

The SUUSI Foundation Board of Directors Meeting June 2, 2021

Meeting Minutes *****APPROVED*****

Via Zoom

Called to Order at 7:03pm EST

Roll Call & Check-Ins

- Annsley Van Buskirk
- Nicole Tearno
- Angel Wall
- Derrick Peavy
- Wilson Farrell
- Kimi Riegel
- Jay Camp

SUUSI Board President Update (Wilson)

- Doing a lot of DEI work and training with board and core staff
- Hired a new Risk Manager
- Elections and nominations will resume normal cadence for upcoming SUUSI
- Paul Langrock has left the board; position to be filled at next meeting
- No one has stepped up to be the next Board President yet

OLD BUSINESS:

D&O Insurance

- Application has been completed and submitted!
- Shout out to Nicole for helping Annsley get that done.

20 for 40 Fundraising Update

- Little over \$1500 raised over 6 months, so not great ☹️
- Recent NUUS blast brought in a few more donations
- Beer Tasting Workshop – low registration so far, spread the word
- Kindness Grams – Kimi and Nicole to explore more
- Still interested in doing Virtual Gala in the future
- Need more ideas

NEW BUSINESS:

SUUSI Board's Grant Request

- The SUUSI Board budgeted \$3,000 for DEI efforts, and an additional \$7,000 is being requested to cover the cost of and compensation for DEI training, consultation, and mediation work with the SUUSI Board members.
- It was reported that, in this case, the SUUSI Board voted to approve paying these funds. The majority of the SUUSI Board felt it was important to appropriately compensate the people who assisted them, and an hourly rate was agreed and voted on. The mediation was aimed at repairing relationships between members. It turned out that the mediation required quite a few more hours than was expected.
- Concerns were raised about the part of the request that outlines paying SUUSI participants and/or volunteer staff for their time.
- Discussion moved into the direction of the procedural questions surrounding these requests. Does The SUUSI Foundation need to actually weigh in on and give an approval for these requests? Or does SUUSI just need to notify The Foundation that they have voted to approve to exceed their proposed budget by \$X? The SUUSI Foundation is not to interfere with programming decisions. There is always the chance that SUUSI will be significantly under budget anyway, so they may not end up going over budget.
- It was suggested that we approach it more that SUUSI can spend their money however they have planned, and if/when they find that they are running out of money they can ask for a grant from The Foundation for \$X to cover their deficit.
- Group agreed to review policy for possible revisions needed to make this a simpler and clearer process. It was agreed that if SUUSI needs money they ask for it and The Foundation grants it to them. If SUUSI has a surplus, then they grant it to The Foundation.
- The Foundation Board fully supports these efforts and the need for DEI training for staff but does not feel the need to vote on anything given that SUUSI has money in their bank account to cover it at this time.

Policy Changes

- Lengthy discussion was had regarding policy changes. Several changes are needed to clarify the ownership of the funds granted to The SUUSI Foundation. A thorough review is also needed to ensure our policies and bylaws are not in conflict with one another.
- Discussion was had about possible changes needed regarding investment decisions, how they are made, how they are liquidated, etc. There is a clear need to establish an investment policy and there is a desire amongst the Board to put as much of our reserves to work generating income, as possible. This discussion was tabled until a future meeting, so more time can be spent on this topic.
- There was also discussion about another possible change to Section 4. Specifically, it was suggested that The Foundation should not pay any compensation or salary to individuals and that language should be added into this section somewhere. That proposal was tabled, as more thorough discussion is needed surrounding this topic. Our insurance would be affected if we started paying "salaries" or "benefits" to anyone who could be considered an employee.

Approved Policy Changes:

Section 1

Jay moved to approve the changes to Section 1, as proposed. Wilson seconded this motion. No further discussion. Motion passed with a vote of 7-0.

Section 1 – 1(a)

- Old: "Hold and protect, in trust, the granted excess funds of the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI"), the sister organization of The SUUSI Foundation;"
- New: "Hold, protect, and manage grants received from the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI"), the sister organization of The SUUSI Foundation;"

Section 1 – 1(d)

- Old: none
- New: "Hold, protect, and manage additional income, assets, or other funds, which are earned, received, or donated to The SUUSI Foundation."

Section 2

Jay moved to approve the changes to Section 2, as proposed. Kimi seconded this motion. No further discussion. Motion passed with a vote of 7-0.

Section 2.2 - 1(a)

- Old: "Five members serving concurrently as a Director of The Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI") Board of Trustees;"
- New: "Five members serving concurrently as members of the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI") Board of Trustees, for a term of one year each;"

Section 2.2 - 1(b)

- Old: "Two members "at large," appointed by The Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI") Board of Trustees. Further,"
- New: "Two Board members-at-large appointed by the Board, for a term of two years each. Further,"

Section 2.2 - 1(c)

- Old: "Terms are for one year, as specified in The SUUSI Foundation bylaws. There is no limit on the number of terms served, and directors may be removed at any time, for any reason by a majority vote of the Board."
- New: "Terms are for one year, as specified in The SUUSI Foundation bylaws. There is no limit on the number of terms served, and directors may be removed at any time, for any reason, by a unanimous vote of the remainder of the Board."

Section 3

Jay moved to approve the changes to Section 3, as proposed. Derrick seconded this motion. No further discussion. Motion passed with a vote of 7-0.

Section 3 - 3

- Old: "The annual operating budget for The SUUSI Foundation, Inc. shall be from funds held in trust by The SUUSI Foundation, Inc."
- New: "The annual operating budget for The SUUSI Foundation shall be created from funds held by The SUUSI Foundation, excepting any funds of The SUUSI Endowment Fund or other reserved funds."

Section 4

Jay moved to approve the changes to Section 4, as proposed. Angel seconded this motion. Several proposals were scratched and tabled re: placing restrictions on making payments to people, and re: investing more funds. Motion passed with a vote of 7-0.

Title

- Old Title: "FUNDS HELD IN TRUST"
- New Title: "NON-BUDGETARY DISBURSEMENTS"

Section 4 – 1

- Old: "The SUUSI Foundation, Inc. is trustee of any funds granted to it by The Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI"), the sister organization of The SUUSI Foundation, Inc."
- New: "The SUUSI Foundation is the owner of any funds granted to it by the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI"), the sister organization of The SUUSI Foundation."

4.1: Fund Use

- Old:

"1. Disbursements from funds held in trust must meet one of the following categories of use:

- a. Subsequent to majority vote of the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI") Board of Trustees, any formal, written request from them for any reason, excepting only the following exclusion(s) to said request:
 - i. Disbursement of funds within category (a) shall not be issued, nor used for the payment of legal judgments.
- b. Minimal operating expenses related to the operation of The SUUSI Foundation, Inc. as specified in this policy manual and in keeping with The SUUSI Foundation's role as a supporting organization of SUUSI.
 - i. Disbursement of funds within category (b) must be within the budget approved by the Board of Directors of The SUUSI Foundation, Inc."

- New:

"1. Disbursements of any funds, from The SUUSI Foundation to the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI"), must meet all of the following criteria:

- a. Subsequent to majority vote of the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI") Board of Trustees, any formal, written request from them for any reason, excepting only the following exclusion(s) to said request:
 - i. Disbursement of funds within Section 4 shall not be issued, nor used for the payment of legal judgments.
- b. Necessary to cover minimal operating expenses related to the operation of the Southeast Unitarian Universalist Summer Institute, Inc. (a.k.a. "SUUSI"), as specified in this policy manual and in keeping with The SUUSI Foundation's role as a supporting organization of SUUSI.
 - i. Disbursement of funds within Section 4 must be within the budget approved by the Board."

Section 5

Derrick moved to approve the changes to Section 5, as proposed. Kimi seconded this motion. No further discussion. Motion passed with a vote of 7-0.

5.1(1)(a)(i) & 5.1(1)(b)(i)

- Old:

- a. "Extreme financial emergency within SUUSI, brought about by unforeseen circumstances, or circumstance beyond the control of SUUSI, and used for the sole purpose of ensuring the continued viability of SUUSI, (or its successor organization). Further;
 - i. Disbursement of funds within category (a) is contingent upon their being ~~no available reserve funds held in trust and~~ no other funds available to The SUUSI Foundation Board;
- b. Support of the mission and vision of SUUSI (or its successor organization). Further;

- i. Disbursement of funds within category (b) is contingent upon their being ~~no available reserve funds held in trust~~ **and** no other funds available to The SUUSI Foundation **Board;**"
- New:
 - a. "Extreme financial emergency within SUUSI, brought about by unforeseen circumstances, or circumstance beyond the control of SUUSI, and used for the sole purpose of ensuring the continued viability of SUUSI, (or its successor organization). Further;
 - i. Disbursement of funds within category (a) is contingent upon their being no other funds available to The SUUSI Foundation;
 - b. Support of the mission and vision of SUUSI (or its successor organization). Further;
 - i. Disbursement of funds within category (a) is contingent upon their being no other funds available to The SUUSI Foundation;"

Reminders to All:

- Spread the word to drum up donations.
- Nicole wants to roll out a SUUSI Foundation donation "buy-ins" to get swag in return. Will need \$ for this and will work on proposal.
- Keep thinking of other ways to plug donations during the week of SUUSI.

Meeting Adjourned @ 9:02pm EST