

Minutes
Board of Trustees Meeting
Voice of the Faithful, Inc.
Passionist Spiritual Center, Riverdale, NY
October 17, 2008 (6:30 P.M. – 9:30 P.M. EDT)
October 18, 2008 (8:30 A.M. – 4:30 P.M. EDT)

Approved November 25, 2008

Trustees present: Dan Bartley, Bill Casey (presiding), Ron DuBois, Mary Pat Fox, Svea Fraser, John Hushon, Elia Marnik, Jayne O'Donnell, Jim Post.

Officers present: Kevin Connors.

Executive Director: Donna Doucette.

1. Introductory Session: Svea Fraser guided the participants in a spiritual reflection on the Gospel theme of Forgiveness, and Bill Casey led a discussion and reflection on VOTF's roots and "harvest yields", especially during the last year. Participants shared their vision for VOTF's future as a way of refocusing and reenergizing the strategic direction of VOTF and the Board.

2. Strategic Plan

Dan Bartley presented the Strategic Plan drafted by the Officers after an extensive consultation process within the leadership ranks of VOTF. Dan presented a narrative version that laid out the underlying principles on which the Plan is based; the strengths, weaknesses, opportunities and threats that challenge VOTF in 2008 and beyond; a high-level approach to energize and mobilize VOTF's considerable talents and resources; a series of platforms on which to execute strategic actions; and organizational and development implications of the Plan.

Dan also led a full discussion of objectives and anticipated actions under each of the five platforms, along with the mix of talents, skills, and resources needed to launch each one. The Officers' proposal is predicated on the creation of leadership teams for each area that will coordinate with the Officers. The Plan is designed to fit within the structures already in place within VOTF.

The participants engaged in a discussion of the Plan, offered a number of recommendations as to content and rollout, and strongly endorsed the direction and elements of the Plan.

Action: In the coming weeks, the Officers will complete the consultation process, make final modifications, and begin to roll out the Plan on a comprehensive and systematic basis.

3. Financial Challenges and Opportunities

Treasurer Kevin Connors and Executive Director Donna Doucette reviewed VOTF, Inc's financial condition during the first quarter of FY 09 and anticipated expenses/revenue in the quarters ahead. The Board recognized the additional challenges that VOTF faces

with the economic crisis in the U.S. and the reality that there is little room left to cut expenses in any substantial way. Financial success is dependent largely on revenue development—a reality that confronts many non-profit organizations. Donna discussed a number of technology-based options underway or under consideration to reach members and other donors in more efficient and effective ways.

Development Committee Chair Jayne O'Donnell reviewed a number of development initiatives that build upon positive results in the latter half of FY 08, including another raffle like the highly successful offering of Red Sox tickets last summer. Development committee members are initiating direct contacts with major donors to apprise them of VOTF actions and to solicit their feedback throughout the year. Although donor contributions of amounts less than \$500 tends to remain fairly constant, contributions of higher amounts are more variable, and they are crucial for VOTF's revenue needs.

Action: Continue to consider all sound expense containment opportunities and engage leaders, affiliates and members in dependable and creative development efforts.

4. Governance Challenges

Board members reviewed the record of the NRC's deliberations over the last several months. As fiduciaries of VOTF, Inc., the trustees concluded that the animosity, verbal assaults, and continuing impasse in trying to decide on proposals before the NRC had become so harmful, and the dialogue so toxic, that VOTF's welfare is at significant risk.

Despite the ordinary presumption of deference to the NRC's own policies and procedures, Board members concluded that the risks to VOTF's interests and welfare outweighed further deference, and that Board intervention was now necessary. They agreed that the toxic state of communications and interaction within the NRC (both on the listserv and anticipated at the meeting scheduled for Nov. 7-9 in Dayton, Ohio), warranted fiduciary action. They also agreed that the current policies and procedures of the NRC were inadequate to address the underlying sources of disagreement, much less bring the animosity and divisiveness to a credible resolution.

Board members discussed a variety of interventions as well as examined the risks and consequences of non-intervention for VOTF. After considerable deliberation, and upon a motion duly moved and seconded, the Board approved the following resolution.

Resolved: During its meeting on October 17-18, 2008, the Board of Trustees took note of the activities of the NRC, particularly the persistence of toxic interaction and communication on the NRC listserv, and it concluded that these activities are inconsistent with the objectives and future welfare of VOTF.

Therefore, the Board unanimously resolved:

- (1) *to suspend the meeting of the NRC scheduled for November 7-9, 2008, in Dayton, Ohio.*
- (2) *as of November 1, 2008, to suspend the NRC listserv; and*
- (3) *to request the NRC, on or before February 1, 2009, to propose to the Board future operating policies and procedures in order to ensure the effectiveness of the NRC*

within VOTF, in a manner that is consistent with the objectives and welfare of VOTF (9-0-0).

The Board also designated Board Chair Bill Casey to be the Board's contact with the NRC on any questions about this resolution or on the NRC's work to develop future operating policies and procedures.

Actions—On behalf of the Board of Trustees:

1. Bill Casey will notify the representatives of the NRC on Oct. 22, and the other participants on the NRC listserv on Oct. 23, of the Board's conclusions and decisions.
2. Donna Doucette will arrange to cancel the contract between VOTF, Inc. and the Bergamo retreat center for the NRC meeting scheduled for Nov. 7-9, 2008.
3. Donna Doucette will arrange to suspend the NRC listserv on Nov. 1, 2008.
4. Bill Casey will respond to any questions or concerns from NRC representatives or other NRC listserv participants about the Board's notice and the NRC's efforts to develop future policies and procedures.

5. Board Business

Upon a motion duly made and seconded, the Board approved the minutes of its meeting on Sept. 23, 2008 (9-0-0).

6. Concluding Session

Svea Fraser led the participants in a final prayer experience.

The meeting adjourned at 4:30 P.M.