MEETING OF THE EXECUTIVE COMMITTEE OF
THE NATIONAL BOARD OF DIRECTORS
THE ENGLISH-SPEAKING UNION OF THE UNITED STATES
NATIONAL HEADQUARTERS, 144 EAST 39TH STREET, NEW YORK, NY
THURSDAY, FEBRUARY 18, 2016 3:00 PM (EST) BY TELECONFERENCE

MINUTES

Present: Christopher Broadwell, Secretary of the Corporation

By Phone: Dr. Paul Beresford-Hill, CBE KSt.J, Chairman; Laura J. Phelps, Vice Chair; Hollister Sturges, Treasurer; M. Christine Carty; Polly W. Cox; Darrell W. Hill; Christopher Hodgkins

Excused: E. Quinn Peeper, President; Marie Dora Thornburg OBE, President Emerita

Observing by phone (ESU Staff): Dorothy Fiedler, Assistant to Christopher Broadwell, Executive Director

Presiding: Dr. Paul Beresford-Hill, Chairman

Welcome – Dr. Beresford-Hill welcomed the members of the Executive Committee to the teleconference meeting. Christopher Broadwell, Secretary of the Corporation, called the roll and announced the quorum. Dr. Beresford-Hill called for approval of the draft minutes of the last Executive Committee meeting held on January 15, 2015. The motion was made to adopt the draft minutes as written, which was seconded and passed unanimously.

Comments from the Chairman - Paul Beresford-Hill
Dr. Beresford-Hill noted that the primary reason for the Executive Committee meeting was to hear the report from the House Committee on the results of the Existing Conditions Assessment of the Headquarters building by Acheson Doyle Partners Architects and for the Executive Committee to act on the recommendations of the House Committee for remediation.

Report of the Treasurer – Hollister Sturges
Mr. Sturges reviewed the unaudited financial statements as of December 31, 2015 as attached. In the Statement of Financial Position, he noted a drop of $350,491 in the endowment at December 31 compared to June 30, 2015 the end of the last fiscal year. Total Assets were at $16,464,848 at December 31 compared to $16,895,175 at June 30, down by $430,327. On the Liabilities side, the Line of Credit with the bank was at $251,000 at December 31 compared to $151,000 at June 30. Mr. Sturges noted that Christopher Broadwell recommended paying down the line of credit balance from the end of the last fiscal year, June 30, 2015 by withdrawing funds in the amount of $150,000 from the cash in the investment portfolio, leaving a balance of $101,000 on the Line of Credit. In the Statement of Activities current year to date revenues of
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$883,000 were under the projected budget of $975,820. Current year to date expenses of $909,701 were also under the budgeted $1,040,452. Operating loss was at ($26,701) compared to a budgeted ($64,632). Mr. Sturges noted that the budget is being well monitored and the investment portfolio well managed during current market conditions.

Laura Phelps, Vice Chair, recommended paying down now on the line of credit with the bank amounting to $150,000 which represented the deficit from the last fiscal year ending June 30, 2015. She commented that the board would look at the line of credit issue again in June for fiscal year ending June 30, 2016 to address any deficit and to pay down any balance in the line of credit at that time. Christopher Broadwell reiterated the board’s decision at its meeting on June 23, 2015 to pay off any deficit in fiscal year ending June 30, 2016 from the investment account to insure that the ESU closes the fiscal year with no actual deficit of funds, not to exceed the approved budgeted amount. Christopher Broadwell noted that the budgeted deficit for the current fiscal year is ($153,198), including legal expenses for the Branch LLC reorganization and strategic planning expenses.

The motion was made to authorize Christopher Broadwell to inform the investment advisor to pay down $150,000 that was on the line of credit as of June 30, 2015 from the cash in the endowment fund. The motion was seconded and approved with all in favor.

Report of the House Committee – M. Christine Carty
Executive Director Christopher Broadwell presented the Existing Conditions Assessment of the Headquarters building dated June 10, 2015 prepared by Acheson Doyle Partners Architects (ADP) along with ADP’s recommendations to bring the headquarters building into compliance with certain deficiencies in NYC Department of Building codes.

The national board was being asked to approve two proposed contracts as attached. The first contract was prepared by Matthew Barhydt, AIA, Acheson Doyle Partners Architects and PA Collins P.E. Consulting Engineers to provide architectural and engineering services to address the deficiencies identified in the Existing Conditions Assessment Report and prioritization of the work to be done. The second contract is with Gillman Consulting, Inc. to perform expediting services to obtain a Certificate of Occupancy for the building. Mr. Broadwell noted that costs for professional fees are estimated at about $75,000 to prepare the architectural drawings and expediting services to get the Certificate of Occupancy in place.

M. Christine Carty agreed with Mr. Broadwell that the remediation work needed to be done and was not elective. The remediation process included 1) expediting services in obtaining the final certificate of occupancy and obtaining approvals from the NYC Department of Buildings and Environmental Control Board; 2) assessment of several issues pertaining to heating, ventilation and air conditioning; 3) remediation of certain ADA violations and 4) assessment of issues with the roof and water leakage. Acheson Doyle Partners would be retained to prepare architectural drawings and once completed, competitive bids for construction costs would be considered separately. The construction costs could run an additional $125,000 to $130,000. Ms. Carty commented that she and two House Committee members interviewed the consulting architect Matthew Barhydt and he recommended Gillman Consulting as the most effective and trustworthy for this situation. Dr. Beresford-Hill commented that using the expeditor
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recommended by the architect is critical in the process to cut red tape in obtaining building permits and certificates. Ms. Carty recommended proceeding as soon as possible with the contract with Acheson Doyle Partners Architects and the second contract with Gillman Consulting, Inc.

Christine Carty made the following motion:
I move that the Executive Committee authorize Christopher Broadwell to enter into the contract dated July 22, 2015, with Acheson Doyle Partners Architects, as revised on August 11, 2015, to engage Acheson Doyle Partners Architects to perform the services in that document and to authorize Christopher Broadwell to engage Gillman Consulting on the terms of the agreement drafted July 17, 2015, being contract #4541.

The motion was seconded and the vote taken. The motion was passed with all in favor.

Report of the Executive Director – Christopher Broadwell
Mr. Broadwell reported that ESU experienced a reoccurrence of the flooding in the Garden Lounge and basement due to a frozen water pipe during record breaking extremely cold temperatures during the Presidents Day weekend in mid-February. Mr. Broadwell continued that LLC reorganization documents, including instructions for completing the Board Managed Limited Liability Company Operating Agreement, have been mailed to Branch Presidents for their review and signature before returning to national headquarters. Mr. Broadwell reported that he has received very minor negativity from the Branches concerning the reorganization. Christine Carty recommended alerting the Branch Services Committee to take up on a case by case situation any Branches not signing an operating agreement or delaying or late filing as an LLC with the State of Delaware. Mr. Broadwell thanked law firm Schnader Harrison and Jeffrey Schnabel of the Branch Services Committee for the exemplary job that they had done in preparing the LLC reorganization documents. Mr. Broadwell noted the 2016 Annual Conference will be held October 14-16 in Orlando, FL.

Any Other Business
Mr. Broadwell commented that documents concerning strategic planning would be sent to board members in advance of the board retreat meeting on Saturday, March 19, 2016 in Dallas, TX.

Adjournment
There being no further business, a motion was made to adjourn the meeting, which was seconded and the meeting was adjourned at 4:00 pm.

Future Dates:

2016 Strategic Planning Board Retreat II, Saturday, March 19 in Dallas, TX

2016 Regional Meetings:
- Region II (cancelled)
- Region III May 7 in Philadelphia, PA
- Region IV March 11-13 in Lexington, VA
- Region V February 19-20 in Miami, FL
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- Region VI April 15-17 in Louisville, KY
- Region VII May 13-15 in Dallas, TX
- Region VIII May 20-22 in Denver, CO

2016 National Shakespeare Competition, Monday, May 2 in NYC
2016 Semi-Annual Spring National Board Meeting, Monday, June 13 in NYC (tentative)
2016 International Council Meeting September 7-11 in Tbilisi, Georgia
2016 Semi-Annual Fall National Board Meeting, Friday, October 14 in Orlando, FL
2016 Annual Conference, October 14-16 in Orlando, FL