



**BOARD OF DIRECTORS SPECIAL
MEETING
October 13, 2020
Via ZOOM**

BACKGROUND

The 2020 AAUW of Virginia State Conference was scheduled for April 17-19, 2020, to be held at the Holiday Inn Hotel and Suites Alexandria Old Town. Nationwide, by mid-March, the coronavirus was causing many activities to be cancelled or postponed. For this reason, an emergency telephone meeting of the AAUW of Virginia Board of Directors was held on March 12, 2020, to discuss the status of the planned conference. The board voted that the hotel-based conference should be cancelled for April 17-19, 2020, and that Co-Presidents Suzanne Rothwell and Leslie Tourigny should contact the hotel and negotiate the best deal available. Also, the board voted to hold the 2020 AAUW of Virginia Annual Business Meeting by electronic means. It was held via Zoom on April 18, 2020.

At the April 17, 2020, board meeting, a telephone conference call, Leslie reported that the AAUW of Virginia State Conference had been rescheduled for March 12-14, 2021, at the Holiday Inn Hotel and Suites Alexandria Old Town without any penalty payment owed to the hotel.

CALL TO ORDER

The special meeting, held via Zoom, was called to order on Tuesday, October 13, 2020, at 7:33 PM by Leslie. Recording Secretary Deborah Dodd took roll of participants at the meeting. A list of board members in attendance was distributed via email. **(Enclosure 1)**

Because the coronavirus is still limiting large gatherings and the number of cases is continuing to increase, this special meeting was called to discuss the March 12-14, 2021, AAUW of Virginia State Conference. Leslie, Suzanne, and VP for Program Nadine James had been conferring about the conference. They concluded that because of the dangers posed by the pandemic there was no choice but to cancel the conference and provided an overview of the relevant provisions of the contract with the hotel.

Leslie reviewed the various monetary liabilities that could result from the cancellation:

- The worst case would be if we did not cancel the conference by the November 12 deadline. The contract would require us to pay for at least 75 guest rooms and meet the \$5000 food and beverage minimum. That would total \$14,675.
- If the conference is cancelled by the November 12 deadline, we would be held responsible for 50% of the contract total, \$7337.50. That amount includes the \$500 deposit they are holding.

- The contract includes a clause that specifies if there is any contract dispute with the hotel that we could not resolve, there will be mandatory arbitration, which would incur additional costs to us.
- The best-case scenario is one where both the board and the hotel would both be freed from liability. The contract includes a *force majeure* paragraph that frees both parties from liability, regardless of the cancellation deadline and penalty, when circumstance beyond the reasonable control of the parties makes it impracticable to go ahead with the event.

Leslie added that when she and Suzanne cancelled the 2020 conference and negotiated a new contract with the hotel to hold the conference at the hotel in 2021, they were able to have the hotel include several other provisions in the new contract's *force majeure* paragraph that could be advantageous to us in cancelling the conference if the pandemic was still a factor in March 2021. These include:

- "Either party will be excused from its obligations under this contract if circumstances beyond its reasonable control occur," including
- if there is a CDC Level 3 travel advisory,
- if there are federal, state, or local government restrictions on meetings in effect over the event dates that would prevent the event from taking place as contracted; and
- if any of these things would make the event commercially impracticable to hold.

The CDC website points out that older adults are at the highest risk for the coronavirus. The more people one interacts with and the longer the interaction, the higher the risk for the virus. All these cautions would apply to many of our members who would potentially be attending the conference.

The Virginia Phase 3 Covid Plan states that people should stay 6 feet apart and face masks must be worn indoors. That would be unworkable for the conference banquet and workshops. Leslie said that on October 1, the City of Alexandria extended their coronavirus emergency order through March 31, 2021.

Caroline Pickens made a motion that the March 12-14, 2021, AAUW of Virginia State Conference be cancelled. The motion was seconded and passed unanimously.

Leslie and Suzanne will contact the hotel to cancel the conference. They will report back to the board at the November meeting, along with plans for the 2021 State Conference, including the Annual Business Meeting.

Leslie adjourned the meeting at 8:06 PM.

Deborah Dodd
Recording Secretary
AAUW of Virginia