

ICLRU Board Meeting
Minutes – April 20, 2020
10:15 AM

1. President, Andrea Zietlow called the meeting to order and confirmed the quorum. During the state mandated stay-at-home order, the board is conducting meetings via conference call.
2. Henrietta Leary moved to approve the March 2020 Minutes without changes. Les Miller seconded and the motion carried.
3. There was no ICLRU member participation.
4. Unfinished Business
 - Andrea Zietlow will wait to hear from the Pharmacy College representative concerning the proposed Medication Brown Bag event. Andrea's understanding is that it may be re-scheduled for early to mid-June and we expect that the planners will be contacting us as more information becomes available.
 - Andrea Zietlow received two responses from former members who chose not to renew with ICL. One response was favorable – family commitments prevented re-joining now and she plans to return. The other mentioned that she did not find ICL members to be friendly and welcoming to a newcomer. After discussion about what might be realistic and possible in encouraging a culture of inclusiveness, the practical ideas that were developed included encouraging:
 - i. Use of tent cards with names was discussed. Cards could be left with the coordinator to be used at next week's class or the member could be reminded to bring it to classes.
 - ii. Coordinators to ask if there are new members in the class and encourage attendees to introduce themselves over the course of the session and help the new member feel welcomed.
 - iii. Bob Masterson will include a reminder to be welcoming to new ICL members in the Coordinator materials that go out at the beginning of a semester.

- iv. Smaller classes to conduct a 'roll call' before the first class and give members an opportunity to identify themselves.
- Andrea Zietlow provided an update on the candidates for the three open board positions. As of April 15, which was the deadline for nominations, the only applicants have been Bill Amster and Henrietta Leary, both current board members. It is extremely unlikely that the Annual Meeting and Election of Officers will be held as planned on June 16, at Chandlers Banquet's due to the possibility that the mandated Stay-at-Home order might be extended beyond April 30.

The Nominating Committee plans a conference call later today to consider and finalize the slate of candidates that have been received.

ICL's Bylaws allow for the President to nominate an eligible member to fill a board vacancy. The board votes to approve the nomination.

Options were discussed. It was noted that 60% of members opened the original call for nominees and 50% of the membership opened the last call for nominees with zero non-incumbents applying.

Sue Masterson moved that after the 2020 annual meeting, the ICL President should nominate an eligible candidate to fill the vacancy. The Board will vote on the nomination. Les Miller seconded the motion. With the exception of Henrietta Leary, the motion carried by a vote of 7-1.

5. New Business was taken up.

- Andrea Zietlow asked board members their opinion on dissolving two existing committees, Outreach and Fundraising, which she considered similar in nature. A new committee, with a proposed name of Marketing, would be created after the two existing committees were dissolved.

After discussion, Les Miller moved to combine the two separate Outreach and Fundraising Committees into a single, new Outreach and Fundraising Committee. Bill Amster seconded the motion. With the exception of John Wiese, the motion carried 7-1.

Andrea Zietlow appointed Gene Flynn to Chair the new Outreach and Fundraising Committee.

- The board discussed the handling of the 2020 Annual Meeting, since the invitations to Chandler's, which is currently closed, would normally be emailed to members this week. It was noted that the minimum payment that ICL guaranteed to Chandlers last year for approximately 200 members was approximately \$2,700. At this point in time, the Governor has not extended the Illinois stay-at-home order. Les Miller advised that the State of Illinois provisions allow postponing the meeting until we can safely hold it, Les mentioned three possible options:
 - i. If possible, hold the meeting at a location other than Chandler's, which is currently closed. If the situation has improved enough so that members would be comfortable meeting at the RU campus, the campus would probably be the first choice.
 - ii. The meeting could be held online, using a service such as Zoom or other chat services, which would allow members to see and hear the President, the Chair of the Nominating Committee and anyone else who would address the attendees and make comments. Illinois law specifically authorizes this type of conference, so it is not a problem that the ICL Bylaws don't authorize it.

In order to hold a meeting under either scenario above, we would need a quorum of members to attend. Illinois law provides that the quorum is 10% of members (or 41 members) unless the Bylaws or Articles of Incorporation provide otherwise and ICL's Bylaws don't. This should be achievable. In fact, for an online meeting a lower turnout would simplify some of the logistics of holding the meeting.

- iii. We could postpone the meeting until Chandler's re-opens, under whatever limitations on attendance and food service need to be in place.

Illinois law provides that current Board members remain in office until an election is held. If the annual meeting is delayed more than six months after the end of the fiscal year (i.e. after the end of June, 2021), a member may submit a demand for a meeting to the president and sue to force a meeting if one is not held within 60 days. Thus, the Board could postpone the meeting for over a year before there would be any adverse consequences.

Les did not suggest the Board should or would do so — he doesn't think such a long delay would be wise or necessary, or acceptable to the members. He was merely pointing out that the Board does have considerable flexibility as a legal matter. The Board might want to consider a short delay and only fall back on an online meeting if the current shutdown lasts longer than currently seems likely.

Sue Masterson was asked to find out if Chandler's would accept a change in our reservation from June 16 to the week of August 3rd.

Gene Flynn is familiar with Zoom conferencing, which could accommodate up to 300 members under a plan costing \$19.99 per host.

Les recommends that a notice be sent to members explaining that under current circumstances we can't hold the Annual Meeting as planned on June 16 and we are postponing it. We are not certain of the logistics and we may need to hold it at a different location or online.

Henrietta Leary volunteered to send Bob some draft wording to use in the e-blast.

The board will re-visit this issue when more information is available.

- Program Development began planning virtual classes. Gene Flynn, Bill Amster, Andi Basalay, and Andrea Zietlow will work together specifically on virtual classes. Gene reached out to a handful of coordinators who are willing to host or co-host an intersession or class on Zoom. The details will be worked out. Gene Flynn suggested ICL purchase licenses for 4 hosts for 4 months (\$239.84) and the Program Development budget would cover that expense, if needed.

Generally speaking, some sessions might be one-time events. Zoom can be scheduled for recurring meetings, so others might be completed in multiple sessions. Zoom classes can be recorded and re-watched.

Henrietta Leary moved to pursue virtual classes. She moved that ICL pay for 4 Hosts at a cost of approximately \$240. Les Miller seconded, and the motion carried.

6. In a discussion of the calendar, a request was made that book club meetings be added to the calendar. Henrietta mentioned that the proposed outings to the Lyric and the Holocaust Museum have been cancelled.
7. Treasurer, Bill Amster reported that total Assets through March were slightly over \$134,000. Total Equity is \$133,985. Net Income is a negative \$117. Members continue to pay renewal dues during the Stay-at-Home order.
8. Bill's additional observations were:
 - Net income for March alone was \$1,654.
 - Assets ending March were \$134.0K compared to \$133.3K at the end of February.
 - Dues paid during March were \$4,272.
 - Final accounting for the Lecture series showed \$2,400 received from Friendship Village and \$1,895 expended, for a profit of \$505.

- Notable expenses for March were for the Office Manager salary and for Marketing in the amount of \$591.
- Membership decreased slightly, from 407 to 404.

Bob Masterson indicated that when the next rent invoice is received that he would discuss with RU the possibility of waiving the rent for April and May, when ICL was not able to be in session. The majority of the board agreed.

9. The additions or changes to the submitted committee reports were as follows:

Gene Flynn mentioned that Fundraising has suspended activities on the raffle.

Concerning Outreach, senior fairs that were scheduled have been cancelled. There is no outreach activity going on at this time.

Henrietta Leary will cancel the proposed field trip. Nothing will be planned until more is known

Sue Masterson thanked Les Miller for reviewing a contract for Authorize net. The Web Update Committee recommends that ICL contract with Authorize.net for in-office and online credit card processing. This is based on reputation and price. Les' comments concerning the contract have been e-mailed to the board. The board will respond to the committee's recommendation via email to Sue Masterson.

10. There was no other business.
11. The next board meeting is scheduled for Monday, May 18, 2020. Gene Flynn will host the meeting on Zoom and Andrea Zietlow may co-host it. The meeting will be scheduled for 10:15 AM.
12. Henrietta Leary moved to adjourn the meeting at 12:30 pm. Bill Amster seconded, and the motion carried.