

SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.®

## June 2021 Board Summary of Actions

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President Penny acknowledge Board member donations are at 100% of all board members donating a personally significant amount to support our Dream Programs. She thanked the members of the Board noting that in ten months the board has collectively donated \$60,000 and that this is much needed as we rebuild our Club Grants program post pandemic.

President Penny and the board discussed the last Board meeting evaluation results noting our last results indicated we did a good job at our board meeting - conducting our meeting with an emphasis on an outward vision rather than operational issues; using our mission and values to drive decisions, focusing on success, encouraging a diversity of viewpoints, and collectively making decisions rather than individual decisions.

Discussion was held about the development of a new Dream program - what it could be, what it would require. Staff was directed to build a plan and a budget for the club census of their current local projects with a report to the board of directors due in July 2022 about progress and next steps.

The Board reviewed and approved the Fundraising Council recommendation for 1) an update to the DRTF job description to reflect two-year appointment terms with renewal, allowing members to serve a total of eight years and 2) for the reappoint of Sam Buchenau, Rosemarie Burton and Suzanne Sullivan to the Donor Relations Taskforce.

The Board discussed the evaluations of each region's health. These evaluations are led by the SIA Board appointed Official Visitor to the region and include the region board. The conversations are held during their April/May/June region board meetings. Letters from the 2020-2021 Board to each region advising on next steps for a healthy region will be prepared and sent by August 31, 2021.

The Board approved extending the current deadline to accomplish the board approved parameters (approved in January 2019) to become a full-fledged region from six years or May 31, 2024 (approved July 2020) to seven years or May 31, 2025. The reason for this extension is due to the world-wide pandemic requiring the country of the Philippines to move into lockdown and maintain physical distancing. This means BDSIANPR has until May 31, 2022 to achieve 300 members and to maintain them for three years until May 31, 2025 to be recognized and chartered as a full-fledged region by the federation board of directors effective July 1, 2025.

The Board Directed Northern Philippines Region taskforce was expanded and extended to include 2021-2023 SIA BOD Mildred "Mitzi" Piad, SI Lucena, Philippines Region, for the term of July 1, 2021 through August 31, 2023, Gabrielle Calizo's term to August 31, 2022 and Leticia Yap, Minda Garcia, Penny Babb, and Jeselette Desamero) for the duration of the region's period to become a full-fledged region or August 31, 2025.

The Board reviewed its options for SIA's Appointed Director to the SI Board of Directors and the two SIA Appointees to SI Committees. This year, the SI Board created a list of specific knowledge and skills necessary for its board and has asked the federations to appoint Board members who have the knowledge or skills that SI has identified as not represented among next year's continuing board members and necessary for the SI Board to carry out its work and fiduciary duties. The Board voted on these positions via mail ballot following the Board meeting. RoseMary Reid was elected by the SIA Board and will serve on the SI Board January 1, 2022 – December 31, 2023.

The Board reviewed and discussed their strategic planning process that led to the recommended FY21/22 strategic plan. Key highlights of plans and budgets were presented and discussed. The board approved the FY21/22 Strategic Plan and supporting budget. A copy in all languages will be available on the SIA website by mid-August 2021.

The Board reviewed the modified temporary pause on face-to-face gatherings and noted it would continue under the modified temporary pause as communicated effective May 1, 2021 until further notice. Clubs and region should follow and file the declaration form if they choose to invite non- members or hold large face to face gatherings. In the US, clubs and region should also obtain a Certificate of Insurance. Refer to the FAQ for greater detail.

The Board approved the addition of a procedure to B. Governing Clubs (#10) and F. Governing Regions (#11): "Clubs/Regions may not use their government-issued charitable tax-exempt status as an agent to collect funds for another group or project that seeks to provide its donors with tax relief or deductibility by using the Soroptimist club's tax status."

The Board approved a new procedure to manage the risk associated with clubs who own and/or operate an affiliated business.

They added #11 to Procedure B.:

"Affiliated Businesses An Affiliated Business is defined as a club activity to carry out SIA's mission that involves owning and/or operating an ongoing activity. This does not include discrete fundraising events conducted periodically such as annually that are of short-lived or time-bound duration.

Any club that has or seeks to create an affiliated business to support the club in carrying out SIA's mission must ensure the business is structured so that the club, its members and Soroptimist International of the Americas, Inc. do not assume any risk for the club's affiliated business endeavors. Affiliated businesses may include thrift stores, medical equipment loan centers, apartments, homes, shelters and similar ongoing

activities. This is not an exhaustive list, and an affiliated business is determined on a case-by-case basis in consultation with SIA's General Counsel and insurance advisors.

Clubs chartered by SIA who have an affiliated business must adhere to the following guidelines:

- The affiliated business is created as a separate entity from the club.
- The affiliated business has a separate federal/national, state/provincial, or local tax status and its own tax identity number separate from the club.
- The affiliated business holds the proper permits to operate in its locality in its name.
- The affiliated business must have its own general liability insurance, and must name Soroptimist International of the Americas, Inc. as an additional insured with coverage of \$1 million per occurrence and \$2 million aggregate per policy period.
  - Language for general liability additional insured must read: Soroptimist International of the Americas, Inc., its directors, officers and employees and the region board, governors, officers, and employees are named as Additional Insureds under Commercial Liability endorsement #CG 20 10 (04/13) (copy attached) and Commercial Automobile Liability (if applicable) policies. Additional insured coverage is on a Primary and Non-contributory basis with a Waiver of Subrogation in favor of the Additional Insureds under Commercial General Liability and Commercial Automobile (if applicable) policies.
- Clubs must file annually with SIA headquarters the additional insured general liability Certificate of Insurance withing 30 days of the policy's renewal date. If the club or the affiliated business is a property owner, they must also file annually evidence of insurance for property coverage with SIAHQ within 30 days of the policy's renewal date. Failure to do so within 30 days of the policy renewal date will place the club "not in good standing" status until the insurance documents are filed. (See SIA Procedure B. 5.)
- Clubs seeking to set up a new affiliated business should be in contact with the risk department at SIA headquarters before establishing the affiliated business.

PROVISO: Clubs identified as having an affiliated business as identified in agenda item XXI.A. have 90 days from the date of notification by the President in early July 2021 to file the appropriately updated insurance forms and complete the set-up of their affiliated business as a separate entity (or execute the interim affiliate business agreement if their separate entity filing cannot be completed in the 90 days). Clubs that have not made the appropriate filings at the end of the 90 days will be placed in "not in good standing" status.

The Board approved an edit to SIA Procedure B. Procedures Governing Clubs #5 to read: "In order to be in good standing, a club must remain current in all financial obligations to the region and Federation, have submitted all required final reports from Federation club grants, and submitted any annual filings regarding affiliated businesses. Clubs not in good standing are not eligible to vote in Federation elections or mail ballots, and cannot receive grants or awards from the Federation."

These new procedures will be available in all language on the SIA website by July 23, 2021.

The Board agreed to modify its policy for release of the Summary of Board meeting Decisions until after the board minutes were reviewed and approved. The board will now review and approve its minutes within a couple weeks after a board meeting. The Summary of Board Decisions will be released once the board minutes are approved.

The Board discussed its selection of the Two Most Important Questions to Address in the Next 1-3 Years. The results had a clear number one choice:

1. How do we create a teamwork approach with clubs, regions and the federation to accomplish SIA's program and fund development goals?

ED & CEO Liz expressed future strategic planning will be guided by this choice as well as the second and third runners-up:

2. What must we do to ensure regions support our membership growth plans?
3. How can SIA increase our global recognition to accomplish our 2021-2031 Big Goal?

President Penny honored outgoing board members and thanked the Board and Staff for their work this past year.