Response to the National Ombudsman's article.

In the prior article, the National Ombudsman makes many claims and in general calls for greater transparency from the Board. Many of his statements are either not true or misleading. Until now the Board has taken a position of discretion in regard to these matters, but given the above publication, this professional courtesy must come to an end.

Why the Ombudsman was removed from the Board email list
The Board elist is a confidential communication tool for board members to discuss upcoming agenda items, issues, half-baked ideas, and the state of Mensa. The National Ombudsman was added to the list as a courtesy observer, not as a policy maker. On November 9, 2013, he was discovered trying to set policy in an area unrelated to his official functions, using knowledge he gained on the confidential list, when he mistakenly sent an email to the board list rather than directly to a board member he was trying to influence. It appears that he knew he was acting against the duties of his office, as he twice stated in that email not to use his name.

The Board did not disclose this indiscretion prior to today in an effort to be discreet, not to be secretive; there is a difference. Having lost the trust of the Board, the Ombudsman was removed from the confidential elist. When he publicly complained about his removal, he failed to disclose to the membership that his own improper actions are what led to the removal.

An Ombudsman must be neutral. Having the National Ombudsman attend every board meeting and spend weekends, meals, and other time with the Board members makes the National Ombudsman less and less neutral. The Board consulted the International Ombudsman for independent perspective and learned that the Ombudsman should not routinely attend Board meetings nor be a part of the Board elist. The Board felt it was important that the Ombudsman attend the Annual Gathering Board meeting so he could also participate in Leadership Development and meet with the members. This is why the funding for travel was changed to one meeting per year.

The Board was not trying to hide anything other than the National Ombudsman's indiscretion. It was our hope that a lesson would be learned by all and that we would move on with business.

Ombudsman publicly attempting to influence policy
Since that time, the National Ombudsman has spoken and written against the Board in the *Mensa Bulletin*, on social media, and to individual members. He has tried to influence policy via postings to lists and social media outlets and by force-publishing opinions on policy areas in the *Mensa Bulletin*. While doing this, he has attempted to intimidate National Office staff into doing his bidding in areas unrelated to his job. Based on the above article, it is apparent that he is trying to influence policy again. Is this neutral, fair, and impartial?

In answer to other items in the Ombudsman's article:

National Office personnel
Yes, there was turnover in the National Office. As these are personnel issues, we must be careful about public discussions. This protects Mensa as well as the current and prior employees. The Board has a fiduciary duty to protect the organization and we must maintain privacy regarding employer/employee issues.

Due to turnover last Summer, there were some problems at first as there are whenever you have new employees and change of positions. That was eight months ago. The transition has been smoothed out and the National Office has been working more efficiently in recent months.

Many of the complaints listed in the article are in the past and have been corrected. The National Ombudsman is continuing to point out problems that he knows have been solved as if they had not been.

Oversight of the National Office
The National Ombudsman is correct in his article that the Board of AML has oversight of the Executive Director alone. The day-to-day operations of the National Office and the National Office staff are under the oversight of the Executive Director.

Prior to the September 2014 Board meeting, the Board undertook a serious look at the changes in personnel. It used a third party to interview current and former staff members and analyze the results. A subcommittee of the ExComm talked in further detail with several current and former employees. We reviewed the results in closed session as a full Board, as is appropriate for employer/employee relations, and issued a public statement afterward. The Board has continued its oversight on an ongoing basis and will continue to do so in accordance with its fiduciary responsibilities.

While we realize that some members will still consider this secretive and lacking in transparency, it is the responsibility of this Board to remember that employer/employee relations must remain confidential.

The National Ombudsman states that the full Board never saw the Executive Director's employment contract until September 2014. This is normal; the Executive Committee reviews and approves all contracts in accordance with longstanding Board policy.

The National Ombudsman states that the communication regarding the review of the Executive Director is one-way. That is incorrect. The review is filled out by each Board member and then the results are compiled and shared with the full Board.

The National Ombudsman states that the full Board is not informed of the Executive Director's salary. That is incorrect. Each Board member receives a copy of the IRS Form 990 filed by American Mensa which includes this information. In fact, this is public information and any member can access it if they so desire.

The National Ombudsman claims that the Board does not know recommended salaries when voting on the budget. That is incorrect. The salary total for the entire staff is included in the budget that is voted on by the Board; however, he is correct that it is not broken down by staff member.

The National Ombudsman claims that the full Board does not know the performance goals of the Executive Director. That is incorrect. The performance goals of the Executive Director were sent out with the cover letter that was provided to all Board members with the results of her annual review. Additional performance goals were discussed and determined by the entire Board in September 2014.

No one on the Board was kept in the dark.

Request to attend additional Board Meetings
The National Ombudsman requested funding to attend the September 2014 meeting to sit in on the closed session which was to discuss personnel issues arising from the turnover in staff. The National Ombudsman had never sat in on a personnel matter regarding employees. Prior closed sessions in which the National Ombudsman had been an observer related to volunteer personnel issues such as determining American Mensa's nominees for international programs. Employer/employee relations are an entirely separate category and must be kept even more confidential. The National Ombudsman is not a member of the Board or listed as a Corporate Officer, and as such does not have the same fiduciary obligations that are held by members of the Board.

The National Ombudsman then requested funding to attend the December Board meeting in order to sit in on the closed session regarding personnel. However, as in September, the closed session was devoted to employer/employee matters and so was not appropriate for non-Board members to attend. As he would not be in the closed session, and that was his stated reason for wanting to attend the December meeting, his request for funding was denied on that basis.

The Compendium
The National Ombudsman is correct in stating that the Compendium is moribund. The Compendium is not moving forward because it never worked as the Board was led to believe it would, and putting additional resources into it at this time would prevent or delay other higher-priority projects.

Rabblerousing
The National Ombudsman's word choices in the above article, such as "stonewalling" and "tear down that wall", appear to be an attack on the integrity of the Board. That is not the role of an Ombudsman. Publically attacking the integrity of the Board completely eliminates his ability to be perceived as impartial on Board matters, and therefore renders him unable to properly fulfill his role should the need arise. This perceived lack of impartiality could cost American Mensa quite a bit of money if we must engage an arbitrator due to not having a properly impartial Ombudsman.

Rather than settling disputes, we have observed this Ombudsman repeatedly creating disputes, both by his demands for funding and "oversight" and by publicly soliciting members to follow his cause.

The National Ombudsman states that his article is to help "promote the general welfare" of American Mensa, and that the general welfare would be threatened by passing Bylaws Amendment #11. We would like to clarify that promoting the general welfare of our organization is the responsibility of every member, as well as a legal requirement of the Board, and was taken into consideration when developing that amendment. Furthermore: Publically arguing any side of a proposed bylaw leads to the perception that the Ombudsman is biased and, as such, unable to properly fulfill his role depending on whether the particular amendment is passed or not.

It is not just the Board that has this opinion. A Local Group Ombudsman, upon reading the report of the National Ombudsman, commented that "This isn't investigation, resolution, or promoting general welfare. As I read this, it seems like inflammatory, biased rabble rousing. Indeed, the timing seems to contemplate publishing at the exact time to make the largest

potential impact on the election; it is not only not independent and unbiased, but seemingly intentionally political."

Official Board Observer
By the tenor of his article, it appears that the National Ombudsman thinks that a proper role of his is to be an official Board observer, funded to attend every Board meeting to observe what happens. This interpretation is contrary to the interpretation of the National Ombudsman role by any of his predecessors, and is not a role of National Ombudsmen in any other National Mensa of which we are aware. In fact, it is the recommendation of both Mensa's International Ombudsman and the International Ombudsman Association that the role not be treated in that fashion. The National Ombudsman, in order to maintain his independence, must maintain an arms-length relationship with the Board rather than be involved with everything that it does and every discussion that it has.

Conclusion

The National Ombudsman's article is full of half-truths, untruths, and old news.

We regret that we have to take up space in the *Mensa Bulletin* on this topic and sincerely hope that there will be no further forced publications that require such a response.

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