

Draft 10/24/09

## **FPSU COMMITTEE ON THE FUTURE**

October 24, 2009

Jacksonville

Minutes

### Attendance:

Committee Members: Angela Aikens, Andre Allen, Jerry Blout, Sherrie Colgain, Dennis Davis, Freda Exum, Lovie Fulse, John Henkle, Liza Jacobs, Robin Kirkpatrick, Richard Macdonald, John McGibbon, Martha Mateen, Gene Phillips, Raymond Rawls, Sonya Roundtree, Robin Turner, Vergia Virgil, Theo Webster.

### FPSU Member Observers:

Judy Davis, Lynette Gibbs, Cheryl Lewis, John Martin, Brenda Peoples, Rita Perez, Barbara Ursry

### Guest Speakers:

Cloreta Morgan, Executive Board member from FHU

FPSU Staff: Carl Booth, Kim Cronin, Caitlin Fishman, Rick Smith, Frank Sosa

Facilitators: Megan Sweeney, Alphonso Mayfield

Note taker: Katie Roberson-Young

### Goals:

- To finalize and adopt our articles on union governance—overall structure, officers, executive board, elected leader duties.
- To learn about union election procedures and discuss an elections article.

## **I. Preliminary Issues**

Introductions - Alphonso

Quick Quiz - Caitlin

Feedback from the field: members are positive, one said the constitution “is in good hands.”

## **Minutes from 10/12/09**

Sherrie Colgain noted that two comments from last meeting were missing:

Will we have an officer in charge of minutes at E-board meeting?

Request for financial statement.

**With amendments, John made motion for adoption, Theo seconded. Passed unanimously.**

## **II. Role of Executive Board**

What are we looking for in terms of E-Board roles?

E-board is:

Governing Body

Sets Policies & Plans

Authorizes Budget

Makes endorsements/takes position

Oversee \$

Enforce Constitution & Bylaws

E-board isn't:

Involved in day-to-day decisions

Bureaucracy to slow down or hamper union

- Cloreta Morgan talks about her experience as an E-board representative for Florida Healthcare Union (FHU)
  - E-board reps are “eyes and ears” of members in the shop – take members’ concerns to Board. Requires commitment and passion – responsibility to represent the members who elect you. E-board is foundation builder for the union.
  - How does E-board rep inform members? How do members know that rep is bringing their concerns to Board? Is there accountability?

- E-board rep reports back at small membership meetings in workplace; members can attend Board meetings; members can see minutes from Board meeting.
  - Board meetings are either in person or over the phone – started meeting every month and now transitioning to other month.
  - FHU has 26 E-board members representing 7500 members. (FPSU has 5000 members)
- Hand out: Proposed language reflecting concerns from last meeting

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**ARTICLE VII - FPSU GOVERNANCE STRUCTURE**

Executive Board

The Executive Board shall be the governing body of this Union, subject to the membership. All matters affecting the policies, aims and means of accomplishing the purposes of this Constitution not specifically provided for in this Constitution or by action of the membership shall be decided by the Executive Board.

The Board shall meet, at a minimum, every ninety (90) days, or at the call of the President, or at the call of a quorum of the Board. A quorum for the Board shall be a majority of its voting members.

The Board shall have the authority granted to it in these bylaws, including, but not limited to the following:

- 1) Authorize an annual budget and monitor the finances of the Union.
- 2) Approve the Union's budget, including staff compensation and contracts for services rendered such as rent, legal services, auditing or payroll services.
- 3) Establish plans, policies, and procedures that are required for the direction and operation of the Union and the effective implementation of the decisions of the Convention.
- 4) Make recommendations for the rate of regular dues to the membership and set the rate of dues for non-regular categories of membership, such as organizing and retired members.

- 5) In the event of a vacancy in the office of President, the Executive Board shall appoint a qualified individual(s) to provide all day-to-day direction to the operations of the Union and its staff. For other vacancies, the Executive Board shall ratify all appointments to fill vacancies of elected offices consistent with this Constitution;
  - 6) Be responsible for adherence to and enforcement of the Constitution.
  - 7) At its discretion, form and determine the composition of, and appoint members to, Union committees.
  - 8) Review recommendations from committees and decide on positions, programs and expenditures that promote the Union's mission.
  - 9) Develop and take positions on issues for participation in central labor boards and SEIU International unions and affiliated bodies.
  - 10) Ensure compliance with the SEIU Ethics Policy.
  - 11) Ensure that the Union is audited by an outside firm annually.
  - 12) Establish policies that give Executive Board representation to newly organized units.
- Caitlin Fishman discusses SEIU International's Ethics Policy (referenced in #10, above). Caitlin is FPSU's Ethics Liaison to International Union. Int'l Policy reflects the minimum ethics standards for FPSU – FPSU can adopt a more restrictive ethics policy.

## **SEIU Code of Ethics - Summary**

*SEIU Code of Ethics is grounded in SEIU's moral purpose and values as spelled out in the SEIU Constitution and Bylaws: a belief in the dignity and worth of workers, a dedication to improving the lives of workers and their families, and the pursuit of justice for all. SEIU members do some of the toughest jobs anywhere, and their dues should be administered with the toughest insistence on honesty, integrity and openness. SEIU elected officers, managers and staff owe members the highest level of ethical behavior in decision-making and financial dealings. Misuse of funds or leadership authority undermines the confidence members have in the Union and weakens it. **Corruption in all forms will not be tolerated.***

### **Duty to Protect Members' Funds**

The assets and funds of SEIU are held in trust for the benefit of the membership. The membership must be assured that those assets and funds are spent properly. Officers and managerial employees cannot knowingly have a substantial ownership or financial interest in any firm that engages in collective bargaining with SEIU or its affiliates. They

cannot participate in or try to influence any decisions between SEIU and a firm that they own or in which they hold a substantial financial interest.

### **Contracts and Gifts**

Members must have absolute trust in the honesty of all SEIU dealings with vendors and employers. SEIU officers and managers cannot profit personally from any contracts. To avoid such breaches of trust, or the appearance of impropriety, no officer or managerial employee of SEIU can accept personal payments or gifts (unless they are of such small value as to be minimal) **from any employer, business or professional firm** that engages in collective bargaining with SEIU or its Affiliates. Items that cannot be returned, such as holiday perishables, should be discarded or placed in a common area for staff to enjoy. Events hosted by public officials involving discussions about public affairs and contributions to campaigns for union office are not included in these prohibitions.

### **Taking of Union Funds**

No officer or managerial employee of SEIU can convert or divert any funds or other property belonging to SEIU to the individual's personal use or advantage. For example, a local leader or management staff member cannot use union funds to buy an airline ticket for personal travel.

### **Loans**

An SEIU local, affiliate or the International cannot make loans to any officer, staff member  
or any of their family members in excess of \$2,000 total to each person.

### **Family and Personal Relationships**

Family and personal relationships cannot influence professional interactions between employees and vendors or potential vendors. SEIU does not prohibit employment of qualified employees or hiring of qualified vendors that are owned by or employ relatives. **However, the existence of such relationships can lead to problems, including favoritism or the appearance of favoritism.** Giving relatives or personal relations special treatment – or creating that impression – is inconsistent with our principles and our duty to responsibly conduct the business of SEIU.

### **Prohibited Conduct**

Applications for employment by relatives and those who have a personal relationship with  
an SEIU employee or vendor cannot be evaluated differently from other applicants.

### **Persons Convicted of Felonies**

No one can serve as an officer or managerial employee of SEIU who has been convicted of  
any felony involving bodily injury or of any felony involving abuse of his or her position  
in a  
labor organization.

### **Freedom from Retaliation and Confidentiality**

SEIU expressly prohibits retaliation against employees for making good faith complaints, reports or inquiries under this Code and Policy. SEIU treats all ethics- related communications confidentially. Exceptions include any communication that is necessary to conduct a complete and fair investigation or when disclosure is authorized by the complainant. SEIU will keep the identity of the person filing the complaint confidential unless the person authorizes the disclosure or it is necessary to disclose for SEIU to carry out its fiduciary or other legal duties.

COF members raised questions about restrictions on who can run for office. Katie will provide COF with specific information at next meeting regarding what past crimes prohibit members from running for office under federal law.

What happens if ethics policy is violated? Int'l Union investigates, and if investigation shows ethics violation, charges can be brought and person removed from office.

- Small group discussion of proposed language for E-board roles
  - Does this language cover all the needed responsibilities for Board?
  - #5 needs clarification. If elected president serves 50% of term, then E-board can appoint interim. If less than 50% of term, then another election by entire membership.

### **Proposed new language for amending E-board duties:**

**In the event of a vacancy in the office of President, where the President has served half the term, the Executive Board shall appoint a qualified individual(s) within thirty (30) days to provide all day-to-day direction to the operations of the Union and its staff. In the event of a vacancy in the office of President, where the President has served less than half the term, the Board shall appoint a qualified individual within thirty (30) days and shall call a special election for president within ninety (90) days. For other vacancies, the Executive Board shall ratify all appointments to fill vacancies of elected offices consistent with this Constitution;**

**The proposed amendment to vacancy language was unanimously adopted by COF on 10/24/09**

**Amended Article on E-board duties approved unanimously on 10/24/09**

- Concern about dues—but this article concerns WHO decides dues (for regular dues, decided by membership; for non-regular categories of membership, E-Board) rather than WHAT dues will be. We will discuss dues structure at next meeting.

### III. Composition of Executive Board

- Review criteria from last session: What makes a good E-Board?
  - Representative
  - Capacity to Grow
  - Fair – no one group should dominate
  - Functional
- Full group discussion of different options; based on map of Florida, locations of chapters and units
  - Go around the room to reflect how many seats each unit is entitled to under each Scenario
- Small group discussion – What is best scenario?
  - Group 1:
    - Unanimous agreement on scenario 2
      - # 1 didn't have enough representation, # 2 had too much. Discussion about 50 member minimum – decided it's not a punishment to limit the density additional rep to units with 50 or more members, Union will encourage and also help shops to organize more members.
        - But, some units can never have 50 or more members because they have less than 50 employees total.
  - Group 2:
    - Selected scenario 3.
  - Group 3:
    - Selected scenario 3.
      - Opportunity for smaller units to be represented.
      - Suggestion for additional members “at large” for smaller units (less than 225 members)
- Proposal:
  - **Seat based on 45% density: yes**

- Majority of COF agrees on 45% (as opposed to 40% or 50%). Density seats will reward hard work and focus on organizing.
- **Is there a minimum threshold number of unit employees to qualify for the density seat?**
  - Proposal for minimum of 51 unit employees to qualify. Big groups shouldn't be penalized or disadvantaged; and without unit employee minimum threshold, Board seats will go disproportionately to small units. Also, it's harder to reach 45% in big unit because each percentage point represents more individual people; very small units would have disproportionate power on board: unit with 10 employees would get one seat with 5 members plus share one Regional rep seat, whereas unit with 300 employees and 100 members might only share one Regional rep seat.
  - Proposal for having no minimum size. For people concerned with every unit having a vote, no matter how small, there should be some way to get their own seat on the Board in addition to the Regional seat.
  - Proposal to accommodate concern for small units with desire not to disadvantage large units: for units that have 50 or fewer employees, must reach 60% density to qualify for additional seat.
    - Additional proposal that small units only have to reach 55%, or some other percentage less than 60%
  - Motion to vote on various proposals.
  - **For units 50 and under, qualify for additional seat on E-board with density of :**
    - 45%: 4 votes
    - **50%: 10 votes; adopted on 10/24/09**
    - 55%: 0 votes
    - 60%: 4 votes
    - (one abstention)
- **Additional seat for large units:**
  - Unit size:
    - **500 members: 10 votes**
    - 600 members: 9 votes

- Single versus Multiple
  - One for every unit with 500 or more: 1 vote
  - **One for every 500 members in unit: 17 votes**

#### **IV. Composition and Duties of Officers**

- Cloreta Morgan explains FHU officers; she is Vice-President of FHU's Long Term Care Division
  - FHU has a President, 2 VPs of Hospital Division, 2 VPs of Long Term Care Division, 2 Regional VPs (St. Pete, Miami)
  - Officers are elected rank-and-file members.
  - Officers duties:
    - Set up E-Board meetings, make recommendations to Board
    - Plan membership and COPE drives
    - Lead political and community campaigns
    - Make personnel decisions
- Sub-Committee report back: Mac, John, Theo
  - Considered issues raised at last meeting:
    - Secretary-Treasurer
    - Accountability
    - Comparison with CoWINS C&B
  - Developed Proposal:
    - Gave more detail about President's role
    - Added VP for Finance

#### **Officers Proposal**

#### **Suggested Revisions from Subcommittee 10/26/09**

#### **FPSU shall have the following officers:**

- President
- Vice President for Operations
- Vice President for Finance
- Vice President for Organizing
- Vice President for Political Education
- Vice President for Member Strength

The President shall:

1. Be the presiding officer at all annual meetings of the membership, the Executive Board and the Convention;
2. Serve as the chief administrative officer of the Union and be its principal officer;
3. Direct the program of the Union including organizing, political action, member action, and community engagement subject to the direction provided by the Board and members;
4. Develop procedures for the day to day affairs to facilitate the implementation of the programs and goals of the Union;
5. Shall submit to the Executive Board a proposed budget for the coming fiscal year. The proposed budget shall be subject to revision and adoption by the Executive Board;
6. While operating within an approved budget and policies established by the Executive Board, he/she shall have the authority to manage his/her staff including employing, compensating, evaluating, and/or disciplining/terminating such staff in order to ensure the efficient administration of the Union;
7. Represent the Union at meetings with governmental agencies, community organizations and labor organizations;
8. Report on Union activities to the Executive Board and general membership regularly;
9. Be one of the responsible financial officers of the organization and shall be authorized to co-sign financial instruments and authorize regular and usual disbursements of funds;
10. Sign contracts, Partnership Agreements and other official documents on behalf of the Union;
11. Prepare monthly reports in conjunction with the Vice President for Finance and designated staff to be presented to the Executive Board for approval;
12. Make recommendations to the Board for strategic planning;
13. Serve as an ex-officio member of all union committees;
14. Appoint ad hoc committees as needed;
15. Perform other such duties as the Executive Board may require.

The Vice President for Operations shall:

1. Serve as the presiding officer in the absence of the president;
2. Assist the president on affairs of the Union;
3. Co-sign contracts, agreements and other official documents on behalf of the Union;
4. Maintain the non-financial files, official correspondence and records of the Union, except as the Executive Board may direct otherwise;
5. Be the custodian of the seal and charter of the organization;

6. Ensure that accurate minutes of meetings of the membership, the Executive Board and the Convention are recorded and submitted to the Executive Board and the membership;
7. Issue the Union Convention Call and work with staff and the Executive Board for a successful convention;
8. Perform other duties as delegated by the President or assigned by the Executive Board.

The Vice President for Finance shall:

1. Assist president in the preparation of an annual budget to be approved by the Executive Board;
2. Work with appropriate staff to ensure that an accurate financial record and a monthly operating statement of the financial transactions of the Union is kept and submitted to the Executive Board and Chapters;
3. Work with appropriate staff to ensure that monthly membership report to the FPSU, SEIU International Union offices is submitted and ensure that per capita tax checks are sent on time to the Secretary Treasurer of the International Unions and similar officers of all other bodies with which the organization is affiliated;
4. Work with appropriate staff to ensure that any financial reports required by SEIU International Union, Constitutions are submitted as required under the International Unions' Constitutions;
5. Be one of the responsible financial officers of the organization and be authorized to co-sign financial instruments and authorize regular and usual disbursements of funds;
6. Oversee:
  - a) The records and deposit all dues monies and other income in the name of the organization;
  - b) Maintenance of accurate membership records;
  - c) Issuance of membership cards and notices of delinquency;
  - d) Maintenance of all financial records of the organization;
  - e) Arrangements for an independent audit of the finances of the organization annually and make same available to the Executive Board and membership; and,
  - f) Perform other duties as delegated by the President or assigned by the Executive Board.

The Vice President for Organizing shall:

1. Serves as the chair of the statewide Organizing Committee;
2. Serves as chair of the Community Mobilization Committee;

3. Recommend programs to recruit and train leadership to serve on the Organizing and Community Mobilization Committees statewide, to meet the goals established by the Union;
4. Prepare reports and recommendations for the Executive Board with regard to Organizing and Community Mobilization;
5. Perform other duties as delegated by the Executive Board.

The Vice President for Political Education shall:

1. Serves as chair of the statewide Political Education Committee;
2. Recommend programs to recruit and train leadership to serve on the Political Education Committee;
3. Prepare reports and recommendations for the Executive Board with regard to Political Education;
4. Work with assigned staff to make recommendations to the Executive Board about endorsements and candidate contributions;
5. Along with President and his/her designee, represent LU with elected officials;
6. Perform other duties as assigned by the Executive Board.

The Vice President for Member Strength shall:

1. Serve as chair of statewide Quality Bargaining Standards Committee;
  2. Serve as chair of the Member Strength Committee;
  3. Recommend programs to recruit and train membership to serve on the Quality Bargaining Standards Committee and Member Strength Committee;
  4. Prepare reports and recommendations for the Executive Board with regard to Member Strength committees;
  5. Perform other duties as assigned by the Executive Board.
- Concern over name “Vice-President”. VP is more appropriate than “chair” b/c this is an elected position; keeps staff accountable to members.
    - Budget for staff positions is decided by Board. Organizing Director reports and is accountable to VP for Organizing. Then VP for Organizing makes reports and recommendations to the Board, who sets policy and budget for organizing activities.
  - Concern over workload and amount of time VPs will need to commit. VPs will get reimbursement for expenses, but should they also get a stipend? In Right-to-work states, VPs are almost never paid.
  - What is order of authority? (chart: members ← convention ← Eboard)
  - **Proposal for the following positions with proposed duties:**

- **VP for Member Strength**
- **VP for Organizing**
- **VP for Political Education**

**All three unanimously adopted 10/24/09**

- Small group discussion & report:
  - Group 1
    - Liked that a lot of the responsibilities were put on the paid member of the officer team
    - Add in VP for Op. # 6 meetings of CHAPTER membership, or some language to show that the minutes refer to local membership meetings.
  - Group 2:
    - Questions with #6 for president. Concern about hiring and firing.
    - Change to VP for Finance # 4 based on grammar and typos
  - Group 3:
    - Didn't come to any conclusions
- **Proposed President Duties, as written – approved 10/24/09, with one dissenting vote**
- **Proposed VP for Operations Duties with amendment to #6 as suggested – approved 10/24/09 unanimously.**
- **Proposed VP for Finance with typo amendments – approved 10/24/09 unanimously**

#### **V. Budget discussion with Alphonso**

- Finance Subcommittee formed: Mac, Freda, Liza, Theo, Robin, Dennis

#### **VI. Conclusion**

Review progress to date and remaining work of C and B process

Message in the field

Evaluation:

<b>Positive</b>	<b>Could be improved</b>
Informative	Should repeat ground rules at beginning of meeting

Great	Manage time better
	Frustrating
	Need to stay more focused
	Could be more consistent
	Difficult to understand officers' duties

Next meeting: West Palm office  
Adjourn