

Minutes
Board of Trustees Meeting
Voice of the Faithful, Inc.
Wellesley College Club, Wellesley, MA
April 3, 2009 (6:00 P.M. - 9:30 P.M.EDT)
April 4, 2009 (8:00 A.M. - 4:30 P.M. EDT)

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

Officers present: Kevin Connors, Julie McConville.

Executive Director: Donna Doucette

1. Introductory Session: Svea Fraser guided the participants in a spiritual reflection on integrating prayer into all the work of VOTF, a core pillar of VOTF's foundation and mission. Bill Casey invited the participants to share their satisfactions and concerns about the question, "Are we fulfilling the integrity of VOTF's mission, financial and legal responsibilities?" Responses covered many of the issues to be addressed during the two-day meeting, especially the economic challenges in a time of a national financial crisis. Bill also reviewed the highlights of the last six months and the issues anticipated during the coming six-month period. The participants renewed their commitment to the "dream that brought VOTF into existence" as well as to seek creative solutions to the financial challenges confronting VOTF and most corporations and non-profits in the country.

2. Financial Integrity (Part One)

The participants began a discussion on the question, "How does VOTF accomplish its mission within its financial realities?" Bill Casey reported that the Contingency Planning Committee (Bartley, Casey, Hushon, O'Donnell, and Post) concluded that, despite an intense effort by the President and Executive Director to reduce costs and increase revenue during the last several months, more substantive changes to the budget were necessary. The participants discussed a wide range of considerations before concluding the evening's discussion and they agreed to determine specific changes in the following session.

3. Financial Integrity (Part Two)

The participants recognized that the costs for rent, revenue development and staff represented the most substantial costs in the budget and reductions in these areas represented painful choices. After discussing compensation costs in executive session, the Trustees decided on a series of budget reductions in rent, revenue and compensation (including those already implemented and proposed by the President and Executive Director) that reduced the budget by over 35 percent for

the remainder of 2009. The Board agreed to revisit the reductions if revenue increased substantially during this period.

To achieve the rent reductions, the Board urged the President and Executive Director to intensify their efforts to seek new space for the national office.

The Board also agreed to call on members to express their commitment to the work of VOTF in FY 2010 through a financial pledge of \$50 per member (or \$85 for a family) in connection with the rollout of the Strategic Plan (expected in July 2009). In addition, the Board agreed that VOTF would continue to solicit financial gifts beyond this baseline pledge throughout the year.

4. Mission Integrity

Dan Bartley reported that the Officers will convene a meeting of the five Strategic Plan Platform Teams on May 1-2 in Hartford to review and decide on the strategic initiatives to be included in VOTF's next strategic plan. The Officers expect to launch the 18-month Strategic Plan in July along with a branding message that makes clear VOTF's identity and niche. The Officers expect strong membership and affiliate participation in the initiatives and a reenergized commitment to the mission and goals of VOTF.

Kevin Connors reported on continuing preparations for the 2009 VOTF National Conference scheduled on October 30-31 on Long Island. The Friday evening session will enable members to get a first-hand understanding of the Strategic Plan initiatives and the Saturday sessions will feature Sr. Joan Chittister, OSB and Fr. Tom Reese, SJ as the main speakers. Conference organizers are planning mailings and advertising opportunities to elicit strong attendance.

John Hushon reported on progress regarding the American Catholic Council's plans to host a gathering of several thousand Catholics in Detroit on Pentecost weekend in 2011. This plenary gathering is expected to follow earlier day-long assemblies of interested Catholics around the country in order to surface themes and expectations of laity and clergy alike with regard to the vision of Church articulated in the Second Vatican Council. The participants raised questions about maintaining VOTF's mission and goal orientation by co-sponsoring this Council with other groups that may or may not share VOTF's vision. As VOTF's primary liaison with the Council (along with Vice-President Janet Hauter), John indicated that he and Janet will keep the Board apprised of any risks to VOTF through its participation. John also made clear that the Council is not intended to be self-perpetuating and does not have in its framework any attempt to initiate an independent American Catholic Church (as some have inaccurately reported).

5. Legal Integrity

In executive session (and with current Trustees nominated for another term recused), the Board elected Pat Gomez and re-elected Bill Casey, Elia Marnik and John Hushon to the Board. Their terms will begin with the BOT meeting in June 2009, and each will serve a 3-year term.

With regard to the status of the NRC, Bill Casey reported that the NRC showed no indications of reactivating its operations by the April 15 deadline the Board set to declare the NRC's intentions regarding its operations. On behalf of the Board's Governance Committee, Elia Marnik recommended that the Board either declare the NRC inactive and move ahead with VOTF business without reference to the NRC, or vote to disband it in accordance with provisions in the By-Laws. Upon a motion duly moved and seconded, the Board adopted the following resolution:

As of April 16, 2009, the Board declares, by its authority under Article I, Section I A of the Voice of the Faithful By-Laws, that the NRC is inactive with regard to the exercise of its authority and responsibilities under Article III of the By-Laws (10-0-0).

The Board agreed to notify the NRC and the members of this decision if the NRC did not respond to the Board by April 15 that it was resuming its operations, (it subsequently did not), and also to form a task force of Board and non-Board members to develop a new model by the end of 2009 for grassroots influence in the actions of VOTF. In the interim, the Board and Officers agreed to continue the business of VOTF without regard to the NRC and to solicit member feedback through the re-established affiliate listserv and the Strategic Plan platform committees.

Based on a report on the Governance committee's continuing review of By-Laws, the Board agreed to postpone any action on official revisions until after the matter of a replacement model for the NRC was completed.

6. General Matters

Upon a motion duly made and seconded, the Board approved the minutes, as amended, of the meeting on February 24, 2009 (10-0-0).

Upon a motion duly made and seconded, the Board approved the following resolution:

The Board of Trustees of Voice of the Faithful, Inc., approves the transfer of all bank accounts and bank activities from the Bank of America (Newton Branch) to Century Bank (headquarters in Medford, MA) (10-0-0). The Board also approved by voice vote (10-0-0) the following declarations from Century Bank's Resolutions and Authorities for Opening and Maintaining Accounts and for Borrowing: Certification; Opening and Operating Deposit Accounts;

Delegation of Authority; Continuation of Authority; Ratification of Prior Transactions; Revocation of Inconsistent Resolutions; and Persons Presently Authorized to Act."

In order to clarify the opportunities and restrictions regarding lobbying by 501(c)(3) organizations, the Board directed Executive Director and Trustee Ed Wilson to advise the Board at a subsequent meeting on the applicable requirements, particularly in light of Statute of Reform bills that move through state legislatures.

The Board discussed the ramifications of public responses to developing matters, such as the recent experience in Connecticut, when one affiliate made a public response without coordination with other affected affiliates and the national office. The Board agreed that the Officers and staff need to urge affiliates to coordinate all public responses that affect other parts of the organization.

Dan Bartley reported that he, Bill Casey and Pat Gomez met with Judge Michael Merz and the incoming chair of the National Review Board, in NYC on March 7, to discuss matters of common interest as lay groups committed to address the sexual abuse crisis and its continuing consequences. Both parties shared their perspectives and expectations about their own organizations and each other's in an attempt to identify areas where collaboration is or is not feasible.

7. Concluding Session

Svea Fraser led the participants in a final prayer experience.

The meeting adjourned at 4:30 P.M.

The next Board meeting is May 19, 2009.