

## LEAGUE OF WOMEN VOTERS OF DANE COUNTY

### 2019-20 BOARD MINUTES

April 8, 2020

**Meeting conducted remotely due to Coronavirus stay at home orders**

**Present:** Paul Lindquist, Mary Anglim, Helen Horn, Marian Matthews, Mary Ellen Schmit, Joan Provencher, Sally Gleason, Maria Spinozzi, Mary Anglim, Aileen Nettleton, Marilyn Stephen, Christine Clements

**Absent:** Donna Van Bogaert, Brook Soltvedt

**Meeting called to order** at 1:33 pm by **Aileen Nettleton**.

**Modified Agenda** with Online Google Hangout; No Decisions

1. Welcome - Aileen
2. Directions for Google Hangout - Paul
3. Check-in - 2 min per person - League-related or Personal update
4. Processes required for Electronic Board Meeting Votes - Aileen (see below)
5. Minutes - Please make revisions on Shared Drive Minutes for March
6. Treasurer's Report - Helen - 3 mn.
7. Planning Committee Status Report - Marilyn (Fall Retreat follow-up) - 10 min.
8. Q/A
9. Voter Services - Election Assistance updates - Paul, Marian - 5 min.
10. Calendar -April, May, June - 5 min.
11. Old Business
12. New Business - New Board - Transitions of specific duties to new board members; Orientation
13. Adjournment

**Guidelines from LWV WI regarding Board Meetings:** Conducting board meetings remotely presents no problem as you can conduct them by written consent, electronically, by written ballot, or by teleconference. Please refer to the Written Consent section in your bylaws.

**Bylaws: Written Consent** (Article IV, Sec. 8) "...any action that would be taken at a meeting of the Boards, except....may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by at least  $\frac{2}{3}$  of all the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by  $\frac{2}{3}$  of all of the Directors has the same effect as  $\frac{2}{3}$  vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed..."in writing" includes a communication that is transmitted or received by electronic means, including electronic mail (email) and "signed includes an electronic signature, as defined in...(WI statutes)."

## **Minutes--Joan Provencher**

The April minutes were reviewed but a vote was not taken due to uncertainty about procedures for voting when we do not meet in person.

## **Treasurer's report--Helen Horn**

The Memorial Fund line on the balance sheet reflects an \$83,000 unrealized loss as of March 31. It has gone up a little since the March 31 report. The income-Expense report does not have anything out of the ordinary to report. Net Ordinary Income shows \$231K compared to \$4400 last year. Deducting the Ogg and Flad figures, the true number is \$9,000.

## **Planning Committee Status Report (Fall Board Retreat Follow-up)**

Submitted by Georgiana Herndandez, Facilitator, March 28, 2020

Marilyn Stephen presented the report:

*COMMITTEE MEMBERS:* Chris Clement, Georgiana Hernandez, Jean Jacobson, Aileen Nettleton, Mary Ellen Schmit, Marilyn Stephen, Donna Van Bogaert. The Strategic Oversight Committee, a sub-committee of the Governance Committee is no longer meeting.

*COMMITTEE GOAL:* To carry out the planning objectives the Board set at its 2020 planning retreat, with a principal focus on governance and organizational capacity building.

*PROCESS:* We set up a "Strategic Oversight Committee" and an Ad Hoc Governance Committee, each with different charges. The Oversight Committee has focused on issues/tasks related to existing and possible staff functions, membership, fundraising, communications and strategic planning. The Ad Hoc Governance Committee has focused on issues/tasks related to organizational structure, board position portfolios, organizational bylaws, board orientation, etc.

*PROGRESS TO DATE:*

### Governance

- All board position descriptions have been updated and are now available on the shared drive. The job description for the Secretary is missing.
- Marilyn has reviewed the existing bylaws and will be recommending modifications.
- Marilyn has reviewed board policies/procedures to map out the apparent decision-making authority at various levels.
- Marilyn has developed a draft committee description for the duties that will be assigned to a newly formed governance committee. Duties are assigned to domains, and the task forces under them to try to get more members engaged.
- Developed new organizational structure—transition July 1<sup>st</sup>, then further steps depending on staff hires?

- Re—look at bylaws and making draft changes, some significant. One has to do with indemnification of D&O (looked at State LWV). State League has some requirements for local bylaws which need to be in ours. Revised sections have been sent to Aileen and Chris.
- Policies and Procedures are being re-drafted (need to synch with bylaws).
- Georgianna mapping out tasks in PD's and collecting data about time required for various tasks
- Focus groups are on hold due to the coronavirus and stay at home orders.

### Staffing

- Chris, Donna and Marilyn collected detailed descriptions of tasks currently carried out by Paul, Cindy and Brook.
- Georgiana has consolidated all of the existing board position descriptions and those of Cindy into a spreadsheet that can be sorted by tasks, domain (membership, technology), relevant position, current person carrying out the task, etc. so we can determine how best to re-assign tasks as needed.
- We are in need of an employee handbook.

### Organizational Structure/Other

- The committees developed two organizational charts, one to reflect the existing structure and a “transitional org chart” to reflect recommended changes. A third org chart will be developed to reflect the “ideal” structure if additional staff are added.
- The committee decided it would be helpful to solicit member input as we contemplate changes to the organizational structure and processes. Georgiana developed a 3-month project to get input through a series of focus groups. Just as we were ready to move forward with the project, the coronavirus hit. We have postponed the project.

### **Action--Marilyn Stephen**

The members of the Observer Corps who routinely attend local meetings are unable to do so due to the stay at home order. While some meetings have been canceled, others are available online. At this time, no observers have reported having watched meetings.

### **Membership--Maryellen Schmit**

March new members = 8  
Total membership = 554

Recognition of 50 year members: Marjorie Passman and Barbara B. Arnold. Certificates have been ordered. Presentation will be at the Centennial Celebration in fall.

### **Finance and Development committee**

The committee continues its work, although more slowly since the coronavirus shut most things down.

### **Financial Advisory Committee**

The committee continues to plan for new investments and rebalancing the portfolio, again more slowly with the lack of face to face meetings.

### **Bulletin**

There will be no May Bulletin. The summer bulletin is planned for June.

### **DEI Committee--Maria Spinozzi**

Looking for a new committee chair for 2020-2021, let Maria know if you have any suggestions.

### **Program--Mary Anglim**

Nothing much to report this month. Our two forums (Climate Crisis Series on April 5 and Making Democracy Work Series on April 22) have been postponed indefinitely and I am not optimistic that we will be able to return to the old in-person formats soon.. Recently I heard that the Harvard Case Study Project is interested in trying out a zoom virtual meeting rather than the in-person-only format that was contemplated. A training will be offered to teachers who want to try it out. I will pursue this possibility for the community discussion on the fight for the ERA.

### **Voter Service--Marian Matthews and Paul Linduist**

Since March 26 Voter Service Team volunteers have been assisting voters who need a witness for their absentee ballots. We have been assisting voters who live alone, are complying with Governor Evers' Safer at Home order, and are stymied on how to find someone to safely witness their ballots. Through referrals from the Clerk's office or direct requests from voters to the Voter ID Helpline (608-285-2141), we dispatch volunteers to serve as witnesses. We now have over 70 volunteers who have helped almost 70 voters.

The Madison city clerk's office was overwhelmed with absentee requests, voter services volunteers helped--110 needed witness signatures, 300+ calls to helpline. Ron Shanovich Voter ID coalition did a lot of work on this.

### **Fundraising--Chris Clements**

March giving was lower than expected at \$1445; members gifted \$755 and non-members \$690. In normal circumstances, ongoing Centennial and Valentine's birthday fundraising would have been expected to bring in larger amounts. Lower giving is probably the result of the coronavirus

and the postponed centennial event. The Fundraising Committee may want to consider some type of follow up initiative when the event is rescheduled.

With total current Valentine's/Centennial giving at \$18,278, \$1722 is still needed to meet the \$10,000 matching gift. The final deadline for the matching contribution was postponed (it was formerly the end of March) due to delay of centennial.

In other efforts, the Fundraising Committee is:

- Looking at donor software attributes and options (other areas will probably need to be involved if we decide to purchase CRM software to replace Access) broadened this to relationship management systems, need involvement of other board members
- Preparing for the membership drive and resulting contributions
- Developing list of reports needed to inform next year's fundraising
- Developing materials to support next year's fundraising

**Publicity**--no information reported

**Website**--no information reported

**Vice President** -- no information reported

**President's report--Aileen Nettleton**

### **Thank yous**

-Everyone's flexibility and stepping up to "undo" all the planned events that we postponed or canceled due to Covid-19, from the Centennial and Forums and Unit Meetings to Voter Registration events with many notification via phone calls, emails, Enews, website, etc.

-Voter Service, Program, Fundraising, Strategic Planning Team and others for adapting by setting up Google Hangout and Zoom meetings to continue essential work and planning.

-Mary, Chris and Brook as Executive Committee, responding and advising to communications to plan for the Annual Meeting and other matters.

-Paul and Marian and Voter Service Steering Committee and volunteers for responding to City Clerk emergencies to recruit members to mail out absentee ballots, notify seniors about how to get photo IDs with absentee ballots, use city curbside service, set up a system for LWV and Voter ID members to respond to requests for Witness Signatures, etc. You have responded in so many ways to assist voters exercise their right to vote in difficult times.

-Paul, Cindy and Jean for setting up "Remote Office" with the work-at-home directives that required closing our office, so that the important "infrastructure" can continue to support our work with Office Administrator office hours for phone, computer and Jean be able to process funds, bookkeeping, etc.

### **Communications/Executive Committee**

-Approved "Letter in Support of Grant for Literacy Network" from Marian and Voter Services (see Bulletin).

-Approved a Letter to the Editor drafted by Kathy Fullin on Absentee Voting (see Bulletin).

- Approved press release written by Kathy Fullin on behalf of Voter Services to clarify the nuances of Absentee Voting.
- Numerous communications with the State LWV office regarding how to run our Annual Meeting...Extremely responsive and provided excellent solution.
- Executive Committee agreed to the adapted process for conducting our Annual Meeting.
- State LWV Presidents' videoconference meeting, including follow-up with board members on items: Women Who Inspire, Parade of Leagues, Community Alliance survey.

### **Centennial Committee**

The Centennial Committee met March 12 and assigned roles to “undo” the March 28 event with hotel, speakers, musicians, county executive, drafted letter to send to “attendees” and members, contributors, sub-committee members, etc. The committee also discussed possible ways we might hold a Centennial Celebration in the fall, with consensus that some type of celebration should take place. With only about 65 League members signing up for the event, out of about 150, we need to rethink what type of event will be of interest to members. We need to also review the costs connected with an event, such as how to do invitations online vs. by mail.

I called Park Hotel to cancel the event and they already had put a policy in place to REFUND full deposits and cancel the contract. Chair Earnestine Moss contacted our keynote speaker, Carolyn Jefferson-Jenkins, who is interested in being the speaker for a future event. Earnestine is also arranging to have our commissioned poem by Fabu published for the future event and publication in League materials. The LWVDC 100-Year Historical Highlights final revisions and printing are ready to move ahead with the graphic designer.

### **Office Administrator Agreement for 2020-21, Personnel Committee**

Appointed Joan Provencher, Mary Anglim, Chris Clements and Brook Soltvedt to Personnel Committee to review Office Administrator performance and develop and approve a pay-benefit package for 2020-21. Based on her exemplary performance, an increase of 5% was approved by the Personnel Committee and agreed to by Cindy. (Confirmed with Treasurer that the proposed budget provides funds for this pay package.) (To be completed in March)

### **Planning for “Adapted” Annual Meeting**

- Review of bylaws showed that it specifically excludes mailed, written ballots for Election of board nominees and bylaw changes. It does allow written ballots for yes/no votes for Budget and Program and other items put to a vote of the membership.
- Consulted with Ellen Penwell of State LWV, who immediately consulted with staff and State's non-profit lawyer, who provided steps for a process that complies with state statutes, that being that since all locals “comport” with the State bylaws, and since Boards can meet electronically, the State Board could make a provision for these Covid-19 circumstances for conducting mail-in ballots for Election of Board and Bylaws. (See Guidance Summary sent out earlier, which will be an Appendix in Annual Meeting Materials.)
- Planned with Executive Committee for the Mail-Meeting for us to conduct our Annual Business: Election of new board members and approval of Proposed Budget and Proposed Program for 2020-21. 50-year member and Carrie Chapman Catt awards will be postponed until Fall or Centennial.
- Program and Budget added explanatory parts to their proposals for the Annual Meeting Materials.
- Marilyn agreed to draft the Written Ballot that is being sent with the Annual Meeting Materials.
- I drafted a Letter to Members as a cover letter for the packet to explain the Written Ballot- mail process to conduct our Annual Meeting business.

- Worked with Cindy to prepare materials, contract with Well Printing to print, collate, stuff, and process/mail Annual Meeting packets to all members, in lieu of printing at the office and using office volunteers to stuff/label packets for mailing.
- Ballots will need to be POSTMARKED by May 15 to be counted. (Mail is being forwarded to Jean, so she will receive all ballots.)
- Counting ballots – 2 members required – Since my husband, Al, is also a LWVDC member, the two of us will count the ballots.
- Ballot results will be reported in the Enews and the June Bulletin.

#### **State President's "Phone Conference"**

- Participated in the quarterly President' Phone Conference with state staff, state board president, and local presidents. Working on follow-up in several responses to their requests for information/survey, etc.
- Women Who Inspire** – Recommendation for LWV DC to nominate Mona Steele. If you have information about Mona's work on the LWV DC efforts to get the state legislature to pass the Marital Property Rights legislation, please let me know ASAP!

-Working with Maria, Sally and Mary Ellen to compile information for a survey of **Latinx Connections we have in Dane County** for the Community Alliances state project. I have Centro Hispano and Literacy Network. Others?? Send me info ASAP!!

**Parade of Leagues** for State Meeting power point presentation in June – Will submit information to be shared about “2-3 of your League's most exciting programs or events of the past year” – 1 brief sentence for each- Per a recommendation from Marilyn, I plan to focus on Voter Service – maybe Bus Pass Voter Registration of 4,400 students, over 100 trained volunteers, maybe also new Apartment Project? (Will check with Voter Services.)

PMA Waiver for Flex-Fee Memberships – State Level: The State Board, per request from Community Alliances Committee, voted to waive the state PMA (Share of membership dues) for local members who join as reduced fee members, Flex-Fee in our case.

#### **Strategic Planning**

Participated in several meetings of the two teams following up from Strategic Planning workshop, the Strategic Oversight Committee and the Governance Committee. See Report above.

-Orientation for incoming board members is being planned through the Governance Committee, Marilyn is chair.

#### **POSITION CANDIDATES**

**President Christine Clements**  
**Co-Vice-President Marilyn Stephen**  
**Co-Vice-President Jean Jacobson**  
**Treasurer Jean Jacobson**  
**Fundraising Chair Linda Dietrich**  
**Membership Co-Chair Mary Ellen Schmit**  
**Membership Co-Chair Joan Schwarz**  
**Program Chair Georgiana Hernandez**  
**Publicity Committee Co-Chair Bonnie Chang**  
**Publicity Committee Co-Chair Laura Grueneberg**  
**Nominating Committee Chair Jan Van Vleck**  
**Nominating Committee Member Elizabeth Kanne**  
**Nominating Committee Member Gail Krc**

**New Business:**

Orientation and Transitions of Incoming board members from current board members

**Calendar****April**

Annual Meeting preparation

Annual Meeting materials must be provided to members 30 days in advance of meeting

Deadline for new 50-year-member survey answers

Deadline for Carrie Chapman Catt Award

Spring Election-nonpartisan

Deadline for May Bulletin, if any

Formulate questions for fall CA in even years

Develop, print, and mail May Member Challenge letter, if one is planned

**New: Plan for Orientation of new board members—send suggestions to Marilyn**

**Set up June Board Transition/Joint Board Meeting**

**May**

Annual Meeting—will now be conducted via a mail-in ballot. Thirty responses are needed for a quorum, and votes must be postmarked by May 15. Materials will go out next week—contracted out for the mailing.

?May Member Challenge appeal (if one is planned)

Confirm list of project coordinators, non-board committee chairs, and Unit Discussion leaders for next fiscal year

Updates to renewal/member interest sheet—try to get more help with financial activities, fundraising too. Chris will look at the survey.

Membership chair drafts renewal letter

**New:**

**Reminder to set up Transitions from past to incoming Board members: email set up, plan shift of responsibilities**

**Plan for Orientation of new board members**

Let Aileen know ahead of time for May meeting if there are issues that need a vote

**Meeting adjourned at 2:37 pm:**

Respectfully submitted,

Joan Provencher, Secretary