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**Ministries Foundation Steering Committee with MOU Committee**

**Thursday, April 28, 2022; 7:30 – 9:00 a.m.**

**Zoom Virtual Meeting**

**Steering Committee's Commitment to Diversity, Equity, and Inclusion**

*We will use a lens of racial and economic justice by working on seeing, hearing, and identifying how to change and improve both individually (in our everyday interactions), and through systemic change in communications, policies, and procedures within our planning of a newly designed organization.*

**In Attendance:** Chair Brian Mullen; Anita S. Duckor; Kristine Smyth; Meg Gillespie, CSJ; Jill Urdahl, CSJ; Beth Bird, Father Larry Snyder

MOU Committee: Cathy Steffens, CSJ; Katharine Egan, CSJ; Sharon Gondek, CSJ; Mary Herbert Seiter, CSJ; Mary Catherine Rosengren, CSJ; [Barb Aubert, secretary for MIU Committee minutes]

Chair Brian Mullen called the meeting to order at 7:31 a.m.

**Prayer:** Father Larry

**DEI statement:** Brian read the DEI Statement

**Minutes:** to be approved at May 5 meeting

Brian pulled up the MOU Committee's **-Inter-Committee Discussion Resource**, a table with the left column from SC's MOU Memo and the right column from the MOU. The MOU is from the April 20<sup>th</sup> version that incorporated the verbal and written feedback from the Sisters Assembly.

Cathy observed that the MOU had been spending its time working on financial arrangement description, which the SC is not ready for until the Business Case is complete.

1) **Phrasing accountable to** –Cathy Steffens mentioned that the fourth bullet on the SC column p. 1 says "The MOU is accountable to the Province which includes the sisters and ministries." The MOU Committee is uncomfortable with phrase "accountable to ...the sisters and ministries." Brian suggested the wording of "works on behalf of," which Cathy felt is more accurate. They are accountable to the Province but not to the ministries. The SC will amend the language.

2) **Definition of "thrive" if first bullet p. 1:** The MOU Committee felt this term needed definition in context of the ministries. Brian stated it means to be both successful in meeting the needs of the community *and* being self-sustaining, having the funding sources to maintain operations. This means

each “has the support of the donors” to keep it going. Cathy agreed that the Sisters want both parts of “thrive” and asked that this definition be written into the document. Brian said that this could be added.

**3) Deletions of Partners in favor of Sponsorship:** Cathy asked for the rationale on this SC recommendation on p. 2. She explained that the MOU felt it was essential to describe the entities entering into the MOU agreement. Jill responded that the full description of the Province is not necessarily relevant to the running of the Board and the Newly Designed Organization, yet describing the sponsorship relationship with its roles and responsibilities was significant and relevant—especially to lay people who are not used to understanding this unique relationship. Cathy asked if the SC could accept including both rather than deleting the description of the Partners—list the Partners first and then add the sponsoring arrangement. Brian thought this was fine as long as the partner benefits are listed.

Jill asked it was all needed, as perhaps the elements are listed elsewhere. She felt the document should focus on the key information for now and the Newly Designed Organization.

Marie Herbert stated that it could be simply stated who the two partners are and how they are coming together, which is the Sponsorship Relationship, as in the St. Kate’s model. Anita noted that this new structure is similar but not the same as the St. Kate’s model. Cathy noted that the Reserve Powers are “how” they accomplish the Sponsorship relationship.

**3) Sponsorship “Charter” and “Bylaws”:** Cathy observed that these elements are referred to in the SC’s Sponsorship description on p.2 but do they exist? Anita pointed out that they still have to be written. Cathy said that perhaps these discussions can help in that process and wondered if the SC has all they need to write them.

**4) Reserve Powers Discussion (p. 5):** Meg read over the list of responsibilities of the St. Kate’s Sponsorship Council. Katharine mentioned that these are not listed specifically as Reserve Powers. Meg read another list of the specific Reserve Powers in the St. Kate’s sponsorship. Cathy noted that the SC document has the Reserve Powers separate and the MOU has them imbedded in the Sponsorship Council description of responsibilities. Cathy said the MOU did this as they are important for the Council members know that they are watching over these elements for the Province.

Jill and Anita explained that some of the powers listed, such as evaluating the ministries annually or holding fast to CSJ values, are responsibilities that the whole Board needs to feel ownership for, not just the Sponsorship Committee. Cathy agreed and recommended a diagram that shows the Sponsorship Council not as a rectangle connected to the board on the side of it but a box within the Board. Anita said that the Governance Committee would assist in clarity by delineating the roles and responsibilities of the full board and including them.

Cathy agreed and stated that the Sponsorship Council has the special responsibility to pay attention to these for the Province. It was observed that when everyone is responsible, sometimes no one is, and the Sponsorship Council has the particularly duty to make sure these things listed happen. The expression “our Province representatives” was used by Cathy and Jill paused to have that unpacked to ensure everyone understood it the same way. Katharine mentioned that “receiving assurance” might be used

instead of “assuring,” but the role of the Sponsorship for the Province is to make sure that the responsibilities listed are carried out within the Board.

Jill and Anita emphasized that the decision-making powers rest with the Board, *not the Sponsorship Council*, and Cathy agreed.

Katharine suggested that perhaps for the first few years, the Reserve Powers could just be retained by the Province, as has been done. Anita said that this would be troubling and might not work because we are designing a new organization and that all the board members (new and existing) and even staff members will need to sign up for the new organization with differing responsibilities and functions. Cathy agreed that this is the intent of both the Steering Committee and the MOU Committee, it is just stated differently with different styles. Everyone agreed that the full board needs to take ownership of the full plate of duties but the Sponsorship Council has the role, as Jill said, to “prod and remind” the Board when needed. Katharine agreed it is important to delineate this as people don’t understand the unique relationship of a religious organization’s sponsorship and Reserve Powers. Cathy said for the MOU Committee, that the way the SC has written it has not seemed clear and vice versa for the SC viewing the MOU. Cathy said the MOU Committee would go back and take the SC input and try to make things clearer.

**5) Conflicts between Sponsorship Council and Full Board:** Marie Herbert asked what happens if the Sponsorship Council is diametrically opposed to a decision of the full Board. Meg said that it has never come up on the St. Kate’s Board, but if it did, it would mean that not enough discussion has happened. They need to go back to talk things out further. The Board and the Sponsorship Council are not hierarchical with veto power over each other. The Council is part of the Board and would have to push for more discussion, not to win the Board over but to get out more options or considerations. (Cathy later stated that they may need more discussion on this in the MOU Committee.)

Cathy mentioned that the Province has both civil and Canonical responsibilities. The Canonical responsibilities are not over ministry issues but over financial ones, like not building or borrowing beyond a set limit. And both the SC and MOU note these Reserve Powers over things like construction and debt.

Cathy wondered if the MOU Committee can make it clear that the Board has the decision-making power, that they could leave their list of special responsibilities to make sure the Board accomplishes them, including the second bullet on CSJ values. Anita thought that the writing out of the full Board responsibilities and the MOU Committee clarifying its roles and the responsibilities will make these understandings clearer.

**4) Board Membership, p. 4:** Cathy said in bullet 1 that the SC now recommends up to 5 Sponsorship Council members for 30 Board members while the St. Kate’s board has 7 Sponsorship Council members to 28 Board members. The difference in representation is a question. Anita noted that the current Ministry Fundraising Board bylaws, it can have up to 30 members but has never reached this. Cathy later pointed out in bullet 3 was “up to 1/5” of the Board, which would mean zero. Jill noted that it has to have at least 3 members. Cathy mentioned that for this bullet and for “g” that members of the Sponsorship Council can be Sisters or representatives of the CSJ Province.

5) **Selection of Sponsorship Council Members:** Cathy agreed that the Nomination Committee could be the ones selecting the members of the Board and therefore the Sponsorship Council, but she asked where will the names for nomination for this Council come from? Anita said from many sources, including from the Province and the Sponsorship Council, and that Sisters and lay members of the Province can also serve on the Board without being part of the Sponsorship Council. Anita said that it could be clarified by the SC how the Nomination Committee solicits candidate nomination for the Sponsorship Council. Meg noted how the St. Kate's Sponsorship Council would meet to consider the expertise the Board needed and then consider individuals within the Province to recommend to the Board.

6) **Civic Community versus just Community:** Cathy members of the Assembly noticed that community can be used in many ways (often used to refer to the CSJ community) so they recommended inserting the word "civic"—when speaking of meeting the needs of the public – the civic community.

6) **"Operations" versus "Governance":** Anita noticed this difference in use between the SC and MOU documents – the latter is more structural in nature. Anita and Cathy both agreed that many of the differences in the two documents are in style and format rather than meaning but both need revision for more clarity. We are "all on the same page" was the conclusion but the documents need to get closer in language understandable to all without unstated assumptions.

7) **Ministries Expansion:** Cathy asked if a Sister has a new ministry idea if it just goes to the Board (as opposed to through the Sponsorship Council). Anita affirmed that it would go through the Board and emphasized that the Board might also expand existing ministries.

8) **Liability Issues:** Larry stated that whatever is written in terms of roles and responsibilities of the Sponsorship Council and Board could have liability issues for the Sisters, so this must be considered to protect the assets of the Province. Cathy agreed, that this was part of the whole purpose of shifting the Ministries into the new organization and that she would make sure their legal counsel looked the MOU over for potential liability issues.

Brian said it seemed a successful meeting and thanked everyone for coming.

**Next Meeting:** Thursday May 5, 2022 -- 7:30 am to 9:00 am – Jill noted she would be late.

**Prayer for Next Meeting:** Jill

**Adjournment:** The meeting adjourned at 9:02 am

Respectfully submitted,

Marybeth Lorbiecki, Communications Consultant