

## **WILPF Fall 2007 Board Meeting Minutes**

***Friday, November 9, 2007***

Board members present: Chris Morin, Audley Green, Nancy Munger, C.J. Minster, Laura Roskos, Pat O'Brien, Pajj Wadley Bailey, Georgia Pinkel, Ann Chalmers Pendell, Odile Hugonot Haber, Ellen Murtha

Board members absent: Cindy Domingo

Staff: Phyllis Cram, Pamela Jones-Burnley, Judy Claude, Kate Zaidan, Linda Belle (JAPA)

Guests: Marge Van Cleef, Robin Lloyd, Debbie Liardet, (SP Facilitator), Interns-Nikki Border & Anum Malik. Alexis Buss, IWW Representative at 10:45

Notetaker: Ann Chalmers Pendell; Chart padder: Pat O'Brien

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

- ❖ Staff Concerns Committee will research pre-tax medical savings accounts for employees (525 plans) and report back at April board meeting.
- ❖ 2008 Budget approved as presented by finance committee.
- ❖ Staff and Board will participate in paid mediation with outside facilitator (TBD) to conclude by April board meeting.
- ❖ The Board acknowledges the hard work of staff and management in creating current version of the union contract. The Board will utilize a labor lawyer to document points of disagreement with this version and use this document to renew contract negotiations immediately.

### **PROCEEDINGS:**

#### Welcome and overview of agenda

9:10 Chris called the meeting to order. She announced the resignations of board members Darrah Sipes and Jeanmarie Simpson. We did check-ins and reviewed meeting task assignments.

#### Finance Committee Presentation of 2008 Budget

9:30 Ellen asked the board to approve the budget summary that was in pre-board packet. The budget has been circulated for comment and questions before this meeting. Today we are



being asked to approve the “previously discussed/agreed on via email” budget. This is a “Place Holding” budget because we have not finalized our structure after Strategic Planning.

The board recognized financial efficiencies in staff eligible for Medicare going off private, WILPF-paid health insurance. Board also recognized there may be some out-of-pocket expense to the employee on Medicare and therefore wants to mitigate the impact through a pre-tax savings account. Question about when Elaine’s coverage will switch over to Medicare. It may take more time to get enrolled, than Jan 08. There was a discussion on the process as to how to proceed in a humane manner, with questions and bits of information shared. Proposal is that a fund is set up to cover co-pay of medical services not covered by Medicare. Ellen stated that there is leeway in the budget that there will be coverage rather than a gap in insurance.

\*The staff concerns committee will help with the research on individual Pre-tax medical savings accounts regarding out of pocket expensed for medical for qualified staff.

This proposal was adopted by consensus and chart padded.

*\*It is the board’s intention that no employee will be left without coverage.*

Additional questions were asked about the budget, in particular about the non-renewal of our web person Dave’s contract. Dave has been paid out of a technology grant that was not renewed. It was noted that staff did present an alternative budget and some points were adopted and some were not.

\*The 2008 Budget as presented was adopted by consensus.

### Development Report

10:10 Board was asked to write amounts raised toward their fundraising obligation on a piece of paper and to give it to Judy Claude.

### Review of Spring 2007 Minutes

10:30 Approval postponed to Sunday so we can have time to read the document. There will not be time put aside for those that do not take time to read them by then. Thank you to Marge Van Cleef for her work with Laura to create the Minutes document.

### Discussion of Union Contract

10:35 Debbie Liardet and Nancy Munger will co-facilitate the discussion. Alexis Buss, IWW Representative is present to represent staff.

Question from Ellen regarding Fair Labor Standards Act. Alexis stated that those issues are covered in Law so no need to cover in the contract.

Noted that the use of the terms “Contractors” and “specialized professional staff” should be consistent with IRS definitions and be consistent throughout the document and stated as Independent Contractors.



The process for reviewing the contract by Board Committee is questioned by Laura because Odile was unable to be involved and Chris, President, went ahead with the evaluation of the contract. There was concern that our Board has not had appropriate review since our Executive Director has resigned, and she provided continuity for the negotiations. Pam pointed out that Steering was informed of the fact that Chris was left to complete the negotiations on her own. There was a discussion of whether “due diligence” has been taken on the Board/Management side.

Pat O’Brien noted with frustration the lengthy time spent waiting for the Union to respond with a contract.

Laura asked if the union contract, as opposed to the existing personnel policies, opens up new areas of legal exposure for WILPF. Noted that issues raised early on regarding how to terminate mediation resulting from a grievance and the need for language inclusive of sympathy strikes in the No Strike provision of the contract do not seem to be satisfactorily resolved in this version.

Alexis responded that mediation was consciously chosen as the way to deal with grievances. On “No Strike”-There is no reason to sign a contract if the union employees could strike at any time. “Sympathy Strikes” are not necessarily prohibited by this provision.

Laura pointed out that the Board did not see the contract before emailed a few weeks ago.

Nancy raised concerns regarding the ED-centric language, in light of our SP, in which we are considering models that may not have an ED. How would this impact the validity of the contract?

Ellen noted that under the current grievance procedure, if after 2 months of the process, an aggrieved employee is to be let go, there is a 2 week delay in the actual end of employment. This could be very damaging to the organization.

Alexis responded that WILPF would probably be able to “buy out” those 2 weeks to dismiss an employee immediately.

C.J. questioned if, in the face of financial difficulty necessitating the lay off of employees, we could afford the “Continuance of Benefits after 3 month” and/or the last 6 weeks pay as obligated under this contract.

Laura asked whether we legally or ethically commit to this contract when we do not have enough money in reserve to cover 6 weeks of payroll for our employees.

Chris expressed concern about approving contract without answering the questions that have been brought up. It was suggested that we test consensus by asking the question “Can we accept contract as presented today?” or not.

The 6 weeks of pay for employees and the legality of us signing a contract when we don’t have the money at this time was discussed. We agree that the employees deserve 6 weeks notice of



any lay offs for financial reasons and it is the right thing to do, but if there is no money there is no money.

Alexis said that issue can be figured out, but it is not necessary to block the acceptance of the contract because we do not have 6 weeks funds in the bank now. She said it would be “regressive bargaining” if we sent the contract back to be re-negotiated.

C.J. noted that this whole process was begun before “this” board was elected so that fact that we are asking for clarification is not unreasonable. The ED provided continuity for negotiations and she has left; we are left to finish negotiation without the information to make an intelligent decision.

Discussion of our Board’s responsibility toward the contract. There is concern about our fiscal responsibility, as well as concern to do right for our employees and not wanting to disrespect the negotiations that have gone on previously.

Debbie pointed out that there are a lot of “dead moose” in this room. Paj discussed the unhappiness in this room. “Are we behaving as Peace Women?” We need to deal with the pain in the room. A proposal is made to take the agenda and rip it up to deal with other issues. Or to go on with agenda yet know mediation is needed. There was a discussion about the conflicts and alienation among the board and staff.

Kate asks that the staff be considered when we make decisions considering their positions. Judy feels the SP left staff as stakeholders out of the process, and that this is causing much of this conflict.

Ellen called for consensus on mediation being held *soon*. There was a concern expressed on the financial impact but general feeling of urgency.

Pam feels the changes called for by strategic planning are being made are happening too fast, and that there are too many “private agendas”. The question on the mediation was called.

\*There will be a paid professional mediation between board and staff in the near future. (Laura is a stand aside.)

There was a call for consensus on accepting the union contract as presented. Kate said that the contract was “agreed upon” and signed by Mary Day Kent, past ED, and Chris Morin President. So if the board refuses to sign off on it, then it would open it to renegotiation. Chris stated that she did not sign the contract. C.J. stated no contract is finalized until the Board signs off on it. Judy says that if the Board does not pass on it, she is going to take it to the National Labor Relations Board.

There was a discussion of the authority of MDK to sign on behalf of the organization or board. Laura stated that MDK completed revisions of the final contract and sent a final version to Pam, Chris, and staff at 5:38 on Sept. 28<sup>th</sup>, her last day on the job, when Chris was already in Santa Cruz. At this point the board had not seen any versions of any draft contract under negotiation.



Alexis suggested that we go ahead and accept the contract and then proceed with clarification utilizing the Re-negotiation section of the contract.

Proposal: To approve the union contract as negotiated. (Consensus failed with 5 Blocks. 2 stand asides.)

Proposal: To reconfigure the negotiating team, including a labor lawyer, starting immediately, and come back with contract. Pam asks not to be on the “new” team. (Consensus failed with 0 Stand asides and 1 Block.)

Nancy is concerned about the way the Board/Management has handled the negotiations thus far and doesn’t want the staff to suffer for our failings.

A third proposal was discussed and it was suggested that we reject the contract but include the concerns we have with the contract by clearly stated acknowledging the work that has been done by the staff and “management” team. The board will consult a Labor Lawyer and begin immediately documenting areas of disagreement with the current draft. This list will be sent to the board with a cover page explaining points.

\* The Board acknowledges the hard work of staff and management in creating current version of the union contract. The Board will utilize a labor lawyer to document points of disagreement with this version and use this document to renew contract negotiations immediately. (Consensus reached with 2 stand asides and 0 blocks.)

Meeting adjourned at 1:35 p.m.

### ***Sunday, November 11, 2007***

Board members present: Chris Morin, Laura Roskos, Cindy Domingo, Audley Green, Ann Pendell, Ellen Murtha, Nancy Munger, Pat O’Brien, Georgia Pinkel, Odile Hugonot-Haber, C.J. Minster

Board members absent: Paj Wadley Bailey

Staff present: Linda Belle (JAPA)

Guests: Robyn Lloyd

Notetaker: C.J. Minster; Chart padder: Odile Hugonot-Haber

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

- ❖ Interim Director should have access to all WILPF databases and have a backup of the Results Plus database.



- ❖ The US Section board invites JAPA to resume fundraising on behalf of WILPF, beginning with Jane Addams's birthday in 2008 if possible.
- ❖ Send check to International WILPF immediately for the portion of the 2008 assessment that was already donated.
- ❖ No expenditures that are not essential to ongoing operations will be made; the priority at this time is paying salaries.
- ❖ The Interim ED is authorized to utilize the bequest fund and Pax fund to keep the organization afloat and pay salaries.
- ❖ No is allowed to indebt the organization more than an additional 5% of our total budget (approximately \$25,000); if we reach the point where expenditures require taking on more debt than this amount, the board will meet immediately to begin the layoff process.
- ❖ Management negotiating team to union contract negotiating consists of Cindy, C.J. representing the board, and Laura, representing staff management, in consultation with a pro bono labor attorney.
- ❖ If a vacancy occurs among the board and staff positions on the negotiating team, there will be a process to immediately replace the missing members and negotiations cannot continue without the replacement. Communications regarding the negotiations will be sent to the full board.

## **PROCEEDINGS:**

### Interim Executive Director Report

9:13 Laura explained that the Steering Committee began meeting regarding the transition in August as soon as it received the resignation of our former Executive Director, Mary Day Kent. Steering members contacted all board members by phone to discuss her resignation but were unable to get in touch with Odile. The transition team was expanded to include Nancy Munger and Mary Zepernick.

Laura is reviewing job descriptions with staff members and working to update them, since most people's work has strayed from the descriptions written in 2000-2. She also helps with the paying of bills and decision-making when someone wants to go to an event. Laura is working to orient the staff towards outcomes.

Building is not in great shape. The air-conditioning unit installed on the roof caused leaks in vents; toilet problems and water damage; rodent problem in basement. Laura is trying to get up



to speed with other individuals involved in the building. Receipts have diminished every week. We are currently bringing in less than \$3,000 a week and spending about \$7,000, not including payroll. We should work towards dealing with this situation proactively rather than reactively. The more control we give over to creditors, the less control we have of the situation. As a board, we need to put in place the kind of financial policies that will allow us to survive in the long haul, and not just survive, but actually do the work of the organization. The on-going hustle to pay bills and uncertainty about the future is distracting for staff, and gets in the way of their ability to carry out their work.

Linda asked if the staff contacts Laura during the week when she's not here and she explained that she has an email account that receives both MDK's email and new email from the staff and others to her during the week.

Odile asked if Laura is paid for her work and her travel and Laura said yes. Ellen explained that an email was sent to the board listserv explaining the contract that was written by Ellen on behalf of Steering regarding Laura's work. \$5,500 spent on travel and payment for her work as Interim ED. The board was asked to email their approval of the contract and the majority of the board agreed to hiring her. Odile asked who decided Laura would be the Interim ED and Ann explained that the board agreed to hiring her at the Santa Cruz board retreat.

Odile asked if MDK left a list of donors she was in contact with. Laura explained that she does not have access to database where all donor information is kept.

\* Interim Director should have access to all WILPF databases and have a backup of the Results Plus database. (Resolution adopted with no stand asides or blocks.)

Chris thanked Laura for her work. It was asked whether an exit interview was done with MDK and Chris explained that she is still planning on scheduling it.

Odile asked if we were doing strategic planning instead of dealing with personnel issues. Ellen responded that she's a fan of strategic planning and that it really is separate from any personnel issues. She also expressed agreement that Laura assert herself as Interim ED and supervise staff. Chris explained that all aspects of WILPF were on the table when she and Tamara began with strategic planning because membership is down, money is down, etc.

A discussion continued to clarify how staff will be informed of the changes in positions involved in the strategic planning and how much authority the Interim ED has to review staff performance. We are operating under the Personnel Policies at this time.

### Congress Committee Report



Chris explained that the National Congress Committee (NCC), convened by Sandy Silver, has been working on the Congress. We need to sign a contract with Simpson College and send a \$5,200 deposit. Registration fees for the congress will be approximately \$300.

C.J. gave a brief summary of the program suggested by the Site Committee (see Draft1 Program Outline). A discussion ensued about the focus of Congress – Linda suggested the emphasis should be WILPF’s structure, Cindy suggested focusing around the elections and deciding where our issues fit into the progressive movement that is coalescing to influence the next 4 to 8 years of a Democratic presidency. Pat suggested that we use the caucus system to discuss issues and that we direct the NCC to give preference to female speakers when planning major events.

Brainstormed themes for the Congress and suggestions will be sent to the NCC to make the final decision.

### JAPA Report

Ann reminded everyone that most of her information is contained in her written report. She showed the Jane Addams Children’s Book Awards tool kit. A JAPA board meeting occurred since the report was written. Linda mentioned how disappointing it was that US Section interns and the Development Director were not at the JACBA ceremony; Pam, the Administrative Director, did attend and helped sell books. April 28 is Jane Addams’s birthday and the announcement date for the next JACBA which will occur at Hull House next year (this year was the first year it happened at Hull House). In the past 30 branches ordered books, it’s down to 18.

Discussion about how we can work more collaboratively with JAPA on fundraising for WILPF U.S. Section. JAPA policy has been that JAPA would only collect funds, not raise them. The board would have to decide to invite/request JAPA to reconsider. A collaborative policy exists including International. The board needs to understand the interdependencies between WILPF and JAPA. We need to also educate donors to designate to U.S. WILPF so that donations won’t be split between U.S. WILPF, JAPA and International following the formula for undesignated gifts.

\*The US Section board invites JAPA to resume fundraising on behalf of WILPF, beginning with Jane Addam’s birthday in 2008 if possible. (Consensus with no stand asides or blocks.)

### Nominating Committee Report

Pat explained that we have one person who has expressed interest in being on the board. Ellen suggested turning requirements in by-laws into questions for candidates. A list of people thinking about running for a second term was gathered by Pat. The call for nominations with



specific board job descriptions will be repeated in the Winter Issue of *Peace and Freedom*. The deadline for copy is Dec. 8. Elections will be held by means of a special mailing in the spring.

### Finance Report

Ellen distributed the Profit and Loss statement from January through September 2007, noting key indicators in Income:

Membership Dues – only at \$44,464 which is \$30,536 short (59.29% of line item).

Individual Contributions – real total \$66,209 included the contributions brought in through JAPA

Every Member Letter – \$24,853 brought in through JAPA - \$33,793 total on line, so the EML is bringing in approx \$15,000 per mailing

Foundation Grants - \$1,500 brought in through JAPA, Ellen will figure out why it says \$6000 in that line.

Ellen then noted key indicators in Expenses:

Explained that computer purchases made possible through a technology grant are in computer purchase line, which also contributed to more computer maintenance than originally budgeted. In future, Campaign Expenses will be in separate lines on the rolled up budget.

Ellen distributed a Balance Sheet as of November 8, 2007

In addition to the liabilities listed on the balance sheet, the board noted the following financial obligations: \$5,200 for Congress, \$6,000 for interns, \$9,000 for building repairs, rent, \$19,000 designated for international assessment, \$2,000 designated donation for Disarm Committee, \$3,000 to reimburse board, lawyers for city tax issue, ongoing payroll obligations. Suggestions for managing the cash flow situation: Take all money available from Bequest savings, Pax fund for operating expenses. Stop all staff travel, computer expenses, and other professional fees.

\*Send check to Intl WILPF immediately for the portion of the 2008 assessment that was already donated. (Board reached consensus without stand asides or blocks.)

\*No expenditures allowed that are not mandatory, e.g. travel, computer maintenance, etc. through December 31. The priority is to meet staff salaries, and to do this we will stop all other expenses. (Board reached consensus without stand asides or blocks.)

Treasurer is requesting that the Interim ED look into ending the contract for office maintenance immediately.



\*No one is allowed to further indebt the organization more than an additional \$25,000. If that point is reached, the board will immediately meet to begin the layoff process. (Board reach consensus without stand asides or blocks.)

\*Interim Director has the authority to use all money in the Pax fund and Bequest savings. (Board reach consensus with C.J. Minster standing aside.)

Proposal made to build a reserve to pay 2 months salary, per the personnel policy's need to that amount when laying off people for financial reasons.

Concerns were raised that perhaps we cannot afford to build a reserve to pay salaries. Suggestion made that the Staff Concerns Committee should grapple with this issue. Clarified that the personnel policies cannot be changed because they stand as written until a union contract ratified.

Proposal made that new management negotiating team consist of Chris, C.J., Laura as interim ED, and a pro bono labor attorney. Chris expressed interest in not continuing on the negotiating team and Cindy volunteered to join the contract negotiating team.

\*Management negotiating team to union contract negotiating consists of Cindy, C.J. representing the board, and Laura, representing staff management, in consultation with a pro bono labor attorney. (Consensus reached with Odile Hugonot-Haber and Nancy Munger standing aside.)

#### Approval of April 2007 Board Minutes

Nancy suggested adding the words "New York Metro" to the branch referred to on page 1. Page 4 – the Co-Presidents were to find another board member to be on the negotiating team. In proposal just passed, we didn't specify what will happen if someone drops off the team.

\*If a vacancy occurs among the board and staff positions on the negotiating team, there will be a process to immediately replace the missing members and negotiations cannot continue without the replacement. Communications regarding the negotiations will be sent to the full board. (Board reached consensus on the above proposal.)

\*Accept the April Board minutes with the addition of the phrase "New York Metro" to the branch referred to on page 1. (Board reached consensus on the above proposal.)

Procedure for board elections changed, so that the next P&F will announce the positions available and a ballot for board elections will be sent out in early 2008.

Proposal to adjust previously approved proposal to read:



\*Staff and board will participate in paid mediation with outside facilitation, which will be concluded by the April board meeting.

***Board reached agreement that the April board meeting will be April 11-13.***

### Campaign Reports

In the interest of time, Nancy declined to give a report for the Water Campaign and asked that we read the report from her campaign.

WCUSP Campaign Report: Odile stated that she feels that the structure and agenda of this board fails to support the campaigns and that there is no reason for her to be a part of “a decision-making process that pre-empted the Middle East Campaign.” Pat responded in appreciation of the work done by the campaign.

Odile reported on WCUSP activities. The leadership team wrote a letter to Secretary State Condoleeza Rice regarding proposed Annapolis peace meeting. This will be followed up with a postcard campaign. Remaining campaign funds will be used to bring Palestinian Section President Hannan Awwad to tour the US. She explained that a feminist round table toolkit exists for developing position on US policy on Middle East. Grant application being written by Program Coordinator Kate Zaidan to send delegation to Palestine, Israel, Lebanon and Jordan. She said she was surprised to learn that the AHR committee also created a feminist round table project with tool kit and expressed hope that both projects can work in a complementary manner.

Nancy Munger explained that the place for adding thoughts to the program structure was during the task group research for strategic planning. It was noted that the program committee convened in September by conference call to specifically talk about the Peace Tables process and how other issue committee and campaigns might participate.

Many people have left the meeting. Chris recognized that we haven’t had closure or check out or reviewed decisions.

Check outs occurred with Chris, Pat, C.J., Nancy, Linda, Odile, Audley, Laura, and Ellen participating.

Meeting adjourned at 1:05 p.m.

*Minutes respectfully submitted,*

*11/18/07 by Laura Roskos*

*APPROVED via E-MAIL, February 18, 2008*

