



Ministries Foundation Board of Directors
Thursday, June 16, 2022; 4:00-6:00 PM
Zoom Virtual Meeting

DRAFT

In Attendance: Kay Egan, CSJ; Suzanne Herder, CSJ; Stacy Jacobson; Steve Kenney; Mary Lydon; Maya Missaghi; Brian Mullen; Colleen O'Malley, CSJ; Mark Richards; Gabrielle Rohde; Ralph Scorpio; Lacy Sietsema; Kris Smyth; Bridget Sperl; Jill Underdahl, CSJ; Jean Wincek, CSJ.

The Ministries Foundation Board of Directors meeting convened on Thursday, June 16, 2022, via Zoom. Bridget called the meeting to order at 4:00pm.

DEI Statement: The DEI Statement was read by Bridget.

Prayer: Suzanne Herder, CSJ, led the prayer.

Agenda: The June agenda was unanimously approved.

Minutes: The Board minutes from April 21, 2022 were presented. Hearing no additional feedback, corrections, or comments, Stacy moved to approve the minutes and Mary seconded. The Board voted unanimously to approve the minutes.

Committee Minutes: The Committee minutes were presented. Hearing no additional feedback, corrections, or comments, Kay moved to approve the committee minutes and Kris seconded. The Board voted unanimously to approve the Committee minutes.

Executive Director's Report

Ralph thanked everyone who supported the Carondelet Celebration. He also thanked everyone for a productive year. The Board Goals have been uploaded onto the Board Portal, and he said it's been fun to see what has been accomplished and there has been a high level of support and involvement. Bridget added that she is particularly pleased with everyone's attendance and participation in activities. Ralph also highlighted Paul Tatro's work in grant writing and stated that St. Mary's Health Clinics are really establishing themselves in the Latino community. There is still a couple weeks left of the fiscal year and our current mailing is doing well.

Newly Designed Organization Report

Steering Committee & MOU Committee Update: Brian stated that the Steering Committee continues to move forward with their work on the Newly Designed Organization (NDO). Except for the Finance and Legal Subcommittee, the other subcommittees are finalizing their risk assessments. The Finance and Legal subcommittee will finish their risk assessment once all the others are submitted. Neal Buethe (Taft Law) has been meeting with the MOU Committee and is establishing a legal document that will identify the sections that the Steering Committee Governance Subcommittee has put together. He has also discussed how reserve powers can impact liability. September is the new deadline for Bold Moves and the creation of the NDO.

There was a discussion about possible conflicts of interests regarding Neal Buethe, who is representing both the Foundation and the Province. He has extensive knowledge with the Province, as well as an understanding of what the Steering Committee is trying to accomplish. Neal did bring this up with his firm and they did not see any issues. If Neal does perceive a conflict of interest, he will address this and request that the Steering Committee get outside council. It was suggested that Brian Dillon look over a retainer/conflict of interest waiver, which will be reviewed and signed.

Kay updated the Board on the MOU Committee. Neal has suggested keeping things as simple as possible and to keep a broad perspective. Kay added that there is some language difficulties between the MOU and Steering Committee. They are waiting on the Steering Committee for more information before moving forward. Brian suggested setting up a meeting to address this issue in advance of completing the Business Case and financial piece. It would be a big plus to know which items to this point have been agreed to.

The next steps will be to complete the Business Case. The Finance and Legal Subcommittee will put together a 7-year budget, which will include additional outside grant funding. Neal is addressing the best way to put together a waiver will be submitted to the IRS with regards to religious affiliation. It is possible that a new 501c3 application will have to be considered. Brian added that the Steering Committee is currently working on the Risk Assessment and Business Case, and exploring the pros and cons of either remaining in the current 501c3 or obtaining a new 501c3.

The Steering Committee put together a budget for 2022-2023. This budget is itemized and includes the President's salary, search firm, branding/web development, legal fees, a business case and strategic planning consultant, and training for all Board members, staff, and volunteers of the NDO. Brian added that the Steering Committee may have estimated high but that means money will ultimately be saved.

St. Mary's Health Clinics: There was a discussion about St. Mary's Health Clinics and their level of involvement in Bold Moves. Brian updated SMHC Board Chair, Steve Lokensgard, on the work of the Steering Committee. The SMHC Board has asked for more information regarding whether they should join the Bold Moves movement. Brian reminded Steve that the Sisters voted to move four ministries into the NDO along with the Foundation. SMHC made the decision to wait and see how things moves forward before they decide whether or not to join. Because SMHC is a separate organization, a request to join would have to be made by its Board. Suzanne pointed out that the more information the SMHC Board receives, it might be more apt to think about joining earlier. There was a discussion about the need to understand the risk of bringing in SMHC, legal implications, and how it could affect the current Steering Committee timeline. There was further discussion about possibly having someone from the SMHC Board be on the Steering Committee. Brian stated that he will continue to update Steve about Steering Committee work. SMHC was also assured that Paul Tatro will continue to work on grants as part of a contracted service agreement with the Ministries Foundation.

Bridget said that there is overall support for continuing the conversation with SMHC. She suggested that after the first phase of Bold Moves is completed, there will be more capacity for the Board to see what the NDO will look like. It was decided that a good starting point would be for Bridget to authorize Brian to ask the SMHC Board to authorize Steve to have a conversation with Neal to explore a potential structure that could incorporate the Clinics.

Committee Actions

Finance: The final draft of the Budget and Operation Plan for 2022-2023 was presented. Accommodations

were made for the Steering Committee's transition expenses request. A fundraising effort of \$355,000 has been added to help offset these additional expenses. Paul Tatro is going to try to find organizations that will provide grants to help cover transition costs as well. There was a discussion about possibly using the Endowment Fund to help cover everything. Ralph stated that when the markets are taken into consideration, it isn't desirable to take money out of the Endowment fund. He added that the expenses are estimated and may not be spent this fiscal year. Mary pointed out that in this current market, employment competition is strong and we need to maintain current staff. Ralph added that the Ministries Foundation is following the Province in giving employees a 3% raise and one employee has been raised to market level.

Steve made a motion to approve the 2022-2023 Budget and Operations Plan. Gabi seconded. All Board members voted in favor to approve.

Grants: Jill presented the Spring PIM Grant recommendations for 2022. The goal is to offset Province funding and the Grants Committee had a total of \$402,042 to give away. Allocations were based on financial obligations. Not reflected in the Grants Chart is the recommendation that the Ministries Foundation receive \$22,917 in compensation for the transition costs of the Newly Designed Organization. Ralph added that all the amounts bring the Ministries up to the dollar of their commitments across the board this fiscal year.

Jill made a motion to approve the grant recommendations, Colleen seconded. All voted in favor to approve.

Jill updated the Board about Peace House Community (PHC). Due to the creation of the Newly Designed Organization, the Grants Committee is aware that they might not be able to give to PHC in ways that they have in the past. Their grant levels have increased because of their level of asking, particularly over the last two years of COVID. Out of courtesy and respect, the Grants Committee approved a recommendation that PHC will be notified by letter to let them know of the restructuring. The overall goal of this letter is to point out that the market is down, there are new costs, and they may need to expand their own fundraising efforts beyond what we may be able to do. They can still ask for grants, but the amount they may be given may be smaller.

Governance: The Nomination Slate was presented to the Board.

Recommendation 1: A recommendation was made to approve Susan Oeffling, CSJ to the Ministries Foundation Board for a first term. Susan has served on this Board before and is willing to assume this responsibility again. She has all the necessary background. Jean moved to approve this recommendation, Kay seconded. All voted in favor to welcome Susan as a Board member.

Recommendation 2: A recommendation was made to approve a second term for Brian Mullen. Jean made a motion to approve, Jill seconded. All voted in favor to approve.

Recommendation 3: A recommendation was made to approve the second term extensions (1 year) for Kay Egan, CSJ, Jill Underdahl, CSJ, and Anita S. Duckor. Jean moved to approve, Kris seconded. All voted in favor to the second term extensions.

Recommendation 4: Bridget announced that she will not be extending her term as Board Chair. A recommendation has been made to nominate Kris for this position, with Jean serving as Secretary and Kay as Treasurer. The Vice Chair position will be vacant. Mary moved to approve the recommendation, Mark seconded. All voted in favor.

Meeting Recap/Review

Action Items: There will be a discussion with Brian Dillon to look over a retainer/conflict of interest waiver, which will then be reviewed and signed.

Brian will keep in touch with SMHC Board Chair Steve Lokensgard regarding Bold Moves and Steering Committee work.

The Sisters of St. Joseph Province Council were presented with the Budget and Nomination Slate. Suzanne said that they did approve all documents/nominations.

Thank You: Bridget thanked all Board members for their work and support. She also thanked Roger Norris, who is not renewing his membership for a second term.

Other: Kris thanked Bridget for her leadership. Honesty and inclusion will help to guide the Board in coming years through this transition. Ralph added that Bridget will remain on the Executive Committee and the Board as Chair Emerita.

Executive Session: started at 5:37 pm.

Board Adjournment: the meeting adjourned at 6:00 pm.

Respectfully Submitted,
Lacy Sietsema, CSJ Ministries Foundation

Signature: 

Date Approved: 8-25-22