

01-09-2022 Bimonthly Board Meeting Minutes

Start at 5:05 pm (Eastern) by Zoom

Meeting attended by: **Compton Reeves, Deborah Kaback, Susan Troxell, Joan Szechtman, Wayne Ingalls**

[Added notes are highlighted.]

### **New/Time-Sensitive Business**

Launch of New Website - January 17 - What Registers to be behind “member ID” paywall?

Planning to launch the new website sometime next week.

Open question: Should there be a “members’ only wall (paywall)” for registers? If so, what should it be? Currently, the paywall is two calendar years. Discussed leaving it the same, dropping it completely, changing to five calendar years like the UK, or reducing it to one calendar year. Determined that one calendar year is best for the American Branch.

Cheryl is our new webmaster.

The Register should include links to online Register archives in order to increase membership awareness.

D&O Insurance - Travelers’ policy in effect Jan 1 - Dec 31 - annual premium ~\$500

Just getting the bare bones, which doesn’t cover Fidelity (this is protection against fraud).\*

We feel relatively safe from fraud risk to our funds as everything except the checking account requires two signatures (treasurer + chair). The funds in the checking account vary and are usually between \$50,000 and \$75,000. Our major expense is to the UK Society parent and that is done through a bank wire, which is secure.

\*What is D & O insurance?

Directors and officers (D&O) liability insurance is insurance coverage intended to protect individuals from personal losses if they are sued as a result of serving as a director or an officer of a business or other type of organization. It can also cover the legal fees and other costs the organization may incur as a result of such a suit.

From <https://www.investopedia.com/terms/d/directors-and-officers-liability-insurance.asp>

For discussion as to why D&O insurance for non-profits go to:

<https://www.boardeffect.com/blog/do-insurance-nonprofit-boards/>.

2022 GMM - Getting VA Sales Tax Exemption & Speakers

Liz Batman leading effort for host chapter (Tidewater). Hayatt Regency Dulles has been selected, contract signed and first deposit wired to hotel. Wayne and Deborah are working on meeting requirements for non-profit tax exemption. Before the 2020 GMM had to go virtual because of COVID-19, the paper work for non-profit tax exemption had been approved for Pennsylvania. The consensus is that Virginia’s requirements won’t be radically different and we can refer to what we had done to complete the application for Virginia. This could potentially save the American Branch a few hundred dollars in tax savings.

Liz Bateman and members of executive board will pursue obtaining speakers and musicians for the GMM. She is waiting for a reply from Carol Ann Stenger, who Liz has heard speak at the Smithsonian and if she is available, hope her Honoria won’t be prohibitive. Currently the McGee Fund (for Honoria) has \$1400 from a bequest from Dianne Batch’s estate. We wish to not spend it all on this GMM.

Angel Award—recognitions vs anonymity

Our gift dialog has a check box for those who wish to remain anonymous. Angel awards will be noted publicly unless anonymity is requested by the awardee.

## Premium gifts

Discussed whether the higher membership levels (Fotheringhay, Middleham, Bosworth, and Plantagenet Angel). We concluded that while it would be nice to offer something, sustaining this would be hard to maintain as any stock we have is limited and it would fall to the membership chair to manage it. Members who pay more than the basic membership fee will receive a letter detailing the amount that's a tax-deductible donation.

This led us to discuss the Sales Office and whether it should be maintained. It has been mostly dormant for the past few years, where most of the activity occurred during in-person GMMs. Therefore, we concluded it would probably be best to bring all the goods currently in the Sales inventory to the 2022 GMM Sales table.

Run through Bylaws Articles IV, V and VI to discuss needed updates/changes

Bylaws will be review via email.

Current bylaws allow for 5 to 15 directors. Officers (chair, treasurer, etc.) can be directors and all directors must be elected and can vote. Proposed we add directors at large to the board that aren't officers. Like officers, directors can vote at meetings, but do not have specific duties that officers have and are defined in the bylaws.

Wayne will send a list of all members + their emails for the board to review for developing potential new directors and officers.

Review responsibilities of Chapter Coordinator (7.1.7 section of Bylaws)

One of the propose changes has to do with the American Branch's GMM date. Currently, it states that it should occur on or near October 2<sup>nd</sup>, but this date runs into multiple scheduling issues. Now that we can virtually attend the UK's AGM that will be on or near that date, we do not want our GMM to conflict with their schedule. In addition, October has several significant religious holidays that our bylaws currently have us avoid. The 2022 GMM is now scheduled for Oct. 28-30<sup>th</sup> for these reasons.

Google Workspace for American Branch (began application, ran into a few questions/glitches)

Joan started the process and supplied the required Techsoup validation token. Joan used her address and contact information for the permanent contact information. Had to put completing the process aside until February when files for March Register have been submitted.

## Open/On-Going Business

Creation of Plantagenet Angel award plaque

Wayne awaiting a proof for the Plantagenet Angel Award for his approval from Trophy Arts before they can proceed to create one. The projected cost is \$96 per plaque. Once it's approved and produced, Wayne will have Trophy Arts mail the plaque to him where he will include a signed letter from the chair regarding the award.

## Misc

Need short paragraph on status of A/V, Articles, and Archive library from Andy Hart.

Compton to send me a paragraph on status of Research officer.

## Tabled But Not Closed

5-year Strategic Plan/member survey – this is considered a best practice for all non-profits and will help future Boards in setting priorities, allocating their efforts, and recruiting appropriate volunteers

Meeting ended 7:05 PM est.

Next Meeting scheduled for 03/13/2022 at 4:00 PM est.