

Women's International League for Peace and Freedom
United States Section
Minutes of Board Meeting
May 20, 2014

Facilitator: Mary Hanson Harrison

Note Taker: Deb Holley

Time Keeper: LaShawndra Vernon

Board Members in Attendance: Altaira Hatton, Barbara Nielsen, Deb Garretson, Deb Holley, LaShawndra Vernon, Laura Roskos, Mary Hanson Harrison, Millee Livingston, Nicole Scott, Odile Hugonot Haber; both Sara Tess Newmann and Peggy Luhrs joined the call later

Staff in Attendance: Ria Kulenovic, Director of Operations

Board Members Not in Attendance: None

Operating the new switchboard console: Ellen Schwartz, assisted by Darien De Lu, operated the new switchboard system. The first fifteen minutes were spent identifying all board members' telephone numbers and going over the specifics of the system. Everyone's ability to "raise their hand" was also tested.

Meeting called to order: The meeting was called to order at 7:47 CDT by Mary Hanson Harrison, President.

Expression of care and concern offered to Ria: Mary first offered her thoughts and prayers to Ria Kulenovic, saying she hoped Ria's family was safe and secure from the flooding going on in her home country of Bosnia.

Summarizing the agenda: Mary then quickly summarized the items on the agenda prior to beginning discussion. She listed two changes: number 4 should be a Director of Operations report, not the Treasurer's report, and number 6 would be presented by Darien De Lu, not Barbara Nielsen.

Approval of the minutes and related questions: The approval of the minutes followed. Laura Roskos had two questions: Referring to the "List of Action Items" at the end of the minutes, she wanted to know the status of numbers 1, 3, 5, and 6 on the list. She also asked if Deb and Mary were going to continue the practice of posting the minutes on the WILPF website after approval. Mary suggested that the items be discussed later in the meeting, as number 8 on the agenda, if time allowed.

Scheduling the next board meeting: Mary asked the board if the next board meeting should be in Detroit at Congress in July, or a couple of weeks later after Congress. A discussion ensued, with various board members bringing up personal concerns about the date chosen and whether they would be able to attend due to their travel schedules. Ria pointed out that Laura Dewey needed to

be consulted to confirm a space to have the meeting. Laura suggested another conference call board meeting in July before the meeting at Congress. It was pointed out that the 60-day posting requirement for a decision-making board meeting was rapidly approaching; sixty days to the first day of the Congress was June 1st. Mary finally suggested that the next meeting be in Detroit, and that the date and time be set via emails later. A consensus vote was taken and it was agreed that the board would wait to hear more details on the Congress schedule from Laura Dewey before setting the date through emails, hopefully as soon as possible. Laura Roskos stood aside on the vote, saying she felt that another board meeting should be held before Congress, due to so many important decisions which needed to be made. Peggy Luhrs joined the discussion at this juncture, around 8:00 pm, and she also agreed with the consensus to wait for more details of the Congress schedule from Laura Dewey.

Altaira's Report on the CLARA method used by the Meta Peace Team: Altaira then gave more details of her experience with the Meta Peace Team. She listed the five steps used to respond to questions and verbal attacks: 1) Calm and center oneself 2) Listen 3) Affirm 4) Respond 5) Add information. More details on the method could be found at <http://straitspiece.org/Events/CLARA.pdf>.

Director of Operations report- Ria Kulenovic: Ria gave a summary of her first quarterly report to the board, which she had sent out via email the day before the board meeting, May 19th. Her complete report is presented following the conclusion of these minutes.

Commendation of Ria: Following Ria's report, Millee commended Ria for all of the work she had performed, and for helping to carry WILPF forward. Laura Roskos also endorsed Millee's praise of Ria, then asked about the status of the member information privacy rule. She also asked if the branches' listserv had been split into two separate lists. Ria replied that two listserves had to be made, because there was only 150 members capacity per listserv. She said she believed anyone sending out emails would have to use both listserves to make sure that all branches were emailed, but she wasn't sure, and acknowledged that it was a situation that should be looked into.

Standing committees: Mary reminded the standing committee chairs that they needed to appoint a backup chair on their committee, and both Ria and Mary should be informed of who had been chosen. She then called for the standing committee reports.

Membership Development - LaShawndra Vernon, Chair : LaShawndra had not yet appointed a backup chairperson. She'd been busy organizing and conducting a protest for the kidnapped Nigerian girls, and she'd also been working on her workshop to be presented at Congress. She planned to have a draft prepared for the board by the coming Friday (May 23rd) or early the next week, laying out her action plan for membership. Mary asked if some of the women involved in the protest were perhaps interested in joining WILPF. LaShawndra replied that she had introduced them to WILPF; she'd see what happened. Millee stated that she was looking forward to reading LaShawndra's membership development plan to see what impact or role the At-Large members would have in her plan.

Nominating – Barb Nielsen, Chair: Barb announced that the Nominating Committee had undertaken a candidate search for the position vacated by Catia Confortini, and a decision would be forthcoming from the applications received.

Laura asked Barbara if the Nominating Committee had looked over the packet of nominating guidelines put together by Sabreena Britt and given to the committee in March. Barb replied that the committee had not had the time yet to look over the packet, but hoped to have a comprehensive set of rules and transparency guidelines in place by the fall, prior to the next election cycle.

Personnel – Nicole Scott, Chair: Nicole's committee had attempted to contact the Industrial Workers of the World (IWW) organization, with whom WILPF has an agreement, but had not received a response. Her committee will continue to attempt to make contact, to decide if WILPF will continue with the agreement.

There were twelve applicants for the new Program Development Director position, but only two of the applicants were qualified. Nicole's committee decided to revise the job description in an attempt to make it cleaner. If possible they would like to have the finalist candidates do a practicum based on the metrics of the position before making a final decision. Her committee had a meeting the past Thursday on the Program Development Director job description. Deb Garretson suggested that if the job description was going to be revised, she and Odile should be included. Mary said that the job description would have more of a structural change than a content change, so she didn't feel a need to have more involvement from others. Nicole also announced that Theresa Stephens, the IT & Web Communications Consultant, was leaving, with her hours to be reduced starting June 1st. Joan Bazar had been assisting in preparation as Theresa started to shorten her work hours. Nicole's committee would soon begin the process of finding a replacement for Theresa. Her group was also working on a new personnel manual.

Millee Livingston mentioned that in reference to the IWW contract, which was union, she didn't see any reason to have a contract with them at this time; there was currently only one person who was in a managerial position. Nicole replied that the Personnel Committee just wanted to have their bases covered. She said that a decision wouldn't be made immediately, but would be on the personnel agenda for the next meeting of her committee. Barbara said she had a copy of the settlement agreement with the IWW, which allowed WILPF's case to be taken off the National Labor Relation Board's docket. The agreement said WILPF was obligated to continue negotiating with the union. She and Laura had tried to negotiate with the union in 2008 and 2009, and had considerable difficulty making headway. Barb noted that the board must make sure that the union signed off on any changes made in the office staff situation, so that WILPF didn't end up in front of the NLRB again. Barbara said she would give Nicole a copy of the agreement WILPF originally had with the union, since it listed the continuing obligations WILPF had with the IWW. The contract was made to prevent further problems with the National Labor Relations Board. Ria said that she had a copy of the contract, and since she had been employed by WILPF every position had been modified, but they all comply with the IWW contract; the union was notified about all of the changes.

Program – Deb Garretson, Co-Chair: Deb G. reported that it had been a busy few weeks since being in office. Odile and Deb G. had been trying to participate on all issue committee calls as well

as the Congress committees and the Mini-Grant Committee. She commented that everything in WILPF was so interconnected that she was still trying to get the big picture. She was learning how to use Facebook for non-profits, for use by all the committees. The Mini-Grant Committee had a deadline of June 1st, and thus far no applications had been received. Mary asked Deb G. what kind of plans she had formulated. Deb replied that Barbara West had put together a plan with guidelines for the mini-grants. Deb, LaShawndra, and Odile were waiting until after Congress, when the three of them would divide up all of the seventy branches among themselves and talk to the branches individually about what they're doing and their concerns. They would also promote the Mini-Grant Program to the branches at that time. Mary asked about the June 1st deadline looming for mini-grants. Deb G. was planning on sending out an E-Alert about the June 1st deadline, reminding members to get applications submitted. Mary wanted to know if Deb G. had also contacted previous mini-grant applicants. She suggested that Deb contact them and ask if they could use another step in their projects. Barbara Nielsen asked if the board had the flexibility to re-set the deadline for a month or two later. Perhaps there could be a pitch given at Congress, such as one or two workshops whose topic would be mini-grants. Deb said she would talk to Barbara West, who was chairing the committee, to get the history of why the date was set at June 1st. Mary said that Deb and Ellen, who had previously been on the Mini-Grants Committee, could take the issue from there, if re-setting the deadline seemed feasible. Laura commented that she really supported what Barbara was saying, because mini-grants were intended to be seed money, to help jump-start new projects, not used to continue existing projects. She also hoped that if branches were going to be surveyed, it would be coordinated with Ria and the Evergreen Survey Process that Laurie Belton had used, and Ria was continuing to use, to report to the national office. Odile asked about the Evergreen Survey Process and Laura replied that it was the annual survey given to the branches to ask what projects they were undertaking, who the leaders were, etc. Mary asked Ria how many surveys had been returned so far this year, and Ria said that not as many as she normally received in the past, about seven so far this year. She also corrected the number of branches in existence, saying that WILPF had about thirty branches at this point, not seventy. Mary followed up with a comment regarding the mini-grant program, saying that the mini-grant given to the Des Moines branch for the Alternative Food Prize ended up bringing in more people and more money, making the project more of an evolution than a repeat. Barbara mentioned that many branches were suspicious of the Evergreen survey, and some additional education by the Membership Development Committee might be beneficial.

Program – Odile Haber, Co-Chair: Odile reported that she had been working with the response team. There were too many Congress projects going on for her to report! She could send a report of them to the board if wanted. The Middle East issue committee would be presenting three workshops at the Congress.

Development - Sara Tess Neumann, Chair: At this point, it was realized Sara Tess had joined the call, so she was asked for her committee report. She said that her committee had a great meeting the previous week. Everyone was excited about the Triennial Congress scheduled in July. She said they had brainstormed a lot of great fundraising ideas and next week they would be voting on them. They were still looking for additional committee members and volunteers.

Finance – Altaira Hutton, Treasurer : Altaira said she had sent out a Profit & Loss Statement during the afternoon via email (May 20th) to board members and she would send a balance sheet to any board member who asked for one. She encouraged board members to send her any questions regarding the financial statements. Laura asked if Altaira had any sense of the time line regarding the JAPA situation. Altaira said she would be writing another letter to JAPA yet this week. Laura suggested Altaira contact the International WILPF treasurer, Nancy Ramsden, since that group was currently also taking action on the JAPA matter.

Updating the bylaws: Darien De Lu, chair of the Bylaws Committee, spoke about the plan her committee had formulated for dealing with some of the issues that had come up over the last few years regarding the Bylaws. She characterized three broad categories of issues with which the committee was dealing. WILPF was under the laws and statutes of Pennsylvania, since it was originally incorporated in that state. Unfortunately, the membership apparently was unaware of those statutes for a number of years. Thus, there would be a report in the new board handbook concerning the changes to align with the Pennsylvania statutes, which Darien encouraged all board members to read when the handbooks were received. In addition, there would be some “cosmetic” changes, where a word was added here or there to make the bylaws clearer. Thirdly, there were also artifacts in the bylaws for which corrections were planned in order to update the bylaws for today’s WILPF.

Darien commented that it had become clear the membership never approved the bylaws, or at least she could find no record of it. The committee wanted a vote taken on the new Bylaws at the membership meeting which will be held at Congress. The full Bylaws document would be presented beforehand to branches and also at Congress before voting there. Other questions included whether to have an annual review of WILPF’s finances, or a full audit, and why the Membership Development Committee chair wasn’t on the Steering Committee, while all other chairs of standing committees were. Darien emphasized that this would not be an amended set of Bylaws, but a wholesale vote of the entire Bylaws, to be approved. Darien was also asked if she had an executive session defined in the Bylaws, and there was a request for clarification on whether the board president must be the one to call an executive session (currently the Bylaws say “may be called by the board president”). Darien stated that the Bylaws Committee was looking at a number of amendments in addition to the revisions, but they were waiting until the membership vote on the basic Bylaws before moving ahead on amendments. Her committee would look at the “executive session” wording. Darien said that her committee would welcome any input and anyone could email her directly. She hoped there was full discussion in branches and among board members concerning the changes that would be presented.

Laura commented that it would be a really good idea to have a membership vote on the Bylaw changes at Congress. Secondly, she would like to see that the bylaws would serve WILPF for at least the next couple of decades. She had read the language of several other Pennsylvania non-profits, and felt that the language in the WILPF bylaws was “disempowering”. She suggested that an attorney be hired to give a legal opinion on the revised bylaws. Thirdly, she had asked to be appointed to the committee, but so far hadn’t heard back on it. Darien responded that the Pennsylvania statutes were pretty “cut and dried”, with little room for interpretation and her

committee had no money to hire an attorney for legal opinions. She was also concerned that if too many amendments were addressed in the Bylaws at Congress, they might not be approved. Her committee had spent time looking at other organizations' bylaws. One had a provision for an annual vote on changes in the Bylaws, which she believed would be a viable procedure to keep the Bylaws updated in accordance with the organization's current needs.

Millee asked Laura if the last bylaws were voted on by the members in 1977. She had a set that was voted on in 2002, and wanted a clarification.

Nicole mentioned that she would like to see an attorney specializing in nonprofit law obtained to review personnel contracts and other hiring documents in addition to checking the Bylaws. Darien replied that the board would have to set a budget for hiring an attorney for such work, depending on WILPF's finances. Ria said a budget could be submitted for attorneys' fees by the coming November, as was done with other committees. She said it was always worthwhile to submit budgets on possible expenditures, whether they really seemed feasible or not, so when the general budget was made up, all ideas could be examined.

Signatory resolution results: Ria announced that she now had all of the information she needed to finish the signatory process. She believed she would have it completed and to the bank by Friday (May 23rd). She planned to report back when it was done.

Board minutes' posting on the WILPF website to be continued: Mary next answered Laura's previous question pertaining to whether board minutes were to be continued to be posted on the WILPF web site. The answer was "yes". She suggested Laura's other questions be covered by email.

Questions from the stack: Candace Perry wanted to know what the next step was on the signatory resolution, and was told that the next step consisted of Ria taking the signatories to the bank, which would complete the project.

Fran Foulkrod spoke up, saying she wanted to clarify that the latest incorporation of US WILPF was in 1996, which was why the last re-structuring of the Bylaws in 1977 didn't apply and why voting was needed on the bylaws.

Kit Williams asked how many people were anticipated to be attending the upcoming Congress. Darien answered that only about 100 people were expected to be there, although the exact count wasn't known for sure; that was why a lot of advance discussion was important prior to the Congress. Kit expressed concern that only a small group of people would be participating in the vote. Darien agreed, but said again that she hoped there would be much discussion of the proposed revisions ahead of time. Barbara mentioned that the board meeting was running out of time. She reminded the board that a ballot meeting in the fall would be coming up, and the bylaws vote could be taken then, if necessary.

Representation at upcoming IB meeting: Mary announced that she would be representing the US Branch of WILPF at the International Board meeting held later the same night. Laura Roskos wanted to know why Mary was representing US WILPF instead of Joan Bazar, whom she had heard previously was going to be the representative. Mary replied that there hadn't been enough time;

Nina Hansen, International Communications Director, had contacted her, wanting to give the US Section a vote in absence of an official IB representative. Mary had to read up quickly on the issues to prepare for voting.

The meeting adjourned at 9:42 pm CDT.

Respectfully submitted,
Deb Holley
Board Secretary

Action Steps to be Undertaken

1. Follow-up is needed, per Laura Rosko's request, to check the status of the last minutes' Action Steps, of numbers 1, 3, 5, and 6.
2. The day and time of the board meeting to be held at Congress should be set as soon as possible.
3. The status of the branches' listserv capacity should be checked and whether there are now two listserves.
4. All board members should read over the financial statements and send Altaira any questions that they might have.
5. Any suggested changes to the Bylaws should be sent to Darien Du Lu.
6. The status of the membership privacy project should be checked.

Ria's Quarterly Report as Sent to Board Members

Dear Board members

This is a very first report I am submitting to the new WILPF US leadership, and although no transition is ever easy, I feel we are off to a bumpy, but good start. The WILPF US board leadership secured \$200 000 to kick off the new capital campaign, which is a great start!

CSW - L2G and UN Practicum

The 58th Session of CSW in NYC was completed in attendance of 30 WILPF US representatives (5 - L2G representatives, 19 - UN Practicum students, 4 faculty members, one intern and one staff person) and additional 30 WILPFers came from WILPF International and representing WILPF Sections from: Australia, Bosnia and Herzegovina, Colombia, Eritrea, India, Jordan, Nigeria, Pakistan, Nigeria, Syria, United Kingdom and United States. We held 9 WILPF sponsored and cosponsored events, and our Secretary General, Madeleine Rees received the Dean's Social Justice Award from CUNY School of Law, honoring her long legacy of fighting for women's human rights in the context of conflict. Events sponsored and co-sponsored by WILPF included panel discussions, movie screenings, and interactive dialogues.

We also had a quite successful friend raiser in NYC that was hosted by Abigail Disney at her family

residence with over 30 prospective donors and partners in attendance.

BALLOTS

Ballot process went smoothly. We had 150 inquiries for missing ballots, but only 15 were legitimate, and all additional ballots mailed out of the National office in timely manner. We collected data on missing ballots and some of the issues discovered were: wrong addresses, paid dues for a few years in advance, overwritten salsa record by someone else's credit card info, unrecorded life memberships from 2006-2008 and USPS not forwarding mail for some temporary away customers. The missing ballots data analysis pointed that our membership lists are not in dire conditions as believed by some members.

PERSONNEL

The congress coordinator was hired on April 7th, and her contract is valid through September 7th, 2014. National office has standing weekly meetings with Congress Coordinator and the administrative preparations supported by the national are going quite well. The National office is also assisting in workshop solicitation and program planning.

We are in process of recruiting candidates for both, Program and Development Director and Centennial Coordinator position.

By the end of May we'll have three interns on the team. Two administrative interns will be working out of the Boston office. (One intern started on Tuesday May 16th, 2014 and the other one is starting on Monday, May 26, 2014) and a Congress Intern that had started on May 12th will be assisting WILPF congress efforts out of Detroit branch under supervision of Laura Dewey - Congress Coordinator. The Congress intern had been set up with social media access and will be coordinating Social media communication for the congress.

Unfortunately, the Centennial Coordinator contract had to be terminated due to capacity issues. Two weeks ago we reposted the position with slight increase in stipend (from \$500 to \$1000 for 20 to 40 hours monthly). With assistance of Emma Burgisser, WILPF International Coordinator we are in a process of interviewing top candidates, and anticipate placing a consultant in the position by the end of May.

We received 12 applications for Program and Development Director Position, but only three were of qualified candidates. The personnel committee is currently reviewing JD and screening process and the interview process will start shortly. The second interview process will involve one of the Program co-chairs, Development chair and the WILPF US President.

Theresa Stephens, Our IT and Communication Specialist gave her resignation notice as of June 1st, 2014. Theresa has agreed to continue working through the summer to help us hire and train a new communication consultant, but as of beginning of June she'll be working only 10 hours per week. Theresa also had agreed to continue working in the capacity of a lay-out designer for Peace &

Freedom fall edition. This is particularly important for a smoother transition since we just hired a new Peace & Freedom editor.

Theresa's resignation is mainly blamed on lack of respect for process and structure within WILPF US. The personnel committee is currently reviewing and updating personnel policies since staff /consultant burn out seem to be a pattern associated with WILPF US.

In collaboration with Finance Committee I am in a process of hiring a broker to help us with the most recent donation of stocks. We are hoping to hire someone shortly and to complete the stock transfer transaction within a few weeks.

I am also in process of changing signatory authorization on all WILPF US bank accounts and hope to finalize it by the end of this week.

AUDIT

We are in a process of conducting an audit for 2013. Throughout the process we'll be updating some of our accounting practices and with help of the auditor with nonprofit expertise and finance committee we are hoping to transition successfully to 21st century. WILPF US tax reporting practices hadn't been reviewed in many years, and we'll have to catch up with current law changes and regulations.

We will be reviewing WILPF US National's office level of accountability for all dollars raised by branches through 501 c 3 activities. We filed for an extension and anticipate completing the audit in the summer.

REPORTING

We have to complete two annual reports for educational activities since we had two fiscal agents in 2013. We used JAPA's services until August and as of September 1, 2013 we used Peace Development Fund. I completed an annual report to Jane Addams Peace Association for all 501 c 3 activities for 2013 and submitted it before deadline on March 31, 2014. I am in the process of completing an annual report for Peace Development Fund that is due on May 31, 2014.

Membership drive for 2013 is almost completed. All Centennial packages had been mailed to all active branches, and currently I am working with branches on updating membership lists.

Membership drive should serve as an opportunity for all membership list updates. Branches that do not respond will be taking responsibility for all discrepancies between our lists.

Communication/ Membership Development committee is in a process of updating new member packets and issue committee brochures. We are waiting for the issue committee chairs' input in regards to issues committee description and contact information changes.

We are transitioning to the new list-serve system, and shortly all committee and branch leaderships will be able to moderate their own lists

The communication committee is exploring ways to find an appropriate platform for issue committees to exchange info and store their documentation to avoid turning a new web site into archive.

Peace & Freedom magazine will be in print within a few weeks. We have a newly hired editor, and we made some changes to the magazine and the communication committee will be seeking all members input. For this edition of Peace & Freedom we are doing a full color copy. We anticipate making additional changes to the magazine for the fall edition, as well.

As of the beginning of year we received an \$18,857 in a bequest, and are expecting another one in the amount of \$90,000. The expecting bequest will be opening an opportunity for potential collaboration with other bequest beneficiaries.

Programs are still our weakest link. Last year we allocated \$13,000 for mini-grants and barely were able to spend \$ 6,500. This year we allocated \$15,000, and we so far we gave away only one grant. The congress is a great opportunity to expand our programming, as well as expand issues we are working on.

I am looking forward to the board meeting tomorrow evening!

In Peace,
Ria Kulenovic