

# AHA Board of Directors Meeting Minutes

*Zoom Teleconference — December 5, 2020*

1. Sunil called the meeting to order at 11:05am Eastern
  - a. Board Members Present: Sunil Panikkath, Jenny Kalmanson, John Hooper, Christine Shellska, Rob Boston, Rebecca Hale, Howard Katz, Juhem Navarro-Rivera, Ellen Sutliff, Mandisa Thomas, Sharon Welch, and non-voting board member Roy Speckhardt; also new board members Abby Hafer and Jason Wiles
  - b. Staff Members Present: Nicole Carr, Rachel Deitch, Kristin Wintermute
  - c. 2021 board members Abby Hafer and Jason Wiles introduced themselves.
  - d. Appointment of parliamentarian (Howard) – **unanimous consent**
  - e. Appointment of recording secretary (Nicole Carr) – **unanimous consent**
  - f. Suggestions for new business to be considered: Roy requested a vote on an official resolution stating the current officers for a bequest.
2. Acceptance/amendment of August meeting minutes: **Howard moved. John seconded. Approved by consensus.**
3. Between meetings actions: Motion to approve the 2021-2023 AHA Strategic Plan, moved by John, seconded by Howard, 10 voting yes, 0 voting no, and two not voting. **Rob moved to ratify that action. Ellen seconded. Approved by consensus.**
4. Finance and Strategy update
  - a. Finance Committee Report on 2020 progress: John provided the Report and stated that a conservative approach has been taken to the 2021 budget. One-time costs of hiring a new Executive Director has an impact on expenses.
  - b. Committee on Budget and Strategic Priorities: John thanked the members of the Committee on Strategic Planning. All board members had input and staff was consulted through Roy. Each goal has been translated into several specific initiatives with Year One initiatives tied directly to budget lines. Becky expressed concern that the climate crisis is not a Strategic Plan priority on the same level of social justice. Sunil reiterated the discussions that the board had about each part of the Strategic Plan and how they were translated into implementation items and mapped to lines of the budget.
  - c. 2021 Budget Proposal, Narrative, and Strategic Plan Implementation Outline: Roy directed attention to the overview spreadsheet of the 2021 Budget Proposal which needs board approval. The most significant thing, he said, is that we are projecting a material deficit budget for the first time in a long time. A little under half of that deficit is a result of the non-recurring expense of hiring a new Executive Director. The rest of the deficit issues Roy feels are things that the AHA will bounce back from as we recover from the pandemic—a valid reason to cut into operational reserves. Ellen said that she is concerned about the deficit and was unaware we have a reserve. She asked why it isn't reflected in the budget. Roy explained that we have an accrual budget but that the reserve shows up on the balance sheet. Sunil said the projected deficit for 2021 is less than a third of the operational reserve. **Rob moved for approval of the 2021 Budget. Christine seconded. Approved by consensus.**
  - d. Humanist Foundation update: Jennifer reported that the Foundation financial portfolio is doing well and has rebounded well since the early days of the pandemic.
  - e. Conflict disclosure forms: Roy said he will be sending out these forms which best-practices indicate that we should have on file.

- a. Executive Director Transition: Sunil stated that, as the board knows, Roy will be stepping down as Executive Director. The Executive Committee has created an agreement with Roy for the transition period which the board approved. A Search Committee has been formed to lead the search for the next Executive Director. According to the By-laws, the board will have the final vote on the ED. The Search Committee will come up with a short list for the board to vote on. The Search Committee includes: Nicole Carr, Director of Development; John Hooper, Treasurer; Sunil Panikkath, President (Committee Chair); Anthony Pinn, former Board Member; Sue Reamer, longtime supporter. Sunil reported that the Search Committee is now collecting information about search firms and will choose one as soon as possible. The timeline for the search suggests that we will have a candidate selected by the Spring. Budget costs are outlined in a separate tab on the budget.
5. Continuing measures related to the coronavirus pandemic, and HR update: Roy reported that not much has changed since the last meeting, because the pandemic case numbers are still high. It looks like the office may not be truly re-opened until after widespread vaccine distribution. Howard asked if we will require employees to be vaccinated before coming back to the office. Roy said such a requirement will be researched. Roy added that he sent the board a list of HR recommendations that have been sent out by BDO, our HR consultant, and a status for each recommendation.
6. 2020 AHA Board Election results: Sunil welcomed Abby Hafer, Jason Wiles. Sunil stated that board terms are 4 years but officer terms are 2 years. The process for officer election that we have followed in the recent past is to appoint a neutral person (outside the board) as election administrator and then follow a simple email process, with the administrator announcing the result to the full board. Sunil stated that he is planning to run for re-election as President. He asked whether anyone else would like to discuss their plans. Jenny said that she does not plan to run for re-election to the board when her term is up, so she will not stand for re-election to Vice President. Ellen said that she would consider running for VP. John said that he will stand again for Treasurer. Kris said that she will stand again for Secretary.
7. Resolutions Committee resolutions for approval: Ellen introduced the new resolution on Fair Taxation with Rachel Deitch worked on. The final draft was sent to all board members. **Ellen made a motion to accept the resolution as submitted. Christine seconded.** Sunil asked for discussion. John praised the resolution. Sunil stated that the resolution process has improved considerably in the last two years under Ellen's supervision. He also thanked the staff for their participation and hard work. Ellen commended the committee and staff, who does the work. **Motion to accept the resolution approved by consensus.**
8. 2021 Conference: Roy said the Conference was held in 2020 virtually, attracting more people than ever. The staff did a great job of running the event professionally. We plan to hold the Conference virtually in 2021 as well, since there is still uncertainty about pandemic conditions. Sunil suggested that the virtual format was so successful that we should consider holding virtual conferences in winter, for instance, even when holding an in-person conference in Spring/Summer.
  - a. Chapter and Affiliates: Roy reported that the board will be voting to accept a new affiliate, Dripping Springs Freethinkers Association of San Antonio, remove an affiliate, The Fellowship of Humanist/Humanist Hall in San Francisco, and identify a chapter as defunct, Humanist of North Puget Sound in Seattle. Becky stated that she thinks the North Puget Sound chapter is still functioning. Kristin will check on this. Sunil modified the item to accept the Dripping Spring affiliate and remove the San Francisco group. **Howard moved to approve the motion with that change, Ellen seconded. Motion adopted by consensus.** Roy stated that the grant program for

chapters is being modified to raise the amount of the grants and to focus on community development for groups.

- b. Humanist Society Board Addition: **John moved to approve new board member Sara Ray. Christine seconded. Motion accepted by consensus.**
  - c. MAAF merger: Roy explained that Jason Torpy no longer wants to run MAAF and would like to find another organization to run it at some level. An agreement for AHA to take it over has been circulated to the board. Sunil stated that the board would need to approve the agreement in order to move the take-over forward. Howard brought up a concern about MAAF's board structure along with a concern that MAAF uses the word "atheist" instead of "humanist" while the AHA is supposed to promote humanism. **Christine proposed a motion to accept the agreement as it stands, Becky seconded. Howard abstained. Approved by consensus.**
9. Statement on Justice, Equity, Diversity, and Inclusion (developed by staff and reviewed by social justice leaders): Sunil directed the board's attention to the Statement that was circulated to board members. Roy talked about the process under which the statement was created.
- a. After discussion, three changes were proposed: the word "biggest" in the first paragraph was changed to "most significant"; the phrase "many of our" be inserted before "organizational leaders" in the first paragraph; the first line of the second paragraph was changed to "... harm indigenous, Black, Brown, LGBTQ+, disabled individuals, women, and other communities – especially those at the intersections of marginalized identities."
  - b. **Becky moved to accept the statement with the three changes, Ellen seconded. Christine abstained. Motion to accept the statement is accepted by consensus.** Jason and Abby, who could not vote, both expressed their support of the statement.
  - c. Sunil and other board members commended the staff members who put together this very strong statement.
  - d. Sunil asked if anyone would like to bring up other issues of anti-racism. Roy stated that the staff has been working on a process of examining anti-racism issues and working on identifying antidotes. He recommended that the board work through a similar process. Sunil stated that the board should hold a stand-alone training, rather than make it part of a board meeting. He requested Roy look into setting up training.
10. Committee on board software, security, and communication: Sunil reported that not much progress was made on this because of other priorities. He hopes to refocus on this in 2021.
11. Next board meeting: The next board meeting will be held on Saturday, March 13<sup>th</sup> at 1pm.
12. New business: Roy circulated a board resolution stating the 2020 board officers and that Roy has the authority to sign documents on behalf of the AHA. States that the current officers will serve until 1<sup>st</sup> January 2021. **Christine moved to approve, John seconds. Motion is accepted by consensus.**
13. Sunil thanked Sharon who has served on the board for the last two years. He also thanked Becky who has served as board member for many years and six years as president.
14. Adjournment: **Sharon moved to adjourn the meeting at 2:15pm Eastern, Christine seconded. Motion passed by consensus.**