

VIRGINIA GILDERSLEEVE FUND, INC.

MINUTES OF THE ANNUAL MEETING

APRIL 29, 2006

PRESIDING, BARBARA CAREY, PRESIDENT

The Annual Meeting of the Virginia Gildersleeve International Fund, Inc., was held at the VGIF offices at Marble Collegiate Church Offices, 3 West 29th Street - Suite 1002, New York, New York, 10001, on Saturday, April 29, 2006, with **President** Barbara **Carey** presiding. The President called the meeting to order at 1:55 p.m. and welcomed all those in attendance.

The proposed agenda was adopted as amended by general consent.

Interim Secretary Betty **Bayless** read the proxy report - total proxies received were 150. There were 37 members present. A quorum was declared present. Betty introduced these visitors: Nora **Kudrenecky**, Astrid **Paniagua**, Bonnie **Lincoln**, Julie Harrison **Kleszczewski**, Shireen **Lee**, and Audrey **Kuhler-Oostra**.

The **Secretary** called the roll of Board members: **Officers Present:** President Barbara **Carey**; Second Vice President, Carrie **Gallagher**; Third Vice President, Hope S. **Miller**; Interim Secretary, Betty **Bayless**; Treasurer, Margery **Sullivan**. **Board Members Present:** Lois **Abromitis**, Betty **Bayless**, Joan **Chatfield**, Evelyn **Cumming**, Sandra **Featherman**, Maggie **Ford**, Marion **Kilson**, Camille **MacDonald Polski**, Kathleen **Magill**, Karen **McKee**, Louise **McLeod**, Marian **Nauta**, Jacqueline **Shahzadi**. **Officers Absent:** First Vice President Virginia **Palmer**; Fourth Vice President Mary Ellen **Kane**; **Board Members Absent:** Dorothy **Abeywickrama**, Susannah **Dhamdhere**, Marta **Groisman**, Marian **Hamilton**, Jewell **Hanna**, Patricia **Oberg**, Florine **Swanson**, Gomathy **Venkateswar**, Fay **Weber**. **Members and Visitors:** Aileen **Worrell**, Eileen **LaMorte**, Shirleen **Lee**, Leslie **Wright**, Virginia **Maynard**, Dagmar **McGill**, Patricia B. **Kennedy**, Eileen **Menton**, Europa **Wilson-Agwu**, Dana **Wright**, Bonnie **Lincoln**, Claire **Stein**, Parliamentarian, Anita **Miller**, Nancy **Vang**, Nora **Kudrenecky**, Astrid **Paniagua**, Julie Harrison **Kleszczewski**, Audrey **Kuhler-Oostra**, Sally **Kiester**, and Johanna **Sterbin**.

Executive Secretary Fay **Kittelson** was excused because of a conflicting professional music obligation.

The minutes of the 2005 VGIF Annual Meeting were read, corrected and approved by the Reading Committee consisting of Betty **Bayless** and Pat **Oberg**. The Reading Committee for the 2006 Annual Meeting minutes will be Louise **McLeod** and Jackie **Shahzadi**.

Communications Management Committee Convener Louise **McLeod** distributed a new Style Guide and Proofing Sheet for all VGIF communications. She announced that the *VG UPDATE* deadline is June 1, 2006. She reminded Board members that annual meeting reports should be submitted online by May 15 and that copies would be automatically transmitted to the President, Secretary and Executive Secretary.

Officer Reports

President Barbara **Carey** stressed the importance of expanding VGIF's outreach to other organizations. She reported that she would be attending the University of Women of Europe meeting in The Hague. She and Evelyn Cumming will participate in the AAUW Rocky Mountain regional meeting. The President of the University Women of India will attend the All-Asia meeting in the Philippines and will make a VGIF presentation there. Barbara also reported that the Board had adopted the updated Strategic Plan.

Barbara announced that the Board had approved the following committee appointments and special appointments:

1. . Appointment of the following to first term committee assignments: **Membership** - convener, Claire **Stein** (pending election to the Board of Directors); member, Carolyn **Cowgill**; **Project Grants** - convener, Eileen **Menton** (pending election to the Board of Directors); members, Europa **Wilson-Agwu** and Karen **McKee**; **Finance and Investment** - convener, Sandra **Featherman**.
2. Announcement of the open positions on committees: Constitution and Bylaws (1); Development (3); Finance and Investment (2); Global Network (4 - Canada, USA East, USA West, USA - California); Project Grants (1).
3. Appointment of the following to second term committee assignments: Constitution and Bylaws - members, Lois **Abromitis** and Jodi **Gordon**; Project Grants - members, Susannah **Dhamdhare**, Patricia **Kennedy**, and Johanna **Sterbin**.
4. Appointment of the following Special Committees (reconfirmation necessary at every Annual Board Meeting, no term limits): **Connections** - convener, Jacqueline **Shahzadi**, members, Hope S. **Miller**, Patricia **Oberg**, Linda **Sekiguchi**, Leslie **Wright**, Eileen **LaMorte**; **Emergency Resources** - convener, Louise **McLeod**, members, Marilyn **Zook** (domestic record storage), Virginia **Maynard** (key code storage), Heather and Jayme **Cousins** (foreign storage); **Marketing** - convener, Jack **Young**, members, Louise **McLeod**, Marilyn **Zook**, Sally **Kiester**, Marian **Hamilton**, Anita **Miller**, Marian **Nauta**, Maggie **Ford**, Betty **Bayless**; **On-Site** - convener, Evelyn **Cumming**, members, Jean **Colburn**, Eileen **Clark**, Linda **Sekiguchi**, Aileen **Worrell**; **Project Grants History** - convener, Virginia **Maynard**, members, Joan **Chatfield**, Louise **McLeod**, Carrie **Gallagher**; **Project Grants Previewers** - members, Sandra **Bautista**, Myrna **Brown**, Evelyn **Mafeni**, Florine **Swanson**, Anne **Touwen**, Joan **Milburn**, Mary **Callaway**, Ameeta **Deshpande**, Maria **Gibson**, Somedata **Guha**, and Laura **McGough**; **Public Relations** - convener, Betty **Bayless**, members, Denise **Decker**, Marta **Groisman**, Patricia **Oberg**; **UN Representatives** - convener, Leslie **Wright**, members, Jackie **Woods**, Virginia **Maynard**, Fay **Kittelson**, Dagmar **McGill** (UNICEF - WGG), and Barbara **Carey**.

5. Confirmation of the following Special Appointments: Archival Historian, Kappy **Eaton**; Financial Advisor, Nancy **Vang**; Theater Evening, Kathleen **Magill**; Administrative Consultant, Johanna **Sterbin**; Counsel, Johanna **Sterbin**; Parliamentarian, Claire **Stein**.

Third Vice President Hope S. **Miller** reported that the intern program with Barnard College continues to be very successful.

Finance Committee Convener Karen **McKee** thanked the committee members. She reported that VGIF received contributions totaling \$105,930 in 2005. VGIF distributed a record \$116,000 in 27 project grants at the 2005 Annual Meeting. She observed that it continues to be difficult to transfer funds to some countries.

VGIF is in sound financial condition. The Palmer Fund fully covered last year's operational expenses of \$106,000. The Finance Committee reviewed guidelines for all funds. They will examine the portfolio investment guidelines for possible modifications and will continue to monitor Sarbanes-Oxley legislation that impacts 501(c)(3) organizations. Barbara **Carey** thanked Karen for capably keeping VGIF up-to-date on financial issues.

Treasurer Margery **Sullivan** distributed the income and expense report for the first quarter of 2006. We have received contributions of \$42,263 thus far in 2006 meeting budget projections.

Standing Committee Reports

Constitution and Bylaws Committee Convener Kathleen **Magill** proposed three amendments to the Bylaws on behalf of the committee.

Motion #1

The Constitution and Bylaws Committee moves to insert in Article IV, Officers, Section 2. C. Secretary a new (4): Act as the repository for the Crisis Management Manuals.

Motion Adopted

Motion #2

The Constitution and Bylaws Committee moves to insert in Article V. Board of Directors, Section 2. Duties a new F: Review the Strategic Plan every odd-numbered year at the Mid-Year meeting and make recommendations for revisions at the following Annual Board Meeting.

Motion Adopted

Motion #3

The Constitution and Bylaws Committee moves to insert in Article VIII. Committee and Special Positions. Section 2. Composition and Duties of Standing Committees the words "including the convener" at the end of the sentence for each committee listed: A. The Constitution and Bylaws Committee; B. The Development Committee; D. The Global

Network Committee; E. The Membership Committee; and F. The Project Grants Committee.

Motion Adopted

Kathleen reported that the Constitution and Bylaws will be revised to show the changes passed at the 2006 Annual Meeting. She will provide an article in the Mid-Year *VG UPDATE* on the motions passed and ask for suggestions/changes or comments on the Constitution and Bylaws.

Development Committee Convener Maggie **Ford** reported that the committee reviewed the case statement for support and the "ways to give" brochure for final comment and will submit these documents to the "communications group" for format and final edit. She announced that Dagmar **McGill** and Louise **McLeod** have begun preparation of a 2005 VGIF Annual Report. Special projects solicitation will continue this year and a new a year-end solicitation will be implemented. The Board approved the Central/SouthAmerica/Caribbean Regional Endowment for which there are already two founding contributions of \$100 each.

Global Network Committee Convener Joan **Chatfield** announced plans to reorganize the committee. She will make two phone calls to international committee members during 2006 to encourage their participation and garner ideas. She asks that we provide names of other people from around the world who could assist this committee.

Jacqueline **Shahzadi** reported for **Membership Committee** Convener Fay **Weber**, who was excused to accept an award from a symphony in southern California. Prior to culling the 2002 lapsed members, we have 1211 individual members and 144 group members. Calls will be made to those 2003 and 2004 donors who have not contributed.

The membership brochure will be revised and published for availability at the 2007 AAUW Convention and the 2007 IFUW Triennial Conference. The Board agreed to spend \$125 to provide VGIF brochures for inclusion in the tote bags of attendees at the 2006 AAUW National Conference of College Women Student Leaders, June 7 - 9. Betty **Bayless** will provide a display of VGIF materials at the AAUW Conference of State Leaders, June 23-25. There will also be VGIF materials at the 2006 UWE Conference in September in The Hague, Netherlands.

Nominating Committee Convener Anita **Miller** presented the Committee's report. President Barbara **Carey** asked for nominations from the floor.

Motion #4

Global Network Committee Convener Joan Chatfield moves to nominate Judy Whitelock to the VGIF Board of Directors. The motion was seconded by Carrie Gallagher.

Motion Adopted

Motion #5

Second Vice President and Project Grants Committee Convener Carrie Gallagher moves to nominate Judy Whitelock to the position of VGIF Board Secretary. The motion was seconded by Joan Chatfield.

Motion Adopted

There being no further nominations from the floor, the following people were elected:

For a first term on the Board of Directors: Eileen **Menton**, Claire **Stein**, Aileen **Worrell**, Judy **Whitelock**, Dana **Wright**.

For a second term on the Board of Directors: Sandra **Featherman**, Joan **Chatfield**, Gomathy **Venkateswar**.

Officers elected were: Eileen **Menton**, Second Vice President; Judy **Whitelock**, Secretary.

The 2006-2007 Nominating Committee: Convener Kappy **Eaton**; members are Louise **McLeod**, Marian **Nauta**, Susan **Russell**, Jackie **Shahzadi**, and alternate Mary **Gibson**.

Project Grants Committee Convener Carrie **Gallagher** announced that the Board approved the awarding of \$101,957 for 22 project grants for 2006. One grant set aside for the IFUW Triennial Conference in 2007 was also approved. The committee used \$2,245 from the Asian Regional Fund.; the rest of the grants were funded by unrestricted dollars.

Carrie recognized the outstanding efforts of the Project Grants Reviewers and the Project Grants Committee. Barbara **Carey** noted that this was an exceptional year for process development and recognized Louise **McLeod** and Fay **Kittelson** for their work on the membership database.

Special Committee Reports

Connections Committee Convener Jackie **Shahzadi** reported that the committee continues to add to its list of like-minded organizations that fund projects that VGIF is unable to support. They also consider whether VGIF may wish to affiliate with these organizations.

The Committee submitted the re-nomination of Virginia Gildersleeve to the Women's Hall of Fame. The decision will be announced in mid-June; Hope S. **Miller** is monitoring this project. Jackie will follow-up on the possible VGIF affiliation with the International Museum of Women - their website is www.imow.org.

Emergency Resources Committee Convener Louise **McLeod** announced that Emergency Management Convener Manuals are updated by the VGIF Secretary with input from committee conveners. If there is a change in conveners, the Update sheet

must be revised to include the new alternate. Disks containing backup data should be submitted to Marilyn **Zook**.

Marian **Nauta** reported for **Marketing Committee** Convener Jack **Young**. The committee: reviewed the proposed definitions for VGIF donors and agreed that we would identify them as "contributing members"; confirmed the purpose and goals of the committee; evaluated the results of the calls that had been made to the 2002 lapsed members; and discussed Sally **Kiester's** July 2006 visit to Australia where she hopes to meet with VGIF members.

The Marketing Committee recommends that we evaluate VGIF project outcomes, comparing them for effectiveness and for their relationship to the UN Millennium Development Goals. The committee is looking at new ways to attract other organizations as partners. The 40th anniversary event in 2009 will focus on marketing VGIF abroad, and will provide significant opportunities for personal connections between participants. The major Marketing Committee goal is working to ensure that new contributing members become "sustainable" members.

Virginia **Maynard** praised the new efforts to email the monthly *VG Flash* to 2005-2006 contributors and supported the idea of a VGIF Speakers Bureau with packets provided for other organizations looking for speakers.

The Committee agreed that: there should be a newly created follow-up mailing to the annual appeal prepared by the Development Committee and that new contributing members should routinely be invited to the Friday afternoon reception at VGIF semi-annual meetings.

Since the Committee had discussed possible plans for the 40th Anniversary celebration in 2009, Barbara **Carey** announced that she has made some appointments to a special committee for this event that will take place at the 2009 Mid-Year meeting. The group includes Gomathy **Venkateswar (convener)**, Jackie **Shahzadi**, Louise **Croot**, Chitra **Ghosh**, and Jack **Young**.

On-Site Committee Convener Evelyn Cumming distributed copies of the committee report. She highlighted: the current visits of Beatrice **Dean** to Project Grant #2081 in the Philippines and one by Marian **Nauta** and Ati **Blom** to the Thai Association of Women whose foundation was awarded Project Grant #2168 for a catering/training project. She stressed increasing personal contact with project directors and developing a worldwide working group of VGIF members and friends committed to helping improve project effectiveness.

Project Grants History Committee Convener Virginia **Maynard** reported that this history is continually being updated and that she is reviewing final project grant reports.

Communications Management Committee Convener Louise **McLeod** announced that *VG UPDATE* proofreaders are: Jack **Young**, Betty **Bayless**, Fay **Kittleson**, and Barbara **Carey**.

The VGIF web site will be redesigned during the next six months with graphics assistance by Jayme Cousins. Ideas about the content and look of the web site are welcome.

The online project grants library contains handouts and is searchable by project number, country, category and region. Louise plans to convert several of the PowerPoint presentations to PDF format that takes less memory and can be shown as a slide show. The web site also contains three new PowerPoint presentations and project grant photos.

Louise described the backup protocol used for the web site and assured members that off-site storage arrangements are in place for all VGIF files. Claire **Stein** added that it is essential that all online committee reports be current.

Public Relations Committee Convener Betty **Bayless** reported that we have published 14 monthly issues of the *VG Flash* for Board members and conveners, and that there are 50 subscribers. Beginning in April, we will distribute the *VG Flash* to all 2005-2006 contributing members who have e-mail addresses in the VGIF database. She noted that the proposed speaker's package, being prepared by the PR and Communications Management Committee could also be used for Board/Committee member orientation.

UN Representatives Committee Convener Leslie **Wright** reported that she, Fay **Kittleson**, and Virginia **Maynard** work steadily to raise the profile of VGIF at the United Nations. To this end, they will send letters to the ambassadors of the countries represented in the new Central/South America/Caribbean describing regional endowment and inviting their comment. A gift from Hope S. **Miller** enabled VGIF to sponsor the Ambassador from Columbia at a UN luncheon.

The UN Committee will present a networking workshop at the coming Department of Public Information (DPI). Leslie stated that funding for human rights in women's organizations now comes mostly from small foundations like VGIF.

VGIF had an ad in the latest Committee on the Status of Women (CSW) program booklet. CSW would like to fund women who have not attended meetings before. Leslie suggests encouraging VGIF grant recipients to attend future CSW meetings using this funding – especially meetings focusing on CEDAW and the 2007 theme, The Girl Child.

Virginia **Maynard**, Claire **Fulcher** and Leslie regularly participate in UNIFEM events and work with Zonta on various projects. VGIF will have a five-member delegation at the DPI Conference including VGIF's Manhattanville College intern, Astrid **Paniagua**.

Through a donation from Dagmar **McGill**, VGIF will participate in the Working Group for Girls (WGG) in the NGO Committee on UNICEF with Dagmar acting as VGIF's representative.

Barbara **Carey** will send a congratulatory letter to Mary **Purcell** who will be honored at a special WGG luncheon on May 11, 2006. Leslie took up a collection from those present to make a contribution to the fund being established in Mary's name to bring girls to the 2007 CSW event.

A special VGIF event at the UN will be planned by the VG UN Committee to take place the Thursday before the 2006 VGIF Mid-Year meeting. They hope to include a tour, lunch and briefing to be followed by a reception hosted by the Dominican Republic mission.

Special Appointees Reports

Financial Consultant Nancy **Vang** provided an overview of both the Endowment Fund and the Virginia Freese Palmer Administrative Fund stating that both funds primarily hold fixed income securities in order to generate a strong stream of income. In the current environment of rising interest rates, the market value of these holdings will vacillate - thereby affecting both the market value and the performance of the funds. The face value and dividends/interest of these securities, however, remains certain. At the end of 2006, Nancy will complete her tenth year of managing the Endowment Fund and is currently on target to have "doubled" its value during that time. The Palmer Fund provides the operating monies for VGIF, and the goal is to generate as much income as possible for this purpose. The two funds had total returns of 4.84% and 3.10% respectively in 2005 as compared to the all-equity S&P 500 index of 4.91%.

Theater Evening Coordinator Kathleen **Magill** used e-mail to inform people about theater ticket availability. Fourteen people will attend *Spelling Bee* on Saturday evening. Kathleen made dinner arrangements for seven people. Barbara **Carey** thanked Kathleen for coordinating theater tickets for Thursday and Saturday evening performances.

Other

Parliamentarian Claire **Stein** presented certificates of appreciation to Board of Directors members and Committee members whose terms of office had been completed, noting their generous contributions as volunteers.

The meeting adjourned at 3:50 p.m.

Betty Bayless
Interim Secretary