



Woman's Club of Palo Alto

Friendship, Self-Improvement, Community Involvement

Board Meeting Minutes December 6, 2017

Call to Order: 5:01pm

Present: Sue Krumbein, Lisa Sten, Cathy Kroymann, Meg Monroe, Mary Griffith, Carol Diamond, Annette Ross, Jenny Stone, Margo Ogus, Judy Creek, Ellen Rosenblum

Absent: Carolyn Pierce, Lolly Osborne

Guests: Christine Shambora, Julie Jerome

President Sue Krumbein introduced the Board to Christine Shambora and Julie Jerome who attended as representatives from the By-Laws Committee. Julie (as Parliamentarian) is the Chair of the Committee. Members are: Sara French, Donna Sheridan, Wanda Cavanaugh, Christine Shambora, and Julie Jerome.

The topics in discussion and that are currently in the review process are: Article III - Membership, Article V - Officers and Directors, Article VI - The Executive Board, and Article XI - Nominations and Elections. Conversation ensued, and it was determined that The Board will re-work the writing of these Articles and send them to the By-Laws committee. The By-Laws Committee needs 14 days in advance for proposals, and the goal is to provide the Committee with the necessary guidelines, so that a membership vote could occur at the January 17, 2018 luncheon. A combination of By-Law changes in conjunction with updated Operating Procedures may be recommended. **See notes later in these minutes related to these topics.**

November Minutes: Minutes were reviewed and approved, pending one correction in the Treasurer's Report changing the wording of "Historic Preservation Income" to "Historic Preservation Restricted Funds."

Motion to approve minutes by Jenny, seconded by Ellen, all were in favor, and the motion passed.

Treasurer's Report: Cathy noted that the October and November financials are complete. House Manager Marie-Jo is coming up to speed with our processes and procedures. A discussion ensued regarding our insurance. We currently have five (5) types of insurance, and we will enlist a non-profit insurance broker to shop our products and evaluate that we are obtaining the values for all of our insurance policies. At the meeting, it was the consensus of the Board to sign a new Commercial Policy for the property.

Other Reports:

Finance Report:

Extension of Webmaster Service Agreement: Meg reported that our current agreement with our Webmaster ended in November 2017. We are happy with the work Andreas Winsberg has provided, and it was requested to extend the agreement to May 2018, which is an additional \$1,200. Carol put forth a motion to approve the extended contract, seconded by Margo. All were in favor and the motion passed.

Budgeting for 2018-2019 fiscal year: Meg reported that it is time for all committees to update and forward their requested budgets to the Board. Meg has been in contact with the corresponding parties and groups.

Philanthropy: Jenny and President Sue met with Jackie Schoelerman and Rezvan Moggahdam, committee chairs. After eight years as co-chairs, Jackie and Rezvan will step down after this year. The Board expressed their appreciation for their many years of successful work. The Board has requested that the Philanthropy Grants Committee post their meetings on the Club Calendar. At the December 20, 2017 luncheon there will be an opportunity to donate to philanthropy grants. We thanked Jenny who is actively involved in the subcommittees of Philanthropy: Grants, Not-for-Profit Rentals, and Outreach.

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Membership: Margo presented her report noting there are currently five women on the wait list. Margo explained the 2017-2018's class project / event will be held at the Club on March 14, 2018. The theme is "Pie Day" in honor of the mathematical reference to the date. The event is sure to be fun for all.

By-Laws Discussion: The Board discussed Board responsibilities and effectiveness related to the number of Board members. The Board relationship with the Nominating Committee was also discussed. The Board would like the By-Laws Committee to continue their work. Sue agreed to study and make a later recommendation regarding the Membership (quantity).

The Board addressed two By-Law articles in depth.

Two motions were put forward by Meg, seconded by Judy, all were in favor, and the motions passed:

1) Article VI, Executive Board, Section 2. The number of votes that constitutes a quorum, will be updated to read: "One half +1 of the members of the Executive Board shall constitute a quorum."

2) Article XI (renumbered, as we will insert a Budget Article later as Article VIII), Nominating Committee. Number and election of Directors and Officers was discussed. The proposal is that the Board will be comprised of nine (9) elected positions. There would be seven (7) officers and two (2) directors. The Nominating Committee will appoint the two directors, for two year terms. Ideally, these two directors would be elected in alternating years. The President will appoint up to four (4) officers for one year terms. When there is a vacancy, the President will nominate a member, and the appointment will be approved by the Board.

Honorary Members: Margo presented her report. There are two issues that need Board attention: 1) The Process of selecting an "Honorary Member" has not been transparent. The Board discussed that there is nothing in our By-Laws that states the criteria, process, or procedure for selection of Honorary Members. Margo suggests that the Board become involved in the "Honorary Member" conversation regarding criteria for selection, and Margo will also increase her role as the Board Liaison. 2) Honorary Members' dues are waived.

The Board agreed on the following:

- An Ad-Hoc "Honorary Membership Committee" will be formed.
- Options to the financial compensation aspect of Honorary membership will be explored.

- The criteria to become an Honorary Member must be approved by the Board.
- Sue will speak with Wanda Cavanaugh, and request that any meeting minutes of the current, informal, "Honorary Membership committee," be sent to Second V.P. Carolyn Pierce.

Club Days

Activities continue in earnest, and the use of the Club has increased tremendously. The Monday Club Days have had lower attendance, and therefore the Monday Club Days will be eliminated in 2018, however, the morning Tuesdays and Thursday days will continue.

Music Program

In the future, the Woman's Club will explore options to offer our building and increase our visibility as a premiere location and a sponsor of the Arts and Music in our area. A music program for February 13, 2018 was proposed and discussed. A motion was put forth by Annette to sponsor a music event on 2/13/18 as part of the Club Day program, seconded by Judy. All were in favor, and the motion passed.

The meeting adjourned at 7:04p.m.

**Next Meeting: Wednesday January 3, 2018.
5:00p.m. at the Clubhouse**

**MEETING ENDED:
Minutes prepared by:
Lisa Sten, Recording Secretary.**