

# AHA Board of Directors Meeting Minutes

*Teleconference —April 30, 2020*

1. Call to order (by chair: Sunil) at 7:05pm.
  - a. Roll call and introductions
    - i. Board members present: Rob Boston, Becky Hale, John Hooper, Jennifer Kalmanson, Howard Katz, Monica R. Miller, Juhem Navarro-Rivera, Sunil Panikkath, Kris Shellska, Ellen Sutliff, Mandisa Thomas, Sharon Welch, along with non-voting members Roy Speckhardt and Mike Werner.
    - ii. Board members absent: none
    - iii. Staff members present: Jennifer Bardi, Nicole Carr, Monica Miller, Meredith Thompson, Kristin Wintermute
    - iv. Additional invited attendees: Raul Martinez, Lyle Simpson, Scott Seidewitz
  - b. Appointment of parliamentarian (Howard) by unanimous consent
  - c. Appointment of recording secretary (Meredith Thompson) by unanimous consent
  - d. Suggestions for new business to be considered- none
2. Acceptance/amendment of December meeting minutes
  - a. Howard moved to approve December meeting minutes, John seconded. Approved by consensus.
3. Between meetings actions: Vote to recommend three alternative Trustee candidates, moved by Howard, seconded by Sharon, unanimous with all members voting by email.
  - a. Howard moves to ratify between meeting votes, Kris seconds. Approved by consensus.
4. Financial update
  - a. Finance Committee Report on 2020 progress
    - i. John explains income is 16%, below the 25% target, in part because grants and contributions are low, and references his email report and the notes in the financials for more details.
    - ii. Roy explains income variance is mostly due to seasonality—few nonprofits do 25% of their giving by first quarter and a third of giving is often in December alone. Additionally, the AHA did better this year than first quarter of 2019.
  - b. Measures related to the coronavirus pandemic
    - i. John reports that AHA was approved for paycheck protection program loan of \$240,500.
    - ii. Rob mentions that even though it's described as a loan, it is like a grant. He believes the matter should have been brought to the board, and that the AHA should not accept money from the federal government.
    - iii. Discussion ensues where Ellen agrees with Rob, Jennifer thought it acceptable because of AHA's educational purpose, Mandisa feels the AHA shouldn't be exempt, Howard asks Roy if the money was needed, Roy says we aren't in need today, but expects the rest of the year to be more challenging, and projects needing it in the coming months. Rob says that if the government funds a secular nonprofit, it must also fund a house of worship and that this program sets a precedent for houses of worship to receive federal funds in the future. Kris says having a social safety-net is humanistic. Sunil suggests this is something that should be discussed further by email. Rob says Americans United did not apply because it opens the organization to regulations, oversight and ways for others to challenge the funding. Rob suggests our attorneys review the False Claims Act for concerns about entanglement and exposure. Roy confirms the loan was run by accounting professionals but not a legal review. Sunil says it will be examined further in the coming days.
    - iv. Roy reports that processing donations is difficult during the pandemic, and work is being done to increase online donations, all programs are readjusting and preparations are being made to return to the office. The acquisition mail is lower on returns, but the member mailing is in the range of what was expected before the crisis.

- c. 2019 Audit Finalized (drafts attached for approval)
    - i. John moves to approve the audit, Jenny seconded. Approved by consensus.
  - d. Humanist Foundation update (Jenny)
    - i. Jenny reports total assets are around \$9.3 million as of April 22nd. Updated figures from Bernstein are expected at May 16th meeting.
    - ii. Mike says that on Jan 31st the fund was up 18% and was over \$10 million but is now down because of the pandemic. It did very good last year.
    - iii. Jenny says they have Dynamic Asset Allocation that performs an averaging algorithm that takes advantage of market drops to stock up on cheap assets. Recovery from pandemic might take a few years but it should be seen.
5. Committee on Budget and Strategic Priorities
- a. John explains it is the mandate for the committee that AHA will develop a detailed strategic and budget plan, and that it will reduce the reliance on bequests for funding operations. A major donor who is a professional in strategic planning was consulted and we determined that establishing a strategic plan out of the gate isn't a good idea, the AHA needs more foundational information first. This includes getting an idea of what AHA's true identity is before moving to develop strategic priorities. After that is done, by the August meeting John expects there will be a draft of a 3-5 year strategic plan, He expects an operational plan and budget by the end of October that will be approved at the November board meeting and be implemented by Jan 1, 2021.
6. Human Resources
- a. Roy explains AHA engaged with the BDO HR firm to audit current processes and provide ongoing support. As of Tuesday the 28<sup>th</sup>, they almost completed interviews with staff, with one remaining, and all is in order so far.
  - b. Sunil confirms this support will be available to staff on an ongoing basis and if this firm doesn't work out well, AHA will find another as this is best practices. Kris thanks the group for this work.
7. 2020 AHA Board Election update
- a. Roy says the report from Aaron Bishop shows there are two weeks left for people who wish to run to submit applications, and we need more nominations. Asks board to refer anyone of interest to him or Aaron.
  - b. Sunil underlined his support for this action to let Roy or the committee know if anyone has suggestions for people to run for the board.
8. Committee on board software, security, and communication
- a. Sunil says the committee was only created a few months ago and there aren't tangible results yet. Apologizes that more should have been done, and expects progress by next meeting.
9. Resolutions Committee
- a. Ellen explains the Gender-based Violence Resolution wasn't approved at the last meeting due to a lack of attention on female genital mutilation. Rachel Deitch worked with her to modify the resolution to include female genital mutilation, and provided three options for text.
    - i. Option 1: opposing all child genital mutilation:
    - ii. Option 2: opposing female child genital mutilation and supporting more examination and debate of male child genital mutilation
    - iii. Option 3: Opposing only female child genital mutilation with no mention of male child genital mutilation
    - iv. Ellen moves to pass the resolution with the inclusion of option three, which only addresses female genital mutilation. Jenny seconds resolution. Motion passes with Kris out of consensus and everyone else in favor.
  - b. Kris proposes a second resolution on male genital mutilation and to release these two resolutions at the same time to make sure it looks like we aren't favoring women over men. Ellen is concerned about the possibility of doing a resolution on male circumcision only. Ellen calls for sentiment of the board, more specifically how many members would approve a resolution opposing male circumcision. Kris and Jenny would be in support, Ellen is in support if it says that the issue of male circumcision should be examined further, Becky agrees with Ellen, John does not support a male circumcision resolution as there are documented health benefits, Mike does not support a resolution, Howard does not support on the grounds that we would alienate religious allies. John calls point of

order, saying board should not get into this discussion yet. Sunil suggests Ellen should email board about a male genital mutilation resolution.

- c. Ellen informs the board that she sees the Resolutions Procedures and Guidelines document as a working document, and does not want it to be an approved document that needs to be brought to the board every time she makes a change because it isn't policy, just guidelines.
  - i. Sunil supports Ellen's sentiments and confirms it is a tool, a series of recommendations, and doesn't bind the board in any way. It is just a facilitating document. Sunil agrees AHA doesn't need to have a document that the board needs to approve.
  - ii. Ellen thanks Jenny for her initial work on the document and her initiative.
- d. Ellen discusses new resolutions in process on: Income Inequality, Food Insecurity, and Fair Taxation (in US), mentioning their sponsors, and advocates. She asks each advocate for an update and clarifies timeline: May 8<sup>th</sup> the sponsor would clean up resolution before advocate releases the resolution to the board on May 15<sup>th</sup>. May 15-July 17 board will review and revise the document. Ellen informs board that Rachel might not be ready to submit the fair taxation resolution to be reviewed by the board due to taking it on from Brody last minute, which is understandable. Ellen confirms there will be two opportunities for rounds of comments from the board. For the first cycle the board sends in their comments, and the second cycle will only be for commenting on previous comments.
  - i. Rob gives updates on resolution on income inequality. Received draft from Izzy, optimistic that the timeframe will work.
  - ii. Juhem gives updates on food insecurity. Received draft from Meredith and shouldn't have problems making the deadline.
  - iii. Ellen is satisfied with reports.

#### 10. Roy gives update on World Humanist Congress.

- a. The Hyatt hasn't yet let AHA out of the contract. Lawyers, Monica M. Miller, Betty Hileman, and Steve Bechtel have reviewed the contract with the hotel and recommend the following plan. AHA will send a letter to the Hyatt saying AHA is canceling the conference and expects its \$55K deposit back. Since there may be a legal battle, Roy wants to make sure board approves.
- b. Sunil asks Roy to confirm what will be controversial. Roy says the steps AHA is taking might result in the AHA getting its money back or the Hyatt could assert that AHA owes the full amount due with a short deadline. Sunil asks if waiting until we're closer to the date gives us more options. Roy says it could, but only if Florida cancels all events for August. In the event of that happening AHA will be automatically let out of the contract, but considering the actions of the Florida governor, that is hard to determine. Informing the Hyatt we are canceling now, gives AHA time to pursue legal options.
- c. Sunil asks if canceling the Congress for attendees but not with the hotel gives AHA any options. Roy says the legal team advised previously not to even halt registrations because it could trigger the payment clause in contract. Becky asks for clarification of our argument to the hotel and what are our legal prospects. Roy explains that since it is an international conference, attendees are unable to obtain visas and make travel arrangements. Sunil asks for confirmation that no action is necessary, Roy just wants to inform the board. Roy confirms yes, and adds that Humanists International also recognize they are partially financially responsible.
- d. Roy explains that plans for a one-day virtual conference are underway and asks the board if they have any objections. No objection from board.

#### 10. Thomas Paine memorial—seeking \$5,000 plus a board member and publicity/fundraising

- a. Roy explains that this was presented at the SCA membership meeting, Roy isn't overly enthusiastic about it because of diversity concerns and his view that a statue doesn't have difference making capacity proportionate to the cost, but is doing due diligence presenting it to the board. Ellen and Howard express that the memorial isn't necessary. Sunil says motion is not required.

#### 11. Programs, adjuncts and coalitions

- a. Regarding the Institute for Humanist Studies challenges, Roy said an appeal to IHS donors was sent on May 15<sup>th</sup>. Responses from appeal is slow, and with no changes, IHS will run out of funds by the end of next year. Roy suggests adding more leadership to the team might revive the program. Jenny confirms that Roy summarized her position on the issue: IHS suffers from a lack of board members. John wants to discuss with Tony Pinn combining efforts with his new board position on the Kurtz

Institute for Science and Human Values. Roy adds that if anyone has any ideas on how to bring in new leaders or has any other suggestions to contact him or rest of IHS board.

- b. Regarding the AHLC, Roy reports that the Oklahoma case has been postponed. AHA was awarded \$460K in the Greenville case, but the other side is appealing. It's hard to say how much AHA will be getting and when, and he will inform the board when a definitive answer is known.
- c. Regarding the Humanist Society, Roy explains that the board presidency is transitioning from Steve Bechtel to Kathy Diedrich, and confirms that Steve is remaining on the board.
- d. Regarding Chapters and Affiliates:
  - i. Howard moves to approve new chapters (Holland Openly Secular Alliance (Holland, MI), Humanist Jewish Congregation of Queens/LI (Great Neck, NY), Humanistic Freemasonry Committee - prison (Florence, AZ), Cincinnati Caravan (Cincinnati, OH), Humanist Coalition – a prison group formed by our legal victory (Nashville, NC), Humanists of Tallahassee – affiliate that became a chapter (Tallahassee, FL), Black Nonbelievers of DC (Washington, DC)). Rob seconds. Mandisa abstains. Passes with no one out of consensus.
  - ii. Kris expresses concern for freemasonry's religious and conspiratorial nature.
  - iii. Howard moves to approve new affiliates (Crossroads Atheists (Terre Haute, IN), Humanists of BUC (Bloomfield Hills, MI), Northern Indiana Atheists (South Bend, IN), The West Point Humanist Society (West Point, NY), Memphis Freethought Alliance (Cordova, TN)), Kris seconds, approved unanimously.
  - iv. Howard discusses groups that applied for grants. Approved chapters are Black Nonbelievers DC for a two day symposium spring/summer 2020; End of the Line Humanists for annual essay contest for high school students; Florida Humanist Association for increasing outreach through videos; Humanists Forum for attracting speakers and developing membership; Humanists of Greater Portland for working with refugee systems to donate office supplies; Humanists of Blaine County for a speaker and to enhance marketing and offer scholarships; Humanists of Western Suburban Chicagoland for sidewalks signs to engage public and producing materials for events; Jefferson Humanists for a Colorado public radio sponsorship; North State Humanists for a street pantry and science and art pantry for kids; Pittsburgh Freethought Community for working toward helping Latinx families; and Stanislaus Humanists for hosting games and tabling at farmers markets and festivals. Amount granted was just under \$10k.

## 12. Humanist Foundation Non-Financial Items

- a. Sunil summarizes purpose of a joint bylaws review.
- b. Sunil explains AHA board voted unanimously on three individuals for a Trustee position on the HF board. The Foundation board is expected to select a Trustee from that group. The candidates spoke to the Trustees and the decision is pending. As soon as the Foundation board votes on this Trustee position, the AHA board should put together another slate of three candidates. One of the candidates that the Foundation board is interested in is David Niose who he believes would be a good candidate and isn't aware of any objections to him. It is up to the AHA board to decide who is on the second slate. A decision on the first slate from the Foundation board is still pending, once decided, the AHA board will decide on second slate.
- c. Sunil explains the email, from Mike Werner of April 21, said the Foundation's 2001 charter is still enforceable. Sunil and Roy obtained legal advice from independent counsel on behalf of AHA. They have been advised that the HF articles of incorporation in 2012 supersede the 2001 charter. Sunil explains that advice was received from two different firms and he has an obligation to follow advice of legal counsel, and intends to do so.
  - i. Roy explains that our advice comes from an AHA major donor who is a partner in a sizeable firm. He's the co-chair for nonprofit corporations and he consulted with trust attorneys in his firm on this issue. AHA also consulted with another corporate attorney, and partner in his firm. Both confirmed that the 2001 Charter is no longer in effect. When the Foundation was incorporated in 2012, the articles should supersede the charter. Furthermore, AHA's approval would be required to modify the articles or bylaws in any way. Additionally, there is a 2003 agreement between AHA and HF that confirms the current arrangement for handling bequests. Also, the AHA sent transfers to HF of \$500K more than sum total of all bequest the

- AHA received between 2005 and today. since Roy was appointed executive director. This demonstrates there is not an ongoing problem withholding bequests to HF. Its Roy's hope AHA and HF can come together to address these issues and improve governing documents.
- ii. Sunil confirms the bequest agreement is an explicit 2003 agreement between the AHA board and Foundation that said the AHA will decide what to do with bequests. Sunil is also concerned by the Foundation's record keeping. An example being that former, noncurrent, Trustees are listed on official documents submitted to the state of Iowa last year.
  - iii. Mike says that the Foundation Trustees have two issues: the disbursement of bequests and AHA's control over Trustees. He believes the charter of 2001 is still a binding contract that should be enforced. It was purposely written to be unambiguous. He requests that the AHA and HF follow the 2001 charter because it's pragmatic. He explained that once all bequests are transferred to the Trustees, the HF can then give money back to the AHA. HF agreed to appoint one AHA candidate to board of Trustees if AHA will agree to propose David Niose. Mike says last year was a challenging year for the AHA financially and he see more coming. The Foundation stands to preserve humanism for future generations and wants to do their best to bolster AHA and hopes AHA will honor the 2001 charter. Requests other AHA board members to speak on this issue.
  - iv. Becky requests a smooth and agreeable arrangement between AHA and HF. Becky proposes a motion that proposes a second round of candidates for the Foundation now so the Foundation can be assured cooperation from the AHA board.
    1. Sunil says that is a different agenda item, and that the issue before us is Mike and Lyle's interest in separating from the AHA.
  - v. Ellen supports Becky's sentiments. And makes a motion that when the AHA creates the next slate for Trustees for the HF that AHA puts one person on that slate that is requested by HF.
    1. Becky formally removes her motion and seconds Ellen's.
    2. John requests clarification that this is one-time only and is not an ongoing policy.
    3. Ellen confirms that it applies just to the next slate
    4. John says it is AHA's prerogative to name the slate of the HF Trustees because AHA needs to think of its members. John agrees with sense of the proposed compromise so long and it is just one time only.
    5. Howard agrees with John. The AHA and HF needs to work together but AHA shouldn't give up its responsibility to look for the best people to be on the HF board.
    6. Rob agrees with John and Howard. It is show of good faith one-time gesture.
    7. Roy asks if Ellen's motion should name someone in particular or if AHA would be agreeing to accept any name that is put forward.
    8. Ellen confirms that AHA would agree to any name, but if it's important to include a name it should be David Niose.
    9. Becky doesn't feel comfortable with the AHA board being directive and disagrees with its tone. She doesn't think it necessary to specify who HF will put on the slate.
    10. Sunil explains that the AHA board should be trusted to make the decision.
    11. Roy confirms that AHA has been following the rules to the letter and has been open with the processes. AHA has been accommodating and in return has been threatened with the removal of the endowment and building, which was reserved for AHA, unless AHA picks HF's candidate and agrees to give up its authority on how to handle bequests.
    12. Monica says olive branches don't set good business precedent and that the motion is punitive and unethical.
    13. Mandisa explains her desire for a more cohesive process in working with both boards to determine which candidates would be best for the slate. She said AHA's candidate met the criteria, but appears there is an unwillingness to change the status quo. She expresses concern regarding the HF's reaction to this matter and suggests a more cohesive process to determine who the best fit is.
    14. Sunil confirms that bylaws are being followed.

15. Mike explains that the HF put forward the candidates they need because the Foundation is in desperate need of them.
  16. Monica suggests HF tells the AHA what kind of candidate they need, and AHA will look for that type of candidate.
  17. Sunil confirms that the AHA board is competent to process all information themselves and questions the need for a motion. If a gesture of goodwill is wanted, the board could add Niose on the next slate without a motion.
  18. Scott says that in terms of restoring trust and keeping peace, the motion is a good idea. HF should trust AHA to pick best candidate and HF should back off from threats it's made. Charters, bylaws, and articles should be discussed in good faith between the AHA and HF and the vehicle for that is the proposed bylaw committee. Scott would be happy to serve on that committee.
  19. Kris offers her assistance to help facilitate cooperation.
  20. Jenny says the bylaws committee is a good way to start and that legal opinions should be reflected in bylaws. When the HF hires specialists in financial and legal matters, the HF's ability to function will improve. Suggests an event each year where the AHA and HF boards come together to encourage cooperation.
  21. John suggests that rather than a vote, the AHA board can just say they will include one of the HF's recommended people. That way no precedent is set.
  22. Sunil confirms for the record that Niose is highly qualified to be a Trustee.
  23. John requests that the motion be withdrawn.
  24. Monica agrees with Mandisa- the two boards need to meet to get a better sense of what needs must be filled, not the promise that the HF gets what they want, but what they need.
  25. John proposes motion be withdrawn Kris and Monica agree.
  26. Scott says when you give an inch, you get a mile and this is one of those instances. Niose's name doesn't have to be in the motion and a motion isn't needed at all, but a sense from the AHA board that it will give HF one of their recommendations will go a long way.
  27. Monica asks why a precondition is needed, believes it to be unethical.
  28. Scott confirms that it will establish trust.
  29. Monica disagrees. There should be no precondition. Suggests that the AHA and HF need to work on their processes. Explains that trust isn't something that can be codified as a resolution. Requests motion to be withdrawn.
  30. Sunil asks for confirmation on why the Foundation didn't vote on the first slate yet.
  31. Mike responds that he was waiting until the board meeting and that they wanted to see what happens in this meeting. To see how everything went before voting on the first slate. Mike requests the AHA board come to a conclusion on this motion. The big issue is what the AHA and HF will do about the money.
  32. Ellen is hesitant to withdraw the motion because she didn't hear from enough members of the board.
  33. Monica makes motion to table the motion, John seconds. Ellen and Becky are out of consensus. Motion is tabled.
  34. Mike says that Lyle Simpson is voted best corporate attorney in Iowa and reaffirms that the 2001 charter is binding. Mike repeats the problem is that AHA has all the power over bequest money because that's where the bequests go to.
  35. Sunil suggests the bylaws committee discuss matters between AHA and HF in that forum. Sunil requests the Foundation present him with the members of the committee and he will set up the call.
13. Roy says next board meeting is tentatively Wednesday, August 5 and can be virtual in the evening.
    - a. Howard asks if it could be moved to Thursday the 6<sup>th</sup>.
    - b. Sunil asks if it's better to hold meetings on weekends- suggests this is discussed via email.
  14. Howard moves to adjourn at 9:53 pm EST. John seconds. Approved by consensus.