

AHA Board of Directors Meeting Minutes

Teleconference —August 6, 2020

1. Call to order (by chair: Sunil)
 - a. Roll call and introductions
 - i. Board members present: Rob Boston, Rebecca (Becky) Hale, John Hooper, Jennifer (Jenny) Kalmanson, Howard Katz, Monica R. Miller, Juhem Navarro-Rivera, Sunil Panikkath, Christine (Kris) Shellska, Ellen Sutliff, Mandisa Thomas, Sharon Welch, along with non-voting member Roy Speckhardt
 - ii. Staff present: Jennifer Bardi, Nicole Carr, Rachel Deitch, Monica Miller, and Kristen Wintermute
 - b. Appointment of parliamentarian (Howard) by **unanimous consent**
 - c. Appointment of recording secretary (Rachel Deitch) by **unanimous consent**
 - d. Suggestions for new business to be considered
 - i. Ellen recommends looking at a process for email discussions/votes that is defined so we can all understand what is expected going forward. Becky suggested this resource.
2. Acceptance/amendment of April meeting minutes
 - a. Ellen asks we amend second page item that that Aaron Bishop's name is capitalized properly.
 - b. Howard moves to approve June meeting minutes as amended, Jenny seconds. Approved by consensus.**
3. Between meetings actions (d and e augmented per Becky's recommendation and general agreement):
 - a. Vote to recommend a slate with three alternative Trustee candidates, moved by Howard, seconded by Kris, unanimous with all members voting.
 - b. Sense of the board to release Humanists Call for Action against Systemic Racism.
 - c. Vote adding Jocelyn Williamson to the Humanist Society board of directors, moved by Howard, seconded by Rob, with unanimous consent of those voting.
 - d. Becky moved that we ask Kristen Bell to defer her award until next year to allow us time to find an awardee of color for the 2020 award. Howard seconded.
 - i. John moved that the motion offered be amended to be replaced in its entirety with approval of the staff recommendation on the Bell award. Jennifer seconded.
 - ii. Amendment was approved with 7 voting yes, 3 voting no, and two not voting.
 - iii. Main motion as amended was approved with 7 voting yes, 3 voting no, and two not voting.
 - e. Ellen moved that the AHA send two nominees, Becky Hale and Monica Miller, to HI for their open Board positions in the hope that one will be selected, Howard seconded.
 - i. John moved to amend the motion to read that the AHA presents, as its sole nominee, Monica Miller, to HI for an open Board position. Jennifer seconded the amendment.
 - ii. Amendment was approved with 7 in favor, 3 against and 2 required to abstain.
 - iii. Main motion as amended was approved with 7 in favor, 3 against and 2 required to abstain.
 - f. Kris moves to ratify between meeting actions, Jenny seconds. Approved by consensus.**
4. Financial update
 - a. Finance Committee Report on 2020 progress

John reported that the Board Finance Committee reviewed financials from first half of this year and highlighted that income and expenses were running below budget. Of most concern on the income side is the lack of inflow on bequests and of legal proceeds from cases where AHA prevailed. Our committee also discussed that the extraordinary challenges around COVID-19 may require a reassessment of expectations. In this unpredictable time, the Finance Committee has offered to meet with Roy once a month to assess and assist. Roy added that, on the expense side the lower numbers are lower based on thoughtful action. Staff have taken great pains to help us tighten the budget, the education department particularly with its reduced staff. Some clarifications on particular line-items ensued.
 - b. 2020 Budget Revision

Roy reports that the revised budget includes an anticipated drop in income of \$600K, buffered by the \$240k PPP loan. These changing expectations come from different areas, but as already discussed, we received zero of our budgeted \$250K in bequests. We also received zero of our budgeted \$250K in legal proceeds, which for 2020 depends entirely on settlement negotiations. We also anticipate this category to be lower in the coming years given the makeup of the federal courts. There are still uncertainties about membership and contributions. Contribution impacts (some of which are still to be realized as the year progresses) are related to the pandemic: while they may recover by 2022, 2021 may be a challenge. On the expense side, we are doing all we can to minimize outflow. We are okay now, and we have operational reserves to fall back on, so we don't anticipate having to go to the endowment fund in 2020, but we should be cautious, especially as we plan for 2021. Some discussion ensued related to individual line items. Sunil added that projections are challenging to rely upon during these times.

Kris moves to approve 2020 Revised Budget, Rob seconds. Approved by consensus.

c. D&O Insurance update

Roy explained that our provider for D&O insurance (which costs us \$3,500 annually) isn't able to raise our coverage from one to two million. They are getting a barrage of requests for insurance related to the pandemic and the risk is too high. Our broker was not successful in finding a different provider that will meet that need. Sunil asked that we seek another opinion, if needed, from an additional broker, to see if we can get a higher policy or additional policy so we meet the two million standard.

d. PPP loan and related legal work

Roy informed the group that our \$240K PPP loan is still being utilized and that we will file for loan forgiveness at the appropriate time. We are being very careful, going over it with CPAs and we have engaged a law firm who has a specialist working on this. Sunil pointed out that paying the law firm protects the organization, especially given the possibility Rob helpfully raised at the last meeting regarding the risks of frivolous actions under the False Claims Act.

e. Humanist Foundation update

Jenny reported that the Humanist Foundation met on May 16 via zoom, where they authorized the \$262k annual grant to the AHA. Their holdings were up 10% in May, but went down because of COVID, though not as bad as it could have been because of the way it was managed through dynamic asset allocation. In response to Ellen's inquiry, Jenny added that the new HF board member Michelle Collins, was very helpful and constructive in the May 16 meeting. While not voting yet, because she still had to be installed, her contributions to the conversation were valued.

5. Committee on Budget and Strategic Priorities (John)

John explained that we will be having a separate meeting with the board on the topic, but folks should have seen the draft strategic priorities, which give you an idea of the plan. We looked at a lot of information. If we work back from when the budget approval needs to take place, we need an implementation plan done by the end of October. By September 15, we need the high-level plan together. By the end of August, we need to finish most of the document. There are a number of other materials that need to be created based on the plan, such as contingency plans about the election and COVID-19. We also need to put together the finance narrative, and the budget itself, which needs to align with the strategic plan. We additionally need to figure out how to communicate this plan in different areas, such as marketing, fundraising, general public, potential partners, impacts on staff and structure of organization. We also need an inspirational version of the strategic plan so that it really becomes a catalyst for action. Additionally, if we do have significant changes in direction, maybe we should take a look at what our mission statement is and our branding materials. The more we work on this, the more we see it expand into other areas. We should get back to you before the end of the month with a more detailed proposal. Sunil added that it goes without saying that this is an important process for our organization. He would hope that the board will give this the attention that it needs.

6. Continuing measures related to the coronavirus pandemic, and HR update
 - a. Roy described how staff are primarily teleworking and do not come in unless they choose to. However, the office is open and operational, with a number of precautions in place such as air filters, guidelines for entry, and an in-office calendar, so folks know what/who to expect on arrival. In response to Sunil's question about how work is impacted, Roy and Nicole explained that much of our membership and operations are processed through snail-mail based systems. Ron Holley is in nearly every day and Nicole comes in often, to process outgoing and incoming mail, and handle deliveries and oversee office cleaning and maintenance. A few other staff are in occasionally.
 - b. Roy explained that HR we are making progress with the help of the HR consultants. We expected the process to go faster, but it is moving forward. We are first prioritizing transparency, communication, management training, and onboarding/offboarding issues and will work on other matters in a systematic fashion.
7. 2020 AHA Board Election update – The high quality of the candidates running was discussed briefly.
8. Committee on board software, security, and communication
 - a. Sunil formed this committee a few months ago to look at technology to improve how we can interact and make our communications more productive and secure. We identified requirements and will create a small list of vendors and test them before bringing them to the board.
 - b. Ellen considered that when we look back at recent email discussion and voting procedures over recent weeks it seems confusing. She said we could simplify. If a motion has been made and seconded, a new thread should be made, and there should be a thread specific to voting that closes when the voting is over. Sunil acknowledged them as fair points. Everyone would have to stick to that plan. A way to solve this is to use technology—for votes and discussion—so when we go through this process, people can be as informed as possible. It is in the organization's interest for every member to engage having all the information they need. The difficulty with email is that information can get lost. Some of the things you said, we can do in the interim, but hopefully in the next few months we can land on a technology that works.
9. Resolutions Committee resolutions for approval
 - a. Ellen said we have advocates, Juhem and Rob, who will present motions. Back in December Roy gave us a list of three resolutions that he felt were next in the pipeline: income inequality, food insecurity, and fair taxation. Staff and advocates were assigned. She put together a schedule to ensure they would be reviewed, edited, and ready for votes. We proceeded on schedule with two. But with fair taxation, there was a blip because the relevant staff member left AHA. Rachel is taking it on and it will be ready to present at the December meeting. The editing process is important, but we didn't hear from everyone. Feedback from people really make the resolutions stronger. Sometimes one word makes a difference.
 - b. Rob presented the Income and Wealth Inequality resolution. He explained it was drafted by Izzy and we went back and forth with minimal edits, and some edits were made as recently as a few days ago. The consensus is that it reflects the board's thoughts on the issue.
 - i. **Rob moves to adopt, Howard seconds. Adopted by consensus.**
 - c. Juhem presented the Food Insecurity resolution. He explained that it was worked on by Meredith. Before it went to the board, it went through the alliances. We got feedback from some board members, and made some hard decisions. We think it is in good shape and **Juhem moves to adopt. Howard seconds.**
 - i. Kris asks for a change from "entitlement" to "right" in the document, to which Juhem concurs.
 - ii. **Kris moves to adopt as amended, Juhem seconds. Adopted by consensus.**
 - d. Ellen explained that it takes up to six months to get these through. With taxation, we can hopefully get that done in December. Roy is working with staff on identifying the next batch, three or four. In addition to that, last year when we did the resolution on gender-based violence, we discussed male circumcision or genital mutilation. We didn't include it in the adopted resolution, but some of us still felt that male circumcision was something that we should address. Kris expressed an interest in writing the resolution and since we understand that it is a bit controversial, her challenge will be to make it as diplomatic as possible. Kris will be the stakeholder and Roy would assign a staff member to be the sponsor, and the sponsor and stakeholder can perhaps together write it. Since Rachel wrote

the gender-based violence one, she might be the best person. Roy said he would assign someone to work with Kris and mentioned that coming resolutions may re-address older resolutions. Ellen summarized that we have passed 6 resolutions in the last two years, and hope to have the taxation one passed in December.

10. Conferences and events

- a. Roy discussed the 2020 conference, detailing that we crossed the 2,000 mark on registrations, though it's hard to predict how many will attend. He applauded Nicole for taking the lead.
 - i. In response to Kris's question comparing this event to the one last year, Nicole explained that it is very different. Last year were five locations with five different events that were broadcast live. This time everyone is logging into the conference live and online. There is a lot of work on the staff side to maneuver this.
 - ii. In response to Sunil's question on how much we researched handling larger meetings, Nicole explained that one of the issues is having agitators register. We have solved that because everyone is coming into the conference without video and muted. The chat is moderated. Only presenters will be able to talk.
 - iii. In response to Sunil's question on how to handle crashes, Kristin explained that during the months of COVID we hosted numerous webinars and courses and tested Zoom's capabilities. Even when internet totally cuts out, we make sure speakers can call in and continue to talk. We have back up plans for if the internet completely goes haywire on us, such as how to fill that time and speakers have been prepped. Nicole added that there is also redundancy, insofar as staff will be in different places. If someone's internet goes down, there is always someone else who can carry on.

Roy inquired about the staff's thoughts about what we should do for our conference in 2021
 - iv. In response to Howard's question about trying Miami again since we had a relationship with the hotel, Roy explained that the city (and hotel) are among the most expensive cities in the country to hold an event, and was only chosen for strategic international reasons.
 1. Sunil suggested waiting to finalize, given COVID-19. Kris added that in Canada, everybody is thinking a few years out, and Howard noted that even if they say the pandemic is over, people may not feel comfortable traveling.
 2. Sunil said that next year, we should probably plan for a remote conference. In 2022, we can plan for an in-person conference. Roy agreed.
 3. Kris suggested we can hold a conference around COVID and how people have coped. Kristin pointed out how we did a series on COVID, that included mutual aid, building community, and how to live a good life, and that they are available online on our YouTube page. Becky said one of the series on COVID was extremely helpful to her for Humanists International, and thanked staff who have been putting those on YouTube.
- b. Chapter and Affiliates: approve new groups
 - v. Sunil says that new groups include: Ethical Society Mid Rivers, Parker County Humanists, and Atheist Community of Polk County. (Next time, need to identify their states.) Howard mentioned that Humanists of West-Suburban Chicagoland changed their name to Prairie State Humanists.
 - vi. Howard moves to approve new chapters and affiliates, Kris seconds. Approved by consensus.**
- c. MAAF merger prospects
 - i. Roy explains that Jason Torpy, who has run MAAF for a long time, feels he did some remarkable things with it, but feels he needs to step aside now. Jason feels it would be best to have another organization to take over and that the AHA would be a good fit. He would agree to allow the AHA board to have full authority over MAAF.
 - ii. Sunil asks, in light of the D&O insurance, whether there is a clause in the contact about indemnification. Do we have all the information to ensure there is no ongoing litigation? Roy explained that we are using attorneys on the agreement process. Roy will look into this question further.

- iii. Howard asks how many members does MAAF have at this time. Roy doesn't have the answer for that, but knows the membership isn't large—a mix of active military and veterans. Besides active military training and service communities, MAAF has been most impactful in raising a voice in American politics, such as on military chaplains.
 - iv. John asks if there is a board president and executive director who would stay involved. Roy responds that while AHA would staff it, a key board leader is Brian Engler who many know. [Others include Carlos Bertha and Cody Heaps.] The intent is to structure this like the Humanist Society, under the AHA but with independence.
 - v. Becky says she has a lot of good feelings about MAAF. Her concern is about taking on another entity and the associated expenses with a downward looking budget. Do we have the bandwidth? Roy says that's a great question we have to consider. They have 50k in their accounts, which wouldn't be enough to hire someone, but could offset all regular expenses. Jason understands it may be carried on at a lower level, but perhaps we can help it grow in the future.
 - vi. In response to Sunil's question about timeline, Roy explained we would probably finalize any agreement at the December board meeting, but if we weren't going to do this, we should let Jason know sooner.
 - vii. Rob inquires whether or not we could absorb the activities, without it being its own entity. We have different alliances; military could be one of them. That seems like a better way to bring it into the organization.
 - viii. Becky says that MAAF may be an avenue to broaden fundraising. She doesn't think we will see a net loss, and thinks we can raise money that would take us a long way.
 - ix. Howard says he is not enthusiastic about the name. We are not an atheist organization, we are a humanist association. Would we rename MAAF?
 - x. Ellen says that it is hard to understand why this would be good or bad for us. If we are voting, she would want to see a list of pros and cons.
 - xi. The sense is that we can wait until the next step in the strategic planning process to consider this further, with more information available.
- d. Humanists International nomination
- Sunil points out that we concluded action on this before the meeting. Roy says the next step is to complete the nomination form, and highlighted the need for Monica to provide a statement. Kris offered her congratulations to Monica.

11. Humanist Foundation Non-Financial Items.

Sunil summarized input from members of the Foundation Board of Trustees regarding handling bequests. He reminded everybody of the analysis circulated to the AHA Board and the Foundation Trustees earlier in 2020 that clearly showed that over the last 15 years, in the period Roy has been ED, the aggregate amount of funds sent to the Foundation by the AHA Board exceeded the aggregated amount of bequests received by the AHA in the same period, by about a half million dollars. This was possible because not only bequests but also the proceeds of capital campaigns are sent to the Foundation by the AHA Board. Sunil also mentioned that in January 2020, the written materials provided to prospects was updated to make it clear that they can direct bequests to either the Foundation or to the AHA. If the funds are not designated for the Foundation, then the AHA Board will decide what to do with the money. This conforms to a 2004 legal agreement between the AHA and the Foundation. Sunil also summarized discussions with AHA legal counsel regarding the legal structure of the relationship between the AHA and the Foundation.

12. Antiracism and the AHA Board

- a. Sunil introduced the discussion explaining that he had a conversation with several members about how it is important to us as a group to address antiracism. Given that it is late, Sunil recommended we go around and every board member speak for a couple of minutes.
- b. Kristin said we recently had a chapter where one of the board members wrote a blog post about how to respond to your racist uncle. A week ago, we had a conversation with their board about freedom of speech versus aggressive speech and what's appropriate. This is very much on the forefront of what we are dealing with.

- c. Rob says we may want to explore options for training as a board. And if staff wants training, that is something that they are offering at Americans United. If we are going down this road, we need facilitators who can guide us.
- d. Becky says she agrees with Rob that you need someone who does not have a dog in the fight, and a discussion facilitator, or it devolves quickly.
- e. John says this is an extraordinary opportunity. The country is coming to a realization. We as humanists who care about other human beings should be leaders, and there is a public that is very receptive. We should be antiracist in an outward looking way. He is hoping we can include that in strategic planning. Looking inward, those of us who are white can do more to understand. We need an internal and external focus.
- f. Jennifer echoed the point of obtaining an outside facilitator. The AHA Education Center has classes that are available to us. Recent courses were top notch, very informative, and helped people see the systemic problems. It can be as simple as de-centering white voices.
- g. Howard said he liked the idea of an internal and external viewpoint. He explained that he has been put into minority status his own life. Discrimination goes to all levels. He has been involved with and helped Black Lives Matter groups in his area. The public is willing to listen right now: just not sure how to move forward.
- h. Juhem agreed with what Howard said in terms of the movement. Juhem has been doing some work with a founder of Black Lives Matter for the last three years and working nonstop for the past few months/weeks. On a more personal level, and pertaining to the board, he thinks we need to find a way in which we can make this work as a core aspect of who we are rather than a side aspect. What is happening in the country has not made this easier, but the segue has been introduced. Juhem mentioned being an expert in political behavior, not in having tough conversations, but has seen organizations go through this process for years trying to decolonize an organization. If AHA is sincere about moving forward in antiracism and against white supremacy, we need to look at how we can train, have conversations that are not part of board meetings but have board meetings about these conversations, and working groups.
- i. Kris hopes she made some points in her email when she was being sarcastic, insofar as people have different ways of realizing humanism and antiracism. She had never heard the term bi-racialism, until she started working with groups in the US. We are all multiracial. Just different perspectives and other ways to realize anti-racism. There are many ways to do this. We need to leave room for people to learn.
- j. Ellen says it is hard because others covered so much. A key to seems to be awareness. She feels she desperately needs updating. Training and board discussions are also key. We can learn so much from talking together. She is for hiring a facilitator, and doing something starting with Rob's suggestion.
- k. Mandisa says that as a member of the community directly impacted, there are a number of things that can be facilitated. The internal work should come first, and training and education and information on how this affects all of us is important, but none of this will make a difference if people don't take actions to implement this information. Or if they are continuing to reinforce these notions, that are overt or subliminal. People don't realize that so much of this is subliminal. If it is pointed out and there is resistance there, there needs to be subsequent action. That will be a huge factor in how we move forward as an organization. The organization says that 'Black Lives Matter', but it has to reflect that in actions of leadership and potential consequences. That doesn't mean one strike you are out, but accountability is a factor, especially for leadership within this organization. Who are still the dominant voices? Decentering whiteness is a thing, going to what Jenny said, there is a valid point there. There is an opportunity here for people to reflect on the culture of the organization. There is going to be discomfort. The question is, are we prepared to handle that? This needs to be followed up with action.
- l. Sharon expressed that she is glad that we are having this conversation. This is a reckoning. Mandisa, this isn't just a single training, this is fundamentally looking at how we function internally and externally. We had a group at a different board, the catalyst for change committee, that explored every decision that is made, the same kind of committee could be implemented here. We are lucky to have experts on the board. Mandisa, is the event you are doing with Tony Pinn available for others?

Mandisa confirmed that and provided a link so folks could attend, and if not available to attend, they can see the recording.

- m. Nicole noted that the staff will be excited to see the board taking these actions.
- n. Rachel said she was enthused to see leadership have this discussion; I think staff will be watching closely to see how the board takes action. Ultimately, our words don't matter if they aren't matched by action. And she agrees that the work needs to be done internally first. No one will take us seriously if our values aren't being lived by our own organization.
- o. Jennifer said we are at the start of a very long process. This needs to happen on a daily level, and we need to support our staff of color without leaning on them. This is a long road and we have to be open to the voices who tell us we are not on that road, but we have to stay on it. This stuff is hard and we need to keep at it.
- p. Sunil said in his mind it is about two things: action and accountability. He is trying to practice what he believes in, and to act. Part of that practice is accountability.

5. Next board meeting is Saturday December 5 in Washington DC, but via Zoom.

6. Howard moved to adjourn; Jenny seconded. Approved by consensus.

