

NYYM Board of Trustees Meeting Minutes
February 9, 2019 – Greenwich, CT

Present: Roseann (Ro) Press (clerk), James Whitely (assistant clerk), Christine (Spee) Braun (financial clerk), Laura Cisar (NYYM treasurer), Albert Hsu (NYYM assistant treasurer), Dare Thompson (recording), Peter Close, Keith Johnson

Regrets: Jeffrey Aaron, Bridget Bower, Steve Mohlke

The meeting opened shortly after 10 AM with centering worship. Dare Thompson was appointed acting recording clerk.

Follow-up from September 20th meeting:

Ro said that as promised, she shared the revised **Conflict of Interest** (COI) document with the General Services Coordinating Committee clerk for action by that committee and it has been posted on the Google drive. She further noted that we (trustees) will sign our own COI statements in April as we must do each year.

Keith said that, as promised, he has reviewed our **Directors and Officers (D&O) Liability Insurance** and feels we are adequately covered.

1. Divestment from Fossil Fuels:

Spee led us through the statement of the trustees' reflections on this topic that was prepared for sharing at Fall Sessions and then put on hold. We now want to proceed and inform the body on this topic at Spring Sessions and be prepared to answer questions. We agreed that the statement still reflects our views well and we only made minor suggestions for edits, including a concluding sentence that will restate our limited role in this discussion. The body can request what they want but we are the ones entrusted to act on behalf of NYYM's interests. ***Spee agreed to make the changes and send us the revised document.***

During the discussion, Laura remembered that we were to meet with Friends World Committee for Consultation and Earthcare Working Group who also hold concerns on this topic and ***Ro Press will reach out to the respective clerks before Spring Sessions to start a dialogue.*** We also talked quite a bit about our fiduciary responsibility, about the virtual impossibility of a "squeaky-clean" solution, and about our need to have some faith in Friends Fiduciary Corporation (FFC) to whom we entrust our investments and whose website states very prominently: "Rigorously screened investments in unity with Friend's views on peace, social justice, and the environment."

This faith does not mean we don't monitor FFC on a regular basis, and Jim gave a brief update on how our investments are doing. ***He (Jim) and Albert are both going to do further research into FFC's Quaker Growth and Income Fund (where our investments are) and its Quaker Green Fund (a fossil-free fund into which we could move some or all of our investments) to make sure we are able to answer questions that are likely to arise.***

2. NYYM's 2018 Finances

Laura said that final figures are still being revised slightly, but the latest total deficit is still close to \$34,194. That figure reflects the \$40,000 deposit to Silver Bay for Summer Sessions in 2019 – 21 and also \$19,824 that ARCH brought over from its reserves (now depleted). Since Personnel is 60% of the budget, General Secretary Steve Mohlke is trying to assess how to reconfigure staff since we apparently cannot cover the cost of current staff much less, going forward, add the new Field Secretary position for young adults and families that the body has said it wants. Hard decisions will need to be made at Spring Sessions when we adopt the 2019 budget – postponed at Fall Sessions because of all the challenges involved.

She also pointed out that it is a goal to include a balance sheet in the year-end financial report; one has not been available for some time.

The anticipated gift for Quaker outreach activity from Manhasset Monthly Meeting came up in our discussion. How that gift will be accepted and spent is still being worked out.

3. Financial Clerk Report

Spee shared the January 1, 2019 statement of NYYM's Invested Trust Funds and Properties that shows the June 2019 and December 2019 dividends that will be distributed to the various groups within NYYM. ***It is each trustee's job to tell his or her assigned groups and affiliated organizations what they will be receiving and remind them to submit, before Spring Sessions, an accountability report on how they spent the 2018 funds.*** Spee pointed out that some of the groups are doing a good job of spending the money given them (e.g. Black Concerns and Indian Affairs) and some appear to be moving slowly (e.g. Prisons and World Ministries). We *want* them to spend the money since that was the donor's intent. One idea regarding the overages/unspent income from the Mosher fund is to redirect them to the general fund to be used for Communications. This will be assessed in July. We reminded ourselves that we can always re-invest any income that is not being used.

4. Discussion on NYYM Trustee Fund Spend

Ro wants us to be very clear about how we respond to requests to liquidate trustee-managed assets to cover any shortfalls. While no direct request has yet been made, it is likely to come forward, based on conversations at Budget Saturday last October. It was pointed out that these funds give off income in a steady way and that many groups have come to depend on them. We are clear in our understanding that liquidating assets will only make balancing future budgets even harder and that it is not a responsible solution to our 2019 funding gap or to one that might come from the Pay-As-Led experiment.

(LUNCH)

5. UPDATES:

a. Standard Operating Procedures (SOP) Project

We should all look at the team drive to see a spreadsheet created and being modified by Steve Mohlke and Pamela Yager, the consultant helping us make our policies and procedures more complete, clearer, and more consistent in form and content with one

another. They are still in the process of assessing the overall picture, seeing where there are gaps, and setting priorities for the use of Pamela's time.

b. Friends Fiduciary Corporation year-end results

Jim reported that Friends Fiduciary Corporation does a "respectable job" and went over how their year-end results compared to various benchmarks.

c. Friends Legal Coop work

Ro commented briefly on some of the work that Fred Dettmer, Peter Phillips, and Brian Doherty are doing for us. On the team drive there is a document giving an overview of a great deal of legal work being done pro bono for us (see NYYM Trustees and Outside Legal Counsel) and another (Legal Matters) that has documents from Fred in connection with the Green Haven lawsuit. Dare has been named to be the trustees' liaison with the Green Haven lawsuit as Green Haven is in her Quarterly Meeting, Nine Partners.

d. Insurance

During the update on our insurance, Peter Close raised questions about whether we are listed as "other insured" or are otherwise covered adequately by the policies of any other owners of properties with which we are involved. We will review the policies for Monkton and Yorktown in particular. Spee noted that Monkton's insurance will come up in May. When workers comp insurance was mentioned, Laura pointed out that this form of insurance is a personnel - not a trustee - issue.

e. Properties

Spee reported that the transfer of ownership of the **Monkton** Friends Methodist Church and burial ground has been delayed, as the group is forming a 501 (c)(3) association to take over the property. Ro reported that Peter Phillips is working with outside counsel to settle the sale of the **Yorktown** Calvary Bible Church property. We discussed the expense of lawn-mowing at the **Morris Cemetery** where we are charged \$200 per mow. We set a limit of \$1200 for a season of mowing plus a fall clean-up and **Keith will inform the appropriate person(s).**

6. When do recipients of NYYM funds need to receive from the Yearly Meeting an IRS Form-1099?

Laura shared an email from Bob Jahelka, CPA, saying that "after consulting with our tax partner, NYYM will need to issue a 1099 for the Stevens Fund recipients." Laura also shared a related IRS document on "Topic Number 421- Scholarships, Fellowship Grants, and other Grants."

7. By-Law Revisions

We had a fairly lengthy conversation about the revisions to the by-laws that we had hoped to present at Spring Sessions. The changes we want to propose are based on a need for more trustees and shorter terms of service, and we need more people to be able to sign documents on behalf of the NYYM and our Quaker titles are sometimes an issue with non-Quaker entities. ***Peter Close, who has a number of concerns with the currently proposed revisions, will review what Philadelphia, Baltimore, and New England Yearly Meetings do about the issues we are addressing. Peter will provide, within three weeks, revised by-laws for our review on a conference call with the intention of a submission for a first reading at Spring Sessions.***

8. Accountabilities related to stewards of NYYM trust fund income

Each trustee should review the Accountability chart and contact the entities for which he or she is the point person before Spring Sessions. We must 1) remind them that they need to submit an Accountability Report on how they spent the money last year and 2) tell them how much money they will be getting this year. The information about amounts to be distributed is on the sheet with the heading "January 1, 2019 NYYM Invested Trust Funds and Property." They may need to be told that their funds are distributed semi-annually – in June and December.

Some groups under the care of the Witness Coordinating Committee are unhappy that money they have counted on for years may not be available in the amounts previously distributed and in fact may not be available at all in the future because of the financial challenges the whole NYYM is facing. Spee spoke at length with Rebekah Rice, clerk of WCC, about this, but this situation still puzzles and bothers some groups, and tact and patience continue to be needed. She reminded us that trustees need to speak with one voice about how any decisions about redirecting the income in question is not a decision of the trustees but of the body.

9. Other Business

Laura spoke about some Financial Accounting Standards Board (FASB) regulations that might have implications for us. She is exploring this and will report back at our next meeting.

Trustees are concerned that the NYYM Audit Committee is not meeting. No action is being considered at this time.

Our next meeting will be on Saturday, April 6, at Oakwood School in Poughkeepsie during Spring Sessions. The clerk will advise of our time slots once they are assigned.

We ended at 3 PM with centering worship.