# Conference Call Meeting of the Board of Directors of the American Council of the Blind: March 30, 2020

The March 30, 2020 conference call meeting of the Board of Directors of the American council of the Blind was called to order at 8:34 PM EST by President Dan Spoone. The focus of this special meeting was on the emergency crisis with COVID-19 and how it would impact our 2020 ACB Conference and Convention. All ACB membership was invited to listen to the board meeting being streamed on ACB radio.

## Call to Order and Roll Call

At the call of the roll, the following Board members were present: Dan Spoone, Mark Richert, Ray Campbell, Denise Colley, David Trott, Kim Charlson, Jeff Bishop, Donna Browne, Sara Conrad, Dan Dillon, Katie Frederick, Jim Kracht, Doug Powell, Pat Sheehan, Michael Talley and Jeff Thom. Board of Publications Member Deb Cook Lewis was present representing that body.

**Staff present:** Eric Bridges, ACB Executive Director, Clark Rachfal, ACB Director of Advocacy and Governmental Affairs, Claire Stanley, ACB Advocacy and Outreach specialist, Tony Stephens, ACB Director of Development, Kelly Gasque, ACB Executive Assistant and Media Design Specialist, Cindy Van Winkle, ACB Membership Services Coordinator, and Nancy Becker, ACB Chief Financial Officer.

**Contractors present:** Jason Castonguay, ACB Radio Technical Director, Debbie Hazelton, ACB Radio Managing Director.

**Others present:** Janet Dickelman, ACB Conference and Convention Coordinator, John McCan, Constitution and Bylaws Committee, and Michael Garrett, ACB Enterprises and Services Committee Chair.

## Review and Approval of Agenda – Dan Spoone President

President Spoone reviewed the agenda. It was moved by Trott and seconded by Bishop to approve the amended agenda. The motion carried.

## Approval of Meeting Minutes – Denise Colley, ACB Secretary

It was moved by Charlson and seconded by Thom to approve the February 22, 2020 ACB board meeting minutes as amended to include some minor wording, spelling and punctuation changes. The motion carried.

## Mission Moment – Dan Spoone and Eric Bridges

Dan took a few moments to share with the board, staff and members how proud he has been of this organization over the past three weeks. He said that we have been on an amazing journey as a nation and as an organization, and our need to begin thinking about some contingency plans for this year’s Conference and Convention. He said the ability for our organization to react to this crisis, to support each other, and to keep moving on and doing the business of our blind and visually impaired community has been tremendous. He reminded us all of our mission statement “the American Council of the Blind strives to increase the independence, security, equality of opportunity and quality of life for all blind and visually impaired people”. He also reiterated our five core values adopted at our fall 2019 board meeting.

Eric then shared about the process that led to the closing of both ACB offices on March 16, and that with the technologies that they have at their disposal, they have still been able to field phone calls coming in to the offices using Ring Central and Zoom. The Governor of Virginia has given that state a stay at home order until June 10th, so the physical Alexandria office will remain closed until then. He thanked Cindy Van Winkle and Kelly Gasque for all their work in getting out communications and reaching out to the membership. He also thanked Clark Rachfal for doing a tremendous job in looking at the stimulus bills for their potential implications for our community from a disability policy side, and Tony Stephens and the work he has been able to do in looking at this most recent stimulus bill that is now law, and understanding some of the potential ramifications and positive elements in it for nonprofits like ACB and our thrift stores. Finally he thanked Claire Stanley and Sharon Lovering for continuing to field calls and provide information and referral, and Nancy Becker for everything she does.

## Decision on the Venue for the 2020 ACB Conference and Convention:

Understanding the hotel contract: Dan shared that a small strategic team consisting of Nancy Becker, Lane Waters, Janet Dickelman, Eric Bridges Dan Spoone and David Trott was convened to begin putting together contingency plans and understanding impacts of the coronavirus on our 2020 Conference and Convention. Nancy and Lane were charged with looking at our current hotel contract and letting the team know where we stood from a contractual standpoint. The contract basically stipulates that if we cancelled more than ninety days from the start date of the event the penalty for canceling would be $235,000 plus an additional $13,000 to cancel the convention center. We also have about $6,000 of deposits in place on different tours as well as an initial deposit for tour buses. If we canceled less than ninety days from the start of the event we would incur an additional $90,000 penalty. There is a clause in our contract known as the Force Majeure Clause which basically states that if there is an act of God or a government regulation that is in place, then we can exercise this clause and cancel the contract with no penalties. The hotel was contacted to determine where they stood related to cancelations. Their response was that right now they were only accepting Force Majeure Clause contractual releases for conventions that are scheduled in March and April. A meeting was held with the ACB Radio team and the Constitution and Bylaws Committee to understand contingency plans if we were going to have to cancel the convention, and they were asked to look at what resources might be available to use from ACB Radio, and what impacts having a virtual convention and conducting business where any voting would be required would have on the organization.

The convention steering committee met on March 18 where everything that had been learned to that point about the convention and the contingency plans that were being looked at were discussed. There had been an initial reach out to our attorneys and we had received a generic letter that they were advising all of their clients to share with hotel venues related to the coronavirus. We were encouraged by the Convention Steering Committee to reach out and get an actual legal opinion from our ACB attorneys, which was done. A letter was received back from our attorneys stating that if ACB was going to cancel the convention we needed to not wait to do so. It was very appropriate to move as soon as possible, and the best legal standing we would have to cancel the convention and be able to enforce the Force Majeure Clause was to send the letter before March 26th. This action needs to be done within ten days of an emergency declaration.

On March 23 a call was held with the Executive Committee and all remaining ACB officers, where this letter was shared and further discussion held. The purpose of this meeting was to get Executive Committee approval to recontact the hotel to make a formal Force Majeure Clause request to cancel our contract, following this request by sending the letter from our attorneys. It was suggested adding to the letter a description of the unique requirements of our organization’s members who often need to navigate their world by touching surfaces they come in contact with, and that our membership is more senior, and As such, we also have many additional compromising health conditions which the coronavirus is more susceptible to. It was unanimously felt by all of the executive committee and officers that the most important consideration is the health, safety and well-being of our ACB members and other attendees to our convention. The hotel was contacted one more time before sending the letter, letting them know of our need to cancel. While the official policy of the Renaissance Hotel has not changed in terms of considering Force Majeure Clauses only through March and April, the letter from our attorneys should be sent including the special considerations of our organization, and stating our willingness to come back to them for a conference and convention in the future. A motion was unanimously passed by the Executive Committee that read as follows:

“Charlson moved and Sheehan seconded a motion that the ACB president and executive director send a letter from our attorneys no later than March 25, 2020 to the management of the Renaissance Schaumburg Hotel and Convention Center outlining ACB’s reasons for implementing steps to cancel its 2020 conference and convention obligations, invoking the Impossibility Clause under the existing contract.”

A motion was made by Bishop and seconded by Sheehan to ratify the motion of the Executive Committee. Each officer and board member was then asked to share from their perspective regarding the situation and the motion. The vote of the board was then taken and the motion was approved unanimously.

## Impact of the decision to Cancel the Convention Contract in Schaumburg, Illinois:

Convention impact: Janet Dickelman said her plan is to reach out to all members of the convention committee to begin discussing their roles at convention. She will also be setting up a couple of conference calls with all of the convention planning committee to talk about how a virtual convention will look. She will also be meeting with the convention host committee and hopes they will all be back on board when ACB comes back to Schaumburg. We will still hold general sessions on ACB and have presenters via zoom. A way will be provided for listeners to get their questions submitted to the presenters. Much of the programming being put together by special interest affiliates, committees/taskforces and vendors will lend itself to a virtual convention. Some of it will take place on our various ACB Radio streams and using the Zoom platform. We will have a virtual exhibit hall and a virtual auction done similar to the holiday auction. There will still be a convention registration and on the convention form people can still buy ACB Braille Forum raffle tickets, purchase the daily newspaper and have it emailed directly to them, purchase convention memorabilia from the Mini Mall, and pay for affiliate registrations. There will still be door prizes for those who register. For those who would like to get on the Convention Announce List they can send a blank email to acbconvention-subscribe@acblists.org where Janet will post all the various convention updates. There will still be an opportunity for CEU credits.

### Constitution and Bylaws impact:

ACB is incorporated in the District of Columbia and we are required to adhere to their incorporation laws. This required looking at ACB’s constitution and bylaws and reviewing the DC not-for-profit code. All documents were reviewed and John McCann submitted a legal opinion which was then reviewed by our DC attorney who concurred and endorsed John’s opinion. The opinion concludes that, as we do not have a provision in our Articles of Incorporation or governing instruments for conducting a virtual meeting and transacting business, therefore, the transaction of any business, consideration of any Constitution and/or Bylaws, amendments, elections and voting on resolutions cannot take place. A virtual convention cannot be considered our annual membership business meeting. The ACB Board of Directors continues to be charged with the governance of this organization between conventions, and all current elected officials would remain in their elected positions until the next annual business meeting in 2021. Our bylaws state that the individual vote which is the first part of our two step process must be done by secret ballot using paper. It was also pointed out that many of our special interest affiliates are chartered in the District of Columbia, and may need to review their options for electing their own officers and directors.

### ACB Radio impact:

Jeff Bishop began by sharing that ACB Radio is going to create a number of virtual rooms using Zoom. Each Zoom room or account will represent an activity. Once someone has registered for an event they will be emailed a link to a specific Zoom activity. A zoom room will be set up for general sessions and presenters and those officers conducting the session for a given day will have access to that room. They will probably be using all ACB Radio streams for the general sessions.

### Board of Publications impact:

Deb Cook Lewis said that the April issue of the Forum had just come out and has a lot of pertinent information about the convention. The articles that have been submitted for the May issue required some last minute editing and changes of a few articles and the May issue will be supporting this year’s new convention format, as will the June Issue. There will be no candidates’ forum and no town hall meeting. Instead, the BOP hopes to offer a variety of programs on Zoom and other technologies that affiliates and individuals might use. There will still be a convention newspaper.

### Impact on awarding of scholarships and other awards:

Cindy Van Winkle reported that the Scholarships and Awards Steering Committee met and it was decided that all scholarships and awards would be given this year as usual, but that scholarship winners, DKM first timers and DKM Fellows would be invited to attend the 2021 convention at ACB’s expense to give them an opportunity to participate in the actual convention experience.

It was moved by Trott and seconded by Colley to approve holding a virtual 2020 ACB Conference and Convention without holding an annual membership business meeting. The motion was approved unanimously.

## Review of the Financial Impacts of the Coronavirus

### Investment Committee – David Trott, Treasurer

Because the ACB Board and investment committee had previously given those professionals managing our investments the ability to move our funds around as long as they stayed within the original criteria that had been set up, we are in better financial shape than we might have been. Our board reserve fund is in line at a little over $1.4 million. A good bit of our funds are in cash reserves. When you look at the performance of our funds versus the performance of the market, our funds basically outperformed on the down side, and that is because we were defensively invested.

### Financial impact on ACBES – Michael Garrett

Both of our thrift stores had to be closed due to state and local stay at home orders. The Lubbock store was closed onMarch 24th. As of close of business on March 30th, the Amarillo store had to be closed. Neither store was doing as they would have liked under the current circumstances and the customer base, being down. What that means for ACBES in terms of our budgeted projections ranges from a loss of $10,000 to a positive contribution of $70,000, depending on the scenario, as opposed to our original budget of $387,000, but we need to remember that we are under some very trying times. This means a $300,000 to $400,000 impact in net revenue from our thrift stores for this year. Things could be a little better than expected happening in the second half of the year because that is usually the time when we have our best performance. As we go forward we are slated to have the stores closed through May. There will be no revenue during that time, but expenses will be incurred. Because of that the ACBES committee will be asking ACB for some cash to meet those expenses. However, in the past two years the excess cash that has come through store operations has been moved to ACB so ACBES has been a cash contributor to the overall ACB budget.

### Overall financial impact – Nancy Becker, Chief Financial Officer

ACB has put financial policies in place so we would be prepared for such situations. Nancy reviewed the budgeted revenue and expenses for April-June to see where cash flow adjustments would need to be made. If it was likely ACB would receive the projected revenue it was included in our cash flow, and if it was not likely it was not. Sponsorships are an important revenue source for ACB. We have already received a group of sponsors and are scheduled to receive payments from some over the next ninety days. As reported above, with the closure of the thrift stores we will need cash to continue paying for occupancy-related expenses. Based on this analysis of cash flow, from April through June, we will need an additional $285,000 to meet operating expenses.

### Potential loan/grant funding available through the recently passed CARES legislation – Tony Stephens, Director of Development

One very positive area of this legislation that could provide a potential financial bridge for ACB, as well as providing financial support through a loan that would essentially be written off as a grant is through the Small Business Administration. This is through the Payroll Protection Program loans that are now authorized for SBA. They have over $300 billion to give for nonprofits, small businesses and other concerns that have fewer than five hundred employees. The programs allow up to $10 million, and there are formulas that are used for nonprofits and small business to cover payroll expenses, salaries and operating expenses. They have expanded the number of lenders who can provide these loans, and ACB is currently looking into those options and opportunities in Lubbock and Amarillo.

Nancy then reported that she would be withdrawing the $34,900 from the Legacy account that was authorized at the fall board meeting and moving them over to cover operating expenses. At the February 2020 board meeting she was authorized to withdraw up to $150,000 from our Reserve Investment Account if needed to meet operating expenses. So far she has withdrawn about $50,000 from that account in the last month. She is requesting authorization to be able to withdraw up to $150,000 of additional funds, if needed, for operating purposes.

It was moved by Campbell and seconded by Richert to give the chief financial officer the authorization to withdraw up to $150,000, if needed, to cover operating expenses. Trott requested a friendly amendment that the amount be increased to $175,000, and the friendly amendment was accepted by both the maker and seconder of the original motion. The motion was approved unanimously.

It was moved by Kracht and seconded by Colley to authorize American Council of the Blind staff to apply for all available Small Business Administration loans, where appropriate. The motion was approved unanimously.

It was moved by Campbell and seconded by Bishop to adjourn. The motion was approved and the meeting was adjourned at 11:40 PM EST.

Denise Colley

Secretary

Date submitted: April 20, 2020

Date Revised: April 22, 2020

Date approved: April 23, 2020