**EC Meeting Minutes**

February 21, 2020

EC Meeting

Washington, DC (ASALH Office)

9:44a – 6:30

Meet and Greet Breakfast 9:00-9:30

**ASALH EC Meeting**

EC Members: Bettye Gardner, Maurice Gibson, Susan Sims-Marsh, Zende Clark, Annette Palmer, Anita Shepherd, Gladys Mack, Jeff Banks, Gilbert Smith, Barbara Spencer Dunn, Evelyn Brooks Higginbotham, Karsonya Wise Whitehead, Lionel Kimble, Sylvia Cyrus, Aaisha Haykal, Natanya Duncan, Jarvis Givens, Zebulon Miletsky, Camesha Scruggs

In Attendance: Lopez Matthews,

Zoom: Sundiata Cha-Jua, Tina McIntyre, Gloria Browne-Marshall, Gladys Vaughn

10a arrival: Sheila Flemming-Hunter

12p arrival: Anton House

Not In Attendance: Eric Jackson, LaNesha Debardelaben, Anton House,

**I. Opening Remarks: President Evelyn Higginbotham**

Adoption of Agenda: Susan Sims Marsh moved

Location Need: we have decided to put together a Committee so that we can find a place to move (Is the Urban League available?)

Woodson House: We are not going to be in the house where Woodson live. We will be in 1540 and we will share space with the National Park Service. We have no opportunity to get more space. We need to be mindful of what that looks like. We can schedule for a June meeting to have someone there to show us the space. We will need an auxiliary space. Once we find a safe space, we are going to have to be very clear of what goes where.

Meditation: Gilbert Smith

**II. Secretary’s Report: Karsonya Wise Whitehead**

October 4, 2019 Business Meeting

 ***Motion:*** *Moved by Gilbert Smith to accept the October 4, 2019 Business Meeting notes.*

*Motion Passed.*

October 3, 2019 EC Meeting (adopted in December)

Notes:

-All Reports come from the Secretary

-For future Agendas, please check with your Cluster Chair

Call In meeting

Bettye: can we push meetings to 90-minute meetings?

Natanya: Can we move to them 90-minutes and get everything done in this time?

Evelyn: Yes, but we must stick with the time.

***Motion:*** *Susan Sims Marsh moved that the monthly Conference Calls be extended from one hour to ninety minutes.*

*Motion Passed: 17 Y; 1 No (Aaisha Haykal)*

Sylvia: We need to have strong committee meetings in March so that we can have everything to the members in enough time.

Evelyn: Every committee should be meeting at least once a month.

Zende: If there are not any Action Items on a Report, why aren’t we discussing them on the monthly meetings?

Sheila: Well, with Awards, we don't have an Action Items, but we do need your input

Lionel: The way that we can get through is with the Cluster Reports by doing this we can eliminate the long Agenda.

**III. Orientation**

Annette Palmer, Nominating Committee

Zenda: If you have any changes to the Handbook, please send to the Governance Committee

Bettye: Is there a way we can add to the 990 the amount of time that people spend working on behalf of the organization?

Evelyn: I would rather not have that information put on a 990.

Gilbert: We need ASALH our give time, talent, and treasure.

Natanya: Part of this goes back to the vetting of persons for the Board, as a part of the candidacy for the Board.

Annettee: As a member of the Nominating Committee, they agree, and they sign the Form.

Sheila: We had a Self-Reporting Volunteer Form for work on ASALH.

Sylvia: You are working on hours on ASALH and they must be aligned with the goals of your Committee. Individual committees cannot set their own goals outside of ASALH.

Tina McIntyre, Accountant (by Zoom)

Natanya: All questions about committees should go the Committee Chair.

Maurice: How responsible are we as Board members?

Gilbert: We are very responsible (pls see the D&O form).

Barbara: The Branches speak on both their Branches and on behalf of ASALH.

Susan: They should speak only on behalf of their Branches and only the President and ED speak on behalf of ASALH.

Jeff: Once we have the policy, we should inform the Branches every year.

Sylvia, We need to have Standard Language that says that a Branch cannot speak on behalf of ASALH.

Susan: Key points: Risk Management: ASALH is now in the Black; Financial Risk: Sustainability; Know your documents and Internal Controls

Zende Clark, Governance Committee

**BREAK & WORKING LUNCH**

**1:00 – Lunch**

**1:32 – Back from Break**

Gladys Mack, Organization Chart

Question about Program Planning: all of the Programs on the National level

Question about the proposed Management Committee: Evelyn is concerned about the additional level of bureaucracy; Sheila’s suggestion is that we table the discussion on the Management Committee because there is some controversy about this.

Anita Shepherd, Planning

***Motion:*** *Maurice Gipson moved that we limit questions/comments to two minutes per speaker and that no speaker can speak twice (again) until every member has had an opportunity to speak first.*

*Motion Passed; One abstention*

Gladys Mack: We should not call ourselves the Strategic Planning Committee – we should call ourselves the Planning Committee.

Sheila: Who gives the feedback and the evaluation from a proposed program?

Gladys Mack: We need to do an official evaluation

Barbara: The Committee that comes up with the ideas need to have outcomes in mind

Gladys Mack: Not projected outcomes but actual outcomes

Jarvis: In some cases, when you do a project you submit a Final Report that notes the Outcomes.

Evelyn: This needs to be a quick turnaround from idea to implementation.

***Motion:*** *Susan Sims Marsh moved that we conclude Orientation and move to the Agenda items.*

*Motion Passed*

**EC AGENDA**

**IV. Woodson House, Bettye Gardner**

We need a Housing Committee to figure out the space issue.

We would like to offer for consideration that Membership and Publications be housed at the Woodson Home.

**Bettye Gardner ~~Motion~~**~~: The Woodson Home Committee recommends that the ASALH Constitution and Bylaws be amended to include THE Woodson Home Site Committee as a Standing Committee of ASALH. Given the importance of this Committee as the liaison between ASALH and the National Park Service, it should function as a standing committee for perpetuity.~~ TABLED AND SENT TO THE GOVERNANCE COMMITTEE

Before a second was called the President said we have a number of Committees that should be a Standing Committee.

Zende: This should have come to Governance first; I suggest that we table this so that Governance can discuss.

***Motion:****. Zende Clarke moved that we table and [friendly amendment to Natanya] send back to the Governance Committee and follow the proper procedure.*

*Motion Passed; One abstention (Lionel)*

Lionel agrees with Bettye, given the urgency of the time.

Evelyn: We have to take this the Business Meeting. We need to get in touch with our lawyer to find out if we can change the Constitution. We are voting to bring this to the Body. I don't quite see the urgency that Lionel sees, as for NPS, we are there.

Barbara: There is an urgency because the Board is changing, and we need to have some stability (permanence).

Zende: We have talked all day about process and procedures and nowhere in our procedures should there be a call for a change in the Constitution without coming to Governance first.

Susan: They can send out a form for any proposed changes to By-Laws.

Sylvia: Whenever an Ad-Hoc Committee is added that we add specific language, main scope

**V. Treasurer’s Report: Gilbert Smith**

We are finally in the black $124K

We would not have made $62K if it was not for the Charleston Branch

***Motion:*** *As a result of the Charleston conference profit and ASALH’s overall improved year end cash position. The A&F Committee unanimously recommends that the Charleston branch received as a result of its work towards the financial success of the Charleston conference.*

*Motion Passed; One Abs (Aaisha)*

Sheila: What are the criteria that you are using?

Gilbert: We set a goal for $100K that they exceeded.

Sheila: I am opposed to this because it is setting a precedence for what other branches might expect going forward.

Jeff: To have a goal of $100K and to have them bring in over $150K; in situations like this when you have someone on the ground you give them an award/incentive. A 5% bonus.

Jarvis: Are we communicating this to other branches for this?

Gilbert: It is not a policy.

Sheila: I appreciate the idea and we understand the hard work and it puts us in a space unless we come with some clearly defined policy for what a Branch will receive.

Denise: Do the Branches have to pay? If it became a policy, I would give the Branches their yearly fees.

Gilbert: We have contractors who work on behalf of ASALH, but the Branch does not receive any renumeration.

Sylvia: I support the $3K and through the process of this (as Gilbert noted) our original goal was $100K. We have never ever had a Branch of ASALH raise $100K (closest was in the 80ish when we were in Cincinnati). The amount that we are raising in no way meets the expenses that they put out to raise the money. We informed the Branch that if they raised more, we would come back and give them something. I strongly recommend the $3K to the Branch.

Barbara: I feel like this is setting a precedence.

Zende: We have committed something to the Branch, working in good faith we should honor the commitment.

Gilbert: A&F did not make any commitments to the Charleston Branch. There has been a series of emails from Charleston asking where we are in this process. We can go back and tell them “No” The entire membership is going to see these numbers.

Evelyn: If they think they have been promised something, we need to make good on this.

Gladys M: We have paid fundraisers who have not made good on their end and we paid them.

Sylvia: They asked if we would entertain giving them something back. Would the Association consider a revenue sharing?

 Jarvis: We should honor the commitment that was made. We just need to build an incentive into the fundraising arm.

Maurice: There actions were under the assumption that they were going to make something.

Jeff: We need to have an incentive to put out there. To be on the call every Tuesday to help us raise the money.

Denise: The language with the letter needs to be very specific.

BUDGET:

Gilbert: Outlined the assumptions from the Budget (page 2)

 ***Motion:*** *Gilbert Smith moved to adopt the Budget.*

*Motion Passed*

Barbara: In the position that we add, we need to have someone focused on Membership with database skills.

Denise: What is the difference between Membership Dues and Membership Services (postal and there used to be a salaried person under this line item)?

Gilbert: Our first priority is to have a fund developer.

Maurice: Why do salary and wages go up and fringe benefits go down?

**VI. Membership Report: Barbara Spencer Dunn**

The Membership Committee needs your help.

Dual membership: it used to be for married couples, but they would have one vote. Governance has looked at it and feels that if they want two votes they need to pay for two full membership.

Denise: Look at the Online joining process, there are some discrepancies. If we decide to raise the price, offer incentive. Perhaps set up a QR Code to make it easier and quicker to join.

**VII. Academic Programs’ Report: Lionel Kimble**

Programs, Natanya Duncan

Three Plenary sessions: NPS; Views from the Front Porch: What Alabama has to teach you (Sonia Sanchez, Angela Davis, Hussan Jeffries, etc.); The Hine Horne Book Roundtable (they have identified four potential books); Working in tandem with the Marketing Committee

Sheila: Are we starting on Wednesday again?

Natanya: It depends upon the Conference papers.

Sylvia: if at all possible if we are able to do it again (Alan Spears has committed $15K for opening sessions). We invited Martha Jones, Derek Musgrove, and Nzingha to speak about the theme.

***Motion:*** *The Program committee moves that in each state where there is an ASALH branch, the branch leadership contact the appropriate local, state, and federal elected official(s) and inform them of the current Black History theme and to deliver a statement/proclamation announcing the theme in their respective legislative bodies.*

*Motion Passed Unanimous*

**VIII. New Business**

1. Gilbert Smith: ASALH Anti-Harassment Policy

***Motion:*** *Gilbert Smith moved that the EC adopts the Anti-Harassment Policy.*

*Motion Passed*

3. Lionel Kimble: Jacksonville Branch Resolution

*Motion to endorse the Jacksonville Branch resolution and to adopt “Lift Every Voice and Sing, the African American national anthem as ASALH’s official song.
1. The Executive Council of the Association for the Study of African American Life and History (ASALH) endorses its James Weldon Johnson Jacksonville branch in resolving that the City of Jacksonville should honor “Lift Every Voice and Sing” written and produced by James and J. Rosamond Johnson in 1899.
2. Whereas “Lift Every Voice and Sing” (LEVS) is the recognized African American national anthem, we, the Executive Council of the ASALH on the 101st anniversary of (LEVS) adopt it as our official song.
3. We, ASALH’s Executive Council resolve to have LEVS, the African American national anthem sung or performed at our annual February luncheon and at the banquet at our annual meeting and conference and we hereby require all ASALH branches to incorporate LEVS into all official public functions.
4. Furthermore, whereas as the ASALH membership resolved at our 2016 Annual Meeting and Conference to display the Red, Black and Green African American flag at our Annual Meeting and Conference, we resolve that all branches should follow suit and display the Black liberation flag at all official public functions.*

***Motion*** *to accept with necessary corrections (Sundiata’s Motion) Natanya Duncan then moved to Vote it down.*

*Motion was not accepted*

***Motion:*** *Sheila Flemming-Hunter moved that the EC approves the resolution for 2020 to*

*endorse the James Weldon Johnson Jacksonville branch in resolving that the City of Jacksonville should honor “Lift Every Voice and Sing” written and produced by James and J. Rosamond Johnson in 1899.*

*Motion Passed Unanimous*

***Motion:*** *Anita Shepherd moved that we adopt LEVS as the official song for the ASALH*

*organization on the 120th anniversary of the song and we encourage the Branches to do the same.*

*Motion Passed Unanimous*

***Motion:*** *Natanya Duncan moved “Whereas as the ASALH membership resolved at our 2016 Annual Meeting and Conference to display the Red, Black and Green African American flag at our Annual Meeting and Conference, we encourage all branches to do their same at their meetings and programs”*

*Motion Passed Unanimous*

Note: Natanya Duncan will purchase 38 flags and Barbara Spencer Dunn will pay for them to be mailed out to each Branch.