

American Humanist Association

Board of Directors Meeting Minutes

Washington, DC—December 7, 2019

1. Call to order (by chair: Sunil) 9:15 am.
 - a. Roll call and introductions
 - i. Board members present: Rob Boston, Becky Hale, John Hooper, Howard Katz, Jennifer Kalmanson, Monica Miller, Juhem Navarro-Rivera, Sunil Panikkath, Ellen Sutliff, Christine Shellska (via Zoom), as well as Humanist Foundation President Mike Werner, staff: Jennifer Bardi, Nicole Carr, Sam Gerard, Monica Miller (via Zoom), Roy Speckhardt, and Kristen Wintermute (via Zoom).
 - ii. Board members absent: Mandisa Thomas, Sharon Welch
2. Appointment of parliamentarian (Howard) by unanimous consent.
3. Appointment of recording secretary (Sam Gerard) by unanimous consent.
4. Acceptance/amendment of June meeting minutes
 - a. **Howard moved to approve June meeting minutes, Jennifer seconded. Approved by consensus.**
5. Between meetings actions: Vote to affiliate the South Asian Humanist Association moved by Jennifer, seconded by Rebecca, 9 yes votes, 1 no vote, and 2 not voting. Vote to affiliate Science for Society moved by Ellen, seconded by Howard, 9 yes votes, 0 no vote, and 3 not voting.
 - a. **John moves to ratify between meeting votes, Rob seconds. Approved by consensus.**
6. Financial update
 - a. Corporate Resolution on Signing Authority verifying Roy Speckhardt and Jennifer Bardi as signers on accounts.
 - i. **Howard moves to verify signing authority, Becky seconds. Approved by consensus.**
 - b. Roy recommends approval of 2019 auditors, this will be just the second, of our typically five-year usage of auditors and they've been helpful.
 - i. **John moves to approve auditors, Juhem seconds. Approved by consensus.**
 - c. John provided finance committee report on 2019 budget progress and explained any variances from past projections.
 - d. Roy explained that the 2020 budget reflects realistic view of what we can do, and that it includes some stretch goals in fundraising and pre-knowledge about a court case settlement, but we know that we're going into an election year.
 - i. Mike asked about contributions and facilities expense, how it's determined, and Roy explained that the funds expended were for maintenance, but there were some funds (projected to be about \$30K for 2019) that were capitalized and thus don't show as an expense because they moved from beginning of the year cash assets to end of the year fixed assets.
 - ii. Sunil asked about conference expenses, and Roy clarified we allocated \$15K for domestic scholarships. As an aside it was discussed that Humanists International (HI) asked for our dues to go from 10.8K GBP in 2019 to 29K GBP in 2020, but offered some alternatives. For 2020 perhaps the already passed AHA budget will suffice given 15K in GBP is already allocated plus

the scholarships and staff are willing to provide them some in-kind financial assistance. In response to recommendations from board members, Roy said he would confer with HI about the calculations to ensure we received an accurate consideration and didn't include income that should be excluded.

- iii. Becky suggested we check with Norway regarding their possible travel grant funding.
- iv. Mike stated 100% of bequests should go to endowment, asked board to consider, while John said both board should strike a balance, Jennifer said having a buffer of operational reserves helps both groups by providing some safety in the budget and preventing the need for requests to the Foundation.
- v. Christine asked about Humanist Society fundraising and there was a sense that some of that could be done independently and in collaboration with AHA development efforts.

vi. Rob moves to approve 2020 budget, Chris seconds. Approved by consensus.

- e. Jennifer explained that the Humanist Foundation (HF) portfolio had a good year, up 11.7%, in investments and actual earnings are \$575,298.
 - i. Mike asked if market has changed the value of building, purchased for just over \$4 million. The sense is that it has increased significantly. John asked about **appraisal**, and Ellen pointed out the difference between a market appraisal and a brick and stick appraisal for insurance purposes, and we may want both done.
7. Sunil reviewed the organizational relationship between the AHA and the HF, and highlighted that, just as the AHA is accountable to its members, the HF is accountable to its one member, the AHA. The AHA receives 5% of unencumbered HF funds annually and in perpetuity. By keeping the Foundation a separate corporate entity it helps shield the bulk of the assets under the AHA umbrella from potentially damaging lawsuits. Becky added that having two boards is good, and helps with accountability.
- a. Sunil started a discussion of the HF Board Nomination Process, which is outlined in the HF bylaws and calls for vacancies/additions to be filled by the AHA board acting in the role of a nominating committee and providing three nominees from which the HF board may choose one.
 - i. Mike discussed how tradition had the HF board proposing a recommended nominee that the AHA board typically approved, and added that it's important for the cohesion of the Trustees to choose a candidate they can work well with.
 - ii. Sunil pointed out the need for Trustees with financial expertise and Mike pointed out the need for attorneys.
 - iii. Board members discussed this further and concluded that the urgency of the matter wasn't there with the HF board currently at its average size and nobody leaving in the coming months. **The sense of the board was that the bylaws would be followed: considering the recommendations of the HF Trustees as well as other potential Trustees, the board would vote (perhaps via ranked voting) and present a list of three nominees for each available position (perhaps in series) to the Trustees.**
 - b. Sunil began a discussion of the joint bylaws review, proposed and passed earlier this year. Howard pointed out that he was appointed with two others from the AHA board to be on the joint committee, but nothing happened since, other than that Mike

was added to the AHA board as a non-voting member. The question was posed to Mike as to what happened to the AHA board's request amongst the HF Trustees.

- i. Mike said that he raised the issue with the trustees but there wasn't any volunteers willing to participate in the committee.
 - ii. The discussion continued about the need to revisit the matter with the Trustees and get to work on improving the bylaws of both groups. Mike will ask all Trustees for explicit reading of the bylaws.
 1. Need best practices for both bylaws.
 2. HF should add conflict of interest policy.
 3. AHA should bolster indemnification policy.
 4. HF should consider term limits.
 5. Both should review language to at least reach internal consistency between use of terms "Board Members" and "Trustees."
8. 2020 AHA Board Election
- a. **Howard moves to approve Nominating Committee: of Kimberly Ellington, Tris Mamone, Madhvi Potluri, Samantha McGuire, Fred Edwords and chair Aaron Bishop, Becky Seconds. Approved by consensus.**
 - b. Roy pointed out that the committee is intentionally diverse in hopes their diverse networks will bolster the diversity of the candidates.
 - c. There was some discussion about advantages and disadvantages of specifically seeking younger board candidates.
 - d. Sunil noted an error needing correcting in nominating committee materials: the line regarding paying for travel should be struck and it made clear that folks are to be reimbursed for travel, unless they'd rather it be considered a donation.
9. Sunil discussed best practices to maintain security of AHA information, covering the use of two-factor authentication for our emails and private emails when those are in use for board work, a separate AHA account for wire transfers, recognizing and avoiding phishing emails,
- a. Roy recommended unsubscribing or using Gmail filtering, and reserving marking emails as spam that are truly unsolicited and not related to purchases and activism.
 - b. **Sunil appointed a committee of himself, Juhem, Kris and Roy to investigate board software. Kristin recommended Slack, another person suggested Monday.com. Ellen warned to be sure it works well with multi-platforms including mobile and Sunil responded that we would include that in our requirements.**
10. Ellen, as chair of the Resolutions Committee briefly discussed the process leading to the proposed resolutions and plans to revise it to improve it for the future.
- a. **Ellen moved to pass all five proposed resolutions, John seconded, but Becky Jennifer, and Ellen were out of consensus.**
 - b. **Howard moved to amend the motion, tabling the resolution on gender based violence, Jennifer seconds. Tabling the one resolution of the five approved by consensus.**
 - c. **Vote to pass the remaining four resolution. Passes unanimously.**
11. Becky began discussion of plans for the 2020 World Congress conference, explaining that HI is feeling more confident with AHA's handling of the event. The organizing committee discussed extending early bird rate to address issues with visas
- a. Roy noted that board members can get code for free event registration, but must pay for banquets if they wish to eat at them.

- b. Nicole explained that the organizing committee is made up of Roy, Nicole, and Meredith, from AHA staff, Becky Hale, as well as Giovanni Gaetani, Gary McLelland, and Andrew Copson from HI), and that AHA has some veto power over what we spend.
 - c. Becky noted that HI is incorporated in US, but also three other countries.
 - d. Roy updated the board on its request from the last meeting regarding conference insurance in case of hurricanes, explaining that while few insurers would cover such a possibility, he did get a quote from Lloyd's of London, and it's for \$900. The sense was that this was worth the cost, though some also expressed concern that FEMA could kick us out in case of extreme emergency.
 - e. Questions were also raised about the HI general assembly, and how attendees get entrance into that.
12. Becky discussed the 2020 awards process and mentioned suggested that we recommend Fred Edwards to HI for one of their international awards, which met with agreement.
- i. The sense of the group was that the recommendations from Becky and staff for awardees to approach was that they should go ahead and begin outreach. Already offered, Huffman has not officially accepted.
 - ii. Sunil expressed concern that inviting Brownback to speak may offend people in attendance. Howard, Jen, and Becky concurred that he may offend the audience. Roy explained that Brownback knows us pretty well at this point and has been consistently supportive of our international religious freedom efforts and thus would likely be good for our international audience.
13. Programs, adjuncts and coalitions
- a. Roy explained that MAAF never signed on to be an official adjunct, this doesn't change much practically at the moment sine we hadn't been working that closely of late, but we intend to continue our contract work on care packages and other mail.
 - b. Sunil suggested we find and confirm that organizations are adjuncts and that we have valid contracts in hand. Further, the legal team should do a review of them.
 - c. Monica gave AHLC Legal Center highlights:
 - i. Oklahoma pre-school will hear from us about their Christian "missionary day" case, something they do regularly and refused to opt out our client's child.
 - ii. We are working with ACLU on a humanist prisoner's right to assemble a group of humanists.
 - iii. Some discussion ensued on when and if we send private letters of warning, public letter of warning, or if we decide to sue.
 - iv. Optimism was expressed for the Humanist Legal Society soon being bolstered by the cooperating attorney list.
 - d. Roy explained how the Humanist Society Board was temporarily administratively made defunct by the State of California, though we were able to reincorporate in Washington DC—technically this is a new incorporation.
 - i. **Howard moves to approve revised Humanist Society articles and bylaws, Ellen seconds. Approved by consensus.**
 - ii. **Rob moves Humanist Society Board appointments Jason Callahan and Victoria Gipson, Jennifer seconds. Approved by consensus.**

- iii. New plans are in progress place to have Humanist Celebrant and Chaplain professional fees collected along with annual AHA membership to facilitate smoother celebrant management.
 - e. Chapter and Affiliates
 - i. **Becky moves to approve new chapters (Upper Valley Humanists VT, Chicago Humanists, Emerald Coast Humanist Fellowship FL, Secular Humanist Study Group SD, WHCC Newcastle Humanists WY, Michigan Unitarian Universalist Congregation, Ann Arbor, We the People Humanists of Texas, Abilene), Kris seconds. Approved by consensus.**
 - ii. Roy mentioned that Emily was actively exploring the status of our various groups. Sunil asked if we should have tiers of chapters or change requirements for chapters? Roy responded that the current system of chapters and affiliate seems to serve us well without as much expense as some other organizations' chapter operations and still quite robust.
 - f. The proposal from Foundation Beyond Belief (FBB) to increase support by \$5K to \$15K was discussed and three options were considered: holding to \$10K, moving to \$15K from now on, and going to \$15K this time and reconsidering continuing at a later date.
 - i. FBB's overall budget varied throughout years with some crises causing spikes, but is consistently the largest American charitable effort in the movement.
 - ii. Howard pointed out that they're not doing lots of co-branding as far as he can see in their tabling. Becky thought there was more effort to do that in the past, but Roy pointed out that the changes were primarily made to the website.
 - iii. **Kris moves to give an additional \$5K this year and consider doing the same next year at a later date, Howard seconds. Approved by consensus.**
14. John initiated a discussion being authentic allies to women and other historically marginalized people in our movement.
- a. Articles from the Humanist.com and Religion Dispatches grounded the conversation.
 - b. John discussed how allies, can show themselves as authentic, better themselves, and perhaps utilize any privilege to benefit and uplift women and others.
 - c. Ellen and Becky pointed out the importance of acknowledging the assistance of others that helped one achieve success.
 - d. Monica discussed how dominant culture folks often overlook minority groups on how success came to be and recommended How to Be an Antiracist by Ibram X. Kendi. She added that having conversation like this is important, as is telling our own stories and focusing on policy. Humanism can look different in other communities, some may not say humanism but are philosophically humanistic, race and religion collide in interesting spaces.
 - e. The need to address indigenous peoples was discussed and the point was made that they shouldn't be treated as monolithic in their needs and interests.
 - f. Mike highlighted the universalist approach from a humanist ethical standpoint. One that affirms the inherent dignity of all people.

- g. Roy is working on a new book with former AHA board member Dr. Anthony Pinn on public policy, and through it hoping to help folks in our community learn and grow on social justice issues. He also emphasized that being socially conscious and inclusive is a life-long process, and that while calling oneself a humanist doesn't make the isms go away, if we practice these fundamentals of humanism, it will help us overcome them within ourselves and in our society.
 - h. Juhem said the AHA is better in terms of what we say in racial justice terms, and that by promoting more POC we will show communities we're interested in their issues and their successes.
 - i. John proposes we spend time discussing how such issues affect ourselves and interest was apparent from many to continue such discussions, perhaps facilitated, perhaps in conjunction with a training.
15. John led a discussion of the AHA records at Meadville Lombard.
- a. Many records are now accessible to those visiting the facility in Chicago, but we want records accessible beyond academic audiences.
 - b. There is a proposal to standardize and digitize records, which the AHA doesn't have the resources to do on its own. Digitizing would also mean the AHA can download back-ups of the files to ensure they exist in perpetuity.
 - c. Roy pointed out that we approved 6k for this in the 2020 budget, and thinks the Foundation should help with the funding if they also see its value in extending the Humanist Heritage project.
 - d. Monica countered that heritage and historical memory is sometimes all we've got, and that it's important to show what kinds of voices are a part of AHA.
- 16. Next board meeting will be via Zoom April 30 at 7pm EST by unanimous consent.**
- 17. Next in-person board meeting will be in Miami prior to World Congress Wed, August 5 from 11am to 5pm by unanimous consent.**
- 18. Ellen motions to adjourn at 4:48 pm , Jenny seconds. Approved by consensus.**