

Thursday January 30, 2020

Minutes of the English-Speaking Union Meeting of the Board of Directors

**SPECIAL MEETING OF THE NATIONAL BOARD OF DIRECTORS
THE ENGLISH-SPEAKING UNION OF THE UNITED STATES
THURSDAY, JANUARY 30, 2020
Held via Teleconference**

MINUTES

Present: Paul Beresford-Hill, Duncan Karcher, Donald Best, Ralph Wyndrum, Jeffrey Schnabel, Noel Sloan, Donna Miller, Karen Blair-Brand, Julia Hansen, E. Quinn Peeper, David Martinelli, Daryl Mc.Cormick, Julia Van de Water, John Raffaeli, Susan Robin Sinclair, Bettie Miller, William Maschmeier, Jill Richardson, Frederick London, Barbara Hughes, Charles Reaves

Excused: Janet Haedicke, Cheryl Albuquerque

Observing (ESU Staff): Karen Karpowich: Secretary of the Corporation and Executive Director, Josh Keppel-Gonzales: Communications and IT Manager

All participants could hear each other at the same time and could participate in all matters before the Board.

Welcome – *Chairman, Dr. Paul Beresford-Hill*

Dr. Beresford-Hill welcomed the Board of Directors to the special meeting of the English-Speaking Union. The Secretary of the Corporation Karen Karpowich conducted a roll call. The Minutes of the meetings in June 2019 and November 2019 were discussed. The Board of Directors did not have comments on the updated report on the Strategic Planning Committee on the June 2019 minutes. Motion was made, seconded, and approved to accept the minutes. The Chairman clarified that recently elected members of the Board of Directors who were not part of the meetings needed to abstain from voting. In total, four abstentions were made.

Election of the Officers – *Chairman, Dr. Paul Beresford-Hill*

Chairman, Dr. Paul Beresford-Hill and Vice-Chairman John Raffaeli, were up for re-election. Josh Keppel-Gonzales clarified the term limits of the officers: With the exception of the president and the treasurer the terms are limited to three two term limits, in total of six years. If the Bylaws Committee would recommend changes to the term limits those would apply on the officers immediately. It was highlighted that the Treasurer and the President do not have term limits and that the members of the Board are responsible to be familiar with the content of the

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bylaws. A motion was made, seconded, and approved. The motion passed to re-elect Dr. Beresford-Hill and Mr. Raffaeli. Dr. Beresford-Hill thanked the Board.

Committee Appointments – *Chairman, Dr. Paul Beresford-Hill*

There were no comments on the Committee appointments of the Board. Motion was moved for an approval, seconded, and approved. The list of Committees and Chairmans of every Committee will be distributed to the Board of Directors.

Branding and Centennial Campaign – *President, Dr. E. Quinn Peeper*

Dr. Peeper presented the branding proposal to the Board of Directors. The Global and the Speech Bubble logo designs received positive feedback. Dr. Peeper noted that the turquoise colour and the speech bubble design made a connection with the international community. He explained that the logo's versatility was important because the Centennial logo, Branch names and the ESU programs' names should be possible to include in the logo.

It was suggested that the new logo would be presented to the ESU Commonwealth and the other branches all over the world. It was also suggested that the logo would be presented to the Branches of the English-Speaking Union in the United States. The Board found the Globe design resembling the logo of AT&T company and in contrast felt that the Speech Bubble design made an important connection with the international community due to its resemblance to the logo of the ESU Commonwealth. Motion was made to accept the Speech Bubble logo design. Motion was seconded and approved with two nay votes.

Branch Task Force Charter – *Karen Karpowich*

Karen Karpowich introduced the Branch Task Force to the Board of Directors. It was established in response to the Strategic Planning Committee's recommendation which stated that the organization's focus needs to be in the wellbeing of the Branches. The Executive Committee decided not to hire a Director of the Branch Services without more profound information about the needs of the Branches. Ms. Karpowich stated that the Branch Task Force would work for determining the best practices and structures on how to best support the Branches. It would be a working group without decision making power with three goals:

1. To review and evaluate the current status of all branches and determine the characteristics of a successful branch vs. the challenges of branches that are struggling.
2. Create and evaluate a list of best practices from both historical data and any current trends.

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3. Make recommendations on what might be the best structure and personnel to support and help with the growth of branches, our volunteer leadership and membership.

Ms. Karpowich added that the reports of the Branch Task Force would be reviewed by the Officers with a final report presented in the Executive Committee to determine the next steps. The duration of the Task Force would be three to four months. The Structure of the Task Force would be a chair with a total of seven to eight members. The Members should come from the Board, Branches and the staff. Suggested members were John Raffaeli, Karen Blair Brand, David Martinelli, Karen Karpowich, Josh Keppel-Gonzales and Kate Nitzken.

The timeline of the Branch Task Force was discussed next. The Board agreed that it should be done with its work before the June 2020 Meeting of the Board of Directors. Ms. Karpowich noted that hiring the Director of the Branch Services could be done in the next fiscal year in effort to address it in the Budget. She added that the Centennial year can also raise important ideas about Branch growth that can be addressed better with the information gathered by the Task Force. The suggestions of the Task Force were decided to be presented first to the Executive Committee which would then present them to the whole Board of Directors.

Report of the Executive Director – Karen Karpowich

Ms. Karpowich reported that the organization has changed its health insurance provider from Aetna to Oxford. Most of the younger employees have signed up for health insurance partly due to an increase in the percentage paid by the organization (70 %). She thanked the Board for this positive change. Ms. Karpowich then presented the new Employee Handbook and the Sexual Harassment Information. She also reported that Edward Mohylowski's resignation caused changes in the organizational structure. Therefore a new position combining Operations Manager and Controller responsibilities has been established. The responsibilities include offering strong financial management for the organization's internal processes, reporting the financials to the Board of Directors, managing the endowment and as recommended by the auditors, and moving all the Branches on to Quickbooks. In addition, there will be another new position, The Operations Assistant, who will be responsible for the New York Branch events and ESU building. The hiring process of the Operations Manager and Controller is going efficiently and Ms. Karpowich believed that the hire could be made next week. The Audit Committee Chairman, Charles Reaves thanked Karen Karpowich for addressing the problems that the committee had raised.

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Ms. Karpowich then moved to the building update: In November there was a walkthrough by the Department of Building. Temporary Certificate of Occupancy should be received on 1.31.2020. In addition the full Certificate of Occupancy is expected to be received in two to three months. The Centennial Calendar of events was presented as a working document that will be adjusted throughout the year. Ms. Karpowich addressed the successful relaunch of the Wrench Speaker Program and noted that the venue for the Shakespeare Competition has not yet been decided on. The flyer of the Centennial Celebration in Paris will be newly designed after relaunch of the website.

Ms. Karpowich reported that the next Meeting of the Board of Directors will be in June 2020, close to the ARNIC graduation. The Centennial gala will be held at 583 Park Avenue which is also the venue for the concert of the United Nations Symphony Orchestra. Ms. Karpowich noted that she is working on finding a honoree for the event. She reported that a list of hotels will be provided to the Board in the following month.

It was noted that the International Churchill Society gathering is on the same weekend and three of the Board Members are also active members of the Society. Ms. Karpowich clarified that the scheduling and finding a venue for the Annual General Meeting has been challenging and the meeting was moved from November to June in order to get more members to participate. It was noted that the schedule of the organization should be a year ahead to make it easy to facilitate participation. The use of the headquarters as a main location of the conference raised notions on the difficulty in finding hotel rooms. It was also clarified that the time of the Meeting was changed in order to ensure the participation of a special guest whose schedule is non negotiable.

Ms. Karpowich then presented two resolutions that the Board was asked to vote on. She reminded the board that the Shakespeare Competition and the Evelyn Wrench Program are currently the key programs in the planning of the Centennial Campaign. Therefore the first resolution looked at an old Board-restricted fund, The Amanda Steele Scholarship that has not been in effect since the 1990's. Ms. Karpowich reported that when going through the endowments of the organization she found a document that stated to designate these funds towards the Shakespeare endowment. This would work towards the one million dollar goal of the Shakespeare funds.

The second resolution addressed the Evelyn Wrench Program temporarily restricted funds which consisted of an endowment from Donald Best. Barbara Hughes asked for clarification on the investment policies on the resolution which were clarified to be referring to the ESU Investment

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Policies and Practises. She also asked why the changes of the use and the purpose of the fund were written on the resolution. Ms. Karpowich clarified that the notion was a result of investigating the funds and the evolution of the organization. Julia Hansen asked if the grant given for one purpose and now being changed to another had been checked with the donor and the lawyer. It was clarified that it was approved by the ESU lawyer. Karen Karpowich reported that the discussions with Donald Best as well as the recommendations from the financial partners led to a decision that the Board should have some decision making power over the funds. This way the problems with the restricted funds will be avoided. Noel Sloan addressed the first resolution. He asked if there were any restrictions when the money was originally given to the organization. Ms. Karpowich clarified that there were no restrictions because the funds were part of the Board-designated funds. She explained further that the ESU has three groupings in its funds: Board-designated funds (dictated by the Board of Directors), temporarily restricted funds (Wrench Speaker Program, part of Luard Morse Program and ARNIC Program) and restricted funds (Luard Morse, old funds designated to the library).

Ms. Karpowich then read the two resolutions to the Board of Directors to vote on:

WHEREAS, the Amanda Steele Scholarship has not existed since the 1990's; and

WHEREAS, the Amanda Steele Scholarship fund had a value as of June 2019 of \$237,433; and

WHEREAS, it is in the best interests of the ESU that the assets maintained in the Amanda Steele Scholarship fund be transferred to the Shakespeare Board Designated Endowment fund (which had a value of \$486,751 as of June 2019);

NOW, THEREFORE, BE IT:

RESOLVED, that, subject to obtaining any approval which is necessary or advisable, all of the assets of the Amanda Steele Scholarship fund be transferred to the Shakespeare Board Designated Endowment fund.

WHEREAS, additional funds are needed to support the Evelyn Wrench Speakers Series; and

WHEREAS, in order to provide the needed financial assistance for this important speakers series, it is in the best interests of the ESU to establish a Temporary Restricted Fund for the Evelyn Wrench Speakers Series;

NOW, THEREFORE, BE IT:

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RESOLVED, that a Temporary Restricted Fund (the "Fund") in the amount of \$100,000 that will be matched by funds raised in the Centennial Year, be established to provide financial assistance to defray costs associated with the Evelyn Wrench Speakers Series; and further

RESOLVED, that the investment policy used for the Fund shall conform to the overall investment policy and practices of the ESU; and further

RESOLVED, that the earnings of the Fund are to be used to offset the cost of the Evelyn Wrench Speakers Series; and further

RESOLVED, that any changes to the purpose or use of the Fund (including the use of any principal amount of the Fund to offset such costs) shall be subject to the approval of ESU Board of Directors; and further.

RESOLVED that the ESU Board of Directors assess and review the overall purpose of the Fund every three years.

RESOLVED, that the officers of the ESU be, and each of them hereby is, authorized and directed to take all actions and to sign all instruments which they deem necessary or advisable to effectuate the foregoing resolutions and to carry out the purposes thereof.

The motion was made, seconded, and unanimously approved.

The Chairman thanked the National Board of Directors and finished the meeting.