



**NASW BOARD OF DIRECTORS' VIRTUAL MEETING**  
National Office, Washington, DC  
January 26, 2017

**PARTICIPANTS**

- Present:** Darrell Wheeler, President  
Kathryn Wehrmann, President-Elect  
Mit Joyner, Vice President  
Patrick Johnson, Treasurer  
Heather Bradley-Geary, Secretary  
R. Marc Andrews  
Alexandrya Blackmon  
Carol Bonner  
Amy Cappiccie  
Emily Donovan  
Cornelia Gordon-Hempe  
Anthony Hill  
Sonya Hunte  
Guadalupe Lara  
Rufus Lynch  
Paula Madrigal  
Shirley Otis-Green  
Sandy Runkle  
Sharolyn Wallace  
Larry Watson  
Raymie Wayne
- Absent:** Jennifer Peck
- Staff:** Angelo McClain, Chief Executive Officer  
Robert Arnold  
Cheryl Bradley  
Anne Camper  
Michael Evans  
Heidi McIntosh  
Uloma Nwauche  
Doretta Richards  
Danielle Spears  
Gail Waller  
Kathleen Waugh
- Guests:** LaTonya Scriven Charles, Chair, Council of Chapter Presidents  
Miriam Nisenbaum, Chair, Council of Chapter Executive Directors

**NASW Board of Directors' Virtual Meeting**  
**January 26, 2017**  
**SUMMARY OF ACTIONS/MINUTES**

**CALL TO ORDER**

The January 26, 2017 NASW Board of Directors' meeting was called to order at approximately 2:00 p.m. by President Darrell Wheeler.

**REVIEW AND APPROVAL OF AGENDA**

The agenda item "Membership Recruitment – Board's Role" was deferred to the April Board Meeting. The amended general agenda and the consent agenda were approved.

**M/S/Carried**

(Gordon-Hempe/Wehrmann)

To approve the amended general and the consent agenda for the January 2017 NASW Board meeting.

Comment: Items on the consent agenda included minutes of the September 2016 Board of Directors meeting that were approved. Also, the FY 2015-16 Legal Defense Fund Annual Report was received by the Board.

**EXECUTIVE SESSION**

**M/S/Carried**

(Donovan/Joyner)

To move into executive session.

**M/S/Carried**

(Whermann/Lara)

To end the executive session.

**M/S/Carried**

(Gordon-Hempe/Cappiccie)

That decisions approved by the Board in executive session be recorded in the general minutes of the meeting.

Decisions of the Executive Committee taken in their prior meetings were reported by President Darrell Wheeler. Those decisions were ratified by a vote of the Board.

### **M/S/Carried**

(Johnson/Bonner)

To ratify the decisions of the Executive Committee as reported to the Board of Directors during the executive session, which were noted as follows:

- That the 2017 Association Leadership Meeting be deferred. Possible alternatives were discussed.
- To accept the proposal to hold two virtual meetings of the NASW Board in the current fiscal year (January and June 2017) instead of one virtual meeting in January.
- To approve two resolutions (1) authorizing the termination of the Wisconsin's Chapter 401 (k) Plan, and (2) authorizing the spinoff of NASW Assurance Services, Inc. employees from NASW's 401 (k) Plan.
- To reconsider the Modernization Proposal solely as it relates to changes in the size and composition of the NASW Board composition. Implementation of the change in the NASW Board composition was deferred.

### **PRESIDENT'S REPORT**

President Darrell Wheeler reported on his Association-related activities including the planning meeting hosted by the National Academies of Sciences in which he and Chief Executive Officer McClain participated. The focus of the meeting was addressing the social determinants of health through a health care delivery system that integrates services across multiple disciplines including social work. He mentioned that this was an exciting opportunity for social workers to be included in the discussions and to be considered among the major disciplines in the healthcare arena.

President-Elect Kathy Wehrmann represented the Association at the Council on Social Work Leadership Roundtable in December 2016. She reported that the meeting focused on issues around legislative advocacy, collaboration among the organizations represented within the Leadership Roundtable (NASW, BPD, NADD, GADE, SSWR, IASWR, and St. Louis Group), and a unified vision for the social work profession that will have greater collective impact.

### **CHIEF EXECUTIVE OFFICER'S REPORT**

Chief Executive Officer Angelo McClain began his report with a four-year historical summary of the national office approved budget. He also gave brief highlights of his written report that was submitted to the Board.

### **Solidifying Financial Viability:**

- Key decisions will be made to curtail costs during fiscal year 2017-18, working towards the goal of a budget that balances revenue and expenses. Curtailment measures will include but are not limited to two virtual Board meetings instead of one and deferral of the 2017 Association Leadership Meeting (ALM).
- Membership recruitment and retention strategies will include collaboration with chapters and continued aggressive marketing efforts.
- There will be continued focus on non-dues revenue through product development. Products in the “pipeline” include a Private Practice Management Suite, a CE Tracker, a Virtual Grad Fair, and the third Virtual Career Fair.

### **Creating More Value for Members:**

- With the election of President Donald Trump, NASW’s public policy and advocacy activities have garnered much member attention through the various social media outlets. These included positions taken on various congressional appointments; meetings with Democratic and Republican Members of Congress to forge relationships, and development and dissemination of the transition document, “*Advancing the American Agenda: How the Social Work Profession Will Help.*”
- NASW has been involved in discussions with the White House and key leaders at the Department of Health and Human Services on the role that social workers can play during the open enrollment period of the Affordable Care Act.
- NASW organized members and participated in the historic January 21, 2017 Women’s March on Washington, in Washington and at many chapters.
- NASW is participating in efforts to secure funding for a National Academies of Science, Engineering, and Medicine Consensus Study on Health and Social Care that focuses on the role of social work in improving the nation’s health.

### **Increasing Membership:**

- Targeted outreach to new and lapsed members will be conducted in collaboration with chapters to ensure personal engagement contact during the first months of new membership and to increase reinstatement of lapsed members.

## **TREASURER’S REPORT**

The unaudited Financial Report as of October 2016 was presented by Treasurer Pat Johnson. Mr. Johnson referenced the need to recalibrate the Association’s overall financial position, including moving toward a balanced budget, and that he would engage the Finance Committee in that process.

A motion was taken to receive the report.

**M/S/Carried**

(Lara/Gordon-Hempe)

To receive the unaudited Financial Report as of October 31, 2016 as presented.

Comment: As of October 31, 2016, Total Assets were \$13.3 million. Total Liabilities and Deferred Income were \$15.9 million. For the same reporting period, Total Revenue from operations was \$5.7 million and total Expenses were \$6.2 million.

**FY 2017-18 Budget Parameters**

- The proposed FY 2017-18 budget parameters focused on the four major tenets of the Association's strategic plan with special emphasis on enhanced member engagement strategies and non-dues revenue generation. The goals identified for each area are:
- **Increase Member Engagement:** Focus membership initiatives on increasing member retention, continuing to innovate and diversify the portfolio of products and services offered to members in the areas of practice management, legal and ethics information, professional education and workforce development, with the goal of being a strategic asset to social work employers and an indispensable resource to social workers during their career lifecycle.
- **Solidify Financial Viability:** Develop a plan to balance the budget so that revenue equals expenses and continue to develop new and enhance existing revenue streams.
- **Create More Value:** Position NASW for progress under the new White House administration and 115<sup>th</sup> Congress by advocating the role of social work in shaping a social justice American agenda and by working to protect social workers and to advance the social work profession; contribute to thought leadership within the profession through NASW public policy and practice initiatives; and increase public awareness of social work contributions through public relations programming.
- **Strengthen Infrastructure:** Solidify NASW as a unified Association working collaboratively at the national and chapter levels to deliver consistent, high-quality products and services to members in a cost-effective manner. This includes continued implementation of the *Members First* Modernization and Revitalization Plan.

A vote approving the FY 2017-18 budget parameters was taken as follows:

**M/S/Carried**

(Hill/Johnson)

To approve the FY 2017-18 budget parameters as presented to the Board.

## **DELEGATE ASSEMBLY PLANNING TASK FORCE REPORT**

Chairperson Sandy Runkle reported that the task force met in December and developed proposals to realign the existing electoral regions for options of five (5) and thirteen (13) regions. Based on the Executive Committee's decision to defer implementation of any change in the Board's size and composition, which was ratified by the Board, the following motion was adopted:

### **M/S/Carried**

(Cappiccie/Runkle)

To approve for slating on the Delegate Assembly agenda, the proposal for a realignment of the thirteen (13) electoral regions as presented by the Delegate Assembly Planning Task Force.

The Board also reviewed and approved the preliminary agenda for the 2017 Delegate Assembly. The final agenda will be presented for approval at the April Board meeting.

### **M/S/Carried**

(Wehrmann/Donovan)

To approve the preliminary agenda for the Delegate Assembly scheduled for August 4, 2017.

## **BYLAWS COMMITTEE REPORT**

Bylaws Committee Chairperson Amy Cappiccie reported that the proposed bylaws amendments to change the number of signatures required to file a petition to three (3%) of the voting members of record in two areas of the bylaws (i.e., Article XI.B., to request a special meeting of members, and Article IV.B.3.b., to bring matters to the Delegate Assembly) had been properly vetted for a ninety-day period and had received two member comments during the period. She recommended that the Board give final approval to the proposed amendments.

Additionally, procedures developed for the implementation of the process to file a petition for calling a special meeting and to bring a matter to the Delegate Assembly were presented and approved by a vote of the Board. The procedures require the petitioner to give written notice to the National Office of the intent to file a petition. The petition has a ninety-day collection period and must be submitted within ten days of the collection period. Chairperson Cappiccie indicated that the procedures represent a more contemporary and refined governance practice that eliminates from the process ambiguities that existed for the Association and the petitioner.

**M/S/Carried**

(Wayne/Wehrmann)

To approve the proposed amendments changing the number of signatures required to file a petition as it relates to Articles XI.B., IV.B.3.b., and VIII.B.2.f., of the *NASW Bylaws*. The approved amendments will be effective January 26, 2017.

**M/S/Carried**

(Gordon-Hempe/Bonner)

To approve the procedures for implementation of the approved bylaws amendments related to the petition process in Articles XI.B. and IV.B.3.b., of the *NASW Bylaws*.

**MODERNIZATION AND REVITALIZATION**

Co-Chair of the Board Implementation Steering Committee (BISC), Emily Donovan, summarized accomplishments that have been made to date on the implementation of the Modernization and Revitalization Plan. Accomplishments included:

- Continued education and discussion with chapter leaders around governance changes, including chapter boards' roles and responsibilities delineated in the charter document and new standards for chapter nominations and elections, which allow single slating for board positions except the President-Elect position, which requires a waiver.
- The HR Function Team's continued input on various initiatives, including the review of job descriptions.
- The IT Function Team's successful completion of migration to the socialworkers.org email domain for the National Office and approximately 20 chapters. Once the National website has been upgraded to the new Content Management System (CMS), which is set for late spring 2017, work on the chapter microsites will begin, with the goal that all Association websites will employ a uniform design theme and be centrally hosted.
- The Accounting Function Team's continued focus is the consolidation of accounting processes in preparation for filing one Federal Form 990 for the Association. The Association is now using one Employer Identification Number, and NASW is on track to develop its first consolidated budget using a single Chart of Accounts.

**EXECUTIVE SESSION**

**M/S/Carried**

(Bonner/Wehrmann)

To enter into an executive session.

**M/S/Carried**

(Gordon-Hempe/Lara)

To end the executive session.

**M/S/Carried**

(Joyner/Andrews)

To include in the general minutes of the meeting, the decisions taken by the Board in the executive session.

**M/S/Carried**

(Johnson/Wehrmann)

To approve for filing with the Internal Revenue Services, the FY 2015-16 Form 990, and the DC Form D-20.

**ADJOURN**

The NASW Board meeting was adjourned at approximately 6:13 p.m. by consensus vote.