

American Humanist Association

Board of Directors Meeting Minutes

Washington, DC – November 8, 2014

In attendance: Rebecca (Becky) Hale, Debbie Allen, Howard Katz, Rob Boston, Susan Sackett, Jason Torpy, Christine Shellska (Board-elect), Jenny Kalmanson, Herb Silverman, Roy Speckhardt (ex-officio), Maggie Ardiente (recorder)

Via teleconference: John Hooper (ex-officio), Raul Martinez, Anthony Pinn, July Simpson (Board-elect), Kristin Wintermute

1. Call to order (by chair: Becky)

The meeting was called to order at 11:38am.

a. Appointment of parliamentarian (Jenny)

Due to Jenny serving as the role of treasurer for this meeting, Howard volunteered and was appointed to serve as parliamentarian.

b. Appointment of recording secretary (Maggie)

c. Suggestions for new business to be considered

Jason suggested adding a discussion about the Reason Rally in 2016. Roy suggested adding a discussion on the Common Ground Conference in 2015. Howard suggested adding a discussion on what qualifies as a quorum for Board meeting purposes. All three suggestions for new business were approved and added to the agenda.

d. Items from the pre-meeting

Susan, who serves on the executive committee of the International Humanist and Ethical Union (IHEU), discussed plans for the World Humanist Congress in 2020, which is currently open for bids by IHEU member organizations. The Board discussed possibly hosting the 2020 Congress in New York City jointly with the American Ethical Union.

Becky moved to proceed with a proposal to IHEU to host the 2020 World Humanist Congress in New York City jointly with the American Ethical Union (AEU) should AEU approve hosting through their own Board of directors. Howard seconded. Approved by consensus.

The Board discussed the letter written by an AHA member on the AHA's involvement in global climate change, and discussed the AHA's position and resources to get involved. No action taken.

The Board discussed the AHA's revised statement on Islam, which received feedback from various ex-Muslims and scholars in the secular movement.

Jason moved to accept the Revised Statement on Islam as written. Jenny seconded. Approved by consensus, with one abstention.

Jason gave a report on the Resolutions Committee's recent activities. Jenny, Jason, Tony, Roy, and David Niose will serve on the Resolutions Committee. Becky requested to be included in the discussion and copied on all emails.

1. Acceptance/amendment of June meeting minutes (link)

Becky asked the Board to spend time looking over the minutes from the June Board meeting and suggest changes. Maggie mentioned that the most recent three Board meeting minutes must be posted on the AHA's website to meet Better Business Bureau standards.

Becky offered suggestions, including mentioning the city and state of new chapters to be approved and making the minutes more informational for members who did not attend by including links to documents being referenced in discussion.

Howard would like the minutes to reflect that he was not in attendance at the June meeting, but did join via teleconference, and did comment during the discussion on the Global Secular Humanist Movement. Susan offered several corrections to the discussion on the International Humanist and Ethical Union. Jason suggested that the minutes better reflect motions that were made and general action items of the Board. Other Board members offered further corrections and edits.

Jenny moved to approve the June minutes with factual corrections and omission corrections that were discussed. Howard seconded. Approved by consensus.

Jenny moved that all future minutes, including those taken today, follow the format suggested by Jason of reporting on action items taken by the Board and include only major highlights of discussion. Howard seconded. Discussion. Approved by consensus.

Maggie will make the factual and omission corrections to the June minutes and resubmit to the Board next week.

2. No between meeting votes to ratify

No votes were taken between the June and November Board meetings that require ratification.

3. Bylaws Committee

Becky referred to the last meeting minutes that a Bylaws Committee would be formed to review the current AHA bylaws. Roy explained that it's been more than ten years since the bylaws have been updated, and suggested that three or four members of the Board join.

Howard volunteered to serve on the committee; Becky asked Howard to serve as chair, and he accepted. Becky and Roy also joined. Jason will send a copy of the bylaws to the Committee for reference.

4. Financial update

a. 2014 Progress and 2015 Budget (Roy link)

Jenny volunteered to serve as treasurer for this meeting. Roy referred to the spreadsheet in the Board packet and reminded the Board to vote on the budget for 2015. Becky noted that membership dues are up, and Maggie explained the AHA's strategy on acquiring new members. Becky suggested finding a way to track retention rate of members. Debbie suggested developing a plan to promote membership at local chapter meetings. Becky suggested offering t-shirts or other incentives to increase membership while promoting our brand.

Jenny noted that the large number under bequests in 2014 is a result of a \$450,000 bequest expected to come in before the end of the year, from a supporter in San Diego whom Maggie and Roy met with in person.

Other Board members asked questions about the budget, and Jenny and Roy responded.

Debbie moved to accept the 2015 budget. Rob seconded. Approved by consensus.

b. Records Retention and Document Destruction Policy – for Staff Policy Manual (link)

Roy said this policy is required for the Better Business Bureau and invited questions. Jenny moved to accept the Record Retention and Document Destruction Policy. Debbie seconded. Approved by consensus.

c. Humanist Foundation (Foundation meeting minutes link)

c.i Update and Mutual Resolution (Becky link)

Jenny gave a report from the Humanist Foundation's trustees meeting at Tan-Tar-A in Arkansas. Jenny also talked about the 5% annual distribution for the AHA, which we received this year, and the trustees are interested in learning how the money is being used. Jenny will send financial information to any Board member who needs it.

Jenny moved to pass the following resolution as read from the Humanist Foundation Minutes: "Because the IRS has determined the Humanist Foundation to be a Type II supporting organization of the AHA as it is the only beneficiary of the Foundation. There had been some confusion as to the meaning of the language that AHA 'supervise or control' the Humanist Foundation. The AHA Executive Committee requested a legal opinion from our own sources, and based on that opinion, the AHA Board feels that they meet this fiduciary responsibility by having input into the composition of the Humanist Foundation Board of Trustees itself. That, coupled with attendance at the annual Humanist Foundation Trustees meeting by an AHA Board appointed voting liaison, and by the AHA President and Executive Director as nonvoting participants, is sufficient. The AHA Board believes that they have the right and the responsibility to review Humanist Foundation's financial reports through the AHA Board's liaison and the AHA Board may, of course, raise to the Humanist Foundation Board of Trustees any concerns they discover from those financial statements. However, it is also AHA's Board's understanding that once they raise those concerns to the Humanist Foundations Board of Trustees, it is the Humanist Foundation's sole responsibility--not the AHA Board's--to determine the appropriate course of corrective action, if any. Communication between the AHA Board and the Humanist Foundation should be through the AHA Board liaison."

Jenny reported that she voted in favor of the resolution at the Humanist Foundation Trustees meeting.

Jenny moved to approve the resolution as written. Debbie seconded. Discussion. Jason explained his reasons for resigning from the board which are that, in his opinion, the Foundation has not generated or even been willing to use an accurate accounting of their financials. The agreement made between the board and the Foundation absolves the Foundation of any responsibility to accurately report to the AHA or to understand their own financials. While he accepts the board's decision, he could not assume responsibility as Treasurer. Further discussion.

Becky called for question on the resolution. The Board voted in favor of the resolution, with Jason abstaining.

c.ii. Alliance Bernstein (Jenny)

Jenny provided some background on Alliance Bernstein and their approach to managing our investments.

c.iii. Amount of 2014 bequests to send to Foundation

Maggie reported to the Board an upcoming large bequest of \$450,000 coming in before the end of the year. Roy suggested giving the bequest entirely to the Humanist Foundation. The Board discussed the possibility of keeping the entire bequest, but Roy pointed out that giving it to the Humanist Foundation would give us an additional \$22,500 next year (and a growing amount all future years) from the 5% grant we receive from the Foundation each year, and for future years.

Howard made a motion to remove \$45,000 from the 2015 budget and consider deciding on what to do with the \$450,000 at the next Board meeting. No second. Roy explained that a decision must be made quickly so the investment is made to reap the benefits. Based on this information, Howard withdrew his motion.

Jenny moved to approve sending \$450,000 in bequests to the Humanist Foundation. Jason seconded. Discussion.

Becky called for question. The Board voted unanimously to pass the motion.

c.iii.1. Capital Campaign

Roy said the AHA is growing rapidly in both work and the number of staff, and if we keep expanding, the office won't be able to hold us all. He explained some estimated costs for the building, along with the building next door that we could purchase. Maggie is exploring a capital campaign for 2016. Discussion. No action taken.

c.iii.2. Charter Trust

Roy explained that a Charter Trust account set up by a donor can only be used for a building purchase. While we accept the dividends from the investment each year, Roy wanted the Board to consider possibly donating it to the Foundation to get higher returns. Jenny expressed concern about the donor's intentions and keeping separate books. Discussion. No action taken.

c.iv. Suzanne Paul nomination for 6 year term See:

http://www.newhopeuu.org/index.php?option=com_content&view=article&id=49&Itemid=54

Becky and Jenny talked about Suzanne's background and supported her nomination for trustee of the Humanist Foundation. Becky moved to appoint Suzanne Paul for a six-year term as trustee of the Humanist Foundation. Jenny seconded. Approved by consensus.

5. Conflict of Interest Sign-offs (link)

Roy asked Board members to sign a Conflict of Interest form. The Board took a few minutes to sign the document.

6. Visioning for the AHA and looking toward strategic priorities (Becky 2007 Strategic Plan link)

Becky said the AHA has already accomplished many of the goals of the 2007 strategic plan, and now wants the Board to think about a new vision and strategic plan. She invited Board members to submit ideas via email.

7. 2015 Officer Elections (link)

a. Process

Becky reminded the Board that the actual vote for officers takes place on January 1, 2015 when the new Board members begin their terms.

b. Straw-poll

Becky called for nominations and a straw poll vote on officers.

Jenny asked Christine to consider serving as treasurer. Christine thanked Jenny, but declined. Jenny nominated herself to continue as vice president. Rob seconded. Howard nominated Becky to continue as president. Jenny seconded. Susan nominated herself to continue as secretary. Jenny seconded. Debbie and Howard also expressed interest in eventual leadership positions.

Discussion on the position of treasurer. John Hooper expressed interest in getting more involved in AHA leadership and said he would be interested in the position of treasurer. Becky clarified that the position of treasurer can be served by a non-voting member of the Board, as long as she or he is approved by the Board to serve.

Herb moved to nominate John Hooper as treasurer. Howard seconded. Discussion.

No formal action taken, but the sense of the Board was that the candidates for officers presented will be formally voted on in January.

Jenny reminded the Board that the AHA needs a new auditor. Roy presented the proposals from four auditors, and recommends the least expensive, Agta, because two were far too high, and the third seemed a good fallback option if we aren't satisfied with the cheapest..

Howard moved to use Agta as the auditor for 2014 finances. Susan seconded. Approved by consensus.

Howard moved to temporarily adjourn the Board of Directors meeting of the American Humanist Association. Jenny seconded. Approved by consensus. *Meeting adjourned at 1:58pm.*

8. Center for Freethought Equality meeting

a. Update and consider any input (link)

b. Approved updated Boards

Becky called to order the meeting of the Center for Freethought Equality at 1:59pm.

Becky referred to the Center for Freethought Equality (CFE) report. Roy shared some positive news from the recent election. Discussion on current and upcoming candidates.

Bishop McNeill, CFE coordinator, intends to finalize a list of advisory and Board members of the CFE, but a list was not provided at the time of the meeting. Becky asked the Board to be on the lookout via email to approve the list at a later time.

Jenny moved to adjourn the meeting of the Center for Freethought Equality. Debbie seconded. Approved by consensus. *Meeting adjourned at 2:02pm.*

Becky called to order the Board of Directors meeting of the American Humanist Association at 2:03pm.

9. Awards Committee (Susan)

a. Approach list progress for 2015 (report to be distributed)

Susan gave a report on the awardees for 2015 so far: Lawrence Krauss (Humanist of the Year), Jean Kilbourne (Humanist Heroine) and The Onion (Humanist Media Award). Further discussion on letters sent out for other awardees. Susan invited suggestions from the Board for award nominations.

10. Programs, adjuncts and coalitions highlights

a. Development

b. Communications

c. Advocacy

Maggie gave a report on the success and growth of the development, communications, and advocacy departments.

d. Conference in Chicago

Maggie reported that the 75th Anniversary Conference of the AHA will be held May 26-29, 2016 at the Hyatt Regency McCormick Place in Chicago, IL.

e. Web Report

Roy gave a brief report on web design, and added that DarwinDay.org will be getting a new look thanks to a set of donors. Discussion on the use of a new logo featuring a golden finch. Some Board members were concerned

that the new design didn't work for branding purposes. Suggested a logo with Darwin's head but adding a finch on his shoulder. Further suggestions. Roy will take the comments of the Board to the design team and donors.

f. Humanist Press

Roy gave a report on Humanist Press's increased activity due to author interest, and plans for future books.

g. Humanist Magazine and the Humanist.com

Roy reported that TheHumanist.com has hundreds of thousands of viewers per week and continues to publish original content. Maggie reported that they may seek online publishing awards next year.

h. Appignani Humanist Legal Center

h.i. Active and upcoming cases

h.ii Strategy Discussion

Roy highlighted several cases David Niose and Monica Miller, attorneys for the AHLC, are working on, along with student cases related to the Boycott the Pledge Campaign launched in September. The AHLC has an 88% win rate, which is very good compared to other groups. Roy noted the recent controversial cases involving Jason Holden and "humanism as a religion," and the Operation Christmas Child case in Colorado. Discussion.

i. Humanist Society

i.i. New Board members added

- 1. Debbie Allen**—see http://americanhumanist.org/AHA/Board_of_Directors#Allen
- 2. Dan Moran**—see:
<http://www.danielthomasmoran.net/Daniel-Thomas-Moran.htm>
- 3. Autumn Reinhardt-Simpson**—see:
http://secularceremoniesrva.com/?page_id=7 and the right column at:
<http://www.secularwoman.org/salon/AutumnReinhardtSimpson>

The Board discussed the candidates presented as new Board members of The Humanist Society, and Becky reminded them to approve them as a slate. Jenny moved to approve the slate of Board candidates for The Humanist Society. Rob seconded. Approved by consensus.

j. Chapter Services Committee

j.i. Approve new chapters and affiliates

The following groups were considered for approval as chapters or affiliates:

Chapters

1. Hudson Valley Humanists- New Paltz, NY
2. Myrtle Beach Humanists & Freethinkers- Myrtle Beach, SC
3. Frederick Douglas Humanist Society of Baltimore - Baltimore, MD
4. Washington, DC Atheists, Humanists & Agnostics- Washington, DC
5. Humanists of the Western Reserve- Solon, OH

Affiliates

1. Tri-State Freethinkers- Union, KY

Howard moved to approve all of the groups as chapters or affiliates. Jenny seconded. Approved by consensus.

Discussion on encouraging AHA membership in local chapters. Jason suggested giving a prize to a chapter that signs up the most new members.

Roy mentioned new Regional Volunteer Coordinator positions that will be a point person for local chapters in a particular region. Rachael Berman, grassroots coordinator for AHA, is interviewing candidates this week.

The Board discussed using these volunteers to represent AHA at regional conferences and agreed this was a good idea.

k. Kochhar Humanist Education Center

Roy talked about the new Paths to Humanism brochures to reach out to religious progressives and invite them to identify as humanists. They will be used for tabling at non-humanist conferences such as interfaith events, community festivals, or LGBT pride events. The Board liked the brochures and requested copies mailed to each one.

l. United Coalition of Reason

Roy reported that Jason Heap is taking Fred Edwards' role as director of UnitedCoR. Fred will be working more with planned giving for the Humanist Foundation.

m. LGBTQ Humanist Council

Kristin talked about Kevin Jagoe, the new coordinator for the LGBTQ Humanist Council, who has a good vision for making the Council more prominent.

n. Feminist Caucus

Roy reported that Zelda Gatuskin, co-president of the Feminist Caucus, is resigning. Becky will inform the Feminist Caucus leaders that the AHA Board must approve any co-president nominations they put forth.

Some concern was expressed about the autonomy of the Feminist Caucus and how they choose the Humanist Heroine recipient without approval from the Board. Jenny and Becky volunteered to have lunch with the potential new co-president to explain the expectations.

o. The Humanist Institute

o.i. Update (Kristin)

Kristin gave a report on the online courses being produced by The Humanist Institute, along with new, restructured class sessions which were determined after a strategic planning meeting held in September. John, who participated, added that it was a very productive meeting and will result in the opportunity for college-level courses to be transferred into credits.

Becky asked about the Humanist Celebrant Training in DC, and Kristin said the date had to be moved to December because they need more teachers. AHA Board members with expertise in conducting humanist ceremonies are welcome to contribute and participate.

o.ii. Approve David Breeden for Board <http://firstunitarian.org/minister-staff/our-minister/>

John talked about David Breeden's background in humanism and interest in getting more involved in the AHA. Jason moved to approve David Breeden as a Board member of The Humanist Institute. Debbie seconded. Approved by consensus.

p. The Institute for Humanist Studies

Tony referred to the written report given to the Board and the status of IHS's book series.

q. International Humanist and Ethical Union

q.i. World Congress in Oxford (Resolution)

Susan gave a report on the success of World Humanist Congress in Oxford last August. The IHEU General Assembly meeting in 2015 will take place in the Philippines, then Malta in 2016. This meeting is for leaders of membership organizations to come together and discuss policy.

Becky asked if anyone on the AHA Board is willing to attend the next General Assembly meeting on behalf of AHA. Discussion. Board members will consider volunteers who may be able to attend. No action taken.

11. Next Board meeting is via conference call in February 2015

The next Board meeting, via teleconference will be held Tuesday, February 17, at 8:00pm Eastern Time.

12. Board meeting in Denver is scheduled for Thursday May 7

Maggie suggested that, due to pre-conference workshops, the Board begin the meeting to be held in conjunction with the 74th Annual Conference the evening of Wednesday, May 6. The Board agreed to start the meeting on Wednesday, May 6 at 5:00pm with a dinner, then continue the meeting on Thursday, May 7, with the aim to finish the meeting by noon.

13. New business

a. Board Quorum

Howard asked the Board what qualifies as a quorum for Board meeting purposes. Eight voting members of the Board were physically present at the meeting; three voting members participated via Skype. This qualifies as a quorum; however, there is a question on whether or not Skype or teleconference participants qualify as part of the quorum. Roy advised that during Board meetings where conflicts may arise, such conflicts are easier to resolve in face-to-face conversations. Becky agreed and said that activities, such as dinners, outside the Board meeting helps to create a more cohesive unit. Jason explained that the current expectation of the Board is to be physically present at all meetings, and that the number of Skype participants is currently not a problem. Further discussion on whether Board members are able to use Skype or telephone to participate in meetings. No action taken.

b. Reason Rally 2016

Jason discussed plans for the Reason Rally, which is expected to take place in 2016. The Secular Coalition for America was originally considering being the lead organizer, but that is up in the air. If AHA is interested in organizing the Reason Rally, planning should begin now.

Becky asked for a straw vote on whether AHA should support another Reason Rally event. The majority of the Board was in favor of supporting the Reason Rally. Further discussion on the Reason Rally's needs and what's involved with organizing. No action taken.

c. Common Ground Conference 2015

Roy was approached by Xavierian Ministries to host a joint conference discussing common ground issues between theists and nontheists. Chris Stedman, previously with the Harvard Humanist Community and now with Yale Humanists, participated in the first conference held in London. Roy talked with Barry Klassel, Humanist Chaplain at Rutgers, to explore hosting this conference, and Barry has already gotten approval from the university to host the event sometime in October 2015.

Jason suggested that if the AHA is participating in this event, there should be concrete action items for attendees to take away from the event. Jenny agreed and suggested that the conference focus on one particular social justice issue. Further discussion and comments of support for the conference.

The Board agreed to move forward with plans to co-host the Common Ground Conference in 2015, and if any issues arise during planning, Roy will alert the Board.

d. Board Committee Assignments

Under new business, Becky initiated a discussion on the current Board committee assignments. Roy pointed out that some of the committees aren't functioning. The Board looked over the current committees and discussed their statuses. No action taken.

15. Adjourn

Howard moved to adjourn the AHA Board meeting. Herb seconded. The meeting was adjourned at 4:40pm.