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Women's International League for Peace and Freedom United States Section Minutes of Board Meeting September 30, 2014

Facilitator: Mary Hanson Harrison

Note Taker: Deb Holley **Time Keeper:** Nicole Scott

Board Members in Attendance: Altaira Hatton, Barbara Nielsen, Deb Garretson, LaShawndra Vernon, Deb Holley, Mary Hanson Harrison, Millee Livingston, Nicole Scott, Odile Hugonot Haber,

Laura Roskos, Robin Lloyd

Staff in Attendance: Ria Kulenovic, Director of Operations, and Paula Herrington, Interim

Executive Director

Board Members Not in Attendance: Melissa Torres, Peggy Luhrs

Meeting called to order: The meeting was called to order at 7:40 pm CDT time by President Mary Hanson Harrison.

Acceptance of the board minutes: Barb and Robin stood aside on approval of the last board meeting's minutes since they hadn't had a chance to read them; Laura didn't approve. Melissa and Peggy weren't on the call, so the minutes were tabled until everyone could see the corrections.

Director of Operations report – Ria Kulenovic: Ria spoke about the confusion concerning the number of WILPF members. She said WILPF had about 465 active at-large members, based on Millee Livington's report. Ria's membership drive report listed 776 branch memberships and 258 life memberships, for a total of 1,499 members, very close to 1,500 members. She said WILPF usually paid international fees for 1,400 members, but for any kind of voting or publication distribution purposes, all members paying dues or making contributions in the past 18 months were included, and that's why sometimes the mailing lists had 1,800 names.

Ariana Blondin, long-term volunteer, had been working in the office. She'd been in charge of the membership project, and she was currently working in the Salsa database. Ria said she planned to be in the office every weekday except Wednesday, from 9:00 am to 1:45 pm. She would be answering the phone and Ria said she would send out Ariana's email to everyone on the board, so Ariana ccould answer any questions or concerns on behalf of the national office. Ria commented that she knew Paula had not yet been confirmed, but she wanted to get Paula acquainted with everyone in the office while she was in Boston, and Ria had begun training her. Paula had met Ariana, which was important since they would be working closely together. Ariana planned to assist Paula from the Boston office, since Paula would be working from her home in New Mexico. Catherine Brady, the bookkeeper, would continue to be in the office on Tuesdays, working approximately 7 hours. Paula would be receiving all of the bills for approval from now on and she

planned on then forwarding them to Catherine for payment. Ria felt that there was now a good plan in place; she said she wished it could have been done earlier, but she thought things were set up well now, and she was happy everyone got one week in the office working together.

The internship program was suspended for the time being, because WILPF had strict requirements, with interns to be working constantly under supervision. There used to be two interns in the office every three months, but the program could resume when there was permanent staff in the office. In regard to the CSW UN practicum and the Local-2-Local programs, Ria was very reluctant to hire an intern because she didn't know the transition plan for the office a few weeks ago. She didn't want to bring anyone in if there was no one there to train and supervise that intern. At the last minute, Ria started working with Rachel Nagin, WILPF's UN rep, who was at that point in time undertaking her graduate studies at Tufts University, hoping Rachel could "hit the ground running" for this program. Unfortunately Rachel had withdrawn her application a day earlier, and the project was on hold again at this point. The Personnel Committee had advertised for a coordinator a few weeks ago, thinking a person might be hired. Ria had received a couple of these applications and she had interviewed Hana Nimapuri, whom she thought was very capable of filling this position. She had forwarded all of the information on Hana to Paula for her to decide how to proceed.

Ria then asked if there were other questions.

Mary asked about the CSW; did WILPF have an oversight committee for the Practicum? Ria said that there was an oversight committee and a faculty member as well, but someone was needed (an intern, as referenced earlier) to do all of the logistic and administrative work and it was a lot of work – securing hotel accommodations (which needed to be done right away), updating marketing material, outreach recruiting of the students, securing passes for the UN, etc.

The audit showed that 44% of WILPF's expenses actually went into fundraising and administrative, which was a huge red flag for contributors, so Ria urged the board to put a lot of effort into continuing the CSW program, because that was the only program that WILPF had at this point. There hadn't been any new committees created in the past two years involved with programming. Robin wanted to know if Ria could break down what percentage was actually fundraising and what was administrative (management) out of the 44%. She was told the answer was on page 5 of the audit.

Laura reminded the board that Ariana knew the electronic access code, and would until the code was changed. She also asked if Patricia Cobb, recent WILPF auditor, had access to the 2013 JAPA audit or auditor while completing the audit. Laura wanted to know if there was a management letter that came with the audit, and what the schedule was for reviewing JAPA's ledger and accounts. She also wondered why, with the date on the financial statements, the board had only received copies hours earlier. Ria answered Laura's questions, saying Ariana had received a copy of the policy regarding passwords. She also said the management letter did accompany the audit, had been sent to the finance committee, Ria signed it, and sent it back to the auditor. As far as the 2013 JAPA 990 Form, Ria did send a request to JAPA in the middle of the audit, but had never heard back from them. Patricia also sent a separate request that Ria had signed, on Patricia's letterhead, but Ria had never followed up, so she wasn't sure what had happened, but Ria herself never received

the JAPA information. As far as looking at JAPA's books, Patricia had said that she could undertake it in November, but nothing more hadbbeen done on it; the board should be looking at that situation. As for the board receiving the financial statements at a late date, there had been some changes made in the final report, after the Finance Committee had looked at it, which took time. Laura mentioned that if the management letter from Patricia discussed internal controls, it would be important for the board to discuss them. Ria replied that the Finance Committee currently had the letter.

Deb Garretson asked, concerning page 5 of the financial statements, about salaries and benefits. Under "Programs Services", Ria's salary was listed as \$50,000, and under "Management" in general, only \$18,000. Ria responded that the distribution of her salary in 2013 was unusual after Tanya's departure, when some of Tanya's responsibilities had ended up being Ria's, and Ria did some of the Program work. More of her salary was distributed to Program in 2013 than in prior years. Deb G. said she thought that it was disturbing that \$50,000 of Ria's salary was allocated to Program. Ria said it wasn't all of her salary going to Program; interns' costs were also included as part of the Program amount.

Ria said goodbye to everyone and thanked them. Laura then wanted an answer on her question regarding the audit. Ria said that questions concerning the audit should be addressed to the Finance Committee. Barbara asked Ria how the audit process stood. The reply was that at present, the Finance Committee had approved it, the 990 was being completed, and it would then be sent in to the IRS.

There was another question regarding clarification of the membership numbers, and a further explanation of where the numbers were coming from. Ria said if there were further questions, to please call her.

Barb Nielsen asked "Where is the 990"? Ria replied that it would be coming electronically in the next couple of days to the office.

Ria then left the call.

Finance – Altaira Hatton, Treasurer: Altaira asked if everyone had received the audit report. She explained the biggest change in the budget since the last meeting was the difference between the original budgeted money for two full-time salaried staff members at \$55,000 each, Ria's remaining salary for the year of \$13,750, and another \$55,000 not yet budgeted. These amounts could now go to paying the transitional consultant and the interim Executive Director, and if further monies were required, the Capacity Fund Drive (Grow WILPF) account could be accessed. She said she had reviewed the mid-year budget assessment, and adjusted the numbers to reflect reality.

In preparation for next year's budget, Altaira asked standing committee chairs to send her their projected expenses and their wish lists. If they weren't sure what their expenses had been so far in the year, Altaira could give the numbers upon request. She requested that the information be given to her by November 1st.

Altaira said she was going to start completing three-year budgets to provide more planning for the future.

Altaira mentioned the completion of the audit, which gave a good comparison of the current year's expenses versus last year's. She said WILPF was doing better in the current year with regard to expenses, and there had been some nice pledges for the Capacity Fund Drive project. Last year, the expenses exceeded income. There had been some bequests put into a short-term savings account at that time, but they had been taken out again to cover expenses at the end of the year, not a very good practice, since costs were difficult to track using that method. She recommended that the board needed to take a very strong look at programs and the very large administrative cost, and if programs weren't being offered, such administrative costs shouldn't be incurred.

Paula and Ria had decided to forego the E-trade account at this point while the signatories were being updated, but Paula was planned to be added to the account sometime in the near future. WILPF's cash flow and small donations were down at this point of the year compared to previous years, and Altaira believed it was due to less outreach mailings and phone calls. She commented that perhaps too much energy was being put into the Capacity Fund Drive, to the detriment of the usual annual fundraising activities. International dues and Triennial Congress expenses were yet to be paid.

Millee asked if the Capacity Fund Drive had now morphed into the "Grow WILPF" campaign, or a different name, and would there be a special account to receive those funds. The answer given was that yes, the Capacity Fund Drive would from now on be referred to as the "Grow WILPF" campaign, and yes, there was going to be a separate line-item for these funds when they came in. Altaira mentioned that the funds would also be budgeted separately, but there were plans on accessing them to help pay for the transitional consultant and the interim Executive Director, if needed. The question was asked if there were any funds received from the Peace and Development Fund during this period. Altaira said she would have to look into it and get back to the board.

Melissa Torres was noted to have joined the call.

Paula thanked the board for allowing her to sit in on the call and said that it helped her to understand the situation better by hearing what the board discussed.

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

Nominating - Barbara Nielsen, Chair: Barb singled out the second item on the report she had earlier sent out to board members, which was the possible extension of the board appointment of the IB representative into the summer of 2015. Her committee had conducted a solicitation of interest among the membership to replace Catia Confortini, who resigned mid-appointment, and Melissa Torres was selected to finish the term. The Nominating Committee, with regard to the Bylaws, had been talking about possibly turning this position into one like the rest of the board's, elected by the membership. But there had also been a lot of questions by the committee concerning the length of the term, when would it start, did it really end mid-international Congress, was there time to make it elective so that someone could be elected and start at the April international board meeting, etc. It occurred to the Nominating Committee that if Melissa had the capacity to continue

holding the position through the International Congress and sometime into the early summer, it would allow time to look at the position and figure out a good way to get it ready to turn it into a permanent position. Melissa could continue to do the great job she was already doing, and let the committee have some time to set the position up for a ballot election. Barb ended by saying "We would like the board to extend and approve Melissa's appointment as our IB representative sometime into the summer, depending on Melissa's schedule". Mary called for discussion. Laura didn't understand how extending Melissa's term into the summer would mesh with the usual plan. If WILPF was to elect another person in the winter of 2015, that person wouldn't be seated until early January, leaving WILPF without an IB representative for a period of time. Also, Laura thought there was some merit to the positions shifting when they do, because at the beginning of the International Congress there was usually an IB meeting, and then another one at the end of Congress. The logic of having WILPF's outgoing IB representative at the meeting at the beginning of the Congress, while the new IB representative attended the second meeting, was to ensure some continuity and understanding. Barb said that the same thought had occurred to the Nominating Committee, but it hadn't been clear to them at the time of Catia's election what difficulty it might be for someone to step in and take over in the middle of the IB Congress cycle. They would like to get this cycle up and running as soon as possible. They might have to find someone to cover for a few months' time while they got an election going in the fall, but they didn't feel they were going to be able to field a net call for candidates, and they didn't think this was necessarily the time to do it, given everything else going on with the board at this time. They also didn't think there would be enough time to change the Bylaws, Melissa most likely could not serve the rest of the year, and to bring someone in now and try to make a switch didn't seem like very good timing. Barb complimented Laura on her logic, saying that consideration of the time periods hadn't been brought up in discussions before.

Ellen Schwartz spoke up, saying that WILPF's current Bylaws state that the international board position was to be filled by the US national board no later than the board meeting immediately preceding the International Congress, and the new representative was to take office at the end of the International Congress. Ellen felt that until the Bylaws were changed, the board had an obligation to continue using the method specified in the Bylaws. The board could submit a bylaw change to the members at any time, but the board had a legal obligation to follow the steps specified in the Bylaws until they were changed.

Robin asked if Melissa would be open to being a candidate for 9 months, starting in the spring, until the bylaws could be changed, and she could be elected in January 2016.

Laura said she didn't think the board should ask Melissa to state her candidacy at an open board meeting. Nicole agreed that it shouldn't be asked of Melissa at the current point in time.

Millee spoke up, reminding everyone that the board could not do what the Bylaws wouldn't allow, and the laws wouldn't be changed that night at the meeting, so she didn't see why the board was discussing this at the current time, although it was a good suggestion.

Barb asked if she could get a sense of the board's feeling, whether the board was agreeable to not putting forward the IB rep as a ballot position in the fall, without any kind of action from the

Nominating Committee. She asked if everything else should be left the same at this time, and at the board meeting in January, prior to the International Congress, the situation would be addressed.

Laura made a proposal that the deadline for applications for the delegates to the International Congress be extended to August 31st, that the website be updated to indicate that there would be financial support for the delegates, that these changes would be included in the October E-News, and also, that a process should be approved for the board to ratify the proposed delegation.

Barb clarified the date with Laura, which Laura actually meant to be October 31st rather than August 31st, and then Barb explained why September 30th had been set as the deadline: The Centennial Committee had made up the delegate schedule, and was getting pressure from International to set an early deadline, for some reason. Barb said the Nominating Committee would probably be thrilled by this change, since it would still give plenty of time to get the results to International. Heather Wellman, from the Centennial Committee, was on the call and said that her committee knew the date was loose when it was set, and would probably need to be extended. She said International would like to know by December who the delegates would be. Heather said they currently had 10 applications for delegates. As far as financial support for the delegates, originally there was the understanding that there would be none, so if it was decided that there would now be support, Heather needed to receive the information as soon as possible, and she would give it to Joan Bazar, who would update the website quickly. Barb said she had been reading the International Constitution, and it said that each section was to pay for travel expenses for their IB rep, but it was loosely worded as to just how the money was to be provided.

Mary wanted to continue with Barb's question of whether the Nominating Committee was going to leave the IB representative situation as is. The board agreed that the Nominating Committee did not have to do anything at this time. LaShawndra asked to discuss the financing of the IB rep and delegates. She was in support of coming up with a policy of how much money would be put out for delegates who couldn't afford to go on their own. Barb agreed that a policy should be devised. A group could discuss it and email their decisions to the rest of the board.

Altaira brought up two points. She didn't hear any objections to Barb's suggestion that the board postpone the decision on the IB rep. She also supported funding for WILPF's delegates, saying she thought the money could be taken from the International Travel Fund.

Nancy Ramsden, International Treasurer, said that there wasn't money set aside in the International budget for paying for a person from each section. She added that if the money wasn't there, WILPF couldn't expect International to fund the delegates from the U.S. Barb said they weren't expecting International to fund the U.S. section. She said that the Constitution stated it was each section's responsibility. Barb said the question was, "Does each section have an obligation to pay the way for chosen delegates who don't have the money?" In the past, people were expected to pay their own way.

Laura said that the board had a consistent policy of providing funding for the IB rep and delegates since 2004, and she couldn't understand why the current board could not move forward. Mary asked Laura about a proposal she had written earlier. Laura replied that she had sent a proposal to

Altaira, Barbara, and Heather a couple of weeks earlier, but they never responded to her. Laura believed that a new policy could be made up within the next 4 or 5 days, and put on the website. Otherwise, the end of October would arrive, and people who could be delegates still wouldn't have the information they needed.

Altaira proposed a deadline extension on the website to October 31st for delegate applications, and a week to give her a chance to discuss the policy with others and look at the accounts to see how to fund the delegates, and after that, an update could be made to the website.

Odile noted that some sections of International WILPF were very poor and some had considerable funds, and she wanted to know if the U.S. section had an obligation to fund other sections. Altaira said she would be happy to look at the money situation and see how much money could be provided for other sections after funding U.S. WILPF's own IB representative and delegates, using the International Travel fund. Mary said that in the "Grow WILPF" campaign, an amount would be budgeted to give some funds to cover travel expenses. Robin replied that there would be some money there, but there would be other expenses as well. She suggested that perhaps 34's of a delegate's travel expenses might be funded, or perhaps their local branch could also help them come up with the money. Barb said she thought the board had a sense of not wanting to re-invent the wheel. She asked Laura if it wasn't in 2008 that the board discussed setting aside travel money to give to International WILPF, and Ellen had looked up something she had found when a previous board had raised specific funds for a specific Congress. Barb wasn't sure the information had been handed down to present members so that Altaira and other board members were aware of it. Mary again confirmed Altaira's proposal and Altaira said she would also look at both the present budget allotting amounts to international travel, as well as the "Grow WILPF" campaign, plus she would look at anticipated costs for the delegates, and she said she would get back to the board.

Barb said that the Nominating Committee was proposing that candidates should have their applications for the upcoming national board elections in by October 25th, and everyone would get their ballots just before Thanksgiving. Members would have their ballots postmarked by New Year's Eve, with the first two weeks of January scheduled to have a branch do the counting, the results then being publicized, and the first board meeting tentatively being scheduled for January 20th, which would be a Tuesday, to introduce all of the new board members in-person. Barb said there was concern about having the meeting of the new board that early. She also expressed concern, however, over the board possibly being seated as late as it had been in the past year, in March, and she wondered if the board would agree to moving the first board meeting to around the February 20th weekend, which would allow extending the application deadline to around Thanksgiving, ballots sent out around December 1st, and having a deadline of late January for ballots to be returned. Barb asked the board to think about it and decide over the next ten days. Robin commented that she liked the idea of pushing it back a month, because it would otherwise conflict with the annual appeal letter that would go out about the same time. Mary suggested another possible schedule, working backwards: March 27 to 29 for the first board meeting, and the election process to be ended February 24th. She would like to have the board applications deadline around November 24th, a camera-ready ballot ready December 12th, ballots sent out by January 2nd, ballots postmarked by February 9th, and the final tallying by February 24th. Barb suggested that she and Mary work on the numbers and then send out an email to the rest of the board. Barb commented that the important openings in the upcoming election were Program Committee cochair, a secretary, an At-Large member position, and someone to fill out the final year of the Development chair. Barb thanked Robin for stepping forward and keeping that committee from "falling through the cracks".

Millee suggested that everyone needed to get together and hear everyone else's timeline, because people were planning events without knowing about everything else going on. Members needed to have time to receive the material and read it in a timely manner.

Personnel - Nicole Scott, Chair: Nicole reported that a personnel report had been sent to all of the board members. The last committee meeting held was September 24th; they had been meeting on a weekly basis. The next meeting would be the next morning, and the contractual agreement with Paula Herrington, the consideration of a volunteer program, handbook, and policies would be discussed, as well as the recommendation of another person to join the Personnel Committee. The personnel budget would also be reviewed. The committee would also read over the policies provided to it by earlier boards. Nicole asked Laura if some of the earlier policies had been recommended but not actually approved by the earlier boards. Laura said that the whistle-blower policy had never been approved, but one should be adopted. She also said WILPF did not have a conflict of interest policy which would be involved with people having to file disclosure statements, but when she had reviewed it, there really wasn't a way of dealing with the disclosure statements once they were obtained, and she also thought the wording should be updated. The electronic resources policy had already been adopted. E-mail protocol was another policy which had been adopted but needed to be updated because there was no mechanism of enforcement. A document retention policy had also been proposed. Nicole said that she was going to recommend, after review and discussion with the Personnel Committee, a confidentiality policy and an email server message policy.

Barb asked what an access to electronic resources policy does. Laura said that it had been passed in 2010 and dealt with who could access what information at different levels electronically. Nicole said she could email a copy of it to Barb. Nicole continued, saying that action items that had been completed included the interview and hiring of Paula. A Personnel Committee job description, which was written several years ago, would be discussed and officially adopted at the upcoming meeting, plus the possibility of instituting documented time-off requests. In the past, Nicole usually received an email asking for time off, but she would like to have something in writing, so that everyone would be well aware that the person was going to have time off, unless it was a sick day. She would also be devising a flyer to recruit additional Personnel Committee members.

Mary called for questions. Altaira commented that it was past time to address these issues and she was happy to see Nicole addressing these items. Nicole added that it was discussed that Paula should be invited to this meeting, but Nicole was informed that she wouldn't be able to attend, so the committee was planning on having a separate phone meeting to introduce her; but in the end Paula came to the meeting. Mary asked if there were any questions for Paula. She herself asked how Paula saw herself as a contributing factor, now that she had been in the job for a couple of days. Paula said that usually an interim director worked less than full-time, and as such, her job was

to assure that continuity of certain core functions of the organization and operations would continue, and she was also to assess what changes the organization might want to make to pave the way for permanent leadership. She said that the transition was going well; Ria had been gracious and helpful, and having the intern in the office had also helped. Laura asked Paula how she would be reporting back to the board on the continuity issue and the assessment issue. Paula answered that the transition consultant would be working on the organizational assessment, and there would be a formal report. Paula's report would be the Internal Operations Analysis. The reports could be combined or presented separately in formal documents. Paula would like formal guidance on how frequently the board wanted to hear from her and what it wanted to hear. Mary said it would be discussed the next day at the Personnel Committee meeting. Odile asked Paula where she was planning on living. Paula replied that she lived in New Mexico most of the time, but she had been in Boston for the past week, and was planning on returning to New Mexico Friday. Paula was asked how often she expected to come back to Boston. She replied that she did not have any regularly scheduled plans to come back. Again, Mary said they would discuss it in more depth the next day at the Personnel Committee meeting. Robin mentioned that two people were needed to open the mail in the office. Paula said they had talked about that situation earlier in the day. She wanted to know if there was a policy "in stone" that two people were needed to open the mail. Members of the board weren't sure what the policy was concerning opening the mail; Ellen said that policy predated Ria. Paula said generally WILPF would want a separate person opening the receivables from the payables, but that might be difficult in a small office. Mary said they could discuss that in the next day's meeting as well.

Mary mentioned a signatory for Paula, and that the Personnel Committee was asking that she be allowed to sign one once the contract was signed.

Laura stated that she couldn't find any paper trail concerning Paula's contract. Mary asked if the contract could be expedited in the next day or two and sent via email to the board. The Steering Committee had decided on the hiring, but the board would approve the contract. There were questions on whether that was the correct procedure.

Millee said that she would like to see Mary send out the contract post-haste.

Laura asked if it was adequate to have the contract approved by email. She doubted that decisions were being adequately documented. She said she had asked for the minutes from the Steering Committee meeting agreeing to hire an interim Executive Director, she had asked for cash flow projections, and she would like to see the contract.

Odile said that she also has had questions, and she hasn't received answers.

Altaira said she had sent out a report regarding the funding of the new hires, that board members still had questions regarding the hiring of an interim executive, that if people weren't receiving the information they need, it should be addressed, and she expressed concern that she hadn't heard previously that the Executive Director wouldn't be located in Boston.

Deb Garretson said that she had been previously told she would see the contract before it was signed and she had not seen it. Mary promised Deb G. that she would see it before it was signed.

Peggy was identified as having joined the call around 9:30 pm.

Mary said the question that now remained was that the Personnel Committee had a meeting the next day where the contract would be finalized, and then a copy would be sent out to board members. She said she knew it seemed precipitous, but WILPF needed to have as smooth a transition as possible, and there were financial obligations which needed to be paid. Mary asked that after board members saw the contract, they needed to approve the contract quickly so that WILPF business could continue. Nicole also added that she had read the contract over, and she thought it was pretty straight forward, with not a lot of detail or fine print. She remarked that she was ready to move forward with it.

Barb spoke up, saying that she thought the board had been making it clear that they wanted to see the contract in draft form before being signed, and Mary and Nicole again promised that the board would see it. Mary said the documentations the board wanted would be sent by Friday.

Robin asked to confirm that the contract would be sent out the next afternoon after the Personnel Committee meeting and anyone who had questions should contact Nicole or the Personnel Committee. She was told that was correct.

Development – Robin Lloyd, Chair: Robin said the committee was planning four different ways of contacting members in different cohorts by the end of the year.

She said the committee couldn't decide if they wanted to limit the selection of the 5 to 10 women they are to honor in U.S. history on the wall at The Hague. Robin wanted to know if the women selected should be living only, or deceased only, or both. Mary asked if Robin was asking for approval of a process to decide who should be honored. Robin said the process would start the next day, and International had asked sections to decide who they wanted to honor. Robin said the only thing her committee could think of was to ask the general membership. But they were wondering if they should limit it only to deceased women or include living members as well. Mary suggested that Robin take it back to her committee and make her decision in a broader context. Deb Garretson said that since WILPF was celebrating 100 years, it would be nice to pick people from any decade in that period. Barb said that Robin had asked this question before and she thought it could be useful to know what the board thought on such a process.

Continuing discussion on interim director's contract: Laura announced that since it was already 10:30 pm on the east coast, she wanted to know how long the meeting was going to continue, and she could not give signatory authority to anyone who hadn't yet signed a contract. She needed to know the decision resulting from this meeting before giving permission for a signatory. Barb said that Laura's point was well taken and one didn't get bank account access until a contract was in place.

Mary asked for a consensus that once Paula had signed the contract, the board would agree to allow her to sign the signatories. All board members would be hearing from the Personnel Committee some time the next day, so everyone should be watching their emails, to receive a copy of the contract to read. Odile again expressed concern that the board should see the contract before signing, and she was told everyone already had agreed to this.

Deb Garretson asked for a timeline of what was going to take place. Mary said that Plan A would be that the contract would be approved the next day, Wednesday, and the signatory would be put in place on Thursday. Plan B, which would be what happened if the contract was not approved by the board quickly, was unknown at this time.

Laura asked Mary to state the consensus again. Mary said that board members were to receive a copy of the contract the next day, after the Personnel Committee had met with Paula and reviewed the contract. The contract would then be sent to all board members to be reviewed and approved. By Thursday morning responses would be expected from all board members. Assuming a go-ahead, Ria would take Paula to the bank to get the signatory papers signed, since Ria's last day would be Friday.

Laura said that she was seeing two different board resolutions, a board action plan and something that was not really a board resolution. She suggested that Thursday, after everyone had read the contract and approved of it, a proposal be put before the board to accept the contract. A second resolution would then be made regarding the signatory. Barb said that everyone, before they went to bed the next night, should send a yes or no to Mary, since the board needed to move on it quickly. Barb thought that the signature resolution wasn't as important as the approval of the contract.

Nicole reiterated again that the contract was easy to read, and the board needed to move forward. Also, the idea wasn't that Paula was going to fill Ria's shoes, but to make sure the organization continued to run.

Odile expressed concern that Paula lived in New Mexico instead of closer to Boston. Nicole and Mary both replied that there were enough people working in the office at the current time, and virtual offices were both possible and workable. Barb said she was willing to give it a try.

Altaira signed off the board call in order to make another meeting. She gave her general approval to commence with a contract approval procedure.

Mary called for a consensus for a resolution that each board member agree to send their approval back to the Personnel Committee by the next night. Deb H. gave the roll call.

Mary Hanson Harrison – yes
Deb Holley – yes
Nicole Scott – yes
Altaira Hatton – yes
Barb Nielsen – yes
Deb Garretson – yes
Millee Livingston – yes
Odile Huber – no
Peggy Luhrs – stand aside
Melissa – not present
Laura Roskos – block
Robin Lloyd – yes

Laura and LaShawndra pointed out that there was really nothing to agree on at this point, until board members had been allowed to read the contract.

Development Committee Continuance: Robin offered a solution to the question of pictures for The Hague. Unless someone had a comment, which should be sent to her by the next day, her committee would make the decision regarding who was chosen to have their pictures on the wall at The Hague. Everyone agreed to this solution. In other words, living or deceased was acceptable at this point, and WILPF leaders that members nominated would be put in an E-News survey for members to vote for the top five.

Next Board Meeting: The last item was the next meeting, which was agreed to be November 11, skipping November 4th (which is National Election Day). It would be a continuation of this meeting, since many committee reports were not given due to the time.

The meeting adjourned at 10:45 pm CDT.

Respectfully submitted,

Deborah Holley Board Secretary

Action Steps to be Undertaken:

- **1.** An intern for the CSW UN practicum and the Local-2-Local programs needs to be hired as soon as possible. Paula has the application for one possible candidate.
- **2.** The audit of JAPA's books needs to be undertaken in November.
- **3.** The board should look at the management letter from the audit, to check for mention of possible internal controls.
- **4.** The board should check to see if the office has received the Form 990 from Patricia Cobb.
- **5.** The board needs to consider the cost of administration and fund-raising in relation to number of programs being offered, and adjust outlays accordingly.
- **6.** The board should look at possibly putting more attention into the usual annual fundraising outreach activities, which are apparently being ignored this year with the "Grow WILPF" campaign.
- **7.** Altaira is to research whether there were any funds received from the Peace and Development Fund during this period.
- **8.** The deadline for delegate applications to the International Congress next spring is to be extended to the end of October. Research is to be done by Altaira on possible funding of the IB rep and delegates for at least a partial amount of their travel expenses, to be paid by the U.S. WILPF section, and she will look at getting the money from the International Travel Funds account in the budget. She will also look at the amount now anticipated to be in the "Grow WILPF" campaign, and report back to the board. This is to be completed within the next week.

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9. Altaira is also going to look at the International Travel Funds account to determine if any and how much money could be provided to other sections of international WILPF, who have less money, to fund travel for their delegates to the International Congress.

- **10.** Barb and Mary are to decide over the next ten days which schedule is to be used for elections for the next year's open board positions.
- **11.** Paula would like to hear from the board as to how often it wants to hear from her and what reports it would like to hear. How often she is expected to return to Boston, and the system by which office mail is to be opened, so that receivables are to be kept separate from payables, is also to be discussed.
- **12.** Board members are to wait to receive the copy of the proposed contract via email tomorrow, and then send Mary their approval or disapproval of the contract. Assuming that everyone approves the contract, the board can expect another call for consensus on Thursday, to agree to allow Paula authority to sign a bank signatory.