

Minutes (Draft)
Board of Trustees Meeting (Teleconference)
Voice of the Faithful, Inc.
March 2, 2010
7:00 P.M. – 10:00 P.M.

Trustees Present: Bill Casey (presiding, phone), Dan Bartley (phone), Ron DuBois (Office), Mary Pat Fox (phone), Pat Gomez (Office), John Hushon (phone), Elia Marnik (Office), Ed Wilson (phone).

Officers Present: Kevin Connors (phone), Janet Hauter (phone).

Executive Director: Donna Doucette (Office).

Officer-Designate: Nick Mazza (phone).

Opening Prayer was led by John Hushon.

1. Administrative Matters:

a. Board Chair Bill Casey expressed to outgoing Secretary Julie McConville the appreciation of the Board, the Officers and the Executive Director for her service as Secretary and her long-standing contributions to VOTF. Upon a motion duly moved and seconded, the Board approved the following resolution.

Resolved: The Board of Trustees, Officers and Executive Director express their deepest appreciation to Julie McConville for her service as Secretary of VOTF (2008-2010), and they thank her for her commitment, dedication and advancement of the mission and goals of VOTF from the earliest days of the organization to the present time. (8-0-0)

b. Bill Casey welcomed the Secretary-Designate Nick Mazza as an observer to the meeting pending the effective date of his appointment on March 15, 2010. Upon a motion duly moved and seconded, the Board approved the following resolution.

Resolved: the Board designates Executive Director Donna Doucette as a resident agent for VOTF in order to fulfill a provision in the By-Laws when the Secretary is not a resident of Massachusetts (Article II, Section 4D). (8-0-0)

Secretary-Designate Nick Mazza resides in New Jersey.

c. Upon a motion duly moved and seconded, the Board approved the minutes of the meeting on January 26, 2010. (8-0-0).

2. 2010 Election

a. Board Chair Bill Casey thanked Elia Marnik for her coordination of a very successful election of new national officers with the capable assistance of a Nominating Committee (chaired by Bob Ott) and an Elections Committee (chaired by Sheila Peiffer). He and Elia also thanked Executive Director Donna Doucette and office staff (especially Alice Campanella) for their assistance in making the election successful. A copy of the certified results is attached to these minutes.

b. Elia Marnik summarized key outcomes of the election process including low costs (approximately \$4,500) and voter turnout (approximately 30% of eligible voters). Board

members expressed different perspectives about the size of the turnout. Elia reported that the Elections Committee will submit a full report to the Board as in past election years.

3. Finances:

- a. The financial statements for January 2010 show that VOTF's cash reserves equal about \$136,000, an amount that represents just over 4 months of average FY 10 monthly operating expenses.
- b. President Dan Bartley reported that the projected cash reserves will dip below the ADEQUATE level (under VOTF's Liquidity Standards, less than 2 months of average operating expenses) unless revenue increases significantly. He hopes that a part-time development position will be filled quickly in order to enhance VOTF's revenue potential. He also noted the raffle for a trip to Ireland (currently underway) and an upcoming Newsletter/fund-raiser to those members without email addresses will be sources of revenue beyond projections.
- c. Board Chair Bill Casey advocated urgent attention to VOTF's financial condition if there is not significant progress by the Board's meeting on April 16-17. He will include it as a high priority on that agenda.

4. Committee Reports:

- a. Development Committee. Board Chair Bill Casey summarized the report submitted in writing by committee chair Jayne O'Donnell who was unable to attend the meeting. Jayne expects to closely coordinate development activities with a new development specialist when hired.
- b. Governance Committee.
*Committee Chair Elia Marnik summarized the 2-year effort of the Governance Committee to develop revisions to the By-Laws in order to reflect current conditions and organizational changes. The Trustees all expressed compliments to Elia and the committee for their high quality work. The Trustees also asked the Governance Committee to develop a policy separate from the By-Laws that provides a hardship exemption for annual dues. Upon a motion duly moved and seconded, the Board approved the revised By-Laws effective March 2, 2010.

Resolved: the Voice of the Faithful Board of Trustees adopts the revised By-Laws presented to the Board by the Governance Committee on March 2, 2010. (8-0-0)

*Bill Casey agreed to draft a message to notify members about the new By-Laws and asked Executive Director Donna Doucette to have them published on the website at the same time.

* Elia presented a proposal from the Governance Committee that defines what constitutes a payment of dues in 2010 and beyond. She noted that the Governance Committee split 3-2 in favor of the proposal and she also presented dissenting arguments by two committee members and a response to the dissent by the other three committee members. The proposal and the other two documents are attached to the minutes. After Trustees expressed their individual perspectives and interests on the significant differences about the proposal, the Board voted to adopt it. Upon a motion duly moved and seconded, the Board approved the following resolution.

Resolved: The Board of Trustees determines that, as in past years, all donations to VOTF, received during calendar year 2010 and in ensuing years, from members in the amount of \$50.00 (\$85.00 for couples) will be counted against annual dues for that year. (6-3-0).

In favor: Dan Bartley, Ron DuBois, Pat Gomez, John Hushon, Elia Marnik, Ed Wilson.

Opposed: Bill Casey, Mary Pat Fox, Jayne O'Donnell.

Abstention: none.

Note: Trustee Jayne O'Donnell submitted her vote against the proposal in an email prior to the meeting since she could not attend.

c. Trustee Nominations Committee. Committee Chair Mary Pat Fox reported that the terms of four Trustees expire in June, and along with one vacant position, five seats will be empty in the next few months. Trustee terms that expire include those of Ron DuBois, Svea Fraser, Jayne O'Donnell, and Ed Wilson. The vacant seat was previously filled by Dan Sullivan. Mary Pat will hold a meeting of the Trustee Nominating Committee during March and will solicit candidates from members and the committee's own search efforts. She expects to present candidates for election by the Board by June.

5. Leadership Reports:

a. Officers. President Dan Bartley reported a continuing enthusiastic effort by members of the Voices in Action campaign committees and the overall Core Team, and he indicated progress on all initiatives underway by the committees.

b. Executive Director. Donna Doucette answered questions about a summary report of key actions underway at the National Office.

6. Miscellaneous

The Board nailed down plans for its semi-annual in-person meeting on April 16-17 in Wellesley, MA. Board Chair Bill Casey requested that the Trustees submit agenda topics that they want to consider at that meeting.

7. Closing Prayer by Bill Casey.

The meeting adjourned at 9:00 p.m.

The next meeting is April 16-17, 2010 at the Wellesley College Club in Wellesley, MA.