

**Franciscan Ministries Inc.
Board of Directors Meeting
January 19, 2022 via Zoom
Minutes**

<p>I = Information D=Discussion A = Action</p>
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Present: Jason Bruns, Michael Barnett, Don Evers, Basette Smith II, Sr Marilyn Trowbridge, Sr June Casterton, Sharon Lea Cooke, Waleed Fadayel, Guillermo Villa, David Roth, Elle Baker, John Payton, Sarah Wagner
Absent:

Agenda Item	Item type	Comments
Welcome, Opening Prayer, and Call to Order	I	Jason welcomed everyone, and Sr. Marilyn led the opening prayer
Board Transition	I	Sarah Wagner (Executive Director) introduced to Board. Sarah gave a brief synopsis/bio
Review/approval of last meeting's minutes	A	Motion made by Guillermo to approve October 2021 minutes - motion seconded by Michael, all approved.
Board Transitions	I	Elle Baker (General Board Member) introduced to Board. Discussed, made arrangements for orientation for Elle - Sarah, Sr. Marilyn, Jason to arrange
Executive Director Report	I, D, A	<p>Sarah reported:</p> <ul style="list-style-type: none"> ● Q4 overview uploaded to Board site <p>Tamar's</p> <ul style="list-style-type: none"> ● 303 clients - will be looking at metrics and revising in the new year ● Level 1: 323 ● Level 2: 138 ● Slated to open March 1 (open house, media coverage) ● Work on new house <ul style="list-style-type: none"> ○ Mold remediation, roof repairs have been done ● Have begun making connections with Lower Price Hill Community - have heard possible pushback from Oyler School but planning to meet with Oyler leadership ● Tau House <ul style="list-style-type: none"> ○ 216 ppl served

		<ul style="list-style-type: none"> ○ Reservations have begun to come in <p>Community Garden</p> <ul style="list-style-type: none"> ● 103 plots <p>Haircuts</p> <ul style="list-style-type: none"> ● 731 haircuts ● Currently on hiatus - discussed situation re: no stylist on staff following a safety situation involving a client drawing a gun on the former manager, who in turned resigned - looking to see about turning to full mobile with Tamar's, Mary Magdalene becoming mobile sites ● Board would like to meet the new directors at the next board meeting
Tamar's Center Update	I	<p>Don E reported:</p> <ul style="list-style-type: none"> ● Building on Republic was the previous focus, switched gears due to safety concerns ● Working with John Sugitan, explored partnership on a location in another area, while also expanding search to Lower Price Hill ● Building in Lower Price Hill (Hatmaker Street) found by Sarah, made offer of \$149k, agreed on a higher offer (waiting on outcome of ancillary items following the inspection) settled at \$148k (\$1k below asking price) and closed on 12/20 ● Wrinkle: congregation paid for property, Board will have to pay for renovations ● Per staff, building is suitable at 2600 sqft, 4 BR 2 BA, full basement, A/C ● Possible issue with 2 car detached garage behind house - possible option to have it removed at no cost ● Mold remediation report pending ● Some light electrical, painting, railing work to be done, but no major reconstruction needed in the interim ● Michael will work on property tax - will have to pay as bills are assessed in arrears, going forward will be eligible for tax exemptions to avoid real estate taxes

		<ul style="list-style-type: none"> ● Estelle resigned during the transition due to escalating issues surrounding Estelle's preparedness for the move - while most of the issues were mitigated, Estelle still made the decision to move on ● New director Pam Carroll Dean has been hired - Sarah has been very impressed and thrilled with what she brings to table - extensive experience with Domestic Violence, re-entry - her personality, energy captivated the team right away - everyone got along very well - she is excited to take the helm ● Have gotten word that many of the participants will migrate to Lower Price Hill from OTR - Sarah has reached out to Salvation Army to inform of the move
Barn Updates	I, D, A	<p>Done E reported:</p> <ul style="list-style-type: none"> ● Elaine, Don met with attorney Friday to review changes to agreement - Elaine will still be involved ● Still operating under the Memorandum of Understanding with some adjustments regarding the compensation package ● For any new business, FM will receive 25% of rentals per event, along with 3% of gross food sales, with Funky's being the exclusive caterer ● Funky's will reimburse \$1457/mo utilities, \$665 for maintenance and depreciation ● Hoping to have agreement signed by mid-February - contract will have to go to Rome ● Funky's is now managing the booked events ● Possible hurdle: New OH rule re: non-profits that generate revenue being assessed real estate taxes due to the existence of business income - issue brought up by Frost Brown ● Could be major expense for Funky's and may affect the agreement ● Possible implications for the kitchen as well - issue shared with Rome

- Sr. Marilyn: proceeding to learn more about it but still early in the process, went ahead and agreed that Funky's will work with us
- Issue is around performing for profit activity on a not for profit status - OH has given counties more teeth to pursue this - non profits will need to assess the significance
- Unsure how this would be assessed, or what enforcement discretion the counties will have
- Will be beneficial for Frost Brown to gauge the strategy at the state level, and its impact on Hamilton Co.
- Will need to assess how much income is being derived and how significant it is
- FM is now officially out of the event business re: the Barn

Barn renovations Update

- Met with the architect - will be substantive changes (Funky's to cover):
 - Redo all bathrooms
 - Paint interior
 - Take out wall going into community room, install two pivoting doors
 - Open up half moon doors downstairs to have full view from front to back
 - Install window upstairs at backside of building overlooking grounds
 - Install pass through wall in Gubio room; remove double door entrance single door entrance in far right of room
 - Replace carpet with tile
 - Change light fixtures for ambiance
- Anticipate 3 months for completion
- If we don't renew, all changes to remain in Barn
- Front office area will remain under FM control with no renovations
- Sr. Marilyn: March council meeting will be an opportune time to present entire renovation plan to congregation

Strategic Plan update	I, D	<ul style="list-style-type: none"> ● Jason: Given changes over the organization that have been executed, would say strategic plan is still good - dragging out a little longer due to circumstances beyond control (COVID, etc.) ● Discussed how operating rhythm needs to be moving forward - discussed committee makeup ● Sarah to meet with each board member, take inventory, get feedback on committee participation, involvement - gather thoughts on board governance, etc. ● Sarah to bring forward a recommendations at next board meeting
Special Board Meeting with Rome	I, D, A	<ul style="list-style-type: none"> ● Sr. Marilyn: Council transition occurred in October during which Sr. Wilma will now be overseeing ministries <ul style="list-style-type: none"> ○ At the meeting, agreed that Sr. Marilyn to remain in role as resource to council and board during time of change ● Sarah: Sr. Wilma requested meeting with board for breakfast or lunch (to accommodate time change) - would need to decide how to proceed (special meeting vs. during regular Board meeting) ● Board would be more inclined to hold a special meeting on a Saturday morning, given the dearth of regular meetings throughout the year ● Sarah to coordinate with Sr. Wilma
Finance Committee Report	I	<ul style="list-style-type: none"> ● Don shared unaudited results for 2021 (see Financial Report) ● No actions needed by the Board ● Budget for 2022 has been approved by the congregation with one change due to the sale of a bus by the convent, adding ~\$20k to the budget
Development Committee Report	I	<p>Sarah reported:</p> <ul style="list-style-type: none"> ● Grace Marie Eckman, new development coordinator, former colleague at Salvation Army

		<ul style="list-style-type: none"> ● Great attention to detail, lucky to have her ● ~\$10k brought in from annual appeal, minus costs ● Auction proceeds \$6,276 vs \$8,300 in 2020 ● Development could be an area of growth given the addition of new staff ● Barn staff has been staggered d/t COVID at least through January ● Jason: Thinking about donor requests re: how to get involved with FM; could be possible pool for volunteers, primarily with Tamar's ● With the new director of the Associate program of SFP coming on board - renewed focus on the associates being more involved - another potential volunteer base
Wrap up and adjournment - dates, times for future meetings	I	<ul style="list-style-type: none"> ● Jason thanked everyone and adjourned the meeting ● Next Board meeting: 4/18/2022