

## **WILPF U.S. National Board Meeting**

**Tuesday, September 17, 2013**

**8:00 PM EDT/5:00 PM PDT     The specific reports will be attached (as noted) on the web  
Via teleconference**

**Facilitator:** Laura Roskos, President (dashboard assistance by Cheryl)

**Notetakers:** Recording approved.

**Timekeeper:** Robin Lloyd, Development Committee Chair

**Vibes watcher:** Ellen Schwartz, Program Co-chair

**Present:** Eva Havlicsek, Laura Roskos, Cheryl Diersch, Joan Bazar, Ellen Schwartz, Marie-Louise Jackson-Miller, Robin Lloyd and Catia Confortini ( joined 5:45).

**Members present:** Darien De Lu, Fran Foulkrod, Libby Frank, Deb Garretson, Nancy Ramsden, Claire Gosselin. Betty Burkes, Elenita Muniz, Renee Prespare, Barbara Nielsen, Joan Ecklein, and Candace Perry.

**Not in Attendance:** Sydney Gliserman, and Rita J-Bradley.

**Staff:** Ria Kulenovic

**Welcoming statement**

**Agenda Review**

### **SUMMARY OF DECISIONS TAKEN:**

None

### **Treasurer's summary report – Eva    Financial reports are attached.**

- ⤴ Dated August 1, should be August 31 on the Unaudited Budget Report.
- ⤴ Income shows positive amount because budget was divided by 12 to record many YTD expenses monthly, however we still have large expenses like Int'l Dues, Annual Appeal, P&F mailings that all come in at end of year.
- ⤴ On balance sheet there are reserved funds listed separately.
- ⤴ Computer equipment listing under expenses will be adjusted because computers have been purchased.
- ⤴ Events/fundraising line item was spent for a fundraiser in NY.
- ⤴ Governance line includes retreat, board meetings and money for conference calls.
- ⤴ National Congress, regional meetings and Congress Coordinator are not under Governance.

### **Timeline and process for developing the 2014 budget: expectations of committee chairs**

- ⤴ October 4 is deadline for budget requests from committee chairs.

### **Protecting our branches that receive 501c3 donations: suggested changes to the Branch Roles and Responsibilities Policy.**

A 501c4 is allowed to do some lobbying but any funds that are tax deductible go through a 501c3 sponsor such as JAPA or PDF. The IRS regulations require that that any fiscal sponsor organization reports an accounting of all tax deductible funds donated through their organization.

- ⤴ Some branches have not been providing that information to JAPA and that is a violation of IRS rules.
- ⤴ These funds can only be used for educational purposes but WILPF National is uncertain that branches are being informed of the restrictions; therefore, these rules will be explained in our revision of the “branch benefits and responsibilities” policy.

### **Bylaws change request.**

- ⤴ Finance committee must be composed of board members and staff who are protected by our insurance coverage. This is why our bylaws are specific to who can be on the Finance Committee.
- ⤴ When the current bylaws were written there was a larger staff to help guide the Treasurer on her new fiscal and legal duties.
- ⤴ The new Treasurer needs a few months to grow into the position. The best person to mentor the new treasurer would be the previous board treasurer. But since that person is no longer a board member and she is in a precarious position as she is not protected by our insurance.
- ⤴ Eva recommended the former treasurer will remain on the board in an ex officio position for a up to a year following her term and a few months minimum. Voting is not the issue the definition of ex officio is the virtue of one's position.
- ⤴ The bylaws change would require the previous board treasurer to remain on the board in an ex officio position for a term of up to a year. If the newly elected treasurer felt confident within three months to continue on her own then the ex-officio treasurer could leave.
- ⤴ The board looks forward to considering a bylaw change implementing this idea as proposed by the bylaws committee.

#### **Q&A: Board members questions on above**

#### **Q&A: Non-board members questions on above**

Libby - What are deferred dues? Laura - Dues are paid at different times of the year for the prospective 12 months. Therefore this is a mechanism to record the dues for the correct time frame. All of our auditors have requested us to prorate the actual portion of dues paid into the actual calendar year.

Libby - What other items are listed under Professional Fees? Ria - accounting, bookkeeping, a grant writer, the P&F Editor, web design, IT consultant and a communication consultant.

Renee - Why is the Congress listed under "Events" while the Retreat at which no decisions were made was listed under "Governance?"

Darien - Raised a question about liability and what committees does the Directors and Officers insurance policy protect?

Eva - Only the Finance Committee b/c they are making fiscal decisions that could be fraudulent; other committees do not make fiscal and legal decisions. Also Board members have the responsibility to make fiscal and legal decisions that are therefore covered under WILPF's insurance.

Barbara Nielsen - Says she doesn't think a non-board volunteer on the Finance Committee would have the same liability as a Director or Board member. Has a lawyer been consulted?

Eva - my suggestion came not from a lawyer but from WILPF bylaws.

#### **Discussion on updating the branch benefits and responsibilities policy and Evergreen Branch Survey. See attached two reports. Marie-Louise reports:**

There is a useful tool on our WILPF U.S. website which includes a discussion board for branches. All members on this call are encouraged to share information such as a description of their branch, and how our U.S. Section could be helpful to their branch? Are there tabling,

fundraising and friend-raising events - ways of welcoming new members that branches could write about? How about discussing the "Branch Benefits and Responsibilities"? Did members have a chance to participate in their branch's Evergreen Survey? Marie-Louise suggested discussing the Evergreen Survey input toward a vision for branch and member participation. She invites everyone to share their thoughts on the discussion board.

Eva – Who is going to work on this?

Marie-Louise – Has not set a date for the Membership Development Committee to meet and would like to encourage a free discussion on the discussion board. Laura says last Steering Committee wanted concrete proposals by November Board Meeting. As of last week, the discussion boards weren't working – correct?

### **Suggestions and concerns of board members**

Laura - the document should describe a reciprocal exchange between national and branches. We would like to know who the elected or agreed upon chair or treasurer are of each branch so we know who can be accountable for meeting the terms of that document. It was noted that the Board is elected and has a fiduciary responsibility. Laura said the chair or treasurer of a branch should sign the document to indicate who had read it and promised to be accountable.

Catia - Suggested that as we collect this information, there needs to be a clear outline of accountability for members or branches who might break the trust. How it would be worded in the branch responsibilities about sanctioning members who use WILPF's logo inappropriately. The more vast communication and the ease in dissemination of information is these times the more we need that.

Marie-Louise is going to set a phone call for member participation. Or call her cell phone (which she gave) and she is in the office most evenings. She will send out an email to the branches list.

### **Suggestions and concerns of non-board members**

Libby - Confidence in the branches needs to be strengthened not weakened. Input is made by the branches. Send the message to the branches what you want them to respond to.

Candace - The discussion board is still not working. We need to always think of a couple of other means of communication. We should be proactive on other forms of communication.

Elenita - Pointed out that the best practices language of "healthy, viable and active branches" needs to be clear and helpful in this document. Also, the electronic Evergreen Survey document is not particularly user friendly, and should have a return mailing address to send it to when completed.

Darien - Welcomed the request for input and feedback from members.

Renee - Her branch's lawyer says this should be part of the bylaws and must be voted on by the members. This document has no standing.

Laura - The document begins by quoting WILPF's Bylaws as adopted by the members in 1997 and amended since. The rest of the document is a policy document. We will have a lawyer look at this.

Elenita - Has been confused by the branch best practices section, thinks it's too convoluted, should be edited for clarity. She requests that if branches fill out the Evergreen Survey on paper there should be an address where the hardcopy can be mailed. Also, there's not enough space on the document for a full answer to fit between the questions.

Renee - The Branch Benefits and Responsibilities should be presented to the members for approval. Nothing can be separated out from bylaws and turned into policy without approval of the members. Unless a document can be found showing where the members ceded power to the board to make bylaws amendments.

Marie-Louise responds to Renee, she doesn't know what the history is, there is a timeline at Swarthmore, and she wants to know what members want. She wants to hear from them.

Catia - Input should be made by the branches. She suggests sending the information to the branches that are most concerned (though all of them are concerned) asking for input.

Elenita - Doesn't understand what the board is supposed to do if not set policy. We elect the board in order to make policy; it is ridiculous to think every member will want to get involved to determine policy and to set it

Barbara Nielsen - Missing from the Evergreen Survey is a sense that the national leadership wants to be supportive and encouraging to the branches. With the suggestion that branches elect or appoint a responsible person to sign the document, WILPF national is imposing onerous requirements on branches which will discourage people from doing the hard work of organizing a branch. She urges the board to consider being more sympathetic to the hard work before writing more requirements.

### **List serve policy proposal (see attached document) - Laura**

The job of the Board is to make policy and most non-WILPF listservs have moderators, but they don't actually moderate the content of the lists rather they enforce certain policies about personal conduct on the lists. In the past, we have discussed instituting a policy to enable moderation of our listservs. We have attempted to make elaborate rules regarding the use the listserv but without policy if someone breaks the rules and misuses the lists there are no consequences. Laura thinks that the reluctance to establish consequences is tied to the absence of a fair appeal process. Moving forward this policy needs to include a right of appeal, so that if the Director of Operations did censure a member that member would have a path toward reinstatement. We want to empower our users of the listservs. We got pretty far in writing this policy last year but we neglected to follow through with a decision.

This draft policy circulated is rooted in two policy statements we have already adopted: the Welcoming Statement with our commitment to diversity and a safe space, and the second is our Email Etiquette Policy for Board members etc. which has existed without consequences since 2006.

No consensus tonight and we will begin again with an editable google doc and with email.

### **Discussion by board members**

Ellen - If we removed someone from the listserv would that be forever, what is the amount of time? There is really no way to get back on the listserv.

Laura - Perhaps something like any WILPF member who has been removed from WILPF

listservs but wants to be reinstated can appeal to be reinstated by writing a statement to the WILPF national board. She asked Ellen to devise wording.

Catia – “Appeal” still sounds like they were wrongly removed. By requesting in a statement to the National Board.

Eva - A member may feel they have been wrongly removed there would be an appeal. A member who thinks she was removed and there was a mistake she should be able to “appeal” to the board for reinstatement.

### **Discussion by non-board members.**

Barbara Nielsen - this policy has a fatal flaw, that there is no due process. A sentence that talks in passing about members using the listservs “by posting commercial advertisements, fundraising appeals (for non WILPF organs), personal invective, gossip about WILPF leaders, or other inappropriate content.” No definitions. And the thing that stands is that the Board is putting punitive action toward members in the hands of staff. If Board members are convinced that a member is doing something that the other members would disapprove of, then there should be a process of adjudication. I would suggest that you all think about this in a slightly different way. Members who have posted promotions about books they have published should be handled differently from someone who rants personal harm in their language.

Libby - She feels there is a real tightening of the rights and freedom of members. If someone goofs and says something they shouldn't have on a listserv that is one thing but this is trying to solve issues through a legalistic method and is wrong. Just tell them and they won't do it again.

Nancy Ramsden - This is a difficult situation. Perhaps this is an area, there does need to be some kind of process that will protect members who have been continually insulted and harmed and to protect those who might have made a mistake. Maybe the Practicing Peace Committee can help in the “listening” of the process.

Ria - Having some kind of code of conduct is part of every listserv. And we do have a lot of problems of people attacking the “persons and not the issues” on the listservs. She doesn't see it as tightening restrictions on members, it is important to have this policy. These listservs are being used to spread gossip.

Laura – Under this policy the dialog would begin with a call. It would not be arbitrary; each person exhibiting inappropriate behavior on a listserv would receive personal communication(s) from the Director of Operations. And it is not usually one person attacking another, but one person injuring the community. It is about one person alienating the community.

Deb – I suggest a solution that is less robotic than policy.

Catia - First there would be letter from the D.O., and with the second infraction another letter from the D.O., and only with the third infraction would the person be cut off from the listserv. There are some tweaks to be more precise and allow for a conflict resolution within it. So can we put this as a google doc and the whole board can have input as a way to move forward?

A document will be worked on by the Board. The current draft policy will be placed on Goodle Docs.

**Bylaws committee update: progress made under board-approved mandate and chair's suggestions for moving forward (attachment #6) – Ellen**

Ellen – The committee is not moving forward. There have been no models for an organization that works like we want. There has been no vision for the directives of the mandate. We do not have the where-with-all nor model to look at. PA Statues completely changed in July.

Laura - How does this articulate the type of organization we want? The Board will have to take a more active role and give something more tangible.

Ellen – Libby has composed a lot of good suggestions but the committee has not met. Webinar with WILPF's attorney is good idea. I am still looking for other organizational best practices, for example what are our statutory responsibilities?

**Questions and comments by board members**

Marie-Louise said in general we need help and member participation. Perhaps we can each bring something to the discussion from our other non-profit experiences.

Laura - maybe we can put together a webinar where we present three or four models of membership organizations before November. We can produce a broader discussion or some kind of poll.

Catia – how do we follow up once we present to the Board examples perhaps we can have an online survey with a few questions gleaned from a webinar.

Laura – Perhaps the board will have to take a more active role in showing models or current practices.

**Process and responsibilities regarding nominations for International Executive Committee (please consult international constitution and WILPF US bylaws as posted on [www.wilpfus.org](http://www.wilpfus.org))**

This item was removed from the Agenda: Catia will send a memo to the board explaining how it works.

**Check out by non-board members: What issues do you think the board should be prioritizing right now?**

Libby - Whatever help Cheryl needs to get out the Board Minutes she should get. Also the board should note that well over 100 members have expressed concern and should take account of that.

Renee - Plan for managing the listservs is entirely subjective. Better to check with the other listserv members first to see if they considered the action objectionable. Also any changes the board makes to the Bylaws is taking power from members.

Deb Garretson – This meeting should be focusing on Congress and we should not assume that when the office moves that it has to be in Boston.

Candace Perry - I have not attended a board meeting before and I thought what was missing is a discussion on anything regarding social justice.

Darien - There are many pressing issues and instead of addressing the concerns of members we have punitive measures being taken against members.

Barbara Nielsen - Looks forward to better days at WILPF.

Nancy Ramsden - Thought the dialogue was good, members got to speak and it was kept to two hours. Like International, the Board is elected to make decisions - how can 1200 people make decisions? Everyone was courteous.

Laura - One thing we understood from the groundswell of member unease was lack of transparency about finances. We will try to find ways to make policy discussions more transparent.

Robin - There was no report from the Development Committee.

### **Executive Session to discuss committee appointments**

#### **Summary of decisions taken:**

- Darien DeLu is removed from the nominating committee. (Consensus with 1 stand aside.)
- In approximately 5 days, Marie-Louise will send Laura a slate of appointees to the Nominating Committee and Laura will circulate for discussion and approval.
- Immediately, Robin will send Laura a slate of appointees to the Development Committee and Laura will circulate for discussion and approval.
- The board will take responsibility for soliciting members' thoughts on member participation for the bylaw revisions
- At the November board meeting we will entertain a proposal to disband the committee

#### **Check out and meeting assessment by board members.**

- Good meeting.
- Concerns about possible mediation with members requesting recall.
- Members did make a few good points that were beneficial for Ria regarding the financial presentation.
- Please do think about what we all want to leave behind as we move towards the end of our terms.

**Meeting adjourned 10:25 pm**

**Minutes respectfully submitted by: Cheryl Diersch, Secretary**

**Minutes approved by e-mail, consensus unanimous. October 17, 2013**