

AAR/WR MEETING OF THE BOARD 18 March 2022 1-4:15 PM Online Zoom Meeting

Present: Jake Nagasawa (Regional Coordinator), James Berry (Southern California & Western Region Student Director), John Erickson (Vice President), Anna Hennessey (Past President), Emily Silverman (President), Marie Cartier (Vice President Elect), Jacob Perez (Conference Manager), Thien-Huong Ninh (Northern California Rep), Souad T. Ali (Arizona Rep), Susan Maloney (Honorary Board Member (non-voting), Anjeanette LeBeouf (Queer Advocate), William Martin (Northern California), Janice Poss (Women's Caucus Liaison), Sakena Young-Skaggs (Diversity and Inclusion Advocate), Larry Morris III (Arizona/Nevada student Rep), JP Paxton (Hawaii/Pacific Islands Rep)

Notes: Meeting began on time. Meeting called at 1 PM. Notes taken by James Berry and Anna Hennessey.

Introduction and Opening

1. Emily Silverman welcomed the board and opened the meeting.
2. John Erickson raised the issue of quorum and confirmed that it had been reached
3. Board members introduced themselves

Old Business

1. Conference Updates
 - a. Jacob Perez shared registration statistics for the upcoming conference. As of the meeting, there was a decrease in total registrations, but an increase of student registrations.
 - b. Jacob Perez proposed zoom fatigue, and uncertainty as potential explanations of decreased attendance
 - c. Jacob Perez updated the board on the new region-controlled zoom which offers greater security for recordings
 - d. Jacob Perez thanked volunteer hosts for their role in facilitating each zoom meeting
 - e. Jacob Perez stressed the potential the new zoom account to allow for future hybrid conferences
 - f. Jacob Perez introduced a post conference survey to gather information from participants
2. 2023 Conference Locations
 - a. Emily Silverman introduced the possible 2023 locations as UC Davis and UNLV
 - b. Emily Silverman relayed RS insights that UNLV is offering space for March 11-13, 2023. This would overlap with the Western Jewish Studies Assoc. conference potentially boosting attendance.
 - c. John Erickson stated that as president he recommended reaching out to UC Davis offering them first priority. Hopes that they will defer to 2024 but believed that they should be the host if they insisted on 2023.

d. Emily Silverman proposed that John Erickson reach out to UC Davis to see what their position is.

3. Financial Report

- a. Jake Nagasawa shared the 2022 conference budget
- b. Jake Nagasawa explained that the main expenditure this year was the cost of upgrading the AAR/WR's zoom account
- c. Emily Silverman asked about the current status of the region's savings and financial stability
- d. Jake Nagasawa replied that the region currently holds approximately \$22,500 leaving the region financially secure
- e. Jacob Perez asked how the budgeting would work for planning an in hybrid
 1. Jake Nagasawa responded that that was unclear at present, but it would result in increased costs.
 2. Jacob Perez and Jake Nagasawa agreed to meet and discuss the matter

New Business

1. EC Meeting with National AAR

a. Emily Silverman recounted the partial EC's meeting with representatives of AAR National. Stated that she was unsatisfied with national's response to several issues:

1. Harassment/Bullying: Lack of official policy/process from AAR National.
2. Rogue Executives: Lack of official policy/process from AAR National.
3. Lack of insurance for AAR/WR Officers: only paid employees of AAR are covered by insurance. AAR/WR volunteers are not covered and potentially liable for agreements/checks they sign.

2. Insurance Concerns

- a. Jake Nagasawa expressed his concern that as Regional Coordinator he could be held personally liable for any contract or check he signs on behalf of AAR national
- b. Susan Maloney asked Jake Nagasawa if the AAR national reps stated the lack of insurance as an opinion or as a formal statement by a lawyer.
 - i. Jake Nagasawa replied that it was an opinion .
- c. Susan Maloney asked if we wanted to buy insurance independently and asked for formal legal clarification from AAR national.
- d. Jake Nagasawa stated that he understood the insurance issue as focused not on liability at a conference, but instead individual liability for officers involving financial matters.
- e. James Berry asked how the insurance issue related to AAR national's broader financial requests
- f. Anna Hennessey consulted the operating agreement sections 4.6 and 4.8 and stated that the operating agreement only implies liability in cases of deliberate misconduct.

4.6 Liability for Certain Acts. Each Director must act in a manner he or she believes in good faith to be in the best interest of Regional Group and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A Director is not liable to AAR, the Regional Group, or their respective Members or Directors for any action taken in managing the business or affairs of the Regional Group if he or she performs the duty of his or her office in compliance with the standard contained in this section. AAR, Regional Group, and the Members will not hold the Board liable for any loss or damage sustained by AAR, Regional Group, or any Member except loss or damage resulting from such Director's intentional misconduct or knowing violation of law or from a transaction for which such Director received a personal benefit in violation or breach of the provisions of this Operating Agreement or applicable law. Each Director is entitled to rely on information, opinions, reports, or statements in making their decisions, including reliance on financial statements or other financial data prepared or presented in accordance with the provisions of Georgia Act Section 14- 11-305.

4.8 Bank Accounts. The Board may, from time to time and in compliance with this Operating Agreement, open bank accounts in Regional Group's name. Only certain Persons may have authority, including but not limited to signing authority, regarding such accounts. The Persons who may have such authority are the Regional Coordinator, AAR's Director of Business and Finance, and any other Person appointed by AAR to have such authority. All Regional Group funds must be deposited in its name in such accounts. All Regional Group funds must either be used to further Regional Group's purpose or retained for future use to further Regional Group's purpose.

g. John Erickson recommended D&O insurance for the board in addition to other forms of insurance

i. Suggested that Jake Nagasawa look into the matter

h. Janice Poss recommended reaching out to legal counsel to clarify these issues.

1. Emily Silverman agreed and reiterated her confusion about AAR National's decision making

i. Anjeanette LeBoeuf mentioned the possibility of using a paralegal

j. Susan Maloney recommended against additional legal representation and insurance. Proposed that she personally reach out to Brian Pennington to understand what is motivating these statements coming from National.

k. William Martin also advised against invoking lawyers and instead going over the operating agreement with national again line by line if necessary.

l. Sakena Young-Skaggs thanked Susan for her institutional wisdom and supported her effort to reach out the Brian Pennington

m. Jacob Perez stated that the AAR/WR has much to offer to national and should not be afraid to enforce its independence/value irrespective of the National AAR.

n. Jake Nagasawa stated his opinion that AAR's centralization effort is not necessarily insidious, but may reflect the weaknesses of regions other than Western. Also mentioned potential financial hardships at the national level.

o. Motion

1. John Erickson moved for an official action to pursue legal advice about the issue of insurance
 2. Sakena Young-Skaggs seconded
 3. Motion Carried with no nays and one abstention
- p. Susan Maloney suggested reaching out to a lawyer with non-profit experience

3. Banking

- a. Emily Silverman summarized the issue. AAR national wants to cosign all checks from the AARWR
 1. Reasons included financial mismanagement in another region and WR's case of a rogue executive
 2. Also intended to shield AARWR officers from potential liability
- b. Anna Hennessey referred to section 4.8 of the operating agreement that stipulates that AAR national does have access to AARWR's bank account.

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- d. Jake Nagasawa stated that this move corresponds to his understanding that national wants to ensure the protection of the region
- e. Susan Maloney stated that access to funds and the ability to cosign are separate matters and that more information is needed and official safeguards can be set in place via the operating agreement/policy file
- f. Anjeanette LeBoeuf specified that access to accounts does not mean that national will sign every check. The main issue is the necessity to reinstate AAR national officer's access in case of emergency.
- g. Jake Nagasawa stated his belief that this is mostly a "pro forma" move rather than a hostile one
- h. Emily Silverman stated the desire to extend bank account access to the AARWR president
 1. In order to prevent a hostile takeover of the account by a rogue executive.
- i. Jake Nagasawa and Anjeanette LeBoeuf stated that this would require a change of the policy file

- j. James Berry mentioned that the operating agreement requires AAR National's approval, and therefore could not be unilaterally decided by the AARWR board or EC.

k. Motion

1. John Erickson moved to table the banking discussion
2. James Berry seconded
3. Discussion tabled

4. Election Changes

- a. Emily Silverman stated that AAR national suggested that they run AARWR's election in a centralized way.
- b. Jake Nagasawa explained that nationals' proposal for elections would involve soliciting candidates nationally and running the elections directly.
- c. John Erickson added the caveat that the current AARWR board could veto any proposed candidate.
- d. John Erickson, Emily Silverman, and Souad T. Ali all recommended rejecting the suggestion out of hand.
 1. General agreement due to the changes being only a suggestion and not requiring immediate action.

5. Harassment/Bullying

- a. Emily Silverman recounted the issue of bullying and harassment that occurred in 2016 that coincided with the rogue executive.
 1. Emily Silverman stated her belief that national did not take the matter seriously and has a poor track record of performance in dealing with harassment/bullying.
 2. Emily Silverman Suggested that AARWR formally include language dealing with harassment/bullying into the policy file
- b. William Martin agreed with the idea, but stated that the issue also needed to be addressed at the national level
- c. Anna Hennessey stated that the minutes for the EC's February 28, 2022 meeting with representatives from AAR National (written by an AAR National rep) read more like an agenda as opposed to minutes, and do not include some of the main issues discussed at the meeting. Bullying is not mentioned in the minutes, for example, although it was discussed at length during the meeting.
 1. John Erickson suggested that the lack of details may have been meant to avoid liability.
- d. John Erickson suggested that the newly elected EC meet again with AAR national's board to address and document the issues of bullying and harassment
 1. Approved by acclamation
- e. Jake Nagasawa suggested consulting the national AAR's policy file on harassment in the creation of our own.
- f. Marie Cartier volunteered to help with the drafting of the policy file language
- g. NOTE: at this point (4:00 pm) Anna Hennessey took minutes for the remainder of the meeting.

- h. Anjeanette LeBoeuf discussed the possibility of Title IX training for the Board of the AAR/WR.
 - 1. John Erickson responded that since the AAR/WR is not an academic institution and it does not have employees other than the Conference Manager, Title IX training may not be appropriate for the issues that AAR/WR has faced.
 - 2. Anjeanette LeBoeuf responded that the Board could still learn from Title IX training.
- i. William Martin discussed how AAR National should be following protocol for issues related to bullying and harassment. He emphasized that while these issues should be managed within the region, they should also be addressed at the national level and addressed in minutes written by members of AAR National during which time regional members discussed the problem with AAR National.

j. Motion

- 1. John Erickson put forward a motion for the AAR/WR Board and EC to amend AAR/WR's Policy File such that the document includes procedures around the issues of bullying and harassment.
- 2. Emily Silverman seconded the motion.
- 3. All Board members present were in favor of the motion (0 opposed, 0 abstained).

k. John Erickson also gave new direction to AAR/WR's EC and Board to reach out to AAR National and follow up about the problematic history of bullying and harassment in the region.

- l. Susan Maloney discussed the leadership and service of 2021-2022 Past President Anna Hennessey and recommended that the Board formally recognize this at the 2022 Business Meeting as well as in the minutes of the 2022 Board Meeting.
 - 1. Emily Silverman remarked that she would be acknowledging Anna Hennessey's leadership during Silverman's Presidential Address at the 2022 conference and presented Hennessey with a gift.

m. Motion

- 1. Emily Silverman also motioned for the Board to recognize Anna Hennessey's service.
- 2. John Erickson seconded the motion.
- 3. All Board members present were in favor of the motion (0 opposed, 0 abstained).

Meeting Ended at 4:15

Action Items

- ● John Erickson will reach out to UC Davis to assess the potential 2023/24 conference host
- ● Jacob Perez and Jake Nagasawa will meet to discuss the budgeting process for a potential hybrid conference
- ● Jake Nagasawa investigate the possibility of D&O insurance
- ● Official action should be taken by the EC to pursue legal advice regarding insurance and

other issues

- • EC will work to draft a provision for the policy file that will address harassment (verbal, emotional, physical, and sexual) and bullying.
- • EC and board will reach out to national for another meeting to clarify the issues discussed at this (3/18/22) meeting.