

17 November 2018
National Board Meeting Minutes

**MEETING OF THE NATIONAL BOARD OF DIRECTORS
THE ENGLISH-SPEAKING UNION OF THE UNITED STATES
WYNDHAM GARDEN BARONNE PLAZA HOTEL
NEW ORLEANS, LOUISIANA
SATURDAY, NOVEMBER 17 2018 9:30 AM (CST)**

MINUTES

Present: Paul Beresford-Hill CBE KSt.J, Chairman; Laura Phelps, Vice Chair & Treasurer; E. Quinn Peeper, President; Donald Best, Karen Blair-Brand; Peter Frey; Julia Hansen; Nancy Isaac; Duncan Karcher; James Kerr; William B. Maschmeier; Bettie Miller; Donna Miller; John Raffaeli; Jeffrey Schnabel; Susan Robin Sinclair; Julia Van de Water

By Phone: Jacques Brunswick; Lisa Kressbach; Mary Alice Phelan; Charles Reaves;

Excused: Cheryl Albuquerque; Dianne Devlin; Darrell Hill; Christopher Hodgkins; Darryl McCormick; Mathew West

Observing (ESU Staff): Carol Losos, Director of Educational Programs; Grant Hamel, Operations Manager; Rossana Ivanova, Development Director; Ed Mohylowski, Deputy Director; Joshua Keppel-González, Assistant to the Executive Director/Recording Secretary

Presiding: Dr. Paul Beresford-Hill, Chairman

Dr. Beresford-Hill called the meeting to order in Executive Session at 9:30 AM (EST).

Welcome – Paul Beresford-Hill

Dr. Beresford-Hill welcomed the members to the meeting and conducted a roll call. Following a motion, the minutes of the meeting of the National Board of Directors held on June 1st 2018, and the minutes of the National Board Executive Committee meetings held on July 2nd 2018, October 19th 2018 and November 1st 2018 were approved.

Executive Session

The Board reviewed the report of the Personnel Committee and the Executive Committee. After discussion, the Board passed a resolution accepting the terms of separation with the Executive Director and agreed to conduct a search through an executive search consultancy to identify a permanent Executive Director. The search process will be overseen by the Personnel Committee and ratified by the Executive Committee of the Board.

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The Board then discussed the relationship between the National Organization and the Branches as well as the implications of the Strategic Plan and the perception that Branch input had been insufficient. The board passed a resolution that the legal name of the organization would remain “The English-Speaking Union of the United States” and the generic name by which the organization would be publically recognized would be “The English-Speaking Union”. Additionally, “English in Action” would serve as a ‘tag line’ or descriptor when use in conjunction with the official name. The board, by resolution, also established two Temporary Committees that will include Branch Presidents as well as Board members: a Strategic Plan Review Committee to examine the Strategic Plan and a Bylaws Review Committee to examine the Bylaws of the ESUUS. Additionally, the Development Committee was empowered to seek advice and guidance of a branding expert to assist in the clarification of the organization’s logo in light of its relationship with the International Council of the ESU of the Commonwealth.

Report of the Development Director – Rossana Ivanova

Ms. Ivanova reported that the Board exceeded this year’s \$70,000 Board Giving goal by raising \$77,964. There is one board member who has not made a gift but has indicated they would do so by the end of the fiscal year.

General individual giving focuses on promoting the National Patron Program and the annual year-end appeal. The National Patron program continues to be a source of revenue not only for National Headquarters but also for the Branches. For the current fiscal year ending June 30, 2018, the ESU has 260 active National Patron memberships in force representing some 389 individuals, exclusive of Board members, who when paid up, are considered to be Patrons as well. The year-end appeal by mail and email raised \$55,000 in restricted and unrestricted funds.

Fundraising from foundations, corporations and government are a major focus of the ESU development office. George Irish invited a proposal for \$125,000 (an increase of \$50,000 over the last gift that The Hearst Foundations made in 2015) for submission in August 2018. Additionally, the ESU received grants for the Middle School Debate program from the Axe-Houghton Foundation (\$4,000) and Henry E. Niles Foundation (\$5,000) and for the Shakespeare Competition from the Malkin Fund (\$1,000) and Brookfield Properties. We have been invited to submit a proposal for a renewal grant for next year from the Axe-Houghton Foundation. Additionally, the development office continues to cultivate new sources of institutional giving at both private and government agencies.

Board member and Marietta and Andrew Romay Foundation Trustee Peter Frey generously announced a challenge grant of \$25,000 for the ARNIC program with the stipulation that the ESU raise an equal amount of new funds for the program. The ESU met and exceeded this

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challenge, raising \$50,410. Of that total, \$14,450 came from 19 members of the National Board of Directors.

Report of the Nominating Committee - *Duncan Karcher*

Mr. Karcher reminded Board Members that they should be striving to attend all meetings of the National Board as well as giving the minimum \$1,000 in the annual board giving campaign. Additionally, new Board Members should be made aware of the cost of attending the semi-annual meetings of the Board of Directors.

The Nominating Committee discussed four candidates and it was unanimous that Janet Haedicke should join the Board of Directors. After discussion of the slate at the meeting, a motion was seconded and unanimously approved to accept the Slate of Board Candidates to be presented to the membership at the Annual General Meeting. Additionally, a motion was seconded and unanimously approved to set the total number of Board Members to 26.

Report of the Audit Committee – *Charles Reaves*

Mr. Reaves gave a brief review of the audit as it wouldn't be completed until January. While auditors were still working with a few Branches to retrieve the necessary information, the audit of the National Organization was complete.

Report of the Treasurer – *Laura Phelps*

Ms. Phelps reported that the ESU's principal increase in assets this year to date came from a strong market of which Investment Manager, Robert Morse, did a great job taking advantage. As of April 30, 2018 the total investment portfolio has increased by approximately \$1.058 million or around 8% after the board designated drawdown for operations and the withdrawal of approx. \$887K for capital improvement projects and board designated strategic plan initiatives. The projected year end deficit is expected to be less than 30K.

Next fiscal year will be the last that the ESU will carry the original 2016 OSI Pledge for ARNIC of \$578K. This year, \$193K was released per the timing of the three year pledge from the Open Society, reducing the outstanding pledge amount to 96K which will carry over to be released in the first half of next fiscal year.

ESU continues to invest in our headquarters building in New York City capitalizing project expenses which allows the organization to re-class them as an increase to our fixed assets.

The Chairman then adjourned the Board Meeting with the agreement from the members that the remainder of the agenda would be covered during the Conclave meeting between the Branch Presidents and the Board of Directors.

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Adjournment - The Board meeting was adjourned at 1:17 pm (EST).