

Romance Writers of America
Board Meeting Agenda
November 16, 2023
7:00 p.m. CST
Virtual Meeting

Thursday, November 16, 2023

CALL TO ORDER 7:03pm CENTRAL TIME

ROLL CALL

PRESIDENT'S REPORT - C. Brett

[Presented at the table]

The RWA organization has been very busy since our conference in Anaheim, which was a huge success. Big changes have taken place since then. The RWA board voted to move from an individual staff model to contracting with a management company to run our day-to-day operations and replace our remaining three staff members. Much of what the Executive Committee has been doing is working closely with our new RWA team, put together by AMC source to help them transition into RWA's organization. This as a result has allowed us to streamline and get a clearer picture of systems and ideas for how to better manage the day-to-day operations in a more cost-effective manner.

The board is aware that as much as we would like things to go smoothly, inevitably there are bumps in the road. But the team is persevering and learning our platform IMIS, which has a high learning curve. I would personally like to thank all the members who are being patient with us all as we learn and figure out things beyond our control.

The board have all been designated as liaisons to various committees to begin the work of the organization. And the board has been busy finding chairs and helping those chairs to populate their committees.

We also welcomed Robin Hillyear-Miles, our newly board appointed PRO Advisor. If you are a pro member, please be watching for information from her. And Nancy Weeks continues to bring programming to our PAN members and any member who wishes to participate.

The board has been active in the AI debate, as advised by our policy committee, and has already included comments to the copyright office's call for testimony on the subject. And we will be voting at this meeting be included in an Americus brief heading off to Washington DC.

The conference committee is making plans for the upcoming Indie-author weekend. Registration is open now.

The contest committee has been working overtime to get a proposal for new process and policy to include all those items that the Vivian Task Force previously stated as areas of concern, and the board has a vote today about the new contest.

The RWR has added a few new columns which include chapter spotlights. If you do not yet belong to a chapter, this is a place to learn about the different chapters, and we need to show love to our chapters as they give our members a home and sense of community.

P2P paper registration is closed, and they are getting geared up to get the program going, and the committee also introduced a new next step program called paper to polished which filled up quickly when the registration opened.

RAMP planning is underway for the upcoming year, and all are looking forward to that.

All in all, I cannot believe we are already having our Q1 board meeting for this board year and look forward to all the work ahead of the board and certain that it will all benefit our members and the romance industry at large.

SECRETARY'S REPORT — J. Renée

Motion to Approve the AMC Source Management Agreement

Brett moved to approve AMC Source to provide management services to Romance Writers of America, Incorporated effective September 6, 2023.

This motion was adopted in an Action Without Meeting on September 1 with 9 votes in the affirmative.

MOTION to Approve the Policy Advisory Committee Chairperson

Brett moved to approve Tara Taylor Quinn as the Chair of the Policy Advisory Committee.

This motion was adopted in an Action Without Meeting on September 15 with 9 votes in the affirmative.

Motion to Approve the Diversity Advisory Committee Chairperson

Brett moved to approve Toni Jackson as the Chair of the Diversity Advisory Committee.

This motion was adopted in an Action Without Meeting on September 15 with 8 votes in the affirmative and 1 abstention.

Motion to Approve the Updates to the Contest Policy

Brett moved to update the Contest Policy to include the role of the Board liaison.

This motion was adopted in an Action Without Meeting on September 15 with 9 votes in the affirmative.

Motion to Approve the Charge of the Romance Author Mentorship Program (RAMP) Committee

Renée moved to approve the charge of the Romance Author Mentorship Program (RAMP) Committee.

This motion was adopted in an Action Without Meeting on September 15 with 8 votes in the affirmative and 1 abstention.

Motion to Approve Changing Unpublished Members Benefit committee to the Pen to Paper Committee

Brett moved to change the Unpublished Members Benefits Committee to the Pen to Paper Committee.

This motion was adopted in an Action Without Meeting on September 15 with 8 votes in the affirmative and 1 abstention.

Motion to Approve the Updates to the Contest Committee

Brett moved to change the Contest Committee members to include a Board liaison.

This motion was adopted in an Action Without Meeting on September 15 with 9 votes in the affirmative.

Motion to Approve Committee Member for the Unpublished Members Benefit Committee

Brett moved to approve Kristina Knight as member of the Unpublished Members Benefit Committee.

This motion was adopted in an Action Without Meeting on September 15 with 9 votes in the affirmative.

Motion to Approve the Charge of the Pen to Paper Program Committee

Renee moved to approve the charge of the Pen to Paper Program Committee.

This motion was adopted in an Action Without Meeting on September 16 with 7 votes in the affirmative and 2 abstentions.

Motion to Approve Chair of the Leadership Development Committee

Brett moved to approve Jennifer Bokal as the chair of the Leadership Development Committee.

This motion was adopted in an Action Without Meeting on September 29 with 8 votes in the affirmative and 1 abstention.

Motion to Approve the Appointment of Pro Advisor to the Board

Brett moved to approve the appointment of Robin Hillyer-Miles as the Board PRO Advisor.

This motion was adopted in an Action Without Meeting on September 29 with 8 votes in the affirmative and 1 abstention.

Motion to Approve Committee Members for the Policy Advisory Committee

Brett moved to approve the following as members of the Policy Advisory Committee

Michele Grajkowski
Caridad Pinero
Jane Porter

This motion was adopted in an Action Without Meeting on September 29 with 8 votes in the affirmative and 1 abstention.

Motion to Approve Committee Members for Audit and Finance Committee

Wills moved to approve the following as members of the Audit and Finance Committee

William Cowie
Diane Kelly
Claudia Severin

This motion was adopted in an Action Without Meeting on September 29 with 8 votes in the affirmative and 1 abstention.

Motion to Adopt Resolution to Update Bank Signors and Credit Card Company

Signatories

Brett moved pursuant to section 5.8.2 of the Policy Manual that Brooke Wills and Debra Nolan (AMC Source Co-president, Executive Director) be added as signors on all RWA accounts.

This motion was adopted in an Action Without Meeting on October 9 with 9 votes in the affirmative.

Motion to Approve Committee Members

Brett moved to approve the following committee members:

Policy Advisory Committee

William Cowie

Conference Workshop Committee Chair

Gail Chianese

Conference Workshop Committee

Toni Jackson

Diversity Advisory Committee

Laura Delany

Molly Maka

Paula McGhee

This motion was adopted in an Action Without Meeting on October 12 with 8 votes in the affirmative and 1 abstention.

TREASURER'S REPORT — B. Wills

Executive Summary – [Presented at the table]

CASH POSITION

Total cash as of July 31st, 2023 is \$538K, down \$399K from September 1st, 2022. Unrestricted cash (funds used for operating expenses) is \$238K, and restricted funds (funds held for specific purposes) is \$299K.

NET INCOME (LOSS)

Net loss through July 31st, 2023 is at \$333K. The projected budgeted loss was \$331K, so, overall, we were very close to being on budget as of the end of the 11th month of our fiscal year.

BUDGET VS ACTUALS SUMMARY

Total Income for the 11-month period over the same period in 2021-22 but over budget by \$401K. Dues continue to decline, down \$97K from the same period last year. But again, they exceeded the budgeted amount by \$81K.

Expenses for the same period were up by \$93K. They also exceed the budgeted amount by \$386K. However, the prepared budget included little or no provision for events (ie, conferences, etc.), awards and advertising.

OTHER UPDATES

Annual Audit: In accordance with our Bylaws, the annual audit will be performed by Blasek & Vetterling, and is scheduled to begin the week of January 22, 2024.

2023-2024 Budget: A budget is a tool used to strategize and control an organization's income and expenses. It is also an important measurement of financial performance, as well as plan on how to meet shortfalls and set future goals. It should present an as-accurate-as-possible picture of an organization's financial future.

In the past, the budget preparation policy has been to estimate revenue low and expenses high. The Board of Directors is currently reviewing and updating the current 2023-2024 budget to align more closely with budgeting standards.

CONCLUSION:

We are looking forward to a brighter 2023-2024 fiscal year as we should begin to see the results of additional revenue from our programs as well as the effect of the cost-cutting measures put into place during the first quarter.

Romance Writers of America, Inc.

Statement of Financial Position

As of July 31, 2023

ASSETS

Current Assets

Bank Accounts

1000 Cash	
1020-1040 Cash-unrestricted	238,343
1080-1150 Cash-restricted	299,322

Total Bank Accounts **537,665**

Other Current Assets

1300 Other Current Assets	1,112
1400 Prepaid Expenses	1,591
1500 Inventory Asset	2,916

Total Other Current Assets **5,618**

Total Current Assets **543,283**

Fixed Assets

1640 Computer Equipment	151
1660 Software	17,032

Total Fixed Assets **17,183**

Other Assets

1700 Long-term Assets	-
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Total Other Assets **-**

TOTAL ASSETS **560,466**

LIABILITIES AND EQUITY

Liabilities

Current Liabilities

Other Current Liabilities

2200 Other Current Liabilities	53,675
2700 Deferred Revenues	87,427

Total Other Current Liabilities **141,102**

Total Current Liabilities **141,102**

Long-Term Liabilities

2300 Long Term Liabilities	147,501
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Total Long-Term Liabilities **147,501**

Total Liabilities **288,603**

Equity

2800 Designated Funds	602,759
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Opening Balance Equity **1,190,602**

Retained Earnings **(1,188,877)**

Net Revenue **(332,621)**

Total Equity **271,863**

TOTAL LIABILITIES AND EQUITY **560,466**

Accrual Basis - Unaudited

Romance Writers of America, Inc.

Statement of Activity

September 2022 - July 2023

Revenue	
3000 Dues	221,661
3100 Conferences / Meetings / Events	251,604
3300 Other Regular Revenues	72,755
3400 UBI Revenues	4,774
3500 Donations	23,238
Total Revenue	574,032
Expenditures	
5000 Salary Expenses	252,645
5100 Payroll Tax & Benefits	39,493
5200 Depreciation & Amortization	34,935
5300 Insurance Expenses	5,110
5500 Information Technology	108,156
5600 Office Expenses & Supplies	7,078
5700 Telephone & Internet	3,420
6000 Advertising & Marketing PR	40,110
6100 Audio Visual	28,037
6200 Awards	149,152
6300 Bank & Credit Cards Fees	10,641
6400 Catering	35,786
6500 Other Exhibit & Meeting Costs	7,419
6600 Professional Fees	174,916
6700 Shipping	284
6800 Travel	9,471
Total Expenditures	906,653
Net Operating Revenue	(332,621)
Net Revenue	(332,621)

Accrual Basis - Unaudited

OFFICE REPORT – P. Anderson

[Presented at the table]

Anderson was pleased to say a few words about the progress that has been achieved by RWA's new management team at AMC Source. Over the past two months, under the leadership of executive director Laura Caputo, and the other seven members, significant milestones have been reached with numerous boxes checked off the extensive To Do List. The collaborative efforts of the team have been nothing short of commendable from learning the vast intricacies of the day-to-day operations of RWA and work on establishing new revenue streams for the organization, enhancing RWA's communication channels, and so much more. Staff attest that positive transformations across the organization have been made as we continue this journey of revitalization and the growth that comes with that. Staff remain grateful for the ongoing support and engagement with the RWA leadership, the directors, and full membership. We are confident that the positive momentum generated by the AMC source team will continue to help pave the way for a vibrant future for Romance Writers of America. RWA's current membership status, as of November 15th total members is approximately 2150. Since August, a few member categories took a dip while others experienced growth. Once the staff completes its transition work, more in-depth reporting will be available in the future.

RWR CONTENT COMMITTEE — A. Learned

The RWR Content Committee continues to meet regularly to discuss the acquisition of articles for the magazine. We are adjusting to the recent change in management with RWA and coordinating with our new partners to bring the RWR on a regular basis.

The committee regularly continues to encounter challenges in securing a regular stream of volunteer writers from the membership to provide articles for the magazine. In previous editions since joining the committee, the majority of work to obtain, edit, and layout the magazine rested with our RWA liaison. That is switching to the committee and we are struggling to understand where to find articles.

Suggestions were received from the board and are being pursued. Other options, such as reaching out for regular column writers or series writers, continue to be discussed at meetings.

The committee remains open to feedback from its membership, as well as the members of RWA and the board for a direction on the future of the magazine.

Respectfully submitted,
Kathleen Watson

CONFERENCE WORKSHOP COMMITTEE —J. Renée

The committee has created a list of topics for Indie Author Weekend 2024 and is contacting industry professionals, experts, and experienced indie authors to facilitate workshop sessions. The committee is simultaneously preparing for Traditional Author Weekend and the annual conference.

ROMANCE AUTHOR MENTORSHIP PROGRAM (RAMP) COMMITTEE – J. Renée

RAMP 2023 concluded on Friday, November 3. Informal feedback is coming in from mentors and mentees regarding the Romance Author Mentorship Program. A summary of the feedback will be included in the second quarter report to the Board of Directors

Some mentors and mentees have expressed interest in serving on the RAMP Committee for 2024. Once the committee has been populated, planning for RAMP 2024 will begin.

RWA Contests Committee – J. Renée

The Contest Committee shall assist the Executive Director with the establishment and overall planning and operation of all RWA national contests; and under the direction of the Executive Director, shall handle any contest result challenges pursuant to the Contest Policy outlined in Section 17. Each Contest's period, the Contest Committee shall establish actionable goals that measure the progress of RWA national contests in accordance with the intendent benefit of the Contest. A Board liaison shall be assigned to this committee.

In consideration of the transition of staffing, the committee was asked to update the opening of the 2024 contest period to allow the association management company time to prepare for the contests. The committee submitted, to the Board of Directors, draft copies of the Contest Administration Rules and the newly created Policy for Reviewing Potentially Problematic Content. The basis for these documents can be found in THE VIVIAN Task Force Report.

The executive director, board liaison, and committee chair met with three different contest software developers. A selection was made, and the contests' site is now under development.

The committee is currently researching and developing training material for all contest judges.

AUDIT & FINANCE COMMITTEE – B. Wills

Members of the 2023-2024 Audit & Finance Committee are:

Diane Kelly
William Cowie
Claudia Severin
Brooke Wills, Chair

Other members: Clair Brett, RWA President
Samuel Pierrot, RWA Accounting Manager
Laura Caputo, RWA Executive Director

The annual audit of RWA's financial statements will again be performed by Blazek & Vetterling, most likely beginning late January or early February.

The committee is looking forward to a productive 2023-2024 term.

MOTION #1: TO APPROVE THE AUGUST 2023 BOARD MINUTES

Renée moved to approve the minutes of the August 2023 Board of Directors meeting (see attachment).

The motion was adopted by general consent.

MOTION #3: TO APPROVE POLICY ADVISORY COMMITTEE MEMBERS

Karlik moved to approve the following committee members:

Michelle (Elle) Douglas
Siera London

The motion was adopted by general consent.

MOTION #4: TO APPROVE THE REINSTATEMENT OF THE GOLDEN HEART CONTEST

Renée moved to approve the reinstatement of the GOLDEN HEART contest for the 2024 contest period.

The motion was adopted by general consent.

MOTION #5: TO APPROVE THE DIAMOND HEART CONTEST

Renée moved to approve the DIAMOND HEART contest for the 2024 contest period.

The motion was adopted by general consent.

MOTION #6: TO APPROVE THE CONTEST ADMINISTRATION RULES

Renée moved to approve the Contest Administration Rules for 2024 contests.

The motion was adopted by general consent.

MOTION #7: TO APPROVE THE POLICY FOR REVIEWING POTENTIALLY PROBLEMATIC CONTENT

Renée moved to approve the Policy for Reviewing Potentially Problematic Content for the 2024 contests.

The motion was adopted by general consent.

MOTION #8: TO APPROVE CONFERENCE WORKSHOP COMMITTEE MEMBERS

Renée moved to approve the following committee members:

Teresa Cage
Cynthia Lea Clark
Michael S. Lachance
Samantha Ann Netzband
Victoria Pinder
Dawn Reed-Slaten
Kathleen Samuels

The motion was adopted by general consent.

MOTION #9: TO APPROVE RWR CONTENT COMMITTEE MEMBERS

Learned moved to amend the motion on the floor to approve the following people to serve on the RWR Content Committee:

David-Matthew Barnes

Louise Chen

Jayashree Gopal

Geneva Keinath

Michael Lachance

Rachel Osborn

Victoria Pender

The amended motion was adopted by general consent.

NEW BUSINESS

MOTION TO APPROVE RWA TO USE TRADEMARK AND INTELLECTUAL PROPERTY FUNDS

Karlik moved to approve RWA to use \$2,500 from the Trademark and Intellectual Property to contribute to the amicus brief. A little quick background, IN 2021 AGA with its member organizations including RWA filed a suite called the Amicus. The issue was that MGM licensed certain films and TV shows to 3rd parties, but STARZ still held the rights. MGM claimed that since it had been more than 3 years since those films were licensed before STARZ discovered it then it didn't count. There is a discovery rule that says if you haven't discovered a mistake in 3 years you can't claim damages. The court denied that the rule was acceptable in this instance and AGA won the case. The question before the court in this instance will be whether copyright plaintiffs can recover for damages incurred more than three years before the lawsuit was filed. The attorneys who worked on the previous amicus would like to write this one too, and would cap their fees at \$15,000. The Author's Guild is asking member organizations to help offset the cost. They are asking for between 2000 and 3000.

The motion was adopted by roll call with 9 ayes and 0 nays.

MOTION TO APPROVE RWA TO USE ACA FUNDS

Renee moved to approve RWA to use \$5,000 from the ACA fund to be the platinum sponsor of the Los Angeles Romance Author's booth at the LA Times Festival of Books in April 2024. The event is attended by thousands of readers and writers. As platinum sponsors, the organization will maintain a table in the booth for the two-day event for the purpose of speaking with the public about the romance genre, and to give romance authors an opportunity to sign books at the table.

The motion was adopted by roll call with 9 ayes and 0 nays.

MOTION TO APPROVE COMMITTEE MEMBERS

Renee moved to approve the following people to serve on committees:

Romance Author Mentorship (RAMP) Committee:

Samantha Netzband

Lara Zielinsky

Pen to Paper Committee:

Kate Aras

Sally Murphy

The amended motion was adopted by general consent.

ADJOURN President Brett adjourned the meeting at 7:41 p.m. CT.