

**Council of the University of California Retiree Associations (CUCRA)
Meeting Minutes, April 30, 2020, Zoom meeting
OFFICERS, CENTER DIRECTORS, ASSOCIATION REPRESENTATIVES AND OTHERS
IN ATTENDANCE:**

Sue Abeles (UCLA), Shem Ablakatof-Clow (UCSD), Marjorie Ahl (UCD), Lynn Bailiff (UCB), Sue Barnes (UCLA), Nancy Brown (LBNL), Mike Chandler (UCD), Juliane Crowley (UCD), John Dahl, Treasurer (UCLA), Janis Dairiki (LBNL), Bob Daly, Information Officer (UCR), Ayesha Dixon (UCLA), Jim Dolgonas (UCOP), Lee Duffus, Past Chair ((UCSC), Elaine Fox (UCLA), Jeri Frederick (UCI), Marian Gade (UCB), Jeff Garberson (LLNL), Jill Halvaks (UCI), Gail Harden, Secretary (UCSF), Adrian Harris (UCLA), Mary Johnson (UCR), Joe Lewis, Vice Chair (UCOP), Robert Mann (UCSB), Sandra Norberg (UCSF), Patti Owen (UCB), Pat Price (UCI), Marianne Schnaubelt, Chair (UCI), Antonia Sweet (UCB), Dale Thompson (LANL), Frank Trueba (UCSC).

1. Call to Order

Chair Marianne Schnaubelt called the meeting to order at 1:00 p.m. and gave logistics for the zoom meeting. Marianne thanked Myrna Davis and Renee Wong for their assistance. The new people on the call introduced themselves.

2. Chair's Comments - Marianne Schnaubelt

Marianne spoke about how tumultuous the past few months have been, including the decisions that needed to be made about this meeting.

3. Secretary's Report - Gail Harden

The minutes were unanimously approved as written (technical issue with bullet #9 will be fixed).

4. Information Officer/Web Master Report - Bob Daly

* Bob reported that the Information Officer transition went very well, Rod Seeger was very helpful.

* The web site is now smart phone friendly.

* The travel page was updated regularly with the coordination and direction of Sue Barnes.

* The link for the Santa Cruz meeting is up and running.

5. Joint Benefits Committee Report - Marianne Schnaubelt.

* Adrian would like to send past JBC reports to the web master to be included on the CUCRA web page.

* The motion to accept the JBC report as written was unanimously approved.

6. Vice Chair's Report - Joe Lewis

In the fall there will be an election for Chair, Vice Chair, and Secretary. Joe will not be assuming the Chair position due to home responsibilities. He will continue to work with CUCRA as a liaison to RASC. The nominations committee will need to identify candidates for these positions. There is also an opening on the nominations committee, perhaps someone from southern California. Marianne thanked Joe for all his help with the RASC for the past four years.

7. Succession - Marianne Schnaubelt

Marianne asked people to consider becoming Chair or Vice Chair. A suggestion was made to consider past CUCRA members. Please contact Joe with recommendations.

8. Treasurer's Report - John Dahl

- * Reports: John presented the Council's financial statements. First he reviewed the End of Year reports as of 12/31/19. These are the Balance Sheet, the Income and Expense/ Cash Flow Statement, the 2019 Variance report and the Financial Trend Analysis from 2012-2019. Then, John reviewed these reports with Year to Date (1/1/20-3/31/20) information. It was noted on the Trend report that costs continue to exceed income. The Trend report from the past three months has not changed since the last report.
- * There was no host support last year which offset the lack of some travel income. Also, the zoom meeting is helpful in keeping costs low.
- * Checks have not been received from four campuses, but at least one could be due to campus closure due to the virus.
- * Other travel costs, such as the AROHE conference which has been postponed for a year will not be incurred.

9. Health Benefits Advisory Committee - Marianne Schnaubelt

Frank Trueba concurred with what John Meyer reported at the joint meeting this morning. It was suggested that the information presented by Susan Pon-Gee would be informative for the HBAC committee. It was noted that current data will be affected by the corona virus, including increased use of telephonics.

10. Follow-up from the joint CUCRA/CUCEA meeting

- * It is felt that RASC is putting too positive a spin on their reporting. For example, many people are still being locked out of their accounts. Health Care Facilitators used to have the ability to reset passwords, but this function was taken away from them, adding to the problem. Marianne will bring this up on the monthly RASC call. Also, the emergency hot line could only be handled by one person which created a terrible backlog.
- * Death reports used to be distributed to associations, then they stopped and the associations were not notified of the new procedure, which is to request a copy from RASC.
- * Comments were made about the very difficult time the University of California will have financially due to, among other things: the State budget, Medical Center losses, out of state tuition, auxiliary losses from athletics & parking, and refunds for unused services.
- * Marianne said that at the most recent UCRS Advisory Board, it was reported that the Pension Fund was losing money, but it will be ok.

11. Travel Program - Sue Barnes

- * Sue reported that there were ~1000 subscribers to the e-newsletter. Before Covid-19, booked trips would have resulted in \$20,000 in commissions coming to CUCRA. Trips have been canceled through June at this point. We may only have \$600 in commissions this year. Sue has been working on helping travelers get their money back for canceled trips.

- * The travel program is piloting a program to provide a group leader to accompany the tour participants. The first pilot is a trip to Spain and Portugal in March, 2021. The trip filled in three weeks. The second planned pilot is to be a trip to Cuba in partnership with UCLA.

12. CUCRA Tax Status - John Dahl

The goal is for CUCRA to be tax compliant with Federal and State tax requirements. CUCRA has retained an attorney, Barbara Rhomberg, Esq., who has worked for the Office of General Council at UCOP, and specializes in non-profit, tax-exempt organizations.

Some issues are:

- CUCRA has been out of compliance for approximately 25 years.
- Categorizing CUCRA into the correct IRS category, i.e. charitable organization, social welfare business, labor.
- Identifying the correct application to file. This is dependent on correct categorization.
- Determining if we are an incorporated association.
- The possibility of Unrelated Business Income Tax (UBIT) due to travel income.

John asked the Council to approve CUCRA incorporating itself to become a nonprofit corporation and also to approve Articles of Incorporation which were sent to all members. The next step is to establish ourselves with the IRS with a new tax ID number. Then Barbara needs to look at our Bylaws which need to be updated to be in synch with the Articles of Incorporation. Finally, we will file exemptions with the federal and state agencies which will insure our tax compliance. Then, we can file an on-line tax return.

Two important points are: 1) because CUCRA would be a nonprofit corporation rather than an unincorporated association, there will be a Board of Directors rather than an Executive Committee consisting of five officers elected by the member associations, and 2) the travel coordinator must continue to serve as a volunteer. This, as well as the travel coordinator being able to be reimbursed for expenses, needs to be clearly stated in the Bylaws.

Questions/Answers/Comments

- *Will CUCEA be included?* That could be possible and it would be easier if it was done now, however, there would need to be one combined Board of Directors.
- *Do we need to do this now?* John feels yes, we have been out of compliance for so long.
- *What is the Insurance coverage and the Board of Directors liability?* As we are organized now as an unincorporated association, the Executive Council might not be covered by the OP general umbrella policy. OP Risk Management will be consulted for this answer. Becoming a corporation does eliminate the liability of individuals on the Board of Directors.
- *Is PARRA represented?* Yes, it is included specifically in the Articles of Incorporation.
- *Has this been discussed with OP?* Joe has talked with Dwaine Duckett, former VP of HR. We can give a status report to Cheryl Lloyd. It was recommended that this be done soon, before we proceed with other actions.
- *How is the new Board of Directors elected?* Does the membership elect five people who will decide who will have each position? John thinks yes, and also, that we would be able to continue to have elections the way we do now.

- Confirmation was given that CUCRA will be given the opportunity to approve the updated Bylaws and the Articles of Confederation, possibly on another zoom meeting.
- Clarification is needed on whether the “free” trip that the travel coordinator receives could be considered compensation.
- Credit Unions have been included in the Articles of Incorporation as standard procedure.
- Los Alamos National Lab Retiree Association is incorporated, which allows them to have a non-profit status.
- Preceding as proposed would give insurance coverage to our officers.

A motion was introduced to approve CUCRA incorporating itself to become a nonprofit corporation and approve the proposed Articles of Incorporation with the suggested phrasing changes made. Comments: 1) This would preclude CUCEA from becoming part of the incorporation. 2) Cheryl Lloyd may say “stop” from a risk perspective. 3) Once the Articles of Incorporation are approved, we only have 60 days to file them.

John suggested that we wait three months, in which time we get answers to the proposed questions, talk to CUCEA, talk to Cheryl Lloyd, and ask Barbara Rhomberg will work on Bylaws. He asked for permission to spend the money necessary to accomplish this. Motion was made to table the original motion. It passed with 3 opposed and 2 abstentions. We will aim to have another conference call in July or earlier if possible.

13. CUCRA Survey - Lee Duffus, Marianne Schnaubelt

Marianne asked Lee to help CUCRA get the survey team organized. Lee reported that two center directors and three others have volunteered to be on the team at this time, including Jon Good from PARRA who has agreed to lead the group. We would like to add members from Northern California, the labs, and OP. People are needed with experience in survey research, data analysis, and publication design. Much of what has been done for the first survey can be used. We need to work with Development and Advancement to collect data on donations to the University by retirees. This requires that retirees are correctly coded. It may be possible to distribute the survey via the RASC e-mails, which will give us a more representative picture. Lee put together a quarterly timeline. The task force would be put together and approved by May 15, the survey would be completed and tested in the summer, it would be conducted in the fall, analysis would be done during the winter, and the report would be compiled and published in the spring.

It was noted that it is important to have a high number of respondents to give credibility to the results. Also, it was suggested that we go to OP for funding, and possibly help with desktop publishing, design and printing. Emeriti might also be asked to help. Notification of the survey will be put in New Dimensions.

14. Future Meetings Schedule

The fall meeting will be hosted by or at Santa Cruz in October. Also, Riverside and Santa Barbara have switched positions, we will be at Santa Barbara in the spring of 2023 and at Riverside in the spring of 2025. Check the CUCRA web site for the most up to date information.

Meeting was adjourned by Marianne Schnaubelt at 4:30 pm.

Minutes written by Gail Harden
CUCRA Secretary, June 3, 2020