**Funeral Consumers Alliance**

**Board of Trustees Meeting Minutes**

June 5, 2014 • Bloomington, Minnesota

KEY: Action items in red. Motions in blue.

**Members present:**

President Laurie Powsner

Vice-President Rodger Ericson

Treasurer David Morrison

Secretary Ruth Bennett

Nancy Peterson

Karen Smith

John Abraham

Jim Null.

**Not present:**

Barbara Van Droof

Guests present were Nora Menkin, Dianna Repp, Gary Gilbert, Sharon Ponciano, Jerrigrace Lyons, Heather Massie, Kitty Winthrop, Richard Schaeffer, and incoming Board members Jean Nation, Rod Stout, Marcy Klein and Holly Gilbert.

The meeting was called to order at 12:10 PM by President Laurie Powsner.

We spent a few minutes introducing ourselves and talking about how and why we support the Funerals Consumers Alliance.

The minutes of the October meeting were approved without objection.

Josh reviewed the Executive Director's Report that was sent to Board and new Board members. With the $5000 gift from the FCA of Colorado, we have surpassed our annual budget for income on this item. A great deal of fund raising is starting and results will be coming in over the next couple of months.

Big thanks to Sherry Swett for all her behind the scenes work on this conference. Leda Nutting is a part-time employee and was on-site helping with the conference. A big thank you to Leda, too!

Despite our stern letter to the FCA of Greater Philadelphia to disaffiliate them unless they complied with our 10 requirements, they don't seem to have gotten the message and think that by sending a check for $370.18 we will put them back in good standing. The Board is standing by the decision that this former affiliate is disaffiliated. Dave has found people willing to serve on a Board of a new organization. Josh will draft a letter reminding them that they may not use our name or materials. We may follow up with additional legal action with the PA State Attorney or Corporation Commission.

After a 20 minute break, Josh continued with the E.D. Report. The Maine affiliate is doing extremely well, AMBIS has changed their name to the FCA of Central Texas is also doing very well. Their Price Comparison and newsletters should be models for other affiliates. FCA of Colorado had Josh as a speaker and he did a board development workshop that was very well received and their board appears to be re-energized. They also received a $100,000 bequest and shared $5000 with the National FCA. The Memorial Society of Georgia is starting to listen to the help we can offer. Radio personality Clark Howard of Atlanta is constantly pushing the FCA which helps them some, but the national organization more.

The Consumer Federation of America would like each of our affiliates to join the organization and will even waive the $50 fee to join. They would like to work with all affiliates on price comparisons. This will be a great opportunity for affiliates. Their budget is $5 million/yr and they give grants including $2,500 to us for this conference.

Josh will be working on videos for us to post online. Since Caitlyn Doughty is going to be here, Josh will be talking to her about helping us with video production and posting them on YouTube.

**FINANCIALS**

We have surpassed budget income for the BIG kits and Member affiliate gifts.

The Board thanks David Morrison for his great financial advice through his tenure as Treasurer. His advice has made us a great deal of money by selling stocks when he suggested. Thank you, David!

Our yearly fundraising goals: Our income is looking good. Direct mail fundraising season is in the fall so that number appears low, but other income is up. We are doing very well.

**AFFILIATE RELATIONS**

Most discussion regarded the E.D. Report.

Prospective Board members think highly of the New Board Member information that Josh sent out. There are a few items that need to be updated, but overall, the packet has valuable information.

Proposal to move from a federation to a chapter system.

David suggested that there is a Washington, D.C. Group that helps non-profits do things like this. The Consumer Federation may also be a source of help with information and process.

The consensus is that we need to move carefully and to do nothing until we put together a path as to how it would look, how it would happen and all the pros and cons that could accrue to affiliates/chapters and then ask affiliates and include their input before any final plan is made or implemented. We need to establish that the National FCA and the affiliates/chapters are partners with work that needs to be done

The meeting was adjourned without objection at 3:30 PM

**Funeral Consumer Alliance semi-annual incoming board of trustees meeting**

June 8, 2014 • Bloomington, Minnesota

KEY: Action items in red. Motions in blue.

**Members present:**

Ruth Bennett

Rodger Ericson

Rod Stout

Holly Shreve Gilbert

John Abraham

Marcy Klein

Jean Nation

Jim Null

Karen Smith

Polly Jones (alternate)

Guests present were former Board member Dave Morrison, Rachel Zeldin, Mindy Moore, Gary Gilbert, Dianna Repp, Richard Schaffer and Heather Massey. Jane VanBuren was present to aid us with board development later in the day.

Meeting was called to order at 9:01 a.m. by temporary President Ruth Bennett.

Ruth asked if there were any changes or additions to the agenda.

**ADDITIONS TO AGENDA**

John moved that we immediately waive notice of 10-day notice to Board members regarding bylaws changes. Such notice can only be waived with unanimous support of the Board. Karen seconded the motion.

The motion passed with no objection.

John moved the following: Resolved: that the Board of Directors become a Board of Trustees and accept the fiduciary standards of the Prudent Investor Rule in managing its assets and be capable of protecting the interests of the affiliates in the event of death, disability or loss of its leadership. Karen seconded the motion.

Rationale: Some affiliates may ask for protection of their interests by becoming chapters. Said protection is in a fiduciary capacity, like an agent under a power of attorney. All affiliates should want that assets of FCA National to be invested according to the Prudent Investor Rule, which, by existing standards, is the current policy in practice. This change “codifies” existing policy.

Motion passed without objection.

John then moved that we change Art 4, section 4 of our bylaws to add the phrase *gender identity or expression*, Karen seconded.

Motion passed without objection.

John then moved :The Board of Trustees directs the Executive Director to designate the terms “Funeral Consumers Alliance” and Memorial Society” with a ™ to the upper right corner following the terms as they appear on the FCA website and all other publications. Karen seconded.

Rationale: to prevent members of the funeral industry and others who do not carry out the objectives of an FCA affiliate from using these terms. The Executive Director is directed to start with the website and have that done by July 1st with the rest of materials to follow.

The motion passed without objection.

The next discussion was on where to hold the Fall meeting. Without objection it was decided to have the meeting in Texas and Jean and Rodger will work with national staff to select either Austin or San Antonio. The selected weekend, is September 5-7, 2014.

It was determined that the Spring 2015 meeting will be April 17-19. The place to be determined at the Fall meeting.

The next Biennial date and time will be decided at the SEP meeting.

John proposed that we spend a few minutes at the end of the meeting to discuss the future of the organization. The agenda was adopted as changed.

1. **NEW BOARD MEMBERS INTRODUCED**
2. **ORIENTATION**
3. **ELECTION OF OFFICERS**

Ruth was nominated for President by Karen and there was no objection to her election. Rodger was nominated for Vice-president and there was no objection.

Rod Stout was nominated as Treasurer and there was no objection.

Holly was nominated as Secretary and there was no objection.

**4. LOOKING FORWARD TO THE AFTERNOON**

Jane A. Van Buren, DM, a non-profit consultant delivered a presentation on “Understanding Non-profits.” The point was to ground us in the basic principles of non-profits and to explain the underpinnings of such organizations. Presentation contents are included in attachment.

Summary: Reality: Non-profits are messy. No organization was formed JUST to have a smooth-running operation. They are formed because of a need.

**DISCUSSION:** Was there something that precipitated the “need” for this presentation? VanBuren suggests that there are some feelings in past months that board might have been micromanaging staff.

**EXECUTIVE SESSION**: Board excused the audience to discuss personnel issues.

Session closed with mandate for Josh to compose clear and precise job descriptions for the office staff and himself.

He will perform a verbal and written performance review and set benchmarks for his staff.

Agreement to revisit, and possibly reconsider, the decision to modify staff job descriptions at the next board meeting in September.

**5. WHAT TO EXPECT AFTER LUNCH**

Setting of goals and agenda.

**LUNCH**

12 p.m. Recess for half-hour lunch

**6. BOARD DEVELOPMENT SESSION**

Reconvened at 12:35 p.m.

Review of assessment by the board conducted by Jane in April.

**DISCUSSION** about long-term goals.

Ideas solicited from members:

* Mission/value/goals statement
* Chapter model vs affiliates
* Fundraising
* Staff board relations
* Continue legislative action in changing the funeral rule

**DISCUSSION** of priorities in small group sessions resulted in agreement on these goals and committee appointments:

#1. **Mission, vision, values and goals.** Prepare preliminary statements or a draft prior to September meeting.

Karen (chair) Jean, Marci and Ruth

#2. **ED/BOT relations**

Ruth (chair), Rod, Jean and Rodger

#3. **Affiliate relations** (one of first tasks to talk about purpose).

Jean (chair) Karen, Rod, Polly

#4. **Federation chapter model committee**

Ruth (chair) John, Polly, Karen, Ruth

**#5. Fundraising. strategies** including donations, planned giving and grants (affiliate to affiliate newsletter).

Holly (chair), Rodger, Ruth

**#6. Board policies:** Jim (chair) Ruth, Jean.

**#7. Legislative advocacy**: Rod (chair), John, Polly, Holly

**#8. Finance:** Rod, David M.

**#9. Publications:** Marcy, Holly, Jim

**7: WHAT’S NEXT?**

FUTURE ITEMS:

**Conference committee:**

Rodger (chair), John, Karen and Ruth appointed to committee to explore plans for the next conference in 2016.

**Other items:**

Josh’s job review should be completed on or near July 20

**DISCUSSION**: Jean suggests that there needs to be more clear communication between Josh and the BOT and that there should be a message conveyed to the Sherry (and Leda) to let them know they are valued. Rodger indicated that he was sending them gifts in appreciation of their efforts to make the conference successful … and beyond.

**ADJOURNMENT:** Meeting adjourned at 2:50 p.m.