



## **Board of Directors Meeting**

*Seattle — November 18, 2017*

### **BOARD MEETING AGENDA**

1. Call to order (by chair: Becky) called to order at 10:15am
  - a. Roll call and introductions  
Board members: Debbie Allen, Rob Boston, Rebecca Hale, John Hooper, Jennifer Kalmanson, Sunil Panikkath, Susan Sackett, Kris Shellska, July Simpson, and Kristin Wintermute were in attendance. Jason Torpy participated via phone. Ian Dodd and Howard Katz were absent. Staff Roy Speckhardt and Nicole Carr were in attendance.
  - b. Appointment of parliamentarian (July)
  - c. Appointment of recording secretary (Nicole)
2. Acceptance of June meeting minutes moved by John; Sunil seconded; accepted by consent.
3. Acceptance of votes to approve Humanist Legal Society bylaws and Resolution on Climate Change were moved by Rob; seconded by Sunil; accepted by consent.
4. Two changes requested by Humanist Legal Society board to their bylaws. One allows for email voting and the other changes the mission statement to refer to our value of “strict separation of religion and government” (instead of the original “strict separation of church and state”) Approval moved by Sunil; seconded by Jenny; accepted by consent.
5. Financial update
  - a. John reported for the finance committee that the AHA is doing well with any deficits due to seasonality.
  - b. The 2018 draft budget was presented for approval.
    - i. Jenny asked for a discussion of raising the membership fees and suggested that the authority for making that decision be transferred to Roy instead of the Board. Becky said that there’s more power if that authority stays with Board. Jenny asked that Roy study the issue and bring back a recommendation regarding raising the fees. Kristen suggested doing an initial Survey Monkey to fine tune the changes. Jason mentioned a tool on Survey Monkey to create a/b tests. July pointed out the balance between enticing people with low fees and not making the membership seem valueless. Debbie asked how much it costs to mail materials and how much we actually keep from each membership fee. Roy said what we receive is more than they spend and their biggest motivating factor is

supporting the humanist movement. Sunil suggested considering multi-year membership (with discounts), multiple levels of membership with different benefits (some get paper stuff, some don't). Susan cautions against asking people how much they want to pay for dues since no one else does, and thinks we should just raise fees as needed. Sunil thinks it's worth study to find out what people's behavior will be around raising fees. Becky suggested that we shouldn't worry about whether they are willing to pay – if they aren't, we don't need them. Roy pointed out that we want to have as many members as possible but we also want to optimize the amount of money we bring in through memberships. Wants to do Survey Monkey and a paper mailing. July also suggested a pay-what-you-can option. Roy mentioned that we do offer higher options.

- ii. Acceptance of the budget moved by Kristin; seconded by July; accepted by consensus.
  - c. Jenny reported that the Foundation board of trustees met and didn't make any substantive changes to the investment policies. There is disappointment about the Capital Campaign not being complete. There was discussion of how to replace Fred, who is slowly moving into retirement. The Trustees' next meeting will be at the AHA conference in Las Vegas.
  - d. Roy went over the Capital Campaign progress. Debbie asked about naming opportunities and Roy and Nicole discussed named spaces and options. Sunil asked how realistic is the total outstanding projections and what we would do if we don't reach those projections. Becky asked if we could designate AHA's typical annual donation to the Foundation as for the building. Roy replied that we could. Sunil asked how much we usually give. Roy said \$75,000-\$125,000. Roy also reported that we have cancelled the capital campaign consultant.
6. Discussion of potential future bylaw changes:
- a. Modify rules on memberships to have executive director be able to give multiple year memberships.
  - b. Modify standing committee rules to reflect practices regarding how committees are actually constituted.
  - c. Sunil added that there should be a by-law change specifying that officers can be removed from office as well as regular board members. Becky said they can be removed because they are board members. Sunil says he thinks the ambiguity should be removed. Kristin said that she think the election of board officers is not as democratic as it could be because the officers are elected as a slate. Jenny remarked that the election for President, for instance, will likely be contested next time and it should fairer. There should be a cleaner way to nominate and vote.
  - d. Becky created a committee of Roy, Sunil, and July to review above possible bylaw changes and any others needed.
7. Kristin described the work of The Humanist Institute and the plan to integrate it into the AHA under a new AHA Education Department.

Kristin reported on the history and current activities of THI, created originally to train leaders for the humanist movement. Today celebrant trainings are very popular and the certified humanist professional courses are picking up since their crate your own path began.

Debbie suggested changing the names of the courses. Sunil suggested that we need other ways of presenting content. Kristin pointed out that her goal is to report on what the AHA is inheriting – then it will be the new Education Department’s job to figure out what to change moving forward. Debbie and Roy both mentioned that they have ideas about how to raise the numbers of people taking these courses.

**Budget Projections:** Roy explained how the large portion of the THI endowment fund would provide annual income for education in perpetuity and how the remainder would be used in the first four years to help the AHA cover expenses and develop fundraising strategies to develop the program. Expenses are based on actual history and savings that will be realized by merger. In response to July’s question about whether the funds headed to the endowment would need to be segregated in the Foundation, Roy explained that there will just be a single 5% disbursement from the co-mingled funds, but the AHA will track what the fund holds on an annual basis. Sunil said that could be a challenge because the correct gains/losses can’t be assessed, and said it should be specified in the agreement. Jason agreed.

Sunil raised four issues about the agreement:

- a. We need language that says what will happen to the endowment funds if the AHA no longer engages in education. As it stands, AHA is required to allocate a fixed amount of funds to this program in perpetuity. There should be language saying that the money will go to another organization that does humanist education in such a situation. Roy suggested “in the case of dissolution or transformation of the AHA such that it no longer engages in educational activities, the value of the \$250,000 endowment fund will be donated to another humanist educational organization.” July advised that the word “transformation” is ambiguous and should be defined as above.
- b. We need language explaining how the 5% transfer from the Foundation would work and whether the fund will be held separately. Sunil suggested “the value of the contribution from THI on an ongoing basis will be calculated based on the return of the overall Humanist Foundation endowment.” Sunil, Becky, Roy and Jason all agreed that the Foundation should provide a total return before additions and subtractions.
- c. It’s problematic to give an unconditional offer of employment to two the education director and the education committee chair. There is usually a clause that people can be fired for cause. Kristin agrees. Christine suggested that the language about “AHA’s policy” could be changed to apply to the employment issues. Roy suggested adding the phrase “except if removed for cause as defined in the AHA Employee Manual.” July suggested, as an alternative, putting the employment sections into an addendum. Kristen agrees that her employment could be a separate agreement if needed.

Sunil moved that a new version of the agreement with the above language changes be circulated to the full board for a vote no later than noon on Tuesday, November 21<sup>st</sup>, with a special procedure for voting within 24 hours. Kris seconded; Kristin and Jenny abstained; accepted by consensus.

## 8. Resolutions

Jason reported for the resolutions committee that he sent out the resolutions along with a summary and directed everyone's attention to the environmental resolution.

Jason moved that the board pass the environmental resolution. Christine seconded, and discussion ensued.

July asked about why we advocated against colonizing other planets and whether we should be asking people to move towards a more plant-based diet. Roy said that he thinks the introduction is too long and should be tightened, for instance, he thinks the reference critiquing capitalism is out of place. Becky said that she doesn't like the section where we encourage people not to have children but to instead adopt. Jason explained his perspective on these items as they arose.

Roy suggested that issues around recommendations for personal behavior be placed in a section on what people could do to improve the situation, so that it was more advisory than declarative.

Jenny pointed out the IHS has repeatedly offered to have their scholars participate in formulating resolutions but they haven't been taken up on it. Becky asked if Jason would agree to add the words "environmentally sustainable plant-based diet."

Susan doesn't agree on the fact that we shouldn't colonize other planets. Sunil suggested that the entire resolutions process should be re-examined. It's not realistic to think we can get the entire board to agree on so many resolutions with so much content with the existing methods.

John suggested that we consider the objections and then either vote up or down on the resolution. Roy said that he didn't think the resolution was ready to be voted on.

Jenny moved to table the resolution; Kris seconded; accepted by consensus.

Jason commented that the environmental resolution is up for vote not from scratch but after extensive online discussion and tentative agreement. Brand new issues being raised without warning at final vote indicate why the resolutions process has gone so slowly over the years. Jason commented that the resolutions committee has been open to members over the years and is still open to any who wish to participate in the process for those willing to do the work. The door remains open, as it always has.

Becky asked Sunil to spearhead the creation of a new resolutions process. Jason said that the problem is not the process, it's that people have not been invested in the process. The committee will be: Sunil, Jason, Roy, Jenny.

Jason commented that the other resolutions that are waiting in the wings are: Group Selection in Evolution (suggested by Carl Coon) and Middle East conflict (suggested by Thomas Buonomo).

9. Conferences and Events

- a. 2018: The 77th Annual Conference will take place on May 17-20 at the Flamingo Hotel & Casino in Las Vegas. So far, our 2018 award winners are Ana Kasparian for the Humanist Media Award, Ijeoma Oluo for the Feminist Humanist Award, and David Suzuki for the Lifetime Achievement Award. Roy reported that hotels on the strip cannot offer childcare which interferes with Camp Quest.
  - b. 2019: Becky suggested that people who have been speakers at other conferences may have ideas about how to make the conference more successful.
  - c. 2020: Miami is on our radar, but not yet in full planning mode.
10. The Foundation Beyond Belief proposal was discussed prior to the official meeting and it was agreed that Roy would ask FBB for more detail on promotion and branding plans, seek to lower the annual commitment to \$10,000 and request a 1-year opt-out for the agreement, so we can be sure it's on track.

Jenny moves that if Roy gets all of the items mentioned above, the board approves the agreement. If he doesn't get agreement on all, he will come back to the board. Sunil seconded; accepted by consensus.

11. Programs, adjuncts and coalitions were discussed.

- a. During the discussion on communications, Debbie asked for spoon fed social media info to chapter leaders, boards, celebrants, including the creation of seasonal banners and memes.
  - b. During the discussion of the *Humanist* Magazine and theHumanist.com Sunil asked if we can do a cost-benefit analysis for introducing an electronic version (Kindle) of the magazine. Becky asked for bulk (5-10) copies of the *Humanist* go to chapter leaders.
  - c. During the discussion on web development, Becky wants a storefront on the website so people could buy merchandise and order publications/resources/pamphlets or be linked to take courses; chapter leaders can get them for free, members at a discount, and another price for others.
  - d. During the discussion on Chapters and Affiliates, Jenny moved that the board approve the new chapters in the report; Debbie seconded; accepted by consensus.
12. 2018 Board Elections: Up for election are: Jenny, Howard, Susan, Christine, July, and Jason.
- a. Roy asked for board's permission to form the Nominating Committee, reading names he intended to approach and receiving general consent.

- b. Jason asked about term limits and whether the time started at initial election or when the term limit resolution was adopted. July said that typically bylaw changes do not take effect retroactively. Roy will check the minutes of the board meeting when term limits were instituted to figure out whether current members are approaching term limits. Subject to any contrary findings in the older minutes, it is the sense of the board that term limits do not affect and were not intended to affect any terms served prior to passing the term limit resolution.
13. The board teleconference will be March 12 at 8pm EST as determined by consensus.
14. At 3:55pm Debbie moved to adjourn; Jenny seconded; approved by consensus.