

## NOTIS BOARD MEETING MINUTES

November 11, 2020

Virtual – Zoom

Chair: Shelley Fairweather-Vega

**Board members present (online):** Shelley Fairweather-Vega, Lindsay Bentsen, Melody Winkle, Yasemin Alptekin, Luisa Gracia Camón, Olga Cuzmanov, Maria Farmer, Laura Friend, Adriana González, Maria Jesus Lopez Perez, Pinar Mertan

**Board members absent:** None

**NOTIS members present** for part of New Business: Alma Lopez, Zakiya Hanafi and Tarja Sahlstén (all future board members)

**The meeting was called to order at 7:02 p.m.**

- I. **Approval of agenda:** The agenda was approved with no changes.
- II. **Approval of Minutes:** The October Minutes were approved with no changes.
- III. **President's Remarks:**

Shelley noted that when meetings become stressful – and we are in the midst of stressful times generally – it is necessary to adhere more closely to Robert's Rules of Order, whereas meetings can be run more casually when things are going smoothly.

She explained for the members' information that Executive Committee proposals are researched, edited and considered at length by the Committee, after which they are open for debate. Board members are expected to read such proposals in advance, so that meetings can be a time for board discussions.

Shelley asked members to bring up their concerns when they arise, in a responsible, organized and well-informed way, so that the board can develop policies agreeable to all. To this end she requested that members do their homework and express their positions carefully, as NOTIS's reputation is important.

- IV. **Vice President's Remarks**

Lindsay described the background information on governing non-profit organizations provided for reading before the meeting. This includes information on preparing annual reports and financial reports; organizing workshops; how to ensure sufficient funds in the coffers to be able to offer benefits to the membership; how board members should act and how they should represent their organization; and the kind of administrative staff an organization should have. She urged members to familiarize themselves with this and other

information and be able to access it readily as needed – especially any specific rules that apply to NOTIS. She specifically asked members to keep the current NOTIS by-laws in mind as the board works to draft policies and to read certain parts of the Washington Non-Profit Handbook (she referred to the 2018 edition), specifically Part 5, on tax-exempt status, and page 25, on decision-making.

## V. New Business

### a. Board membership:

Incoming board members Zakya Hanafi, Alma Lopez and Tarja Sahlstén were introduced. Current board members Luisa Gracia Camón and Lindsay Bentsen are leaving the board after 2020, having served the maximum term of six years each; Adriana Gonzalez (2 years) and Maria Farmer (4 years) are also leaving. The board is losing four members and gaining three, so the new membership count will be ten. The Board welcomed the new members.

### b. Conflict of Interest Policy:

#### i. History and updates – Shelley informed the Board that:

1. Having a COI policy is recommended for Washington nonprofits but not required by law. Various model policies are available for review.
2. The Executive Committee has drafted a policy, which it offered as a suggestion. Luisa has drafted a competing version of a policy, together with Maria Farmer and Maria Lucas. Shelley proposed that the Board adopt the Executive Committee's policy. Laura moved to adopt it and Adriana seconded the motion. Lindsay spoke in favor of the motion, and Luisa spoke against it. Discussion continued as the Board reached consensus on several issues, outlined below.

#### ii. Definitions were added to the beginning of the document.

#### iii. Compensation and Application: the issue of who might be subject to restrictions on receiving compensation for work for NOTIS was discussed, but no conclusion reached.

#### iv. Recusal: It was generally agreed to include mention of recusal in the policy.

#### v. Vote to table: A vote was held on whether to vote immediately on the financial compensation clause or to table it and have the next board take it up next year. Lindsay moved to instead table this discussion until an extraordinary meeting to be held some time before the December meeting. The motion passed with six votes in favor.

## VI. Regular Business

Reports were not read this time. Shelley instructed members to read the reports in Dropbox.

**VII. Housekeeping**

Shelley briefly described the procedures for preparing the annual report and for holding the election and annual meeting.

Shelley will send out a survey with dates for the next meeting.

**VIII. Announcements for the Good of the Society**

a. The outgoing board members were thanked for their service.

**IX. Adjournment.** The meeting was adjourned at 9:35 pm.