been received from the letter which went out in October with a coupon. So far no known contributions, using the coupon, had been received. Mary said that they could follow up on some of the calls to the members who had attended the Triennial Congress.

Continued discussion on the Treasurer's report: Millee asked to back-track to the financials again. She asked about the balance sheet for the same period as the profit-and-loss given out, and stated that a balance sheet should always be sent out with the profit-and-loss statement. Paula said she had sent a balance sheet, but Millee did not think she had received it. She would check again.

Continued discussion on the "Grow WILPF" campaign: Millee also asked who comprised the receivers of the 430 letters sent out. Marybeth said they were people who had given quite a lot of money, but more often small amounts over a long time, so they were long-term supporters of

WILPF. Millee asked if letters were going to go out to every WILPF member, because she thought there were people out there who might be willing to donate, but were part of a hidden membership, not “touched” a lot. Marybeth said some of those were included in the appeal already made, but the appeal going out the next week would include all at-large members as well as others who had supported WILPF. Mary wanted to remind everyone that WILPF needed pocket money at the current time, but in January, they would be looking for money from the public, making a big splash in the community. They would be rolling out the campaign at that time. Barb mentioned that a letter would go to every member if their name was in Salsa, other than institutions. She thought a life membership was probably being filtered as a major donor.

The Grow WILPF Budget: Paula said that the Grow WILPF budget, which had been sent to board members, had been created for two purposes: first, to make sure the board was all on the same page as to what the goals of WILPF were, and secondly, to articulate to donors what the money would be used for. Paula commented that it was intended to be presented in broad categories, such as staffing salaries. The board would not really know how much staff would be needed or what they would be paid until the retreat, so that category was large at this point. Paula urged the board not to get too focused on the details, but to look at the overall projects that everyone knew would need to be done. Some of the money was planned to be spent over the next year or the year after that. She also mentioned that some of the money was planned to operate WILPF the current year, but would not be sustainable beyond that period if WILPF could not get the money in place to continue these types of outlays. Barb had a question on a point of order: She wanted to clarify that the board needed to approve a broad-based Grow WILPF budget in isolation, apart from the regular budget. Mary said that was correct, and the board would back-track into the budget of 2015.

Questions and concerns on the 2015 budget: Odile asked if an attorney had been hired that would deal with JAPA. She also wanted to know if there had been money allotted to pay the accountant undertaking the audit of JAPA. Mary replied that there was no attorney hired, and Paula answered that there was money budgeted to pay the accountants. Millee made the comment that donors were going to want to know what the programs were before they gave money, but she didn't see anything put in the financials that designated that. She wanted to know if something was going to be stated more clearly in the budget, in more detail, such as program or issues, and what specifically was included. Mary said that the board was so far behind in getting the report put together, that the question was, “Would the board back the categories that the Finance Committee had come up with, knowing that these were not scripted in stone and not detailed enough?” She realized that there weren't a lot of specifics yet. Paula added that this was a multi-layered approval process, and no one was going to go out and hire someone yet or do anything drastic, should the budget be approved. One big question was whether WILPF wanted to give the \$15,000 under discussion to International WILPF. Paula knew that the board would need to know a lot more details before anything was implemented, and those decisions would be made at the retreat.

Deb G. said she had submitted her budget proposal to Altaira by November 1st, but she hadn't seen her requests in the budget. Paula told Deb G. that her requests were included in the operating budget, but they couldn't be seen at a glance; her requested items were scattered out over several categories.

Robin Lloyd joined the call, saying that the weather was a factor in her being late in attending the meeting.

Barb had more inquiries on the budget, saying she questioned some of the amounts of money being allotted to various categories, and didn't see much going to Program, which was what concerned most donors. Marybeth said she understood why it looked that way, due to the way the funds were divided up, but as Paula had pointed out, a lot of Program items were spread over several categories, and more money had been put into the items that people asked for. Barb said that these items weren't addressed in the Grow WILPF budget, however.

LaShawndra said that she also felt the budget should more strongly articulate how Program would be supported. She, like Barbara, felt that the amount allotted to the travel category was a little too high. She also felt that the board should stop beating itself up over being behind on projects; the board had accomplished many things this year.

Mary felt that WILPF had been remiss on reaching out to the branches and also recruitment.

Odile said that Program was the heart of WILPF, and Program needed money for materials, and a timeline, with the staff, the interns, and other points decided, for the various projects. Mary said that Marybeth had written a more detailed vision, but it wasn't sent to the board members because it was afraid that too much detail would be imposed on the board at this time. Odile said that Marybeth should be on the Program Committee (if she was writing the vision for Program). Marybeth added that input needed to be received by everyone before the final details were added to the budget. Barb said that LaShawndra made some good points, and Mary also, about not wanting to get into so much detail at this point in time. The board needed to do some more talking before the budget was approved; some of the details needed to be worked out, but not during this call. She suggested that the Development Committee and the Program Committee have a joint call to brainstorm about some ideas. This could be done in the next week or so.

Mary said that if the board would accept and approve the broad-based budget, that is, the various categories, as given at this point in time, it could then move on to the formulation of details, as just discussed. Barb replied that she would not accept any of the International items as given. Mary suggested that the International discussion should be undertaken at the present time, and she asked Paula for her opinion. Paula thought that it was a good idea, and added that the decision concerning \$15,000 for the International Travel Fund could be put off until next week as well, after more needed discussion had taken place. Barb replied that she had no problem with the International Travel Fund. She said it was the International section items at the bottom of the budget report with which she was concerned, and the board could vote on the \$15,000 question at this board meeting. Mary said this could probably have been done in a Steering Committee meeting, but she would prefer that the board make the decision. Mary asked Barb if she wanted to make a proposal. Barb said her request was that the board agree that it would decide if there was to be a differentiation between amounts paid to delegates and alternates, and if there was no differentiation, what was fair and equitable to pay for travel, registration, and accommodations for everyone in the delegation; if there was to be a differentiation, at what level would it be. Mary said that Barb was discussing something different than giving money for International to pay for women

from other sections. Barb then asked why \$15,000 was budgeted to give International for women from other sections when in the past WILPF had only given around \$3,000 for that use. Mary said the board meeting was running out of time, and asked if the discussion could continue next week, to which everyone generally agreed.

Hiring of accountants to audit JAPA's books: Mary then brought up the JAPA/WILPF accountants' meeting, saying that another accounting firm had been found. Paula said she had sent everyone a memo concerning her recommendation for Accounting Management Solutions, a large firm located in Waltham, MA, with a branch in NYC. A person from that branch would undertake the audit of JAPA's books. Paula also met with Patricia Cobb in the Boston office, and Patricia had agreed that it made more sense to engage AMS, since she only had a couple of weeks available in January. Patricia would give the auditor whatever he/she needed from WILPF. Altaira had also agreed to use AMS, going with someone who was qualified over strictly cost. Millee commented that AMS looked like a good choice for the audit. She asked specifically what the auditor was going to look at. Paula said she was going to send many files to AMS, but the first thing both AMS and Patricia thought should be done was to look at the internal controls JAPA had in place for the three years in question, and then look at two or three years' worth of financials. The decision would then be made whether it was worth going any further. Optimistically, it could be concluded in two or three days, but it might take longer. Millee figured it would take about \$6,700 for three days, or \$9,500 if it took five days. She assumed the money for the audit would be coming out of WILPF funds; she wondered how this would affect donors if they knew their money was going for accounting fees. Paula said that Millee brought up a good point; she affirmed that yes, if things went efficiently, the audit should get done in three days or so. But it might take more time, looking at the complications she'd been seeing in the papers. It would probably be best to put a little more money aside in case of a longer audit; it could easily take more time. Millee asked how it would be accounted for on the financial statements, and Paula said it would be put under "Professional Fees". Barb commented that she approved hiring AMS, and suggested that some money should be put aside in case it was needed for the JAPA auditors, since the agreement was that they were able to look at WILPF's books as well. Millee said she just wanted to make sure WILPF had a really good classification on the Chart of Accounts, to be used on the financials, of what the auditors cost.

Decision made to hire accounting firm: Mary said the decision at the meeting was whether the board was going to hire AMS to undertake the JAPA audit.

Rather than having a roll call, it was decided to try an assent. No one dissented, so the motion was passed to hire AMS. Further discussion would take place in the near future concerning more details of the audit.

Paula said she was going to take some of the input she had received at the meeting and incorporate it into the budget.

Marybeth wanted to emphasize that when Paula was asked to put the budget together, Paula had wanted to see that the "Grow WILPF" budget was going to actually expand WILPF, rather than just the regular, day-to-day expenses. Marybeth thought that perhaps she should have asked for more input on how the budget should be formatted for presentation to the board.

Upcoming board retreat: Paula then spoke of the meeting and retreat in Houston. She and Melissa had spoken about some potential places in which to hold the meeting, and they were starting to put together the costs for the retreat. She encouraged all board members who had requests, requirements, or suggestions to please send them to her; otherwise, she and Melissa would get back with some costs and possible meeting places at the next board meeting or in a separate email. Mary said she had talked to Lynn Furay, a member living in the Houston area, and that WILPF had quite a few young women members in the area who were enthusiastic. She said the board could help them grow, and also listen to them with suggestions for WILPF.

Discussion concerning admittance of others to board retreat meetings: Ellen then asked if those of WILPF who weren't on the board but were dedicated to WILPF could come to the retreat. Mary's response was that they could; all board meetings were open to WILPF members. Barb said that there were many dues-paying members in Houston who had not coalesced into a branch. Instead of the traditional model of asking the local branch to provide hospitality, there might be a different model in Houston, where everyone could all be together in a dorm. Barb said that she gave her complete support to the idea of everyone spending more time together.

Paula said that she and Melissa had talked about such a plan, and that there should be an opportunity to "hang out" informally to engage in relationship-building, as well as having formal meetings. Millee said, as a point of order, that if the meeting was going to be opened up to the entire WILPF membership, there should be registration, since there could be up to 50 people instead of 15. Paula commented that the board should check with Third Sector if the meeting was going to have as many attendees as 50, since it created a different meeting. Ellen said that she was a co-chair of the War and Disarmament Committee, and an At-Large member. It had been very enlightening to her to see how the At-Large members, who were not attached to a branch, were outside of all activities, totally lost. Mary then said that, depending on the topic, the retreat might have to have some closed-door sessions for board members. Ellen said that all members should be involved because of the decisions concerning WILPF. She thought it would be good to pay for the chairs of committees to come to the meeting. Mary reminded her that the meeting was not a WILPF Congress. LaShawndra said that the board needed to have a good operational relationship and its energy should be conserved for working on board matters. She also said a power map would be useful in mapping out where branch strengths and opportunities lay, as well as individual members. Mary responded that LaShawndra's making of the map would be very helpful. Barb asked for clarification on what a power map was. LaShawndra said that a map laid out where the resources were for a particular project. Barb said that she had a feeling that perhaps there were two different things going on. Yes, board meetings were open to members, but there were times when a board should go on a retreat, when the board needed to spend its time working together. She added that possibly the members of the Program Committee should be invited to the retreat as well, if indeed the board was going to discuss what WILPF was going to be, so the board needed to discuss who should be present at the retreat beyond the discussion at this meeting. Paula added that the board was also paying Third Sector, so they should be part of the decision-making; Heather Harker should probably be included in all planning and decisions.

Marybeth said that if the Program Committee was planning a retreat of its own anyway, it might be possible to schedule both retreats at the same time, and intertwine the parts together where needed. Mary said that was possible, and asked Paula about further communications. Paula said that the next step probably would be to contact Heather Harker.

Personnel – Nicole Scott, Chair: Nicole gave her report on the Personnel Committee. The committee's next meeting would be January 7th. She said that in light of the difficulties getting the signatories signed, the committee had decided that, in the case of an Executive Director, they would like a checklist completed of all of the important items to be undertaken before the individual left. As far as budget requirements, the only thing she would be sending Paula was a renewal request for membership in the Society for Human Resource Management. The anti-sexual harassment policy had been put on the back burner for the time being due to some questions on the language.

Directors and Officers Insurance Coverage: Mary asked Paula about the Directors and Officers insurance coverage. Paula replied that WILPF really needed the DO coverage. Since WILPF didn't move forward with approving the anti-harassment policy approval, she went ahead with the carrier that didn't require WILPF to have such a policy. It cost twice as much money, but the coverage was in place now, and WILPF currently had both DO and employment liability coverage as well. She commented that hopefully by the same time next year the board could get all of the appropriate policies in place, and receive lower premiums and higher thresholds when renewing. The coverage was \$1,000 more. Barb said it was her understanding that the directors and officers policy had nothing to do with the anti-sexual harassment policy for employees. She thought that it was just the DO policy which was going to be put back in place, and the employment liability could be addressed when employees were hired again later this year. Paula explained that she had hired an agent to work with the various insurance companies. The insurance company selected said that the employment liability could not be added on later when employees were actually hired. She had also explored another alternative, which was purchasing a new policy just for employment liability when it is needed, but was told it was much more expensive.

Millee thanked Paula for doing a good job on getting a policy in place.

Nicole, referring back to her Personnel Committee report, announced that the decision was made, by consensus, to hire Third Sector consultant Heather Harker. Mary thanked the Personnel Committee for their effort to make people feel safe.

Nominating – Barb Nielsen, Chair: Barb next gave her report. She said that the Nominating Committee had one applicant for every position for the national election slate of candidates. The committee was moving forward with the candidates and the balloting. Barb asked what the board wanted to put into place to support the candidates going to the International Congress. Mary asked Barb for her proposal. Barb said that there were ten delegates, who were separate from the International Board representative whose expenses were already being covered. Barb asked about travel fees for the ten delegates, including transportation, conference registration fees, and housing if home stays couldn't be found. She said WILPF was probably looking at around \$14,000 in air fare for the ten delegates. She wanted to know what all the board wanted to pay for the entire delegation, and also what to include for payments. Mary said the finance committee should discuss

the situation as well. Millee pointed out that the hour was getting late, and she asked if the discussion could continue next week at that meeting. Mary replied that yes, it could. Barb asked that the board think about it and discuss it by email before the next week. She reminded the board that years ago, delegates were chosen on their ability to pay their own expenses. There had been discussion in the past that this practice excluded women who are unable to pay their own way. Mary wanted to know when the names of the national board candidates were coming out. Barb replied that they would be released to the board within the week.

International Board Representative Report: Mary said that Melissa had sent out a report, but she asked Melissa if there was anything else she wanted to mention. Melissa said that she wanted the board to discuss the giving of money to other women from poorer sections so that they could attend the International Congress, since there were many people struggling for the resources needed to travel.

At-Large Committee: Millee said she had sent her report to everyone, so she wasn't going to go into the specifics. She wanted to add that Ellen Thomas had graciously come forward to help her do some ear and legwork. For the first time, there is an At-Large Committee, which will be working on issues.

Mary reminded board members to get their comments on the minutes back to Deb Holley, Secretary, by Friday night.

The next regularly scheduled board meeting will be January 20th. (Secretary's note: another board meeting was actually held on December 29, 2014.)

Mary then thanked everyone for attending and the meeting ended at 10:05 pm CST.

Respectfully submitted,

Deborah Holley
Board Secretary

Action Steps to be Undertaken

1. A discussion should be undertaken as to what the next year's board meeting schedule should be, before the meeting January 20th.
2. Board members should be thinking of ways to diversify and increase WILPF membership.
3. The situation of possibly making a temporary contract with Ariana should be addressed.
4. A separate financial committee meeting with members of the board should be held, where it is discussed what format should be used for the financial statements.
5. Board members should address their questions concerning both the 2015 proposed budget and the "Grow WILPF" budget to one of the members of the financial committee, consisting of Mary, Paula, and Altaira. The committee will answer any questions submitted to it.

6. The board needs to approve a broad-based “Grow WILPF” budget in isolation from the rest of the 2015 budget, as well as the 2015 budget itself; the actual budget details will be ironed out at the upcoming retreat at the end of February.
7. The amount given to International for travel for women from other sections who cannot afford to attend the International Congress should be decided. It is proposed to be \$15,000.
8. The Development and Program Committees should brainstorm on possible big projects that would need money in the budget but would also appeal to donors and grow WILPF as well.
9. Anyone with requests, requirements, or suggestions for the board retreat in Houston should contact Paula as soon as possible with their requests.
10. Third Sector and Heather Harker should be informed of any meetings at the Houston retreat that would include more than the actual members of the board.
11. The board should discuss who should be allowed to come and participate in some or all of the board retreat meetings.
12. The Program Committee may wish to coordinate its own retreat with the one at Houston.
13. The amount of money given to delegates to the International Congress, both in terms of whether alternates are included in reimbursements, and what expenses should be covered, needs to be decided.