

**NEW YORK YEARLY MEETING BOARD OF TRUSTEES**  
**Minutes of Meeting of October 1, 2017**

Present: Fred Dettmer (Clerk), Spee Braun (by phone), Keith Johnson, Peter Phillips, Roseann Press, Jim Whitely

1. The Trustees considered recommendations to the Yearly Meeting Nominating Committee for a new Trustee. They reviewed names previously considered. Roseann and Spee reported that certain potential nominees were contacted but declined at this time. Roseann and Spee will continue to consult with selected potential nominees.

2. Financial Clerk Spee Braun revisited whether to make a dividend decision prior to Budget Saturday, from our meeting of May 23, 2017. In light of the relative consistency of dividend rates over the past few years, the issuance of information by Friends Fiduciary in December, and our past practice, Spee recommended that the dividend rate be set in January 2018. The Trustees agreed to abide by its prior minute, but also to defer its implementation for one year. The Financial Clerk was asked to calculate the dividend rate for 2018 when she is comfortable doing so. Assistant Clerk Roseann Press will prepare a chart of point people for each task undertaken by the Trustees. A draft document retention policy will be re-circulated and will be discussed in November. Spee met with the Mosher Committee at Silver Bay and reviewed the intention of the Mosher bequest. She counselled that earned revenues should not be retained, and undertook to revisit with them next year.

3. Roseann Press, Fred Dettmer and Mary Williams met with representatives of Yorktown Calvary Bible Church. The church proposed that it would accept the property without consideration at the church's transactional expense. The Trustees took the position that they sought considerable value, though perhaps not full market value. An agreement was reached in 2011 for \$150,000 that was not clarified to the degree necessary for closure. It is possible that the parcel containing the parsonage could be disposed separately from the church property. The Trustees agreed to authorize Peter Phillips to engage counsel to conduct a title search and take any other actions necessary to advise the Trustees of the likely value of the assets and their transferability, prior to continued negotiations with Yorktown.

4. The Trustees agreed to meet during 2018 on February 11, April 7, May 24 (full day), at Summer Sessions and on November 10.

5. The Trustees conducted a broad inquiry of their role, responsibilities, and powers. The bylaws provide that the Trustees' responsibilities are limited to administration of trust instruments and real property of the Meeting. As a result, many of the conventional roles of a Board of Directors are not assumed by the Trustees and yet are unattended by the body, which is entrusted with management of the operations of the corporation. These may include entering into contracts, hiring personnel, approving budgets and complying with federal and state law. Some exposures, such as the risk of litigation, fall to the Trustees as a matter of law, concerning issues over which the Trustees have no control.

A question arises whether the governance structure as it now exists should be changed, and if so whether the members would agree to such changes. Easy examples include audit operations and legal and compliance questions involved in contracting, hiring, training and supervision of staff. The risks are financial and operational as well as legal – for example, the Financial Services Committee creates the budget but has no other financial monitoring, cash management or planning responsibilities. A question arises, which are the biggest risks to the Yearly Meeting and how would we address those risks? And does authority to address those risks reside with the Trustees, with someone else, or with no one?

Even if the authority of the Trustees is restricted to managing funds, why are there funds such as Lindley Murray that are not under the Trustees' supervision?

Non-religious, non-Quaker nonprofits have an active Board to which an Executive Director reports, and in which the Board members often take active voluntary roles in the operations of the organization. This itself bears the risk of Board members injecting themselves into staff areas.

It may be useful to engage a consultant who is familiar with both Quaker organizations and nonprofits to perform a risk assessment and advise the Trustees of areas that present a real, rather than theoretical, risk. Some proposals, such as the Audit Committee's reporting to the Trustees, need not await such an analysis.

Spee, Jim and Fred will undertake to investigate and articulate a draft scope of work for a consultant to analyze the organization, identify risks involved in our current operations, and make corrective recommendations.

8. The Trustees approved making the Audit Committee a committee of the Trustees and not a freestanding body within the General Services Committee. The Clerk will consult with the Clerk of Yearly Meeting and the Clerk of General Services to determine how best to effectuate this change.

9. The meeting adjourned after closing worship.

F. Peter Phillips  
Recording Clerk