

WILPF National Board Minutes
March 19, 2013
8:30 p.m. EST/5:30 p.m. PST

Present: Eva Havlicsek, Laura Roskos, Darien De Lu, Cheryl Diersch, Joan Bazar, Ellen Schwartz, Sydney Gliserman, Marie-Louise Jackson-Miller, Rita J-Bradley, Robin Lloyd and Catia Confortini.

Members present: Nancy Ramson, Libby Frank, Amanda Sullivan, Tia Shelton, Regina Birchem, Nancy Munger, Charlotte Dennett, Kristen Alder, Sandy Silver, Claire Gosslin, Randa Solick, Ellen Barfield, Deb Garretson and Judith Joseph.

This call will be recorded.

Note taker: Cheryl Diersch, Secretary

Check-in: Welcoming statement, and task assignment.

Facilitator: Sydney Gliserman, Program Co-chair

Vibes Watcher: Marie-Louise Jackson-Miller

Time keeper and roll call: Laura Roskos

SUMMARY OF DECISIONS TAKEN:

Decision made to use \$5,000 to hire a grant writer to support two grants for which research and initial writing have already been completed. These are the “Rights of Future Generations” project, with the Earth Democracy issue committee and the “Youth Engagement Project.”

Proposed Bylaw change of language was agreed upon to remove JAPA Ex-Officious on the WILPF Board.

Approved Bylaw change.

“At the end of each fiscal year, the financial records shall be reviewed by a Certified Public Accountant (CPA) who shall conduct a financial review or an audit or other CPA financial verification procedure, as stipulated in the current statutes for nonprofit corporations as the specified state in which WILPF’s national office is operating.”

Presentation of 2012 Financial Review

Eva presented.

We reviewed the law for a Financial Review or an Annual Audit to find that both MA and PA Attorney General Offices require the same standards. Organizations that have annual revenue of less than \$300,000 a year do not have to have an audit. Neither state requires an audit every year. It is expensive to do therefore we will do one every 5 years The Bylaws have called for an audit yet we consulted with both States’ Attorney Offices about their requirements which precedes our bylaws We do not have the money to pay for an audit.

•Our expenses are lower this year versus last year’s figures. This year staff was reduced. We greatly reduced our insurance. Ria wants to point out how much money we are saving on the insurance. It was reduced by 50%.

•We did take a major hit to our bottom line because the dues are paid for a year in advance.

•We now have a more detailed format for accounting some of the line items. International WILPF dues were re-negotiated this year. Last year we paid over \$42,000 now we have negotiated upon a more accurate member count and reduced our dues obligation to \$25,000.

•JAPA is not our funder, they are our fiscal agent.

Member question and comment period

Questions regarding our fiscal obligation and bylaw change regarding an audit.

a. Board questions for committee chair

The law permits us to have an audit. We must change the bylaws because we are out of compliance with our bylaws.

The Director of Operations disagrees. We made a logical decision and accessed all state laws. We have consulted with the Finance Committee who has the skills regarding these types of decisions. This decision was a good one. I was apprised by a couple of accountants that this decision is within our fiscal obligations.

Finance committee proposal to pursue external funding

The proposal is attached.

Laura presented the importance of hiring a Program and Development Director, formerly titled National Director and to hire a grant writer in order to finish two grants. This proposal is to hire a grant writer immediately and the proposal to hire a Program and Development Coordinator still needs certain conditions to be met.

The Finance Committee explored the financial feasibility of hiring this grant writer position through a complete examination of historical data going back to 2005, using figures from the draft 2012 audit review. Their recommendation is in agreement with the Personnel Committee.

- \$5,000 to a grant writer hired immediately.

- Use the grant writing support for two grants for which research and initial writing have already been completed. These are the “Rights of Future Generations” project, with the Earth Democracy issue committee and the “Youth Engagement Project.” Both are consistent with the priorities identified by the Transition Team as acceptable priorities;

- These projects have already been well mapped out and prospect research on likely funders has been completed, and a skilled professional grant writer can move them forward with only limited additional consultation with WILPF volunteers and staff;

- When/if funded, each of these proposals will yield some portion of the DPD’s salary as a direct cost, thereby helping to ensure that we won’t continue to draw down our savings to fund this position after 2013;

- Our current assets are dropping and this is a means to bring increase revenue.

- A list of three possibly funders have been vetted and already approved by the Ethical Fundraising Oversight Committee.

We hope the board will adopt this proposal to hire a grant writer.

a. Member question and comment period

- Questions about previous principle and policy decisions,
- Questions about lost opportunities and mistakes we made with previous Y-WILPF?
- Questions about issues, what are the purposes we are working?
- Questions about ageism and language, and

Nancy Price – Thanked the Board for its consideration to support this proposal. Nancy reported her pleasure with the issue committee, Earth Democracy. Nancy asked that we all try to think about how this funding can be used for the WILPF 100 year our anniversary. Earth Democracy looks forward to the Board’s support.

b. Board decision.

To use \$5,000 to hire a grant writer to support two grants for which research and initial writing have already been completed. These are the “Rights of Future Generations” project, with the Earth Democracy issue committee and the “Youth Engagement Project.”

Consensus with no stand asides, no blocks, no reservations.

Anticipated June 2014 office move – who/how to plan for it?

Laura announced that Fisher College the owner of the WILPF office building wants to make dorms in the existing office space therefore the lease is up in 2014.

- Since WILPF is not included in their long range plans Laura thought some people might have ideas as to what they want to do. Operationally, Board approval is not necessary.
- This is just an FYI to please come prepared to the July Board Meeting to set the next steps and decide how we might move forward.
- Another member expressed unhappiness about the move to Boston in 2009.

Review of potential extension of Bylaws Committee proposed mandate and policy (see attached)

The Bylaws Committee wrote up two proposed statements: 1) a mandate and 2) a policy statement. Both are attached. Darien reported to the Board on these two statements.

a. Member question and comment period

Charlotte Dennett as an attorney offered some thoughts for the Board to consider when accepting the Bylaw Committees draft mandate and policy drafts.

- Recommends we set up a governance committee.
- The importance to look to the Bylaws to help the organization get over problems that cause fighting.
- Disagrees with the Bylaws Committee that the changes in the Bylaws should be made by the members.
- It is clear in WILPF’s Bylaws when the board makes changes and when the members make changes.
- One does not want to bog the members down with decisions assigned to the Board.
- For an example WILPF’s Bylaws are clear when it talks about the removal of a board member. WILPF’s Board has this authority to remove a Board member when one is functioning unsatisfactorily. What is unsatisfactory functioning?
- If there is any vagueness go to WILPF’s Policy and Constitution to get clearer see what is unsatisfactory functioning.
- These are examples of some nuances that should be required of a properly functioning Bylaws Committee.

b. Board questions and comments

Catia, Marie-Louise and Laura agreed with Charlotte’s perspective and skilled opinions.

Catia and others asked the Board to consider these questions that Charlotte raised:

- Under what conditions does the Board versus the membership make decisions regarding the Bylaws?
- What are the Bylaws structures that will allow for our overall goals?
- Do we want to piecemeal changes to WILPF’s Bylaws?
- Do we prefer together looking at our strategic vision and goals before changes are made versus getting bogged down with changes without a priority and a bigger vision in mind?
- To confirm were we are heading is it important take into consideration Bylaw reform with a vision of where we are going?

Many declared acceptance of Charlottes’ general conversation on governance etc.

c. Decision: proposals regarding bylaws policy.

Darien asked that the board what do they want the Bylaws Committee to do?

- The Board did not approve the Bylaws mandate nor policy statement.
- The Board asked nothing of the Bylaws Committee regarding continuance of the Ad Hoc committee. There was no vote to continue with the Bylaws Committee.

Discussion of two bylaws changes

a. Member comment period

Members complained about the Board's decisions regarding the audit decisions, JAPA negotiations and the Bylaws Committee accepted as an Ad Hoc.

- Members were reminded we will have a new election every year.
- Audit is complicated and expensive.
- Ria did not appreciate the assumption made by a member that she used a friend for the accountant and clarified this was not the case.
- Darien takes issue with Charlotte's assessment of when WILPF's Board votes and Darien promotes the necessity for members to vote on Bylaw changes.

Charlotte Dennett states again that as things stand now you should enforce the WILPF Bylaws as existing.

b. Board decision on bylaw change #1

Proposed bylaw language was agreed upon to remove JAPA Ex-Officious on the WILPF Board. Robin expressed sadness that JAPA removed WILPF from their board.

Consensus with 2 stand asides (Darien and Ellen), no block, and no reservations.

c. Board discussion and decision on bylaw change #2

The Bylaw needs to reflect the laws of the state in which we are doing business in rather than the state we incorporated in.

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Darien debated Eva's request in the Bylaw change. After back and forth debate Darien agreed with Eva.

Consensus with 0 stand asides, no block, and no reservations.

Progress report on sponsorship program for the 100

Robin reported.

Let us have the goal of 100 new sponsors by the 100th Year Anniversary.

Check out for non-board members (please provide feedback on technology as well as content)

- More members complained that the financial review is unacceptable and some demanded that members should be voting on Bylaw changes.
- Many expressed reservations about the structure of the call yet overall happier with the improved frequency of membership comment periods during this call.
- Many enjoyed this conference call and credited Sydney for the well-organized format.
- Members concerned about Darien's request and the Nominations Committee.
- Ellen concerned the Bylaws Committee is viewed as a temporary committee and highly recommends it is a standing committee.

- Ria – Ria cannot answer Regina’s question, why WILPF are funds are in CD’s rather than bonds or stocks? Ria was not part of that decision when it was made but will bring it up at the next Finance Committee meeting.

Executive session to discuss nominations for board positions; rectifying incident of defamation of character at prior executive session.

The Nominations Committee has one pending application for the Membership Development Committee position. They will extend the deadline to the end of the month. They have no other applications. They do not have the application reviewed for this call.

Check out and meeting assessment by board members

- Marie-Louise and others thought it was a good effort on our board’s part and thank you.
- Overall most were very pleased with the meeting.
- Darien reiterated the need to have more board meeting time.
- Catia, Rita, Sydney, and others expressed a concern with more Board meeting time. Time is a big issue for most of the Board members. There are already too many emails going back forth which are time consuming.
- Laura – thank you Sydney – you did a wonderful job tonight!

Meeting adjourned 10:48 pm

Minutes respectfully submitted by: Cheryl Diersch, Secretary

Proposal from Finance Committee for deliberation on March 19, 2013

Proposed Resolution:

WILPF will re-open its pursuit of external funding to support the “Rights of Future Generations” project (developed by Tanya Henderson in consultation with the Earth Democracy issue committee in 2012) and the “Youth Engagement Project” (developed by grant writer Elena Stone and youth member Jessie Bombasaro Brady in 2008, and consistent with the priorities identified by the Transition Team). These projects will be budgeted to include a percentage of staff salaries as direct project costs and to yield a targeted amount of overhead to cover indirect costs of managing the projects. The workplans for these projects will be revised in consultation with relevant program and development people/ volunteers within the WILPF structure. All external funders will be reviewed under WILPF’s Ethical Fundraising Policy prior to grant submission. As necessary, the board authorized up to \$5000 in expenditures to support this effort.

Rationale:

- When developing the 2012 budget, the finance committee created a benchmark that 40% of the National Director (now re-named Director of

Programs and Development)'s salary would be raised as direct expenses in grant proposals.

- While the initial proposals for both these projects have already been well mapped out and prospect research on likely funders has been completed, these proposals can be revised and strengthened based on WILPF's recent successes and activities.
- If funded, each of these proposals will yield some portion of the DPD's salary as a direct cost, thereby preparing WILPF financially to add a second professional staff person later this year.

Synopsis of "Rights of Future Generations" Project

Goal: create the popular support and policy environment necessary to prevent further degradation of the environment and enabling the development and acceptance of strong international norms and laws recognizing Earth Rights.

Strategy: to promote the integration of the Precautionary Principle into municipal code and ordinances by making educational programming and technical assistance available to interested communities.

- Project development started in Winter 2011-12; Tanya working with Earth Democracy
- Proposal submitted to Arco and Ben and Jerry's Foundation in 2012; declined by both
- Can be amended to include progress made through original minigrant and new CA training tour
- Since last spring, Laura has been prospecting leads of foundations that might support this proposal and sharing them with Nancy Price

Synopsis of "Youth Organizing" project

Goal: to recruit, support and train the next generation of WILPF leaders.

Strategy: targeted outreach, mentoring and training of the approximately 200 individuals identified as Young WILPFers in our database to encourage their deeper involvement in WILPF and their initiative in forming new branches.

- developed in spring of 2008, to leverage the energy of YWILPF which had recently been assigned two seats on the national board and a line in the annual budget

- proposal was never submitted anywhere, but interns were assigned youth organizing tasks in 2008 and 2009, culminating in a YWILPF retreat held in St. Louis in May 2009.
- original proposal can be amended to incorporate learnings taken from:
 - the U.S. section's attempt to integrate YWILPF members into the U.S. national board
 - the successful Sweden retreat for YWILPF members
 - the less successful WILPF U.S. retreat for YWILPF members
 - the campus connections made through 6 years of Practicums
 - the evaluation report on the practicum expected to be completed by May 2011
 - insights from the Membership Development Committee and from the cohort of emerging younger WILPF leaders: Sydney, Nicole, Kristin, Abbi, Melissa, etc.
- the goals of this proposal are consistent with the long range planning objectives of the Transition Team
- list of likely funders updated in fall 2012 and three potential prospects on that list have already approved by Ethical Fundraising Oversight Committee