



Sisters of St. Joseph of Carondelet  
St. Paul Province  
Ministries Foundation

Bold Moves for Real Change

**Ministries Foundation Board of Directors**  
**Thursday, October 27, 2022; 4:00-6:00 PM**  
**In Person – Carondelet Center**

**DRAFT**

**In Attendance:** Anita S. Duckor; Kay Egan, CSJ; Stacy Jacobson; Steve Kenney; Mary Lydon; Brian Mullen; Susan Oeffling, CSJ; Colleen O'Malley, CSJ; Mark Richards; Gabrielle Rohde; Kris Smyth; Bridget Sperl; Rosario de la Torre; Jill Underdahl, CSJ; Jean Wincek, CSJ.

**Not Present:** Brian Dillon; Maya Missaghi

The Ministries Foundation Board of Directors meeting convened in person on Thursday, October 27, 2022. Kris Smyth called the meeting to order at 4:03pm.

**DEI Statement:** The DEI Statement was read by Brian Mullen.

**Prayer:** Anita S. Duckor led the prayer.

**Steering Committee Business Case**

**Motion:** Brian made the motion to present the Steering Committee Business Case to the Board and the motion was seconded.

**Discussion:** Brian presented the Steering Committee Business Case. He recognized that it contains a lot of material and went over the challenges that went into the making of it. He opened the discussion up for questions.

Questions were asked regarding the financial projections, where the numbers came from and how gaps will be bridged. Brian stated that all the information came from various parties. Kris added that the Steering Committee is aware that the budgeted amount is a reach, but that Ralph, Larry, and Kris went over this and believe it's doable. The Development Committee will be very involved in reaching their financial goals. The Steering Committee will be asking for \$15 million over a 5-year period from the Province and the Capital Campaign goal will be \$10 million.

There was a discussion regarding page 24, the first point at the top. This point states that the President will chair the Programs and Opportunities Committee. Jean pointed out that from a Governance perspective, it is not best practice for a President of an organization to chair a Committee when he must have accountability. Anita suggested making an amendment to the Business Case.

Jean suggested that the line which states "President chairs the Committee" be struck from this document and that the practice of having a board member be chair of each committee be the common practice.

There was a discussion regarding committee staffing and the rationale for having the NDO President serve as

Chair. Anita stated that the Program and Development Directors would be part of the Committee. Brian added that the Steering Committee would hope the President would have strong experience in developing and driving new programs. It was pointed out that while it will be important to have a Board Member serve as Chair, it will be necessary to utilize the President's experience. Colleen added that there should be an assumption that the President will serve as a participating member in as many Committee meetings as possible.

There was a discussion regarding the third point on page 23: "The NDO cannot be sustainable without expanding the ministries". Anita stated that her subcommittee spent significant time with the Program Directors. She added that without growth and something new, maintaining the status quo is not viable. Growth will be critical to success and expansion must be stepped up. There was a discussion regarding the ministries and the need to create partnerships. Brian stated that the Programs and Opportunities Committee will have a lot of responsibility monitoring the ministries and finding new opportunities. Assessments will take place and involve market research. Changes in the staff and Board will occur as well. Non-Board Members could be invited to serve as well.

**Vote:** Kris called for a vote on accepting the Business Case with the suggested changes. All present Board members voted to approve the Business Case.

#### **Cover letter to Sisters that will Accompany Business Case**

Anita presented a letter that will accompany the Business Case. This letter is meant to set the tone for what the Business Case will unfold. It is not meant to be an executive summary. There were no questions about the letter.

#### **Governance Committee Recommendation to Change MF Board Terms**

The Governance Committee recommends changing Board terms from 4 years to 3. This is because there will be two 3-year terms for the NDO and the Ministries Foundation Board needs to mirror this. This recommendation proposes that each director will serve for 3 years.

**Motion:** Anita moved to present this recommendation and Colleen seconded.

**Discussion:** Anita stated that due to dedicated gifts and potential bequests, there is a need to keep four elected officers. These officers will meet once a year and transfer funds from the Ministries Foundation to the NDO. The current Foundation will file a 990 and there will be one annual Board meeting.

**Vote:** All present Board members voted in favor of approving this recommendation.

#### **MOU Discussion**

The Steering Committee recommends that the NDO will not provide funds to outside organizations, with the exception being St. Mary's Health Clinics.

**Motion:** Kris moved and Gabi seconded to bring this recommendation forward.

**Discussion:** Brian presented Neal Bueth's responses to a list of questions. Brian stated that, based on these responses, the NDO would focus on raising funds only for the included ministries and continue to support St. Mary's Health Clinics. There was a discussion about Peace House Community and whether they are aware that this is happening. Jill said that a communication was sent to them in the spring. This communication

encourages them to apply in the fall and alerted them to upcoming changes. There was a discussion about the possible inclusion of Peace House Community into the NDO. Anita stated that Peace House Community must be the ones to ask to join.

**Vote:** 13 Board Members voted yes, 2 Board Members voted no.

**Proposed Committee Suggestions – Phase II**

**Motion:** Kris moved and Mary seconded to have the Board approve Brian Mullen, Anita S. Duckor, Kristine Smyth and anyone else invited to be on the Phase II Organization Planning Committee with the essential expertise necessary to carry out the Phase II successfully.

Kris puts forth that Brian, Anita, and Kris will begin the process of Phase II with the intent to bring board members on as needed, as well as other committee members and those with expertise to help this phase move forward and they won't need permission from the Board to approve new members of this committee. Brian said that what we're talking about here is overseeing the results that need to happen. Anita said there will be a lot of work to get this phase accomplished by July 1

**Vote:** All present Board Members voted to approve this motion.

**Board Adjournment:** the meeting adjourned at 5:30 pm.

**Respectfully Submitted,**

Lacy Sietsema, CSJ Ministries Foundation

Signature:

A handwritten signature in cursive script, appearing to read "Lacy Sietsema", written in black ink.

Date: 12-15-22