

Minutes Final
Board of Trustees Meeting (at VOTF office)
Voice of the Faithful, Inc.
March 25, 2008, 7:10 – 10:10 PM (Eastern)

Board Members Present: Bill Casey, (presiding, on phone), Elia Marnik, Ron DuBois, Dan Sullivan, Jayne O'Donnell, Mary Pat Fox (on phone), and Dan Bartley (on phone).

Board Members Absent: John Hushon

Officers Present: Julie McConville, Clerk, Janet Hauter (on phone), and Kevin Connors (on phone).

Executive Director: Donna Doucette.

Opening Prayer was led by Bill Casey.

1. Welcome:

- a. Bill Casey expressed a warm welcome and appreciation to the newly elected officers: Dan Bartley, Janet Hauter, Kevin Connors and Julie McConville.
- b. Bill also declared that a quorum was present with seven Trustees.

2. Development

- a. Ron DuBois reported on a recent meeting of the Development Committee. Although revenue trends are ahead of February 2007, revenue collected may fall short of revenue budgeted for FY08, ending on May 31, 2008. Contributions from major donors are particularly below targets.
- b. Donna Doucette reported on upcoming fund-raising efforts, including a March appeal to 14,000 members who have contributed during the year but not in the last 3 months, and a final fiscal year-end appeal in April (along with an accompanying phone-a-thon).
- c. the Board discussed the possible risk of offsetting revenue between funds raised for the advertisement for the Papal visit and regular appeals. Actual returns over the next two months will determine if there is any offset, but contributions for the Papal ad are promising – 127 donors and \$6,900 on the first day.

3. Finances

- a. February financial statements are consistent with budget expectations, but FY 08 revenue projections are a source of concern.
- b. New Treasurer Kevin Connors agreed to take the lead, along with Donna Doucette and the Development Committee, in closely monitoring and advancing revenue options during the remaining two months of the fiscal year.

4. Budget Document

- a. Kevin Connors and Donna Doucette presented the preliminary FY 09 budget submitted to the Board in advance of the meeting. The proposed budget is less than the FY 08 budget due principally to reductions in fund-raising and other expenses through cost-saving adjustments that Donna has implemented. The budget includes some new expense categories relating to program development and administrative costs. Donna also proposed a 2.8% cost-of-living adjustment for three part-time staff members who have not had any adjustment in three years and who contribute many volunteer hours in addition to the duties for which they are paid. The total increase to the FY 09 budget will be less than \$1,000 for this raise.

b. The Board discussed other expense and revenue considerations, including the trade-offs of communicating with members electronically versus both electronically and by postal mail (50% of VOTF's members do not have, or have not provided, an email contact). The Board will act on a final budget at its next meeting on April 22.

5. Board Committee Reports

Governance

a. Elia Marnik reported that the committee is continuing to review the By-Laws, but it will make recommendations for any changes in By-Laws at one time as opposed to a piecemeal approach. Actual By-Law changes are subject to specific procedures in the By-Laws.

b. The Committee is looking particularly at the question of filling Board positions vacated before the expiration of a term by one of the three positions elected by the Board or one of the four positions elected by the NRC upon recommendation of the Board. One of the latter positions just became vacant with the resignation of David O'Brien who was appointed to a three-year term in August 2006.

c. The Committee is also reviewing the question of criteria and responsibility for rejection of an application to join VOTF (a rare occurrence in VOTF's history) as well as the question of working relationships between Working Groups and VOTF's three governing entities.

Trustee Nominations

a. Jayne O'Donnell reported that Paul Lakeland agreed to serve on a new Advisory Council that the Board agreed to pursue at its meeting in January.

b. Jayne also introduced two resolutions to fill two vacant positions on the Board:

Resolved: The VOTF Board of Trustees elects Svea Fraser as a member of the Board, effective March 25, 2008. Svea's term will run until June 2010 when the Board fills three positions with skill sets it determines necessary.
The Board adopted this motion unanimously (7-0).

Resolved: The VOTF Board of Trustees elects Jim Post to fill the balance of the term vacated by David O'Brien. Jim's term will run until June 2009.

The Board engaged in considerable discussion over the authority of the Board to act on this resolution since the By-Laws do not have a specific provision about filling the unexpired terms of Trustees. Dan Sullivan argued for a review of applicable Massachusetts statutes to confirm the Board's authority in the absence of a specific By-Law provision. Bill Casey argued in favor of the Board's overarching authority to act in the absence of a specific provision to the contrary. Ron DuBois referenced the By-Law provision on the election of Trustees by the Council following a recommendation by the Board. After further discussion, the Board voted to adopt this resolution as follows:
In Favor - 4: Bill Casey, Mary Pat Fox, Elia Marnik, Jayne O'Donnell.
Opposed - 3: Dan Bartley, Ron DuBois, Dan Sullivan.

6. Post-Election Matters

a. Bill Casey reported that he expected a written report from the Election Committee by the end of March regarding lessons learned and any other issues or concerns the committee wanted to bring to the attention of the Board.

b. Bill also reported on the progress of the special Trustee committee appointed by the Board at its meeting on March 7 (Bill Casey, Ron DuBois, Elia Marnik and Jayne O'Donnell) to review election complaints and problems. Bill reported on the committee's continuing efforts to identify the source of:

- questionable access to some NRC members' sections of the VOTF Donor Perfect database;
- questionable use of members' email addresses to send election information;
- invalid votes cast in the recent election;
- questionable access to the display page of election results during the recent election;
- possible weaknesses in VOTF's databases and access procedures.

This committee expects to present a final report at the Board's next meeting on April 22 and it recommends a Board report to the NRC at its meeting on April 25-27 and to the members in early May.

c. Bill reported that he received a letter from an attorney who is representing a member about concerns raised about the recent election.

7. Leadership Reports

a. Dan Bartley indicated that the new Officers intend to pursue early actions that will energize the members, improve internal communications, and generate new members and increased revenue. He expressed high hopes for the national ad regarding the Papal visit, along with a series of related actions relating to this event that are under development. He hopes to build strong connections with internal and external groups in order to advance specific initiatives in support of VOTF's mission and goals.

b. Ron DuBois summarized the status of the NRC's proposal on the role of Women in the Church and discussion highlights within the NRC about the proposal, including feedback they have each solicited from members.

8. Administration

a. The Board approved as drafted minutes for February 26 and March 7, 2008 (7-0).

b. The Board also agreed to note on the website where minutes of Board meetings are located the date of any meeting that is held in executive session.

c. The Board agreed to schedule its annual meeting at its regularly scheduled meeting on June 24, 2008 in response to a motion from Dan Sullivan (7-0).

d. The Board agreed to designate Elia Marnik as acting Chair when Bill Casey is out of the country mid-May to mid-June based on a proposal from Bill Casey (7-0).

e. The Board agreed to schedule 2 face-to-face meetings in FY 09, one in the fall and one in the spring, either in Boston or the New York City area since these locations are closest to the residences of most Trustees.

f. Donna Doucette explained that the Form 990s will be posted on the website shortly along with the quarterly financial statement (February 2008).

Closing prayer was led by Dan Sullivan.

Meeting concluded at 10:10 p.m.

Minutes prepared by Julie McConville on (date).

