

**Perinton Ecumenical Ministries, Inc.
Ecumenical Ministries of Perinton, Inc.
Joint Board of Directors Meeting
September 17, 2018 @ St. John of Rochester**

MINUTES

Present: Directors R. Buchanan, J. Burgeson, K. Cooman, G. Havens, R. Hill, W. Knapp, P. May, C. Meighan, B. Orsini, L. Rixner, B. Smith, D. Wideman
Kevin S. Cooman, Secretary
Mary Ognibene, Esq.
Glenda Hastings, Advent House Executive Director

Absent: S. Amrine, Nancy Hutchings

President B. Orsini called the meeting to order at 7:00 p.m.

GUIDANCE FOR EMP MINISTRY OPERATIONS

K. Cooman had circulated in advance the revised version of the memorandum titled “Guidance for EMP Ministry Operations” drafted and revised with board input over the last several months. The memorandum discusses the legal and tax structure of EMP and how the interaction between the sponsored ministries, and the EMP board as overseer of those ministries, is to take place. The intention of the document is twofold: it gives EMP board members a refresher on how the relationships work; and (2) it gives the leadership of the sponsored ministries the roadmap they need for their reporting and responsibilities. This is particularly important to have in place, as the leadership of the ministries changes over time, and new EMP directors also join the board from time to time.

By acclamation the Guidance for EMP Ministry Operations was UNANIMOUSLY APPROVED. It will be circulated by the EMP ministry liaisons to the ministry leadership teams, with the explanation that we are striking a balance between seeming like heavy-handed micromanagers, and exercising the board’s required fiduciary oversight responsibilities. All of the points of guidance are simply designed to protect our ministries and board, and for legal compliance and “good order,” as we all continue to do this good work as the hands and feet of Christ to our neighbors.

AMENDED BYLAWS

An ad hoc committee of the boards has been meeting with Mary Ognibene, Esq. of the law firm, McConville Considine Cooman & Morin, P.C. to work through revisions of the bylaws of both PEM and EMP. Some of these changes are necessitated by changes in New York State law related to not-for-profit corporations. Other changes have been discussed as desirable changes in organizational procedure and management.

Drafts of the proposed revised bylaws for PEM and EMP have been circulated in advance for review. Ms. Ognibene highlighted the major changes made, which include:

- An additional category of directors is created: up to five “at-large” directors selected from the community, and serving renewable one-year terms.
- There are two kinds of committees: Committees of the Board (composed entirely and exclusively of directors), and Committees of the Corporation (composed of any combination of people appointed to such committee). Committees of the Board may have the authority to “bind the board”, subject to whatever authority they may be granted to that effect. Committees of the Corporation generally have an “advisory role,” also subject to whatever authority may be delegated to the committee. The roles and charge to any committees may be established by board resolution, rather than being memorialized in the bylaws, allowing greater flexibility.
- In order to deal circumspectly with any conflict of interest issues involving a board member, the bylaws provide for the determination of that issue by the “Independent Directors” on the board – that is, those directors not “tainted” with the conflict and meeting certain criteria spelled out in the law.

The board engaged in an extended question and answer session with counsel related to various provisions, to develop a working understanding of the procedures established. For example, the question was posed as to whether the “boards” or “steering committees” of the EMP ministries are either Committees of the Corporation or Committees of the Board. They clearly are not Committees of the Board, as they are not comprised of EMP directors. They are best thought of as we typically refer to them now, as “steering committees,” or “ministry leadership.” It was also noted that there have seldom been conflicts of interest presented, and when they do arise, there are more than enough “Independent Directors” to vote on the particular matter without the conflicted director participating in the discussion and vote.

A few tweaks to the draft bylaws were agreed upon, and Ms. Ognibene will make those changes so that the final version can be reviewed and then adopted at the December meetings.

There being no further business, the meeting was adjourned by acclamation – and the sharing of a cake commemorating the anniversary of the PEM ministry.

Respectfully submitted,

Kevin S. Cooman, Secretary