



Women's International Network of Utility Professionals

Toll-Free Access Number: 1.800.704.9804
Participant Code 249452# (WINUP - Participant)
Conference Name: WINUP

9 A.M. Central / 10 A.M. Eastern

Executive Committee Conference Call Minutes Thursday, Feb. 17, 2011

President Vikki Michalski called the meeting to order at 10:11 a.m. EDT

Roll Call

Officers:

President	Vikki Michalski	present
Vice President:	Velda Otey	present
Secretary	Virginia Clark (for Dianne Nuñez)	present
Treasurer	Donna McCord	present
Immediate Past President	Lila Munsey	present
Executive Director	Theresa Drexler	present

Michalski opened meeting and asked for roll call. All members were present. Because the minutes of the January meeting had been shared with everyone, Otey made a motion to approve the minutes, which was seconded by McCord. Minutes stand as approved.

- Michalski stated that the most important focus of today's meeting would be the resignation of Theresa Drexler as executive director. Otey suggested that Drexler look at the duties as they presently are and add the new things that are not listed. Michalski noted that Drexler had added processes that had greatly improved the reporting and other operations of that office. Drexler stated that the present list is not a complete reflection of the duties, and she would work to add what she had initiated.
- Michalski shared that Drexler had sent notification that Ellen Katz of the New York chapter had suffered a fall, which was serious but she is recovering. Also, Gloria Roberts, North Texas chapter, lost her oldest son in a fall down some stairs. Drexler sent a get-well card and a sympathy card respectively. Otey asked what our guidelines are on sending cards, etc. Drexler noted that the older newsletter had more personal information, but there has not been much sent to her. Otey asked if we had a budget line item for these expenses, and perhaps we need to send to guideline committee for guidance.

Action Item:

- Michalski will provide feedback to guidelines committee to address during their review process.
- Drexler has been getting inquiries regarding the application forms for scholarships that she has sent out. She noted she also has several membership renewal notice emails returned, especially from AEP. It appears they have difficulties accepting emails. Drexler expressed concern regarding charging the late fee for membership renewals because of the problems with delivery of emails.

She has received packets from treasurers and financial reports, and reminded all that Feb. 28 is the deadline for getting those reports to her. If we don't have the information to file the form 990, we will need to apply for an extension. Otey asked who files that for us, and Drexler told her Jan Guner of Morrison Associates. She has done it for the last two years. Drexler completed it before that. The form has a new format, and Guner is familiar with it. Drexler will provide an update after the 28th as to the number of outstanding chapters.

Otey asked if she (Guner) does our financial review, and Drexler said she does not. Drexler has been checking for a firm to do that review and has found that most CPAs do not do audits for non-profits. CPA's must be certified specifically to do this. Drexler is expecting a call from Steve Rudolph about doing the audit.

- Michalski, Otey and Drexler also discussed (liability) insurance coverage. We do not have coverage at the moment. In the past, we had relied on the hotel's insurance. Last year, we were requested to provide liability (theft) primarily for the AV equipment. Drexler said liability insurance would cost \$1,000, and the board felt WinUP could cover the loss of any AV equipment and would not need the insurance. Otey asked if we had director insurance. Answer: no. Drexler asked if it would be beneficial to have director and liability insurance and carry on an ongoing basis. Also, Michalski asked if Drexler carried a bond. She does (\$30,000 for financial loss) and is holding the renewal for 2011, which is due now. It is not transferable and costs \$100 per year. Michalski asked if there was any objection to paying for this year. Otey suggested renewing for Drexler as she will be in that office until April 1. Otey asked if the last director was bonded. Answer no. Otey stated that would be a good question to ask new executive director candidates, are you bonded? Drexler will issue the check to renew bond. She also will send financial reports soon to executive committee members.

Old Business:

- Michalski discussed the 2010 conference profits and was pleased with \$9,000+ profit. She also expressed concern about reaching out to companies with the present budget cutting issues they have. Dorothy Stohler, Indiana chapter's sponsorship liaison, had asked her for contact information for AEP. Michalski noted that last year AEP supported WinUP with \$10,000, and additional \$5,500 came from a West Virginia power plant. "If we don't ask it may appear we don't want their support or if we do, we are being greedy". She suggested request letter should say how we appreciate their continued support. Stohler will draft the letter and discuss with Michalski.
- Drexler said because we (international) have money perhaps international could provide scholarships to the conference, which would be helpful to the chapters. Otey said with \$10,000 we could give four free conference registrations, and member could just pay for travel. Otey also stated we could promote that as a benefit to sponsor (sponsor meaning a member's company). She also called to

our attention that, as a non-profit, we could be asked why we have money. Another possibility could be in the 990 document mission, we can sponsor a speaker on our own as well as provide seed money, which is reimbursed. Michalski stated that Donna Campbell has advocated that the organization pay the president's conference expenses -- registration, hotel, travel. Otey agreed and asked if we had a budget for travel. It was noted that currently, we do not, and this will need to be presented to the international board and then included as a line item in the budget going forward. Michalski agreed we should fund. Michalski will bring up to the board and put in budget, which would need to be approved as a line item to the budget. Otey added it would give the organization something to give back to the president.

- Drexler stated she is sending our scholarship forms
- Michalski noted scholarship and nominating committees need members. Nominating should look for experienced members, not necessarily officers. These chairs should be in place by the first of March. -Theresa said scholarship committee will send suggestions to Roh Hardin, who wants five on her scholarship committee. We can send our recommendations to Hardin or Michalski.
- Otey asked if there is a form for the past president grant. Answer yes.
- Drexler stated she would let us know and will make sure it is in the guidelines. She reminded all that the grant is not only for past presidents, and we need to let people know.
- Michalski said Lila Munsey, immediate past president, will chair the Past Presidents' Council and will be responsible for getting information out so members would understand the purpose and understand who is eligible.
- Michalski asked all to review the requirements and Bylaws (page 71) responsibility listed for the executive director. Drexler has provided the existing list of responsibilities but will update with new items, giving any details of processes started or updated.
- Otey and Michalski will talk later today to discuss some discrepancies identified in the guidelines. Michalski pointed out that the executive board should say Executive Committee and asked that secretary Dianne Nunez to make that change in the title of our report.
- Discussion concerning the past selection of the executive director. Virginia Clark, acting secretary in Nunez's absence, shared that she had a conversation with Rita Simpson and that Simpson is willing to share information with the group or help in any way. Clark will provide Simpson's contact information to the committee. McCord identified areas that would need improvement in the process of selection that she could recommend, which included that fewer people be involved, and that the committee do the pre-leg work and the board be in the background. Michalski noted the executive committee will meet with the search committee to discuss the process and expectations. Process will be search committee will handle all aspects of process, except final interviews and selection. The executive committee will make the final selection and make its recommendation to the international board for approval. Advertisement was also discussed with suggestions of putting on website, LinkedIn, and newsletter. Several members were discussed to be members of the search committee.

Meeting was adjourned at 11:15; motion by McCord, second by Clark