

Board of Trustees of U.U. Rowe Camp and Conference Center
22 Kings Highway Road

Rowe, MA 01367

(413) 339-4954

www.rowecenter.org



Saturday, October 15, 2016 at 3:15 p.m.

Facilitator & timekeeper: Albert Mussad, *President*

Minutes taker: Liam McRae, *Clerk*

Parliamentarian: none, as no motions will be made (no quorum)

Unfortunately, due to last-minute events both Selena Migeot and Clay Connor were not in attendance. Thus, we did not have a quorum and no votes were conducted.

Please refer to [Conduct of Meetings](#).

1. 3:15-3:35pm Check-in (*Albert Mussad*)

Outcome: Connection and community

Albert made a point to ask those in attendance to read the agenda beforehand, and the documents in the folder. Albert will similarly try to make sure the appropriate documents are posted one week before the meeting.

2. 3:35-3:45pm Approval of minutes of August 22, 2016 teleconference meeting (*Albert*)

Outcome: Corrections as needed

No quorum, no vote of approval conducted. Deferred until the next meeting.

3. 3:45-3:50pm Motion to appoint Liam McRae Clerk of the Board for a two-year term through September 2018

No quorum, no vote of approval conducted. Deferred until the next meeting.

4. 3:50-4:05pm Executive Director's report (*Felicity Pickett, Executive Director*)

Outcomes: a. Shared understanding of news and work in progress of which Board should be informed

b. Clarification as needed

Executive Director's Report

1. Busy start to the fall season – Things continue to be quite busy with our new extended season.

a. Sept began with Joanna Macy's 10 day program

- b. Spiritual Guidance 2 class intensive at end of month
 - c. Attendance statistics show total enrollment for Sept at 265, compared to last year at 163 and the 10 year average of 206. We hope that is the start of another great year.
2. Great fall work week – We had a small but very helpful and productive work week.
 - a. We hired Russ Jolly to supervise the crew to begin building the Prue Berry/Doug Wilson Pavilion. The base is complete and on the new foundation and the framework for the seats is now in place. We will continue the work at spring work week.
 - b. We did lots of clean up from summer
 - c. Winterization
 - d. Painting
 - e. And preparing the art room for artist in residence. We can no longer cover the walls with paper due to decision by the building inspector. A crew cut thin paneling into pieces that were put on the wall and will be taken down for the summer. Artists have found the graffiti to be over-stimulating.
3. Water issues and next steps
 - a. Problems with water inspection at Fromson House outside faucet but nowhere else on the grounds. Technician will test inside from now on.
 - b. We're working with the engineer to start the construction of the new pump house
 4. Progress at New Guest House with bathrooms. We are working on a design to put bathrooms in the Max and Laura room and in the "Extra Room."
 5. We have been invited by the Angell Foundation to write a letter of Inquiry for a grant. The proposal is for a grant for what we are calling "The Rowe Social Justice Initiative" It will be a way to help fund all of our scholarship initiatives under one umbrella: The Woodside Program, Earth Activist Program, Veterans Program, Spiritual Guidance Program, and conferences. We will also be asking for start-up funds for a new Training Program for Social Activists, and an all-terrain wheelchair /vehicle that would allow all people regardless of physical challenges to take part in any program at Rowe and have access to all the facilities and grounds, including the new permaculture garden.

There was discussion about:

- General operating income vs. programming income
- Time frame of the potential Angell Foundation Grant
- General social justice orientation of camp and its possible relation to the possible Angell Foundation grant

5. 4:05-4:25pm Bylaws Committee Report

Please see [Bylaws Discussion Draft 9-16](#) (draft of restated bylaws) presented at the Annual Meeting.

- Outcomes: a. Shared understanding
b. Clarification as needed

Hi everybody. As you probably know by now, I have agreed to continue to serve as the bylaws committee chair for 2016-2017.

First, we put in a notice in the Rowe E-News (for November events) that responded to some very good questions from one member, who handed them to me after the meeting, together with our answers.

But no one contacted the Rowe clerk's inbox, about bylaws or anything else, after the Annual Meeting.

I think we may have to see if we can get space in the next Center Post, to reach a wider audience about the progress on the bylaws.

In the meantime, I think the statement that Doug read at the Annual Meeting, following the debate about the restatement, summed up his objections to them. I asked Doug to send me an electronic file of that statement, and he did. I have included the entire statement in the draft of the Annual Meeting minutes that I posted to the meeting folder for your review. My notes about Prue's statement are also included.

Doug's main objection to the bylaws seems to be, and I quote, "I'm afraid a small Board of Directors with the power to change the by-laws themselves could jeopardize the existence of Rowe Camp and Conference Center. It is not wise to shift the power from the members to the board. The board could even sell Rowe's property, including the chapel. I believe that the ability to change the by-laws and to buy and sell Rowe's property needs to remain the responsibility of the members."

I think this objection goes to the heart of many members' opposition to the restatement, and I'd like to propose a way to address it.

I know we discussed this very issue over the course of the year as we put together the restated bylaws. We concluded that, for the sake of efficiency, and to align ourselves with current practices for charitable nonprofits of our size, it made sense for those people who are most closely involved with and knowledgeable about the business affairs of the corporation, to make the decisions about those affairs.

However, it seems to make some members deeply uncomfortable. And, although I don't believe any current or future Board would ever amend the bylaws without the full knowledge and consent of most of the members, I propose that we leave this part of the current bylaws unchanged. Right now, members can vote at an Annual Meeting to amend the bylaws.

So I think that however potentially messy and slow it might be, it would be in the best interest of Rowe if the Board changed the restated bylaws, so that members retain the power to vote on the following things:

- Mergers and consolidations. Passes with a supermajority vote, by law, that is, two-thirds of the entire membership: new to bylaws
- Disposition of all or substantially all of Rowe's property and assets. Passes with two-thirds vote of people voting at a meeting, including mail-in proxies – no change from current bylaws
- Amendment or restatement of the bylaws. Passes with two-thirds vote of people voting at a meeting, including mail-in proxies – no change from current bylaws
- Amend or restate the Articles of Organization. Passes with a supermajority vote, by law – new to bylaws. Reminder: the Articles are the document that formed the corporation in 1927. They contain the name and purpose of the organization, plus the signatures of the

founding members. They've been amended twice, but they're out of date, so they'll need to be restated right along with the bylaws.

Recently I talked to our attorney, Liz Reinhardt. Albert and Felicity couldn't join the call, but they did email me their questions. We wanted to know what she thought about making some changes to the bylaws to make them more acceptable to members, and she agreed that these four steps were good ones to make. In addition, she noted that the current membership sections (Articles III and IV of the bylaws) could be merged so there is no longer a distinction between General Members and Trustee Members.

That is a lot of additional work, however, and it will cost us. Do you want to see what a merged section looks like, or would you rather just change what we have now so that it reflects the new recommendations, if approved?

Also, we propose to change the definition of General Membership so that it essentially says something like, "The general membership (the "General Members") of the Corporation shall be those persons *who maintain a current membership by paying dues set by the Board of Trustees* for a 12-month period," instead of saying "those persons approved for membership by the Board of Trustees." The intent all along was to define members as those people who pay dues, and this change takes care of that, I think.

Finally, Liz and I exchanged emails about some minor points, and one was about mediation. That is, if Rowe ever has to go to trial over a dispute, a professional mediator might be a less expensive, more efficient way to settle it. She agreed, and said that some judges even require two parties to go into mediation first. So I just wanted the Board to be aware of this option.

If the Board approves these proposed changes, we'll publish an update in the Rowe E-News that goes out at the end of the month.

Here they are once again:

- 1) The four changes outlined above regarding what members can vote on
- 2) Spend money for a new Article III template that merges the duties of General Members and Trustee Members
- 3) Redefine general members as persons who pay dues

—Cynthia Bolling, Chair

Discussion of Doug Wilson's potential involvement with the Bylaws Committee. Members present were generally in favor.

Vote approving the new revisions to proposed bylaws deferred to next meeting. Board members present were unanimously in favor of the new changes. Absent members will be contacted to weigh in.

6. 4:25-4:45pm Bylaws: Next steps

Outcomes: a. Shared understanding of process toward 2017 proposed restatement

- 1.) Receiving and responding to questions

- 2.) Rowe website: Collecting questions and answers and e-News communications
- b. Clarification as needed

Questions sent to the clerk email specifically about bylaws will continue to be referred to Cynthia.

Discussion of how we approved a ballot motion for a question “do the bylaws need to be changed.” A two-thirds vote would defeat the following action to change the bylaws. Members present expressed concern because our current bylaws put us out of compliance in some ways. Members present agreed that a preamble to the question detailing that a “no” vote will put us in a place of non-compliance could alleviate this.

Members present hoped the attorney can also articulate what happens when we are out of compliance. (Losing our certificate, etc.)

4:45-4:55pm Break

7. 4:55-5:15pm Treasurer’s Report (*Felicity for Betsey Miller, Treasurer*)

- Outcomes:
- a. Shared understanding of Rowe’s financial wellbeing
 - b. Motion to put \$5,000 into budget for 2016-2017 legal fees
 - c. Clarification as needed

Since we are only one month into the new fiscal year, it is difficult to make any specific financial predictions. If September is indicative of the year, we are in good shape. Development income is up by \$10,000 and operations by \$28,000, making income up by 18% over last year at this time. Expenses are below where we were last year by about \$4,000, leaving us with a net income of \$42,000 (40%) over last Sept.

Our unrestricted cash on hand is \$342,104, which is \$136,267 over last year and our investment income is \$137,845 over last year, putting us in a very good position for starting this new fiscal year.

Sept. 2016 Balance sheet:

<https://drive.google.com/file/d/0B3Enakp3XgLcWFhwV1JhZ0R2V28/view?usp=sharing>

Income/expenses:

<https://drive.google.com/file/d/0B3Enakp3XgLcYzA1bWNhcnpl1eUk/view?usp=sharing>

8. 5:15-5:30pm Development Report: Launching the Campaign for Joffe House by the Brook (*Lisbet Taylor, Chair*)

Outcome: Shared understanding of fundraising process

Discussion about how we need more than one board member on the development committee. (Lisbet is currently the only board member and the only committee member.) Discussed that former members might be interested. It was recommended that we ask general members if there is interest in joining the development committee, as committee members do not have to be board members.

If Lisbet has more members on committee, she can divvy up the number of board members that each committee member has to keep on task and oversee.

Discussion on how Felicity makes talking points for things like Joffe house: could we have those for our fundraising work?

Call lists will be created by Nov. 1st.

Fundraising:

Starts on October first and finishes on the 30th. The board will be sent lists of donors by November 10th. (this is an opportunity to send thanksgiving cards to members).

Protocols in the report.

Felicity made a statement appreciating Lisbet's work as chair of the Development Committee.

9. 5:30-5:40pm Youth Program Advisory Committee Report (*Liam McRae for Heather Day, Chair*)

The Youth Programming and Advisory Committee met for the first time on October 15, 2016. Present members were: Heather Day, Greg Glassman, Abby Huber, Liam McRae, Josh Rose and Phoebe Westwood. Also participating in the meeting was Cara Downey, Youth Director at Rowe.

All committee members and their Rowe involvement are listed below:

- *Heather Day (Former: Camper, T-Camp staff; Current Board Member)*
- *Greg Glassman (Former: Camper, T-Camp director, JHC CIT and staff)*
- *Abby Huber (Former: Camper, JHC CIT, SHC spirit and staff)*
- *Joanna McClintick (Former: Camper T-Camp staff, JHC staff and director)*
- *Liam McRae (Former: Camper, SHC spirit; Current Board Member)*
- *Josh Rose (Former: Camper, T-Camp Staff, JHC staff)*
- *Phoebe Westwood (Former: Camper, JHC CIT, staff and director, SHC spirit)*

We began with a conversation of where we see the committee working on, what we can do and what specific projects people have in mind.

Among those interests were:

- Providing a renewed and consolidated mission for camp; helping camp identify exactly what we do and why, especially in the context of new technology, social changes, and the arc of the camps from ages 8-18.

- Serving as a resource for both Cara and Camp Directors; putting together sets of resources and facilitating the flow of knowledge among camps.
- Devoting time to the way we advertise and talk about Rowe – it’s hard to do, and we’d like to be able to refer people to resources that can communicate the magic and the kind of growth that happens regularly at Rowe Camp.

Several topics have been outlined for work by the committee already, including:

- Gender-Neutral Cabins, both as brought up at Senior High and more generally
- Addressing tragedies/situations that have come up outside of camp
- Possible re-naming of YPC/T-camp
- Camp schedules
- Ideas for the Maya Gold pavilion
- Camp enrollment; what’s driving it up/down
- Woodside and supporting Rowe’s overall cultural competency

We spent the entirety of our discussion time on the topic of gender neutral cabins. Specifically, there has been talk coming from Senior High about making all of their cabins gender-neutral. Concerns were first raised including that the committee doesn’t know the background of the idea’s development and what discussion has been had thus far. Members wanted to know who was introducing and encouraging the idea and to what extent campers had been consulted. The committee would like to find out more about how the community feels/has been talking about the idea.

The committee raised concerns about the effect of a blanket policy; how such a structure could force campers who do legitimately identify with certain genders into a non-conforming space, and force non-conforming campers into an intimate living space with gender-identified people.

The committee spoke about the difference between a blanket policy and one or two gender neutral or gender non-conforming cabins, as JHC did last year. There was great support for the latter idea, and we are looking to gather more information about how JHC’s experience went.

There was discussion about whether the idea from SHC is about being gender neutral or gender blind, i.e. allowing non-conformity vs. avoiding any acknowledgement of gender altogether.

Also discussed:

- How would we educate/inform parents about a gender-neutral cabin?
- How could we structure enrollment? Consciously volunteering to be in a non-conforming cabin or some other structure?
- Are these gender neutral cabins only for non-conforming campers or are they simply a non-designated space?
- How can we avoid tokenizing staff, i.e. avoiding a situation where “the trans staff person” is assumed to oversee “the trans cabin”
- How to align cabin gender with gender-blind spirit elections?

- Staff and spirits overseeing non-conforming campers need to be competent/trained in doing so, just as the community in general must educate itself on navigating issues of multiple identities with grace

There was discussion of developing pre-established protocols that could guide directors and staff in the event that they are welcoming non-conforming campers. The committee talked about how this could allow appropriate problem-solving on the fly, while couching that inside a structure that guides and supports.

The committee talked about eventually drafting a set of recommendations on this issue as the best way for us to act, ultimately.

From this, we moved into brainstorming how the committee can communicate. Ideas raised included:

- Running a Google Hangout feed during phone calls to points of information can be addressed and another layer of communication can be added in addition to verbal
- Ongoing email string between meetings and a Google Drive folder to house all shared documents

The committee decided that 90 minutes was a good length for the tele-meetings, while keeping an open mind if we need to go longer. Doodle polls will be used to plan our next meeting, hopefully within two or three weeks. We agreed that breaking into subgroups/task forces would be an effective way to tackle multiple issues.

Next steps identified for the committee include:

- Liam and Cara:
 - Drafting a set of questions that Cara can ask former and current directors to fill in what the committee doesn't know
 - Working further on gathering background information on the feedback topics
- Heather, Josh, Greg:
 - Developing a set of possible meeting protocols that make best use of new technology and utilize some meeting structures that mirror in person meetings
- Abby:
 - Drafting a collection of the committee's thoughts so we can move right into discussion next time

In general:

- Cara and Liam are interested in continuing to work on the topic of gender neutral cabins
- Heather, Greg, and Phoebe are interested in continuing to discuss Woodside and Cultural Competency
- Phoebe and Cara are interested in continuing to discuss enrollment.

Discussion:

The members present disagreed that the board does not need to be involved unless something goes wrong. The board would have to approve the actual policy that enables the directors to make the decision about cabins. The decision has to be made where the ultimate liability falls. While the policy is not written, it has been the way Rowe did things to have male and female cabins. To change that would be something the board would have to do.

10. 5:40-5:50pm Nominations Committee Report *(Albert)*

Outcome: Shared understanding of commitment to ongoing recruitment

There was a perception that the old list of potential trustees could use some cleaning up. Discussion that we need to keep identifying new prospects, and doing so more actively as a board.

There are three people who have expressed interest or were otherwise found promising. Albert volunteered to take over the roll of reaching out to those people, as we do not currently have a vice president.

Liam will take up maintenance of the Doodle poll for upcoming board meetings in the sad event of Cathy's passing. Having those dates will allow us to pursue prospective board members and invite them to meetings.

11. 5:50-6:00pm Governance Committee Report *(Albert for Cynthia Bolling)*

The Governance Committee consists of Cathy Perkins and Cynthia Bolling. It was formed in August 2016 on the advice of our attorney, Liz Reinhardt, as well as our accounting firm, and it has been included as a Standing Committee in our proposed bylaws restatement.

Here's a description of the committee's duties, which we adapted from a template that our attorney gave us describing a typical nonprofit's Governance Committee.

Duties of the Governance Committee

The Governance Committee will be responsible for the development of sound policies, procedures and Board practices to ensure that the Board of Trustees exercises its fiduciary oversight of Rowe in a way that is consistent with applicable state and federal law, regulatory requirements, and best practices in the field. The Governance Committee shall be responsible for ongoing Board education in these matters.

Please note that this description, if approved, should be added to the Board > Board of Trustees Committees page of Rowe's website.

Essentially, the Governance Committee is responsible for overseeing the development and maintenance of written policies that give guidelines for confidential transactions carried out on Rowe's behalf, including financial transactions.

There are a lot of policies that need to be written up, but at least we know what they are. To give some background, our 2015 audit revealed that Rowe didn't have written policies

covering a number of areas that the state and federal government consider prudent for charitable nonprofits to have.

Here's a list of the policies that we had to say we didn't have when we submitted our 2015 Form 990 to the IRS. To get things done, Governance Committee recommends that some of the work should be delegated to separate committees:

- Depreciation Policy (Finance)
- Risk Management Policy (Finance)
- Policy on Review of 990 (Finance)
- Conflict of Interest Policy (Governance)
- Whistleblower Policy (Governance)
- Document Retention and Destruction Policy (Governance)
- Compensation Review Policy (Finance)
- Joint Venture Policy (Governance)

With eight policies to write and only six Board meetings, we think it's practical to prioritize them. So we've put two at the top: Conflict of Interest and Compensation Review.

We already have some very good guidance from the state (that is, the MA Secretary of State) about what should be included in both policies.

Conflict of Interest and Executive Compensation

In its guide for Board members of charitable nonprofits, the Secretary's office says:

“A board member or related entity should be cautious about entering into a business relationship with the organization the board member is overseeing, and the board should be very cautious about allowing the organization to enter into such a relationship. Such a transaction should not occur unless the board determines it is clearly in the best interest of the charity. Prior to the board vote, the board member should fully disclose his or her financial interest to the entire board, and the board member should not vote on any aspect of the arrangement or be present when it is being discussed or voted upon.

THIS MEANS:

- You should ensure that your board has a policy for dealing with conflicts of interest.

IN SHORT:

Your process for setting executive compensation, the amount of such compensation, and the terms of such compensation should all be well documented, approved by the full board, and be sensitive to public concerns and regulatory oversight.”

The guide also suggests that the nonprofit have a form for the “annual written disclosure by all board members and senior managers or key decision makers in the organization of their business involvements with the charity and their other board memberships and business interests, both for-profit and charitable.”

We've uploaded a Conflict of Interest policy and an annual disclosure form to the meetings folder that meet all of the guidelines suggested by the Massachusetts Secretary's office. I hope you've all reviewed it. It's based on a template that Liz sent us. Just to let you know, we did look at a similar template from the Massachusetts Nonprofit Networks website. While it's much shorter, it's not as specific, and we thought that adapting the policy that Liz sent us would serve us best in the long run.

We've highlighted one issue that needs to be resolved before this can be adopted. Here it is: which committee should carry out the duties outlined here?

To ensure that Rowe operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Governance Committee.

Call for a **motion** (if appropriate) for the Board to adopt the Conflict of Interest Policy and Annual Conflict of Interest disclosure form, (with any changes discussed).

—Cathy Perkins, Chair

Discussion:

The governance committee has identified a need to write eight policies. They recommend subcommittees to do the work. This again calls the need for a full board.

One of the eight policies is the conflict of interest policy. What goes with this is a certification and disclosure statement (of potential c.o.i). Essentially proposing that these be read and reviewed by next meeting and voted on at that time.

The finance committee has in fact written a depreciation policy already, which it seems we never got to at our budget meeting.

Discussion that tackling policies one-by-one might be more manageable, especially in light of concerns about what said policies will commit us to as a board (even though many of the policies are formalities).

Next 2016-2017 meetings: As per Doodle poll from Cathy Perkins

Meeting concluded at 6:10pm, followed by executive session.