

WILPF National Board Meeting, by teleconference, Tuesday, December 28, 2010.

Board Members Present: Laura Roskos, Ellen Schwartz, Sandy Silver, Nancy Munger, Carol Urner, Mary Zepernick, Deb Garretson, Robin Lloyd, Georgia Pinkel (joined later) Absent: Pat O'Brien, Audley Green

Non-Board Members Present: Edith Bell (Pittsburgh), Linda Belle, Gillian Gilhool (Phila), Regina Birchem, Laurie Belton, Judith Joseph (Burlington, VT), Lois Fiedler (San Jose), Barbara Nielsen (joined later)

Ellen notes, Mary timekeeper, Nancy vibes-watcher

Procedure: Laura will read each proposed by-law change, original and changed. Open for member comments and then Board discussion. If no consensus after 10 minutes, proposal will be tabled. Maximum of 120 minutes. Proposal to rename and reassign purpose of the Nominating Committee has already been tabled by the Board. Suggestion by Gillian G. that Laura include the purpose of each change. Laura says this would take much time, but invites board members to speak to each.

1. Section III-E. Remove language regarding National Congress decision-making, quorum, transaction of business. MEMBERS: **Regina Birchem**: does the by-law really reflect the kind of organization that we want WILPF to be? The Membership Council consists of 25-30 people, who discussed this. It contradicts the International by-laws. **Gillian Gilhool**: curious about whether the Board has any information on how many people have voted for Board members in the past, at the national Congress, whether the board considered any ways to make the Congress more democratic. **Edith Bell**: Thinks taking away the decision-making part from Congress leaves members without any avenue of input. As for being self-selected, we should have scholarships, branches should help. BOARD: **Carol Urner**: Uncomfortable with this change because takes away the participation. Alternative: if we organize more like International, for which the Congress is the highest decision-making body, encourage each branch to have a delegate, delegates would vote but everybody could have input before a vote to discuss the issue. Resolutions are still extremely important and we should have been submitting them. We'd need a resolution committee, and they would go onto the Congress (International?) and the IB for further discussion and action. Essentially, weave branch participation, encourage participation by the whole branch in advance of the Congress. **Nancy Munger**: doesn't understand the phrase "transaction of business", historical hold-over. Some of what used to be addressed is now addressed in a different manner which is more democratic. Likewise election of Board members is now done by all members. As for political resolutions there are other ways that are "more nimble" than doing it once every three years. So what kind of business can be democratically carried out at a small gathering? Given the carbon footprint of these gatherings, should we be elevating the importance of Congress so it's crucial that a large number of people attend? **Mary Zepernick**: Never saw the impact of resolutions, not possible for an in-person Congress to be democratic. **NO CONSENSUS. TABLED FOR FUTURE DISCUSSION. (ask Pat O'Brien to provide for Gillian the figures on how many members participated in the last election.)**
2. Section IV part A, paragraph 3. To remove the two Y-WILPF representatives, and add two Board Members. Section 5, A2 describes the two new board positions. MEMBERS: **Edith Bell**: Objects to the title "apprentice" seems to put them in a lower class, prefers "At Large". **Regina Birchem**: agrees with Edith. Adds that the MC has made a formal request that there be a Membership position. And how would this work with the current election deadlines. Should it

be postponed. **Lois Fiedler**: remembers thinking the Membership should come under Development. Rather than being At Large, they should be designated as working with membership and developing membership. BOARD DISCUSSION: **Ellen Schwartz** is concerned about “available to promising new leaders to strategically diversify...” etc. – how would we define the requirements for self-nominating for this? And really new people, won’t they be driven away as Y-WILPF was? **Nancy Munger**: has always had reservations about the need to apply for a particular position. **Carol Urner**: Using “at large” makes it more acceptable. She has long felt we need someone who will be looking at branches and membership; and also looking at our database. This leaves the possibility that one or both of these At Large members would take on responsibility for exploring what can be done about membership. In Program it is absolutely essential that we know which branches are active, who our members are. **Robin Lloyd**: likes the revised version with Edith’s and Nancy’s input. Doesn’t know how we get this out to the members in a week or two weeks. Can we extend the deadline? Mary says the Nominating Committee will try. **New wording: Membership on the National Board is by application for a specific position, with the exception of ex officio members. Two Board Members will be elected who are not responsible for chairing a standing committee; these board seats should be viewed as “at large positions with full participation rights” available to strengthen WILPF. Board Members will be assigned duties on standing and ad hoc committees according to their skills and interests and the organization’s needs.** Ellen worries that people will apply for the two at-large positions and none for the others. Mary says the nominating committee usually tries to “clean up” applications, recommend people apply for positions that need someone. Discussion about implications of extending deadline. **Deb Garretson** says we always talk about the importance of membership, this is an opportunity to make somebody responsible for that. She would like to advocate for one of these people to be the membership committee chair. **Mary Zepernick** agrees. Deb will block. Tabled at least for now.

Barbara Nielsen and Georgia Pinkel joined the call during the previous discussion.

CONTINUATION OF DISCUSSION: Mary: we can’t talk about the Nominating Committee, since only one member of it was on for the whole discussion. Deb: Understands urgency, so we aren’t obligated to find a Y-WILPF person. Would like to have one at-large person and one Membership. If no board agreement on that she will not block the proposal. Sandy: supports one person being Membership. Robin: supports that too. Georgia: Having filled that position in previous boards, like the wording “Membership Development”, previously there was little or no support. And would support the one At Large. Nancy: supportive of the two at-large. Allows the Board to see where its needs are; if membership development is a perceived need then one could be cast as that, but needs change with time. Ellen: we don’t have wording for what the Membership Development position would consist of, so supports the two at-large and urges us to persuade one of them to take on Membership. **Test for consensus on above wording: Blocks, none; Standaside, Sandy, Deb; CONSENSUS reached. Nominating Committee to discuss recruitment for these positions (report back within 48 hours).**

Test for consensus on changes to other by-law areas to bring them into agreement with this decision. No blocks, one standaside (Sandy).

3. Section 4, part B paragraph 1. On number and location of Board meetings. The thinking behind eliminating the requirement to meet once in the national office allows us to meet where we have branches, and video-audio/conferencing allows us to save money. MEMBERS: **Regina**

Birchem: it was always practical and cost-effective to hold Board meetings in the city of the national office. **Barbara Nielsen:** thinks the idea of using electronic technology is a good one. And the new wording doesn't prohibit holding a meeting in the city of the National Office. This proposal is "mired in logic." **Georgia Pinkel:** Agrees. **Nancy Munger:** The part about removing the requirement for the national office is a "no-brainer", but not so sure about the video or audio conferencing. **Separating the two parts, on lifting the requirement for "at least one [meeting] in the city of the National Office."** **Sandy as ex-officio stands aside, no blocks, CONSENSUS REACHED.**

Second part, Nancy would reword to say "While face to face meetings are a priority...at the discretion of the board " and remove the word "video". Ellen says the conferencing allows more member participation, and current video technology allows call-in by telephone, without use of any computer. **New wording: while placing a high priority on full inclusion and participation, at the discretion of the board one of these meetings may be held virtually using video or audio conferencing.** Discussion continues. MEMBERS: **Judith Joseph.** JAPA recently made a similar change for the same reasons. She researched Illinois law on board meeting requirements, Illinois law requires that board members "be able to hear one another" and she recommends that we include that. Gillian Gilhool: in the interest of simplicity, the original language of this section is better. BOARD DISCUSSION: Laura: perhaps we should wait and look at Pennsylvania statutes on this. Robin: ditto. Carol: I think what we're saying is the virtual meeting allows fuller participation of all the membership. Ellen: we can approve this pending verification that it is in compliance with Pennsylvania law. Likes the original wording, just "at the discretion". There are advantages to face-to-face meetings, but virtual meetings allow more non-board members to attend. Georgia: likes the original wording. Back to original language: *At the discretion of the board, one of these meetings may be held virtually, using video or audio conferencing.* Laura is uncomfortable and can't consense on this without knowing if it is legal. Mary: why can't it be a provisional consensus? Gillian offers to look it up, but can't do it (probably) while we're on the call. She will try. Ellen: we may need to change the wording to comply with PA law, but the current by-law doesn't say, for instance, that our meetings will be in a room where we can all be heard by one another. Laura: there are other by-laws that will be coming up in April and this can be part of the packet for that meeting. Ellen: we were discussing possibly having that meeting virtually, which we would not be able to do if we don't approve this.

JUDITH – has the provision governing teleconferences. PA law approves of telephone conference calling or similar equipment by means of which participants can hear each other. She will send the exact wording. Ellen suggests that we can decide to have the April meeting virtually without the by-law change if we so decide; we had been talking about doing that at the beginning of this year. The current by-laws just say we have to meet, they don't say how. This part of the by-law change therefore tabled.

4. Section IV, D-3. On Board Member terms. MEMBERS: **Gillian and Barbara:** what is the purpose of this? **Laura:** it was ambiguous because we have a number of people who joined the Board mid-term. This would allow a member who is appointed mid-term to serve two subsequent full three-year terms. Edith: question about the President. Laura: President can serve for two terms.

All other Board members may be elected or appointed to the National Board for not more than two consecutive three year terms, except that the national bd may appoint a national

board president to serve a third or fourth board term. A member who is appointed mid-term is eligible to run and serve for two consecutive terms thereafter.

Nancy: if someone was appointed to a position very early in the term where the elected officer had vacated it, they could serve almost three terms in that capacity PLUS two terms as Board President. Barbara: has studied these by-laws and can't discern the intent. This segment was re-written by Darien. What was its intention? No resolution. **Laura calls for formation of an ad-hoc By-Laws committee to work on this for consideration at the April Board meeting. The projected changes must be published by FEBRUARY 13.** Volunteers: Deb, Nancy, Ellen.