

**MEETING OF THE EXECUTIVE COMMITTEE OF
THE NATIONAL BOARD OF DIRECTORS
THE ENGLISH-SPEAKING UNION OF THE UNITED STATES
VIA TELECONFERENCE
FRIDAY, JUNE 30, 2017 1:00 PM (EDT)**

MINUTES

Present: Christopher Broadwell, Secretary of the Corporation;

By Phone: Dr. Paul Beresford-Hill, CBE KSt.J, Chairman; Dr. E. Quinn Peeper, President; Laura J. Phelps, Vice Chair; M. Christine Carty; Darrell W. Hill; Christopher Medallis; Charles Reaves

Excused: Polly W. Cox; Christopher Hodgkins; Hollister Sturges, Treasurer;

Observing (ESU Staff): Edward Mohylowski, Deputy Executive Director; Grant Hamel, Operations Manager; Joshua Keppel-González, System Administrator and Executive Assistant

Presiding: Dr. Paul Beresford-Hill, Chairman

Dr. Beresford-Hill called the meeting to order at 1:00 pm (EDT).

Welcome – Dr. Beresford-Hill welcomed members of the Executive Committee attending in person and by teleconference. Christopher Broadwell, Secretary of the Corporation, called the roll and announced the quorum.

Comments from the Chairman - Paul Beresford-Hill

Dr. Beresford-Hill, in the interest time, invited Christopher Broadwell to speak on the three Branch LLC non-compliance issues.

Branch LLC Non-compliance Issues– Christopher Broadwell

Mr. Broadwell informed the board that the outstanding non-compliance issues have been reduced to just two due to the efforts of Charles Reaves in facilitating the delivery of the Birmingham Branch Board-Managed Operating Agreement (BMOA) within the 2016-2017 Fiscal Year (FY).

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The Newport Branch, despite multiple requests throughout the 2016-2017 FY, did not submit a completed Board-Managed Operating Agreement. Additionally, the Branch had been negligent in providing the National Organization with a completed IRS Form 990 questionnaire. Jan Slee, president and former Region I Chairman, received via certified mail a letter from Dr. Beresford-Hill requesting he rectify the aforementioned issues; as they were not corrected, the Executive Committee approved following the remedial procedures outlined in the letter. Furthermore, Mr. Broadwell outlined the creation of the Rhode Island LLC that will maintain the educational programs and membership of the Newport Branch.

Mr. Broadwell then reported on the Greenwich Branch's nonconformance to centralized billing. Though the Branch's reluctance to participate in centralized billing had been accommodated over the past 7 years, the new LLC structure requires that all Branches comply with the billing procedures outlined in the BMOA. The refusal of the Branch to use the centralized membership renewal process was condemned by the Executive Committee who approved sending a letter from Dr. Beresford-Hill, under the instruction of the Executive Committee, that outlined the need for the switch to centralized billing. Additionally, the Executive Committee approved sending the renewal mailing to the Branch.

Proposal of the Audit Committee re: Brand Audit Fees – Darrell Hill

Mr. Hill provided background on the two fee structures that Branches could in order to cover the cost of audit. In the first scenario, Branches, if selected for an audit, are responsible for the entirety of the fees that they incur in the audit or desk review of their assets. In the second scenario, which was endorsed unanimously by the audit committee, Branches pay for the audit fees every year on a pro rata basis, wherein they are charged a proportional percentage of their assets compared to the assets of all Branches, e.g. a Branch which has 2% of total branch assets would only pay 2% of the audit fees. The board discussed both proposals and the messaging that should accompany. A motion to approve the second scenario was made and unanimously approved the executive committee.

Resignation of Hollister Sturges, Treasurer - Paul Beresford-Hill

Due to the resignation of Hollister Sturges, Laura Phelps volunteered to serve as Interim Treasurer until a permanent Treasurer would be voted in at the next National Board Meeting. A motion to elect Ms. Phelps as Interim Treasurer was passed with one abstention from Ms. Phelps.

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National Bylaws Amendments - Paul Beresford-Hill

Dr. Beresford-Hill introduced the draft of the National Bylaws Amendments, which were initially drafted and reviewed by Schnader-Harrison and the Branch Services Committee in preparation for the LLC restructuring. At the direction of Dr. Beresford-Hill and Christine Carty, both Cynthia Fischer, legal counsel from Schnader-Harrison, and Executive Director, Chris Broadwell worked on the draft in hopes to present it to the Board of Directors at the semi-annual meeting in Louisville, Kentucky. Dr. Beresford-Hill introduced Christopher Broadwell to talk about the Bylaws, however, due to time constraints, discussion and description of the changes was truncated. The Executive Committee opted to adjourn and discuss the National Bylaws Amendments at an executive committee in a month's time.

2017 Future Dates:

International Council Meeting (Lisbon, Portugal) – September 27 - 30, 2017

Semi-Annual Fall National Board Meeting (Louisville, KY) - Saturday, October 28

Annual General Meeting (Louisville, KY) – October 28-30, 2017

Semi-Annual Spring National Board Meeting (New York, NY) - June 1, 2018